BILLY GOAT BRANDS LTD.

Annual Information Form

For the Year Ended December 31, 2021

Dated May 10, 2022

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GENERAL MATTERS

This annual information form (this "**AIF**") for the fiscal year ended December 31, 2021 is dated May 10, 2022 and, unless specifically stated otherwise, all information disclosed in this AIF is provided as of the date of this AIF. For an explanation of the capitalized terms and expressions and certain defined terms, please refer to the "*Glossary ofTerms*" at the end of this AIF.

In this AIF, unless the context otherwise requires, references to the "**Company**", "**Billy Goat Brands**", "**we**", "**us**", "**our**" or similar expressions refer to Billy Goat Brands Ltd.

We present our financial statements in Canadian dollars. In this AIF, all dollar amounts are expressed in Canadian dollars unless otherwise indicated.

FORWARD-LOOKING INFORMATION

This AIF contains forward-looking information within the meaning of applicable Canadian securities legislation. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "does not expect", "is expected", "estimates", "intends", "anticipates", "does not anticipate", or "believes", or variations of such words and phrases or states that certain actions, events or results "may", "could", "would", "might" or "will" be taken to occur or be achieved. Forward-looking statements in this AIF include, but are not limited to:

- the Company's expectation regarding its revenue, expenses and operations;
- the Company's intention to grow its business and its operations;
- the Company's business objectives;
- the Company's anticipated cash needs and its needs for additional financing;
- the Company's ability to obtain necessary financing;
- the performance of the Company's business and operations as it relates to its investments;
- the Company's future liquidity and financial capacity;
- the Company's and/or its investee companies' expected market and the profitability thereof;
- the impact of the COVID-19 pandemic ("**COVID-19**") on the Company's investee companies and the economy generally;
- the competitive position of the Company's investee companies and the regulatory environment in which they operate;
- the business objectives of the Company's investee companies, and their ability to research and develop marketable products;
- expectations regarding trends in the plant-based meat alternative industry, the functional food industry and the foodtech industry;
- results and expectation concerning various partnerships, strategic alliances, projects and marketing strategies of the Company;
- the economy generally; and
- the current and future rates of growth of the plant-based protein market, the functional food market and the foodtech market as well as our belief as to the primary factors driving growth and consumer preferences.

Forward-looking information are necessarily based upon a number of factors and assumptions that, if untrue, could cause actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by such information. Forward-looking information is based upon a number of estimates and assumptions that, while considered reasonable by the Company at this time, are inherently subject to significant business, economic and competitive uncertainties and contingencies that may cause the Company's actual financial results, performance, or achievements to be materially different from those expressed or implied herein. Some of the material factors or assumptions used to develop forward-looking information include, without limitation, our limited operating history, a history of losses and inability to assure profitability; our negative cash flows from operations; the speculative nature of the investments made by the Company; our ability to raise additional capital on attractive terms; our dependency on the board of directors (the "**Board**") and management for the success of the Company; the ability of the Company to safeguard its minority position investments; the impact of competition on the Company's investee companies; the general volatility of the global economy; and that the risks and uncertainties described under "*Risk Factors*" will not materialize.

Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information. Although we have attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements.

Known and unknown factors could cause actual results or events to differ materially from those projected in the forward-looking statements. Such factors include, but are not limited to, fluctuations in the currency markets; changes in interest rates; disruption to the credit markets and delays in obtaining financing; inflationary pressures; changes in national and local government legislation, taxation, controls, regulations and political or economic developments in Canada or the United States, or other countries in which we may carry on business; international conflicts including the ongoing Russo-Ukrainian War; integration of our acquisitions; business opportunities that may be presented to, or pursued by us; our ability to successfully integrate acquisitions; operating or technical difficulties in connection with business activities; the possibility of cost overruns or unanticipated expenses; employee relations; the risks of obtaining and renewing necessary licenses and permits; adverse changes in our credit rating; risks related to third parties passing off or otherwise leveraging the Company's branding; risks related to intellectual property protection including cybersecurity risks and ransomware risks; and the occurrence of natural disasters, hostilities, acts of war or terrorism. The factors identified above are not intended to represent a complete list of the factors that could affect us. Additional factors are noted under the heading "*Risk Factors*".

Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results, performance or achievement may vary materially from those expressed or implied by the forward-looking information contained in this AIF. These factors should be carefully considered, and readers are cautioned not to place undue reliance on forward-looking information, which speaks only as of the date of this AIF. All subsequent forward-looking information attributable to us is expressly qualified in its entirety by the cautionary statements contained in or referred to herein. We do not undertake any obligation to update the forward-looking information contained in this AIF to reflect events or circumstances that occur after the date of this AIF or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

TRADEMARKS AND TRADENAMES

This AIF includes certain trademarks we either own, are in the process of applying for or have the right to use in countries that include Canada and Germany, which are protected under applicable intellectual property laws and are our property. Solely for convenience, our trademarks and trade names referred to in this AIF may appear without the ® or TM symbol, but such references are not intended to indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights to these trademarks and trade names.

ORGANIZATIONAL STRUCTURE

The Company

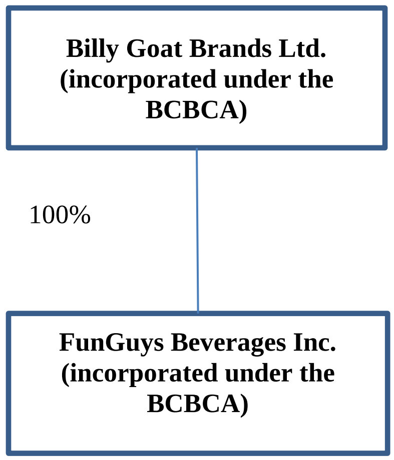
We were incorporated under the *Business Corporations Act* (British Columbia) (the "**BCBCA**") on September 22, 2020 as 1266663 B.C. Ltd. On January 5, 2021, the Company changed its name to "Billy Goat Brands Ltd." The Company is a reporting issuer in all of the provinces and territories of Canada.

The Company's head office, as well as its registered and record office, is located at Suite 2200 HSBC Building, 885 West Georgia Street, Vancouver, BC, V6C 3E8.

Intercorporate Relationships

The Company has one subsidiary, FunGuys Beverages Inc. ("**FunGuys**")

The following diagram illustrates the intercorporate relationship among us and our subsidiary (including jurisdiction and percentage ownership):



GENERAL DEVELOPMENT OF THE BUSINESS

General

The Company is an investment issuer focused on investing in high-potential companies that operate in the plant-based and food technology sector. It intends to accomplish these goals through the identification of and investment in securities of private and publicly listed entities that are involved in the food and beverage industry, with a focus on: (i) plant-based protein, (ii) functional foods, (iii) food technology, (iv) fermented foods, and (v) cultured and cell agriculture. The Company plans to generate returns on its investments, including through mergers or acquisitions, go-public transactions or other liquidity events of its investee companies or projects.

The Company operates with environmental, social and governance ("**ESG**") values and targets investments with organizations that also operate with the same ESG standards. The Company operates with a decentralized executive team, which has enabled the founders of the organization to assemble a formidably talented and experienced global management team even with the challenges of the COVID-19 pandemic.

The Company believes that a robust ESG strategy is key towards delivering what investors want: transparency, long-term value and sustainability. The ultimate portfolio mix of the Company is expected to be skewed to plant-based proteins at 45% and functional foods and beverages at 40%. Food technology (foodtech) is an inherent synergistic fit with the food and beverage products portfolio, and the Company is targeting to have 15% of its portfolio (as measured by dollar value) in foodtech companies.

The Company currently holds the following flagship assets and investments:

- 100% ownership of FunGuys, a British Columbia-based manufacturer and distributer of organic Chaga and Lion's Main infused cold brew coffee under the KOLD™ brand, with a planned Q1 2022 North American launch.

- A 35.1% equity interest, in Sophie's Kitchen, Inc. ("**Sophie's Kitchen**"), and common share purchase warrants to acquire an additional US$1,500,000 of common shares in the capital of Sophie's Kitchen, a USA-based plant-protein packaged goods manufacturer with an innovative line of frozen and shelf-stable seafood products.

- A 12.4% equity interest in The Vegetarian Butcher, Inc. ("**Vegetarian**"), a small footprint retail store concept with a multi-location 4-year growth plan. The Vegetarian Butcher, Inc. currently operates retail stores in Kelowna and Vancouver.

- A less than 1% equity interest Evanesce Packaging Solutions Inc. ("**Evanesce**"), a company that produces eco-friendly compostable food containers made with plant-based by-products, which fully decompose in 90 days, and have a shelf life of more than two years.

Three Year History

Billy Goat Brands

2020

On September 22, 2020, the Company was incorporated 1266663 B.C. Ltd. under the BCBCA for the purpose of becoming an investment company and a reporting issuer and listing on a Canadian stock exchange.

On incorporation on September 22, 2020, the Company issued two incorporation shares at $0.005 per common share in the capital of the Company (each, a "**Common Share**").

On October 9, 2020, the Company issued 4,000,000 Common Shares at a price of $0.005 per Common Share as part of a seed round financing for aggregate gross proceeds of $20,000 (the "**October 9 2020 Financing**") pursuant to a private placement.

On December 4, 2020, the Company issued 19,675,000 $0.02 special warrants (the "**$0.02 Special Warrants**") for gross proceeds of $393,500. On the Automatic Exercise Date, each $0.02 Special Warrant was automatically exercised for one unit of the Company (the "**$0.02 Units**") without payment of any additional consideration and without further action on the part of the holder. Each $0.02 Unit will consist of one Common Share and one warrant (the "**$0.10 Warrants**") with each $0.10 Warrant entitling the holder thereof to purchase one additional Common Share at a price of $0.10 per Common Share until December 4, 2022.

The Company had a limited operating history from the time of incorporation on September 22, 2020 to the fiscal year end December 31, 2020. The focus of the Company over the fiscal 2020 period since incorporation was completing the initial non-brokered private placements to support the initial business plan.

2021

The Company entered into two finder's fee agreements dated January 4, 2021 regarding an opportunity to invest in and/or acquire Sophie's Kitchen (the "**SK Finders Agreements**").

On January 4, 2021, the Company entered two finder's fee agreements in connection with the Vegetarian Investment (the "**Vegetarian Finders Agreements**").

On January 5, 2021, the Company changed its name to "Billy Goat Brands Ltd."

On January 28, 2021, the Company issued 3,750,000 Common Shares at a price of $0.10 per Common Share for gross proceeds of $375,000 pursuant to a private placement.

On February 8, 2021, the Company acquired all of the issued and outstanding common shares of FunGuys (the "**FunGuys Acquisition**") pursuant to a share purchase agreement (the "**SPA**") for 21,995,600 Common Shares at a price of $0.10 per share and 10,997,800 Common Share purchase warrants of the Company (each, a "**Warrant**") at an exercise price of $0.25, exercisable for a period of twenty-four months following the closing date (the "**FunGuys Acquisition Warrants**").

On February 8, 2021, the Company entered into a loan agreement where the Company agreed to loan CAD$614,673 (US$500,000) at the rate of 6% interest per annum with a maturity date of June 30, 2022 to Sophie's Kitchen (the "**Sophie's Kitchen Loan**"). The Sophie's Kitchen Loan has a mandatory conversion provision into Sophie's Kitchen common equity at the maturity date.

On February 10, 2021, the Company acquired 1,842,105 common shares of Vegetarian for a 12.4% ownership of Vegetarian (the "**Vegetarian Investment**"), at $0.19 per share for a total of $350,000. The Company issued 200,000 Common Shares to finders in connection with the purchase of Vegetarian common shares at a value of $0.25 per Common Share. Under the terms of the investor rights agreement with Vegetarian (the "**Investor Rights Agreement**"), so long as the Company and its Affiliates (as defined in the Investor Rights Agreement) hold at least 10% of the outstanding common shares of Vegetarian, the Company is entitled to appoint one of the three members of the Vegetarian's board of directors. Additionally, if Vegetarian proposes to issue any common shares pursuant to an equity financing, it must give written notice to the Company detailing the full particulars of the offering and permit the Company to participate in such offering up to a sufficient number of shares to maintain its pro rata ownership interest in Vegetarian.

On February 19, 2021, the Company granted 5,000,000 stock options of the Company (each, an "**Option**") exercisable at $0.02 per Common Share until the earlier of February 19, 2022 and the date which the Company completes a going public transaction. These $0.02 Options were exercised on April 23, 2021.

On February 23, 2021, the Company granted 500,000 Options exercisable at $0.02 per Common Share until the earlier of December 31, 2021 and the date which the Company completes a going public transaction. These Options were exercised on April 23, 2021.

On February 26, 2021, the Company issued 19,840,000 Common Shares at a price of $0.10 per Common Share for gross proceeds of $1,984,000 pursuant to a private placement.

On February 28, 2021, and pursuant to the terms of the FunGuys Acquisition, the Company issued 21,995,600 Common Shares and 10,997,800 Warrants (the "**FunGuys Consideration Warrants**"), with each FunGuys Consideration Warrant entitling the holder to purchase one Common Share at a price of $0.25 per share for a period of 24 months from the date of issue.

On March 15, 2021, the Company entered into a credit facility agreement with Sophie's Kitchen to establish a credit facility in the principal amount of US$3,000,000 (the "**SK Credit Facility**") at the rate of 6% interest per annum with a maturity date twelve months after closing. The maximum monthly draw from the SK Credit Facility is US$500,000.

On March 15, 2021, the Company received common share purchase warrants entitling the Company to acquire additional common shares of Sophie's Kitchen with a value of US$1,500,000 based on a twenty percent discount from the post-subscription valuation of Sophie's Kitchen immediately prior to a public listing of Sophie's Kitchen. These warrants can be converted to Sophie's Kitchen common shares at any time prior to the warrant maturity date of March 15, 2031.

On March 29, 2021, the Company issued 2,600,000 $0.25 units (the "**March 29 $0.25 Units**") for gross proceeds of $650,000, each March 29 $0.25 Unit comprised of one Common Share and one-half-of-one Warrant (the "**March 29 $0.50 Warrants**") with each whole March 29 $0.50 Warrant entitling the holder to purchase one additional Common Share at a price of $0.50 per Common Share until March 29, 2023. The Company paid a finder's fee of 102,000 March 29 $0.50 Warrants and $25,500 cash in connection with the March 29 $0.25 Unit offering.

On April 26, 2021, the Company issued 9,848,733 $0.25 units (the "**April 26 $0.25 Units**") for gross proceeds of $2,462,183, each April 26 $0.25 Unit is comprised of one Common Share and one-half-of-one Warrant (the "**April 26 $0.50 Warrants**") with each whole April 26 $0.50 Warrant entitling the holder to purchase one additional Common Share at a price of $0.50 per Common Share until April 26, 2023.

On April 28, 2021, the Company entered into agreements with certain shareholders of Sophie's Kitchen (the "**SK Vendors**") to acquire an aggregate of 1,347,336 common shares of Sophie's Kitchen valued at US$1,616,803 (US$1.20 per share), representing approximately 13.1% of the issued and outstanding share capital of Sophie's Kitchen (the "**Sophie's Kitchen Acquisition**"). On July 7, 2021, the Company acquired 1,347,336 common shares of

Sophie's Kitchen through the payment of an aggregate of US$1,616,803 to the SK Vendors, comprised of cash consideration of US$970,082 and share consideration of 1,616,804 Common Shares.

On May 7, 2021, the Company granted 5,625,000 Options. 5,350,000 of the Options are exercisable at $0.25 per share until May 7, 2026 and 275,000 of the Options are exercisable at $0.50 per share until May 7, 2026.

On May 18, 2021, the Company issued 9,505,000 $0.50 special warrants (the "**$0.50 Special Warrants**") for gross proceeds of $4,752,500. On the automatic exercise date of the $0.50 Special Warrants, each $0.50 Special Warrant was automatically exercised for one unit of the Company (the "**$0.50 Units**") without payment of any additional consideration and without further action on the part of the holder, each $0.50 Unit consisting of one Common Share and one half of one $1.00 warrant (the "**$1.00 Warrants**"), each whole $1.00 Warrant entitling the holder thereof to purchase one additional Common Share at a price of $1.00 per Common Share until May 18, 2023.

On May 24, 2021, the Company entered into a stock purchase agreement (the "**SK Debt Purchase Agreement**") with Sophie's Kitchen and the SK Creditor in order to settle the SK Debt pursuant to the terms of the SK Credit Facility. Pursuant to the SK Debt Purchase Agreement, and in return for 184,415 common shares of Sophie's Kitchen, the Company issued 1,275,000 Common Shares valued at $0.25 per Common Share to the SK Creditor in order to settle the SK Debt.

On July 7, 2021, the Company acquired 1,531,751 (approximately 14.9% of the issued and outstanding) common shares of Sophie's Kitchen. In consideration for the Sophie's Kitchen shares acquired, the Company made cash payments of $1,212,524 and issued 2,709,304 Common Shares.

On July 7, 2021, the Company issued 1,500,000 Common Shares to finders in connection with the SF Credit Facility at a value of $0.25 per Common Share.

On July 27, 2021, the Company issued 1,500,000 Common Shares as a finder's fee in connection with the SK Finder Agreements and 200,000 Common Shares as a finder's fee in connection with the Vegetarian Finders Agreements.

On August 13, 2021, the Company subscribed for 41,667 units of Evanesce at a price of $3.60 per unit (the "**Evanesce Investment**"). Each unit consists of one common share of Evanesce and one-half common share purchase warrant of Evanesce. Each whole warrant entitles the Company to purchase one additional common share of Evanesce for a period of two years at a price of $3.90 per share if exercised in the first twelve months following issuance or $4.80 per share if exercised more than twelve months after issuance.

On August 20, 2021, the Company made a $150,000 equity investment to acquire an interest (less than 1%) in Evanesce.

On September 13, 2021, the Company entered an agreement with Future Money Trends, LLC ("**FMT**"), pursuant to which FMT will create and develop digital marketing campaigns and other related services in exchange for an up-front aggregate cash amount of $US500,000 (the "**FMT Agreement**").

On September 16, 2021, the Company began trading on the Canadian Securities Exchange (the "**CSE**") under the stock ticker symbol "GOAT".

On September 22, 2021, the Company settled $202,100 in debt through the issuance of 404,200 Common Shares to two of the Company's creditors. The Common Shares were issued at a deemed price of $0.50 per Common Share.

On October 12, 2021, Strother Simpson was appointed to the Company's advisory board.

On October 14, 2021, the Company issued 2,800,000 restricted share units of the Company (each, an "**RSU**") to certain consultants of the Company at a price of $0.25 per RSU. At the same time, the Company issued 387,500 stock options in the Company (each, an "**Option**") to certain consultants of the Company, exercisable for a period of five years at an exercise price of $0.25 per Common Share.

On November 30, 2021, the Company issued 345,000 RSUs to certain arm's length consultants of the Company, each RSU to vest four months and one day form the date of issuance and entitling the holder to receive one Common Share per RSU.

On November 30, 2021, the Company returned 50,000 Common Shares to treasury and repaid $25,000 to investors.

During the year ended December 31, 2021, the Company issued 5,500,000 Common Shares for $110,000 upon the exercise of Options.

During the year ended December 31, 2021, the Company issued 500,000 Common Shares for $50,000 upon the exercise of Warrants.

Subsequent Events

On February 11, 2022, the Company's Common Shares were up-listed from the OTC Pink Sheet Open Market to the OTCQB Venture Market (the "**OTCQB**") by the OTC Markets Group Inc. and began trading on the OTCQB under the symbol "BGTTF".

On February 15, 2022, the Company filed a base-shelf prospectus in each of the provinces of Canada, except Québec.

On March 1, 2022, the Company acquired of 31,251 common shares in Evanesce Packaging Solutions Inc. through the exercise of 20,834 warrants at an exercise price of $3.90 for cash consideration of $121,879. In connection with the early exercise, the Company received an additional 10,417 common shares in Evanesce Packaging Solutions Inc.

On March 1, 2022, the Company entered into a six-month marketing and consulting agreement with North Equities Corp. ("**North Equities**"). In connection with the agreement, the Company paid an upfront cash fee of $100,000 and it issued to North Equities 1,111,111 stock options to purchase common shares of the Company at a strike price of $0.09 per share expiring March 1, 2027.

On March 1, 2022, the Company entered into a single advance credit facility agreement with a related party. The credit facility has a limit of $121,879 and carries an interest rate of 1% per month, compounded monthly. The credit facility is due on the earlier of (1) July 1, 2022; and (2) the Company completing a financing.

On March 15, 2022, the principal and accrued interest on the credit facility automatically converted into 3,217,674 common shares of Sophie's Kitchen.

On April 7, 2022, the Company granted 118,500 RSU to an arms-length consultant for investor relations services with an exercise price of $0.13 per RSU expiring April 7, 2027. The RSUs will vest on August 8, 2022.

During the current financial year, the Company expects to raise additional capital pursuant to its short form base shelf prospectus dated February 15, 2022. With such capital, we will continue to revise and broaden our investment policies and assess potential business opportunities in order to further support the development of our investee companies and the business of the Company in general.

FunGuys

2019

FunGuys was incorporated on October 9, 2019 for the purpose of becoming a beverage manufacturer and distributor. FunGuys has had a limited operating history from its incorporation to its fiscal year end of December 31, 2020. The focus of FunGuys over the fiscal 2020 period since incorporation was entering into consultation and development agreements and advancing its product research and development.

On November 6, 2019, FunGuys entered into a consultation and development agreement with Brew N Bottle Inc. (the "**Development Agreement**") to develop and produce a mushroom-infused cold brew through a 9-phase process. Pursuant to the Development Agreement, FunGuys will pay Brew N Bottle Inc. US$13,300 per invoice prior to beginning Phases 1-4 and an additional US$7,404 per invoice prior to commencement of Phases 6-9.

On December 12, 2019, FunGuys conducted a mushroom-tasting focus group to identify preferred mushroom varieties and inform product development.

2020

FunGuys completed Phase 1 and Phase 2 activities (as defined in the Development Agreement).

FunGuys developed three “ready-to-drink” samples with Brew N Bottle Inc. for three different coffees, which were ultimately infused with the selected mushroom variety.

FunGuys developed initial branding concepts and hired experienced personnel from EA Sports, FIFA and Equifara Liquidity Event Planners to manage business strategy and operations.

2021

FunGuys completed their roll-out of the KOLD cold-brew coffee brand.

On January 29, 2021, FunGuys renewed the Development Agreement with Brew N Bottle Inc. for a term of three years, pursuant to which Brew N Bottle Inc. will provide FunGuys with beverage development and related services.

On January 29, 2021 FunGuys entered into a consulting agreement with Strother Simpson of Brew N Bottle Inc. pursuant to which FunGuys has retained Mr. Simpson to provide beverage development and related expertise at a rate of $1,800 per month and will sponsor him for a NAFTA work permit.

On February 8, 2021, FunGuys entered into the SPA with the Company.

On February 28, 2021, FunGuys executed an onboarding agreement with Loop with respect to FunGuys’ membership in the Loop Platform (the “**Onboarding Agreement**”), a circular shopping platform that sells grocery, household and personal care products using reusable and recyclable canisters. Pursuant to the Onboarding Agreement FunGuys paid Loop a one-time fee of USD$25,000 and is subject to an annual membership fee of USD$5,000. Loop will provide FunGuys with advisory services related to reusable consumer packaging, quality assurance, marketing and communications.

Subsequent Events

On March 1, 2022, FunGuys announced that it appointed Zaki Mohammed as President, along with five other individuals into senior management roles, to bring the KOLD line of cold-brew coffee beverages to market.

On May 3, 2022, FunGuys announced that it has received its first purchase order on a pre-order basis in the amount of $50,000 from Drip Coffee Social Ltd. for its KOLD line of organic, mushroom infused, cold-brew coffee beverages.

DESCRIPTION OF THE BUSINESS

The Company aims to provides diversified exposure to expansion-stage companies with ESG values, in key categories including functional foods, food technology and plant-based proteins, and is led by an accomplished team with a broad range of experience in deal structuring and operational excellence.

Investment Decisions

Investment decisions of the Company are guided by the Company’s Investment Policy and by an Investment Committee established thereunder and consisting of the following individuals:

- Todd Buchanan, Chairman of Investment Committee;
- Kristian Dahl, COO & Director;
- Asghar Khan, Investment Committee member;
- Natasha Raey, Director; and
- Lindsay Hamelin, Director.

On April 12, 2021, the Company adopted an investment policy to govern its investment activities (the “**Investment Policy**”). The Investment Policy sets out, among other things, the investment objectives and strategy of the Company based on certain fundamental principles, and is set out in its entirety below**.**

Investment Policy

Bill Goat Brands is an investment issuer whose primary objective is to invest its funds for purposes of generating returns from capital appreciation and investment income. It intends to accomplish these goals through the identification of and investment in securities of private and publicly listed entities that are involved in the food and beverage industry, with a focus on: (i) plant-based protein, (ii) functional foods, (iii) food technology, (iv) fermented foods, and (v) cultured and cell agriculture.

Investments will be acquired and held for short-term gains, income generation, or long-term capital appreciation, dependent upon the specific investment. The paramount goal of the Company will be to generate maximum returns from its investments.

The Company may establish an investment committee to oversee the identification, review and implementation of investments. The investment committee shall be comprised of a majority of members of the Company's board of directors. The Company may also engage an investment manager to assist with identifying and executing upon investments, as well as monitoring investments over time.

While the Company's focus will be on making investments in businesses that are involved in the above-mentioned sectors, the actual composition of the Company's investment portfolio will vary over time depending on its assessment of a number of factors, including the performance of its investments, developments in existing and potential markets, and risk assessment. The Company's investment objectives, investment strategy and investment restrictions may be amended from time to time on the recommendation of the investment committee or senior management and approval by the Company's board of directors. The Company's board of directors reserves the right and authority to change the general or specific focus of the Company's investments over time; and reserves the right to diversify the Company's portfolio of investments by industry, geography, and investment type without prior announcement or notice being given.

The Company anticipates re-investing the profits realized from its investments to further the growth and development of the Company's investment portfolio. The declaration and payment of dividends toshareholders will become a priority once the Company has achieved steady or continuous cash flow from its investments.

Investment Objectives

The principal investment objectives of the Company are as follows:

- to seek high return investment opportunities by investing directly in a variety of securities or interests of public and private companies and assisting in early stage projects by providing financial support;
- to identify early stage opportunities with attractive risk/reward ratios;
- to preserve its capital and limit the downside risk of its capital;
- to achieve a reasonable rate of capital appreciation;
- to minimize the risk associated with each form of investment;
- to seek liquidity in its investments; and
- surplus working capital funds may be temporarily invested in general marketable securities.

Investment Strategy

To achieve the investment objectives as stated above, while mitigating risk, the Company, when appropriate, shall employ the following strategies:

- The Company will obtain detailed knowledge of the relevant business in which the investment will be made, as well as the target company ("**Investee**").
- The Company will seek to retain management or consultants having specific industry expertise within the industry or sector in which an investment is contemplated or has been made.

- The Company will work closely with the Investee's management and board, and in some cases, assist in sourcing experienced and qualified persons to add to the board and/or management of the Investee. In certain circumstances, a representative of the Company may be appointed to anInvestee's board of directors.

Investments may include:

- equity, bridge loans, secured loans, unsecured loans, convertible debentures, warrants and options, royalties, streaming investments, net profit interests and other hybrid instruments;

- acquisitions, partnership interests, or joint venture interests with Investees;

- acquisition of a business or its assets, directly or via a wholly owned subsidiary, andsubsequent managing or assisting in developing the underlying business;

    - capital investment in private companies, and assistance in moving them to an acquisition or merger transaction with a larger company or to the public stage through initial publicoffering, reverse takeover or other liquidity event;

    - early stage equity investments in public companies believed to have favourable management and business; and

    - where appropriate, acting as a third-party advisor for opportunities in target or other companies, in exchange for a fee.

- The Company will have flexibility on the return sought, while seeking to recapture its capital within a reasonable period following the initial investment(s).

- The Company will seek to maintain the ability to actively review and monitor all of its investments on an ongoing basis. Investees will be required to provide continuous disclosure of operations and financial status. From time to time, the Company may insist on board or management representation on Investees.

- The Company will continually seek liquidity opportunities for its investments, with a view to optimizing the return on its investment; recognizing that no two investments will be alike in terms of the duration held or the best means of exiting an investment.

- The Company may acquire interests in Investees within the framework of the above guidelines, which from time to time may result in the Company holding a control or complete ownership position in an Investee.

- The Company may utilize the services of both independent organizations and securities dealers to gain additional information on target investments where appropriate.

Notwithstanding the foregoing, from time to time, the Company's board of directors may authorize such investments outside of these disciplines as it sees fit for the benefit of the Company and its shareholders.

Pending investment of available funds, monies will be held in bank or trust accounts with Schedule I financial institution under the Bank Act.

Investments

<u>Principal Targets:</u> The Company's primary focus will be to seek high returns by making investments in companies involved in the following spaces: (i) plant-based protein, (ii) functional foods, (iii) food technology, (iv) fermented foods, (v) cultured and cell agriculture; (vi) marine biotechnology; (vii) ocean carbon sequestration; and (viii) ocean waste and marine plastic management.

<u>Composition:</u> The actual composition of the Company's investment portfolio will vary over time depending on its assessment of a number of factors, including:

- inherent value of an investment target company's assets or potential;

- proven management, clearly-defined management objectives and strong technical and professional support;

- future capital requirements to develop the full potential of its business and the expected ability to raise the necessary capital;

- anticipated rate of return and the level of risk;

- financial performance;

- exit strategies and criteria;

- product – whether the product is unique to a category (disruptive);

- distribution – whether the company is currently in distribution;

- growth – whether there is current production development in place for new items and a high level of research and development on new products, and

- analysis of gross margins, time line to break-even or profits.

The Company will not be bound or restricted as to the geographic, percentage diversity, number of investments, or other restrictive parameters; but may exercise flexibility in its approach to and investment of available funds.

Types: The Company will maintain a flexible position with respect to the form of investments taken, and may employ a wide range of investment instruments, including equity, bridge loans, secured loans, unsecured loans, convertible debentures, warrants and options, joint ventures, partnerships, net profit interests and other hybrid instruments.

Timing*:* The timing of the Company's investments will depend, in part, on available capital at any particular time, and the investment opportunities identified and available to the Company. Subject to the availability of capital, the Company intends to create a suitably diversified portfolio of investments and not retain available cash. The Company will not be bound or restricted as to the timing to invest available capital; but will seek to fully deploy available capital in as expeditious a manner as possible.

Notwithstanding the above, the Company must invest at least 60% of its available capital resources in Investees, in accordance with the investment objectives and strategy outline herein, at all times (subject to a reasonable period of time following each raising of additional capital). In the event it fails to meet this requirement for a period of 180 days or more, it will forthwith call a meeting of its shareholders for the purpose of seeking majority of the minority approval (excluding management and insiders) to one of (i) continue to seek investment opportunities in accordance with the investment policies and strategies outlined herein, or (ii) discontinue its operations as an investment company and seek alternative opportunities, or (iii) liquidate and discontinue all operations and return the proceeds therefrom to the minority shareholders as a return of capital or cash dividend.

Size: The Company will not be bound or restricted as to the overall size of its investment portfolio. The Company may raise additional funds continuously for purposes of expanding its investment portfolio; or may choose to limit its size based on available management time or investment opportunities. The Company not be limited as to the size of any particular investment it may make or the percentage interest any one investment may be of the Company's overall portfolio. As such, the Company may hold a material or majority of its investments in one Investee or a relatively few number of Investees. Further, the Company will not be limited as to the percentage interest it may hold in any Investee, which may result in the Company holding a control position or even complete ownership of an Investee.

Investee Structures: The Company will not be bound or restricted as to the nature or structure of Investees. Investees may be public or private corporations, partnerships, joint ventures or other legal entities.

Compliance: The Company will use its reasonable commercial efforts to ensure that with respect to every investment made by the Company that the Investee is in full compliance with all applicable regulatory requirements enacted by the applicable regulatory authorities in the jurisdiction in which it operates.

Nature of Involvement

The Company may, from time to time, seek a more active role in Investees, and provide such entities with financial and personnel resources, as well as strategic counsel. The Company may also ask for board representation in cases where it makes a significant investment in the Investee. The Company's nominee(s) shall be determined by the Company's board of directors as appropriate in such circumstances. Without limiting the generality of the foregoing, the Company's involvement in each Investee may include the following:

- advising management of the investment company;
- assisting management of the investment company in finding new sources of financing and capital;
- strategic guidance;
- sourcing industry experts;
- taking an active role in recruiting new management for the investment company;
- finding and appointing advisory board members for the investment company;
- taking a seat on the board of directors of the investment company; and
- making strategic introductions to potential business partners.

Registration Status

The Company will aim to structure its investments in such a way that the Company is not deemed to be either an investment fund or mutual fund, as defined by applicable securities laws, thereby avoiding the requirement to register as an investment fund manager or investment advisor.

Conflicts of Interest

The Company recognizes that its directors, officers are or may be involved in other financial, investment and professional activities which may on occasion cause a conflict of interest with their duties to the Company. These include serving as directors, officers, promoters, advisers or agents of other public and private companies, including Investees. These persons may also engage in transactions with the Company where any one or more of them is acting in a capacity as financial advisor, broker, intermediary, principal, or counterparty, provided that such transactions are carried out on terms similar tothose which would apply in a like transaction between parties not connected with any one of them and such transactions are carried out on normal commercial terms as if negotiated at arm's length.

The Company has no restrictions with respect to investing in Investees in which a director or member of management may already have an interest. However, directors and senior officers will be required to disclose any conflicts of interest, including holding any interest in a potential investment. Further, wherea conflict is determined to exist, the person having a disclosable interest shall abstain from making furtherdecisions or recommendations concerning such matter, and any potential investments where there is a material conflict of interest involving an employee, officer or director of the Company may only proceed after receiving approval from the disinterested members of the Company's board of directors.

The Company will also be subject to "related party" transaction policies of the securities exchange(s) on which its shares are listed for trading. Such policies may require disinterested shareholder approval and valuations for certain investment transactions.

Prior to making any investment commitment, the Company shall adopt procedures for checking for potential conflicts of interest, which shall include but not be limited to a circulation of the names of a potential target corporation and its affiliates to the Company's board of directors and management.

Procedures and Implementation

The Company's Board may appoint an Investment Committee (the "**Committee**") to be responsible for assisting the Board in discharging its oversight responsibilities relating to investment opportunities. These individuals would be expected to have a broad range of business experience and their own networks of business partners, financiers, venture capitalists and finders through whom potential investments may be identified.

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

The Company will seek to obtain detailed knowledge of the Investee and its business including its management team, quality of asset(s), and associated risks, as applicable.

Once a decision has been reached to recommend investing in a particular situation, a summary of the rationale behind the investment decision will be prepared by the Committee and submitted to the Company's board of directors. This summary is expected to include, among other things, the estimated return on investment, timeline of investment, guidelines against which future progress can be measured, and risks associated with the investment.

All investments will be submitted to the Company's board of directors for final approval. The Committee will monitor the Company's investment portfolio on an ongoing basis, and will be subject to the direction of the Company's board of directors. The Committee will present an overview of the state of the investment portfolio to the Company's board of directors on a quarterly basis.

The representative(s) of the Company involved in negotiating the structure of the Company's investment will be determined in each case by the circumstances of the investment opportunity.

Amendment

The Company's investment objectives, investment strategy, principal investment targets and investment restrictions may be amended from time to time on the recommendation of the investment committee or senior management and approval by the Company's board of directors.

Dividends

The Company does not anticipate the declaration of dividends to shareholders during its initial stages and plans to reinvest the profits of its investments to further the growth and development of the Company's investment portfolio. As part of the Company's overall objective of maximizing returns on its investments, it will seek to maximize value to its shareholders. As such the declaration and payment of dividends to shareholders may become a priority once the Company has achieved steady or continuous cash flow from its investments.

Investment Experience

Management of the Company has an established track record of acquiring and divesting interests in arms-length enterprises in a manner that can be characterized as conducting an active business.

Tony Harris, CEO and Director

Through his primary business ventures, Tony Harris Enterprises Inc., Tony Harris Developments Inc. and Tony Harris Keeps It Real Estate Inc., Mr. Harris has extensive experience buying, selling and operating businesses, as well as buying land, designing/building and selling various real estate developments. A registered developer in the province of British Columbia, he has valued, negotiated and completed a variety of transactions including the asset sale of Harris Mitsubishi in Nanaimo, British Columbia (a franchised OEM Mitsubishi Dealership) in 2015 and the asset purchase of Nanaimo Chrysler Dodge Jeep Ram Ltd. (a franchised OEM FCA Dealership) in 2018. Also in 2018, Mr. Harris completed the development of LEGASEA in Nanaimo, British Columbia. LEGASEA is a mixed-use commercial and residential townhome project which subsequently won the Vancouver Island Real Estate Board's Mixed-Use Project of the Year as well as the Overall Judge's Choice Project of the Year.

In 2018 Mr. Harris took over Canutra Naturals Ltd. ("**Canutra**"), an emerging privately-held hemp company, and undertook a restructuring of the company and its business plan, which also entailed the acquisition of a 100+ acre farm in New Brunswick. Canutra was subsequently sold to an arms-length, publicly traded investment issuer.

Additional transactional experience includes the 2019 purchase of two acres of land in Nanaimo, British Columbia and subsequently designing a mixed-use development consisting of a 100-unit apartment building and freestanding commercial space. This development, consisting of plans and rights to purchase the land, was subsequently sold to Primex Investments Ltd., a real estate developer and property management company from Vancouver.

Kristian Dahl, COO and Director

Mr. Dahl has extensive experience in analyzing the investment quality of businesses and marketplace trends. His past experience includes working as an analyst and relationship manager with TD Commercial Banking and TD Waterhouse, where he managed a 50-person team in 13 offices across Western Canada overseeing over $30 billion in assets under administration and oversaw several acquisitions of buy-side and sell-side businesses and business assets for clients.

More recently, Mr. Dahl has served as the founder and Managing Director of Greenbridge Capital Corp., a niche lender which provides liquidity to law firms and their clients. Representative work includes the 2016 financing of the working capital and business startup needs of a law firm and the underwriting and funding of two books of business from two separate law firms. To date, through Greenbridge Capital Corp. Mr. Dahl has advanced over 500 individual loans to retail borrowers.

Kerry Biggs, CFO and Director

Mr. Biggs has extensive experience across a number of business lines. From 1997 to 2004 Mr. Biggs worked in corporate finance, treasury and business development at Enbridge Inc. In this role, he was involved in the assessment of over 50 different assets for acquisition or divestiture, including valuation, capital structure, cost of capital and financing. He was also a member of the deal team executing a number of complex transactions, including the acquisitions of pipelines in Texas and the initial public offering of Enbridge Energy Partners on the Toronto Stock Exchange.

From 2004 to 2008, Mr. Biggs served as Treasurer at Finning International Inc., and in this capacity he oversaw its global capital structure and balance sheet. He was a deal team member and involved in the valuation and financing of the purchase of a $145 million publicly-traded oil services firm, and was also a deal team member and involved in the valuing of the sale of two UK-based assets for over $450 million. He also led the negotiation and execution of a syndicated $800 million credit facility for the company and its subsidiaries.

From 2008 to 2016, Mr. Biggs served as Vice President, Finance at Global Container Terminals where he led the valuation, financing and negotiation of multiple projects, including two significant infrastructure projects: the $300 million rail expansion at Global Container Terminals' Deltaport facility and a $400 million semi-automated container facility in New Jersey, USA.

From 2016 to 2018 Mr. Biggs served as Vice President, Treasurer at Lululemon Athletica Inc. ("**Lululemon**") where he was responsible for managing Lululemon's cash position and overall capital structure, as well as overseeing a number of transactions including the valuation, negotiation and funding of an equity investment into 7mesh, a bicycle clothing manufacture.

From 2018 to 2021, Mr. Biggs has served as a chief financial officer and advised numerous growing businesses.

Asghar Khan, CSO and Head of Development

Mr. Khan has extensive experience working with public and private enterprises. Mr. Kahn had served as Regional Head of Strategy and Business Development for PepsiCo, where he drove a multi-billion dollar portfolio in 14 countries across the Asia Pacific, with a primary focus on developing strategy and M&A. Prior to this role, Mr. Khan held senior Finance and Planning positions at Rogers Communications Inc and PwC. Mr. Kahn has also served on the boards of various multi-national corporations in the Asia Pacific region. Mr. Khan is a member of the Chartered Institute of Management Accountants, Australia. In addition, Mr. Khan holds a Bachelor degree from Albright College, and an MBA from Lerner School of Business, University of Delaware and a Master's degree in Finance from The Wharton School of Business, University of Pennsylvania.

Todd Buchanan, Chair, Investment Committee

Mr. Buchanan has over 20-years of experience working with Fortune 500, public and private companies on the creation and implementation of business process management methods and technology. Mr. Buchanan is focused on assisting founders and families operating earlier stage companies from start-up through proof of concept and growth. Mr. Buchanan currently serves in advisory roles and as an officer and director with a number of companies, a mutual fund trust and a not-for-profit organization.

Material Assets and Investments

The following chart is a summary of the Company's material assets and investments. All information concerning the Company's investments, including, without limitation, business history, operations, jurisdictions of operation, regulatory approvals, impact of COVID-19, and COVID-19 response has been furnished by the respective entities as of the date of this AIF. Each of FunGuys, Sophie's Kitchen and Vegetarian are at an early stage of development and operations have focused on product development and business expansion. None of these companies have generated a profit from operations, nor are cash flows from each of these companies sufficient to meet their respective operating expenses at this time.

Investments		
Company	**Description**	**Investment Details**
FunGuys Beverages Inc.	FunGuys is a distributor and developer of functional mushroom beverages. Its operating brand, KOLD, is an enhanced great tasting cold brew concentrate and coffee that is crafted using 100% High Altitude Colombian Arabica Beans and infused with organic Chaga and Lion's Mane mushrooms. FunGuys is headquartered in British Columbia, Canada, providing a sustainable coffee solution. As the functional mushroom demand in the market continues to exceed growth expectations, FunGuys aims to capture a portion of the functional mushroom market in North America market through e-commerce and 3PL fulfillment. FunGuys has strategically partnered with TerraCycle LOOP for ESG packaging and distribution, keeping sustainability at the core of its mission while making infused cold brew part of the daily coffee ritual.	**Amount of Investment**: $1,100,000, satisfied through the issuance of 21,995,600 Common Shares and 10,997,800 Consideration Warrants. **Investment Type**: Equity **Ownership:** 100%
Sophie's Kitchen, Inc.	Sophie's Kitchen is a plant-based "seafood" brand that is rapidly expanding its product portfolio. Headquartered in Las Vegas, Nevada, USA, Sophie's Kitchen offers a large selection of frozen and shelf-stable plant-based alternatives for vegans and non-vegans alike. Sophie's Kitchen's products are always soy-free, gluten-free, non-GMO and plant-based. Sophie's Kitchen is expanding distribution in the United States through grocery retailers (including Walmart, Whole Foods, and Sprouts Farmers Market) and its D2C channel. The company is targeting global markets in its long-term strategy. Led by Dr. Miles Woodruff MBA Ph.D., a business-focused industry leader with serious conservation	**Amount of Investment**: US$1,835,302, satisfied through the payment of cash consideration of US$970,082.10 and the issuance of 2,891,804 Common Shares, as well as the conversion of the SK Credit Facility granted to Sophie's Kitchen in the amount of US$3,000,000 and US$120,172 of accrued interest received. **Investment Type**: Equity **Ownership**:

Investments		
Company	**Description**	**Investment Details**
	experience, Sophie's Kitchen races forward towards its mission of making plant-based food accessible to everyone, everywhere.	35.1%, and common share purchase warrants to acquire an additional US$1,500,000 of common shares in the capital of Sophie's Kitchen.
The Vegetarian Butcher Inc.	The Vegetarian Butcher aims to provide meat alternatives not only for vegetarians and vegans but for health-conscious consumers. The company's products fall into two categories: (a) house-made deli items; and (b) branded third-party and white-label consumer packaged goods. As the company grows, it plans to introduce its own line of packaged products based on sales-data collection and analysis. The company has projected to open five stores (or near completion) by the end of 2021. The company currently operates locations in Kelowna and Vancouver, British Columbia, with leases out for negotiation in Langley, White Rock, and North Vancouver, amongst other locations in British Columbia. Capital raised from the company's most recent (over-subscribed) private placement will be used to fund expansion and to prepare the company for its planned initial public offering. Following the retail footprint in British Columbia, the company plans to expand nationwide with plans to enter the market in Ontario. In response to COVID-19, the company has implemented a comprehensive COVID-19 safety plan and has started to focus on building its online sales and delivery platform. Because the company opened its doors during the pandemic, there has been no effect on sales or revenue.	**Amount of Investment**: $350,000 cash **Investment Type**: Private placement subscription (1,842,105 common shares of the Vegetarian Butcher at a price of $0.19/share) **Ownership:** 12.4%
Evanesce Packaging Solutions Inc.	Evanesce produces eco-friendly compostable food containers made with plant-based by-products, which fully decompose in 90 days, and have a shelf life of more than 2 years.	**Amount of Investment**: $271,880 cash **Investment Type**: Private placement subscription (41,667 units at a price of $3.60 per unit, with each unit being comprised of one common share and ½ share purchase warrant exercisable at (i) a price of $3.90, if exercised in the first twelve months following its issuance, or (ii) $4.80 if exercised after 12 months. Subsequently, the Company acquired an additional 31,251 common shares through the exercise of 20,834 warrants at a

Investments		
Company	**Description**	**Investment Details**
		price of $3.90 per share with 10,417 of the common shares being acquired as an incentive due to early exercise.) **Ownership:** less than 1%

Competition

The Company's Investee companies operate in a highly competitive environment in which they compete with large, medium and small established plant-based protein, functional food and foodtech brands. Examples of plant-based protein and foodtech brands include Beyond Meat, Impossible Foods, the Field Roast Grain Meat Co., Tofurkey, Gardein, and Lightlife, as well as medium and smaller companies including Alpha Foods, Sol Cuisine, Wholly Veggie and VG Gourmet. The Company believes the principal competitive factors in the plant-based protein, functional food and foodtech industries include:

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

The Company believes that its current investments and targets compete effectively with respect to many of the above factors. However, some of the companies in this industry have substantially greater financial resources, more comprehensive product lines, broader market presence, longer standing relationships with distributors and suppliers, longer operating histories, greater production and distribution capabilities, stronger brand recognition and greater marketing resources than the investee companies. The Company intends to gain a competitive edge by diversifying its investment portfolio (see "*Investment Policy*"). The Company will likely face intense competition from other companies, some of which have longer operating histories and more financial resources and marketing experience than the Company. Increased competition by larger and better-financed competitors could materially and adversely affect the proposed business, financial condition and results of operations of the Company. Because of the early stage of the industry in which the Company operates, the Company expects to face additional competition from new entrants.

Intangible Properties

The Company protects our proprietary rights through a combination of trademark, trade secret laws and contractual provisions. We currently have no copyrights, no issued patents and no pending patent applications.

Branding is expected to be integral to the success of our business, particularly as the Company markets its products and services within the ocean economy with on emphasis on ESG. Our brand names include, but are not limited to, KOLD.

The Company is not dependent upon any single trademark or trade name, although some trademarks on corporate retail brands are important to the Company's investments. For example, the Company has registered the FunGuys Logo and KOLD Logo trademarks in Germany through the German Patent and Trademark Office (Deutches Patent- und Markenamt). The Company recognizes the importance of its brand trademarks and the need to protect and enhance their value. It is the Company's practice to register or otherwise protect such intangible assets in all jurisdictions in which it operates.

Additionally, we own the domain name Koldcompany.com; FunGuys will own the copyrights to creative assets such as product imagery and videography, which are currently in final finishing stages; and FunGuys has received a United States Food and Drug Administration Process Authority letter in recognition of the completion of a botulism challenge test.

Employees and Consultants

As at the date of this AIF, the Company has no employees or consultants other than certain directors and officers. See "*Directors and Executive Officers*".

Changes to Contracts

No part of the Company's business is reasonably expected to be affected in the current financial year by either the renegotiation or termination of any contract.

Foreign Operations

The Company currently does not have any foreign operations, though one of its investee companies, Sophie's Kitchen, operates in the United States. Expenditures and related net assets of the Company's investments outside Canada are primarily denominated in United States Dollars at this time. Currency fluctuations may affect these operations and the Company's results are subject to financial market risk as a result of fluctuations in currency exchange rates.

Lending

As discussed in this section of this AIF under the subsection "*Investment Policy*", the Company may engage in lending activities from time to time.

Bankruptcy and Similar Procedures

There are no bankruptcies, receivership or similar proceedings against the Company, nor is the Company aware of any such pending or threatened proceedings. There has not been any voluntary bankruptcy, receivership or similar proceeding, by the Company during its last three financial years.

Reorganizations

The Company has not completed any material reorganization and no reorganization is proposed for the current financial year.

Social and Environmental Policies

The Company operates with ESG values and targets investments with organizations that also operate with the same ESG standards. The Company operates with a decentralized executive team, which has enabled the founders of the organization to assemble a formidably talented and experienced global management team even with the challenges of the COVID-19 pandemic.

The Company believes that a robust ESG strategy is key towards delivering what investors want: transparency, long-term value and sustainability. The ultimate portfolio mix of the Company is expected to be skewed to plant-based proteins at 45% and functional foods and beverages at 40%. Food technology (foodtech) is an inherent synergistic fit with the food and beverage products portfolio, and the Company is targeting to have 15% of its portfolio (as measured by dollar value) in foodtech companies.

RISK FACTORS

Investing in our Common Shares involves a high degree of risk. In addition to all other information set out in this AIF, including our financial statements and related notes thereto, the following specific factors could materially adversely affect us and should be considered when deciding whether to make an investment in our Company and our Common Shares. Other risks and uncertainties that we do not presently consider to be material, or of which we are not presently aware, may also become important factors that affect our future business, financial condition and results of operations. The occurrence of any of these risks could materially and adversely affect our business, prospects, financial condition, results of operations or cash flow. In these circumstances, the market price of our Common Shares could decline, and a purchaser of our Common Shares may lose all or part of their investment.

Risks Related to Our Business

Limited Operating History

The Company has limited operating history. The Company and its business prospects must be viewed against the background of the risks, expenses and problems frequently encountered by companies in the early stages of their development, particularly companies in new and rapidly evolving markets such as the blockchain and business intelligence markets. There is no certainty that the Company will operate profitably.

No Profits to Date

The Company has not made profits since its incorporation and it may not be profitable for the foreseeable future. Its future profitability will, in particular, depend upon its success in developing its database solution and to the extent to which it is able to generate significant revenues. Because of the limited operating history and the uncertainties regarding the development of blockchain technology, management does not believe that the operating results to date should be regarded as indicators for the Company's future performance.

Going Concern Assumption

The financial statements of the Company have been prepared in accordance with IFRS on a going concern basis, which presumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company's continuation as a "going concern" is uncertain and is dependent upon, amongst other things, attaining a satisfactory revenue level, the support of its customers, its ability to continue profitable operations, the generation of cash from operations, and its ability to obtain financing arrangements and capital in the future. These material uncertainties represent risks to the Company's ability to continue as a going concern and realize its assets and pay its liabilities as they become due. If the "going concern" assumption was not appropriate for the financial statements, then adjustments would be necessary to the carrying values of assets and liabilities, the reported expenses and the balance sheet classifications used. Such adjustments could be material.

Additional Requirements for Capital

Substantial additional financing may be required if the Company is to successfully develop its supply chain management business. No assurances can be given that the Company will be able to raise the additional capital that it may require for its anticipated future development. Any additional equity financing may be dilutive to investors and debt financing, if available, may involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company, if at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

Expenses may not Align with Revenues.

Unexpected events may materially harm the Company's ability to align incurred expenses with recognized revenues. The Company incurs operating expenses based upon anticipated revenue trends. Since a high percentage of these expenses may be relatively fixed, a delay in recognizing revenues from transactions related to these expenses (such a delay may be due to the factors described elsewhere in this risk factor section or it may be due to other factors) could cause significant variations in operating results from quarter to quarter, and such a delay could materially reduce operating income. If these expenses are not subsequently matched by revenues, the Company's business, financial condition, or results of operations could be materially and adversely affected.

Market Acceptance

If the Company's supply chain solution does not gain market acceptance, its operating results may be negatively affected. If the markets for the Company's solution fail to develop, develop more slowly than expected or become subject to increased competition, its business may suffer. As a result, the Company may be unable to: (i) successfully market its solution; (ii) develop new products or services; or (ii) complete new products and services currently under development. If the Company's solution is not accepted by its customers or by other businesses in the marketplace, the Company's business, operating results and financial condition will be materially affected.

Global Financial Developments

Stress in the global financial system may adversely affect the Company's finances and operations in ways that may be hard to predict or to defend against. Financial developments seemingly unrelated to the Company or to its industry may adversely affect the Company over the course of time. For example, material increases in any applicable interest rate benchmarks may increase the debt payment costs for any credit facilities. Credit contraction in financial markets may hurt its ability to access credit in the event that the Company identifies an acquisition opportunity or require significant access to credit for other reasons. A reduction in credit, combined with reduced economic activity, may adversely affect business. Any of these events, or any other events caused by turmoil in 36 world financial markets, may have a material adverse effect on the Company business, operating results, and financial condition.

Regulatory Risks

Changes in or more aggressive enforcement of laws and regulations could adversely impact the Company's business. Failure or delays in obtaining necessary approvals could have a materially adverse effect on the Company's financial condition and results of operations. Furthermore, changes in government, regulations and policies and practices could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition. Regulatory agencies could shut down or restrict the use of platforms using blockchain based technologies. This could lead to a loss of any investment made in the Company and may trigger regulatory action by the OSC or other securities regulators.

Dependence on Internet Infrastructure; Risk of System Failures, Security Risks and Rapid Technological Change

The success as a developer of blockchain-based platforms will depend by and large upon the continued development of a stable public infrastructure, with the necessary speed, data capacity and security, and the timely development of complementary products such as high-speed modems for providing reliable internet access and services. It cannot be assured that the infrastructure that supports blockchain-based technologies will continue to be able to support the demands placed upon it by this continued growth or that the performance or reliability of the technology will not be adversely affected by this continued growth. It is further not assured that the infrastructure or complementary products or services necessary to make blockchain-based technologies viable will be developed in a timely manner, or that such development will not result in the requirement of incurring substantial costs in order to adapt the Company's services to changing technologies.

Dependence on Third Party Relationships

The Company is highly dependent on a number of third party relationships to conduct its business and implement expansion plans. it cannot be assured that all of these partnerships will turn out to be as advantageous as currently anticipated or that other partnerships would not have proven to be more advantageous. In addition, it is impossible to assure that all associated partners will perform their obligations as agreed.

Economic Environment.

The Company's operations could be affected by general economic context conditions should the unemployment level, interest rates or inflation reach levels that influence consumer trends, and consequently, impact the Company's sales and profitability. As well, general demand for banking services and alternative banking or financial services cannot be predicted and future prospects of such areas might be different from those predicted by the Company's management.

Failure to Grow at the Rate Anticipated

The Company is a start-up company with no history of sales or profitability. If the Company is unable to achieve adequate revenue growth, its ability to become profitable may be adversely affected and the Company may not have adequate resources to execute its business strategy.

Management of Growth

The Company may be subject to growth-related risks including pressure on its internal systems and controls. The Company's ability to manage its growth effectively will require it to continue to implement and improve its operational and financial systems. The inability of the Company to deal with this growth could have a material adverse impact on its business, operations and prospects. While management believes that it will have made the necessary investments in infrastructure to process anticipated volume increases in the short term, the Company may experience growth in the number of its employees and the scope of its operating and financial systems, resulting in increased responsibilities for the Company's personnel, the hiring of additional personnel and, in general, higher levels of operating expenses. In order to manage its current operations and any future growth effectively, the Company will also need to continue to implement and improve its operational, financial and management information systems and to hire, train, motivate and manage its employees. There can be no assurance that the Company will be able to manage such growth effectively, that its management, personnel or systems will be adequate to support the Company's operations or that the Company will be able to achieve the increased levels of revenue commensurate with the increased levels of operating expenses associated with this growth.

Litigation

The Company may become involved in litigation that may materially adversely affect it. From time to time in the ordinary course of the Company business, it may become involved in various legal proceedings. Such matters can be time-consuming, divert management's attention and resources and cause the Company to incur significant expenses. Furthermore, because litigation is inherently unpredictable, the results of any such actions may have a material adverse effect on the Company's business, operating results or financial condition. More specifically, the Company may face claims relating to information that is retrieved from or transmitted over the Internet or through the solution and claims related to the Company's products. In particular, the nature of the Company's business exposes it to claims related to intellectual property rights, rights of privacy, and personal injury torts. Furthermore, there is no assurance that any liability incurred as a result of litigation can be recovered from the Company's insurance policy.

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 of directors, any director in a conflict will disclose his interest and abstain from voting on such matter. Conflicts, if any, will be subject to the procedures and remedies as provided under the BCBCA. To the best of the Company's knowledge, and other than disclosed herein, there are no known existing or potential conflicts of interest between the Company and its directors and officers except that certain of the directors and officers may serve as directors and/or 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.

Forecasting Difficulties

The Company must rely largely on its own market research to forecast sales as detailed forecasts are not generally obtainable from other sources at this early stage of the industrial supply chain management industry in the USA. A failure in the demand for its products to materialize as a result of competition, technological change or other factors could have a material adverse effect on the business, results of operations and financial condition of the Company.

Internal Controls

Effective internal controls are necessary for the Company to provide reliable financial reports and to help prevent fraud. Although the Company will undertake a number of procedures and will implement a number of safeguards, in each case, in order to help ensure the reliability of its financial reports, including those imposed on the Company under Canadian securities law, the Company cannot be certain that such measures will ensure that the Company will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's consolidated financial statements and materially adversely affect the trading price of the Company's Shares.

COVID-19

The outbreak of the coronavirus ("**COVID-19**") pandemic has impacted the Company's plans and activities. The Company may face disruption to operations, supply chain delays, travel and trade restrictions and impact on economic activity in affected countries or regions can be expected and can be difficult to quantify. Such pandemics or diseases represent a serious threat to maintaining a skilled workforce industry and could be a major health-care challenge for the Company. There can be no assurance that the Company's personnel will not be impacted by these pandemic diseases and ultimately that the Company would see its workforce productivity reduced or incur increased medical costs/insurance premiums as a result of these health risks. In addition, the COVID19 pandemic has created a dramatic slowdown in the global economy. The duration of the COVID-19 outbreak and the resultant travel restrictions, social distancing, Government response actions, business closures and business disruptions, can all have an impact on the Company's operations and access to capital. There can be no assurance that the Company will not be impacted by adverse consequences that may be brought about by the COVID-19 pandemic on global financial markets may reduce resource prices, share prices and financial liquidity and thereby that may severely limit the financing capital available.

Availability of Information and Foreign Investments

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

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

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

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

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

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

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

Reliance on Key Personnel

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

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

Protection of Intellectual Property Rights

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

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

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

Competition

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

Government Regulation

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

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

Governmental or Regulatory Approvals

The Company's investee companies may be required to obtain governmental and/or regulatory approval prior to selling their products in jurisdictions in which they operate. If the investee companies are not able to obtain, or not able to obtain in an expedient manner, governmental and/or regulatory approvals, it could result in a material adverse effect on the value of Company's investment in a particular investee company.

Labelling

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

Price of Raw Materials

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

Consumer Trends

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

Supply Chain Management

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

Limited or Disrupted Supply of Key Ingredients

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

Climate Change

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

Food Safety and Consumer Health

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

Brand Value

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

Internet Search Algorithms

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

Reputation Risk

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

Risks Associated with Leasing Commercial and Retail Space

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

Effect of Product Innovation

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

Failure to Retain Current Customers and/or Recruit New Customers

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

Litigation Risk

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

Risks Relating to the Common Shares

Market Price of Common Shares and Volatility

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

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

Potential Illiquidity for US Shareholders

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

Dividends

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

Dilution

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

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

As at the date of this AIF, the directors and officers of the Company as a group own beneficially, directly or indirectly or exercise control or discretion over an aggregate of 15,866,937 Common Shares, or approximately 15.6% of the Common Shares issued and outstanding, and an aggregate of 6,211,968 Warrants, or approximately 14.9% of the Warrants issued and outstanding and an aggregate of 1,900,000 Options/RSUs, or approximately 25.0% of the Options/RSUs issued and outstanding.

Subsequent sales of our Common Shares by these shareholders could have the effect of lowering the market price of our Common Shares. The perceived risk associated with the possible sale of a large number of Common Shares by these shareholders, or the adoption of significant short positions by hedge funds or other significant investors, could cause some of our shareholders to sell their Common Shares, thus causing the market price of our Common Shares to decline. In addition, actual or anticipated downward pressure on our stock price due to actual or anticipated sales of Common Shares by our directors or officers could cause other institutions or individuals to engage in short sales of the Common Shares, which may further cause the market price of our Common Shares to decline.

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

DIVIDENDS AND DISTRIBUTIONS

We currently intend to retain any future earnings to fund the development and growth of our business and do not currently anticipate paying dividends on our Common Shares. Any determination to pay dividends in the future will be at the discretion of our Board and will depend on many factors, including, among others, our financial condition, current and anticipated cash requirements, contractual restrictions and financing agreement covenants, solvency tests imposed by applicable corporate law and other factors that our Board may deem relevant. No cash dividends or distributions have been declared with respect to our Common Shares. There are no restrictions on the ability of the Company to pay dividends in the future.

GENERAL DESCRIPTION OF CAPITAL STRUCTURE

The following describes material terms of our capital structure as of the date of this AIF. The following description may not be complete and is subject to, and qualified in its entirety by reference to, the terms and provisions of our constating documents, which are available under our profile on SEDAR.

Common Shares

Our authorized share capital consists of an unlimited number of Common Shares. As of the date of this AIF, an aggregate of 104,016,450 Common Shares are issued and outstanding.

Holders of the Common Shares are entitled to receive notice of, and to attend and vote at, all meetings of the shareholders of the Company, and each Common Share confers the right to one vote, provided that the shareholder is a holder on the applicable record date declared by the Board. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the Board may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, or other distribution of the Company's assets among its shareholders by way of repayment of capital, the net equity of the Company shall be distributed among the holders of the Common Shares, without priority and on a share for share basis. There are no redemption or retraction rights associated with the Common Shares.

Stock Options

The Company maintains a rolling stock option plan (the "**Option Plan**") to encourage share ownership by directors, senior officers and employees, together with consultants, who are primarily responsible for the management and growth of the business of the Company. The Option Plan was amended on January 1, 2022 to increase the number of Options available under the Option Plan from 10% to 20%.

The purpose of the Option Plan is to advance the interests of the Company by encouraging the directors, officers, employees and consultants of the Company, and of its subsidiaries and affiliates, if any, to acquire Common Shares, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of its affairs. The Option Plan is administered by the Board, or by a special committee of directors of the Company appointed from time to time by the Board, pursuant to rules of procedure fixed by the Board. All stock options granted pursuant to the Option Plan are subject to the rules and policies of the Canadian Securities Exchange.

As of the date of this AIF, there were 4,812,500 Options outstanding.

Restricted Share Units

On September 21, 2021, the Board approved a restricted share unit plan (the "**RSU Plan**") to grant RSUs to directors, officers, key employees and consultants of the Company. Pursuant to the RSU Plan and together with the Option Plan, the Company may reserve up to a maximum of 20% (collectively between the two plans) of the issued and outstanding Common Shares at the time of grant pursuant to awards granted under the RSU Plan and Option Plan.

The RSU Plan provides for granting of RSUs for the purposes of advancing the interests of the Company through motivation, attraction and retention of employees, officers, consultants and directors by granting equity-based compensation incentives, in addition to the Company's Option Plan.

RSUs granted pursuant to the RSU Plan in 2021 were granted to compensate participants for their individual performance-based achievements and are intended to supplement stock option awards in this respect, the goal of such grants is to more closely tie awards to individual performance based on established performance criteria.

As of the date of this AIF, there were 2,518,500 RSUs outstanding.

Warrants

As of the date of this AIF, the Company has an aggregate of 41,124,666 unexercised Warrants plus an additional 278,330 finder's warrants issued and outstanding. The following table describes the material terms of the issued and outstanding Warrants.

Date Issued	Number of Underlying Common Shares	Exercise Price	Expiry Date
February 28, 2021	10,997,800	$0.25	February 28, 2023

Date Issued	Number of Underlying Common Shares	Exercise Price	Expiry Date
March 29, 2021	1,300,000	$0.50	March 29, 2023
March 29, 2021	102,000(1)	$0.50	March 29, 2023
April 26, 2021	1,924,366	$0.50	April 26, 2023
September 13, 2021	19,175,000	$0.10	December 4, 2022
September 13, 2021	4,727,500	$1.00	May 18, 2023
May 28, 2021	137,830(1)	$1.00	May 18, 2023
May 28, 2021	38,500(1)	$0.50	May 18, 2023

(1) Finder's warrants.

Constraints

There are no constrains imposed on the ownership of securities of the Company to ensure that the Company has a required level of Canadian ownership.

MARKET FOR SECURITIES

Trading Price and Volume

The outstanding Common Shares are listed and posted for trading in Canada on the CSE under the symbol "GOAT" in Germany on the FSE under the symbol "26B", and in the United Stated on the OTCQB under the symbol "BGTTF".

The following table sets out the high and low price and total trading volume of our Common Shares on the CSE for each month of the year ended December 31, 2021:

	Price Range ($)		
Period	**High**	**Low**	**Volume**
January 2021(1)	-N/A	N/A -	N/A
February 2021(1)	-N/A	N/A -	N/A
March 2021(1)	-N/A	N/A -	N/A
April 2021	-N/A	N/A -	N/A
May 2021	-N/A	N/A -	N/A
June 2021	-N/A	N/A -	N/A
July 2021	-N/A	N/A -	N/A
August 2021	-N/A	N/A -	N/A
September 2021	$0.53	$0.30	7,604,954
October 2021	$0.33	$0.23	12,060,538
November 2021	$0.28	$0.18	7,734,551
December 2021	$0.19	$0.11	1,928,261

Notes:
(1) The Common Shares began trading on the CSE on September 16, 2021.

Prior Sales

The following table sets forth the issuances of securities of the Company during the year ended December 31, 2021:

Security	Date of Issue	Aggregate Number Issued	Issue/Exercise Price
Common Shares(1)	January 28, 2021	3,750,000	$0.10
Common Shares(1)	February 26, 2021	19,840,000	$0.10
Common Shares(2)	February 28, 2021	21,995,600	$0.10
Units(3)	March 29, 2021	2,600,000	$0.25
Common Shares (4)	April 23, 2021	5,500,000	$0.02
Units (5)	April 26, 2021	9,848,733	$0.25
Stock Options (6)	May 7, 2021	4,150,000	$0.25
Stock Options (7)	May 7, 2021	275,000	$0.50
Common Shares (8)	July 7, 2021	2,891,804	$0.25
Common Shares (9)	July 27, 2021	1,700,000	$0.10
Units (10)	September 13, 2021	19,675,000	$0.02
Units (11)	September 13, 2021	9,455,000	$0.50
Common Shares (12)	September 17, 2021	5,000	$0.10
Common Shares (13)	September 22, 2021	404,200	$0.36
Common Shares (12)	September 23, 2021	290,000	$0.10
Common Shares (12)	September 28, 2021	35,000	$0.10
Common Shares (12)	October 13, 2021	10,000	$0.10
Stock Options (14)	October 13, 2021	387,500	$0.25
Restricted Share Units (15)	October 13, 2021	2,800,000	Deemed value of $0.25
Common Shares (12)	October 14, 2021	5,000	$0.10
Common Shares (12)	November 10, 2021	5,000	$0.10
Common Shares (12)	November 18, 2021	150,000	$0.10
Restricted Share Units (16)	November 30, 2021	345,000	Deemed value of $0.21

Notes:

(1) Issued pursuant to a private placement of Common Shares at $0.10 per Common Share.

(2) Issued pursuant to share exchange agreement to acquire all of the issued and outstanding Common Share of FunGuys.

(3) Issued pursuant to a private placement of units (each, a "**$0.25 Unit**"), each $0.25 Unit comprised of one Common Share and one-half of one Warrant. Each Warrant is exercisable to acquire one additional Common Share at a price of $0.50 until March 29, 2023.

(4) Issued pursuant to the exercise of Options.

(5) Issued pursuant to a private placement of $0.25 Units, each $0.25 Unit comprised of one Common Share and one-half of one Warrant. Each whole Warrant is exercisable to acquire one additional Common Share at a price of $0.50 until April 26, 2023.

(6) Issued to directors, officers, employees and consultants of the Company in accordance with the Option Plan.

(7) Issued to directors, officers and consultants of the Company in accordance with the Option Plan.

(8) Issued pursuant to a share purchase agreement to acquire 1,347,336 common shares of Sophie's Kitchen.

(9) Issued as finder's fees in connection with the Sophie's Kitchen Acquisition and the Vegetarian Investment.

(10) Issued pursuant to the exercise of Special Warrants into units (each, a "**$0.02 Unit**"), each $0.02 Unit comprised of one Common Share and one Warrant. Each whole Warrant is exercisable to acquire one additional Common Share at a price of $0.10 until December 4, 2022.

(11) Issued pursuant to the exercise of Special Warrants into $0.50 Units. Each $0.50 Unit is comprised of one Common Share and one-half of one Warrant. Each whole warrant is exercisable to acquire one additional Common Share at a price of $1.00 until May 18, 2023.

(12) Issued pursuant to the exercise of Warrants.

(13) Issued pursuant to the settlement of a debt.

(14) Issued to consultants of the Company in accordance with the Option Plan.

(15) Issued to consultants of the Company in accordance with the RSU Plan.

(16) Issued to consultants, employees and a consultant of the Company in accordance with the RSU Plan.

As of the date of this AIF, 104,016,450 Common Shares are issued and outstanding.

SECURITIES SUBJECT TO CONTRACTUAL RESTRICTIONS ON TRANSFER

Designation of Class	Aggregate Number of Securities Held in Escrow or Subject to Contractual Restrictions on Transfer	Percentage of Class
Common Shares	28,340,939 Common Shares(1)(2)	27.24%
Warrants	3,346,477 Warrants	8.08%

Notes:
(1) 12,623,579 Common Shares are held in escrow, as of the date of this AIF.
(2) 15,717,360 Common Shares are subject to voluntary pooling and contractual restrictions on transfer.

Voluntary Pooling and Contractual Restrictions on Transfer

As of the date of this AIF, an aggregate of 15,717,360 Common Shares held by certain shareholders of the Company are subject to a contractual 18-month escrow, whereby 10% of the Common Shares were released upon issuance, with the remaining Common Shares being released in six equal tranches every three months thereafter. The following Common Shares are subject to the 18-month escrow:

- 9,282,240 Common Shares issued to the in connection with the FunGuys Acquisition;
- 1,500,000 Common Shares issued to Cabazon Capital Corp. (Craig Bridgman) upon the exercise of Options on April 23, 2021;
- 1,020,000 Common Shares issued as finders' fees issued in connection with the Vegetarian Investment and the Sophie's Kitchen Acquisition; and
- 3,915,120 Common Shares held by Tony Harris Enterprises Inc. and Leslie Neal Holdings Ltd., which are also subject to escrow (as further described below).

Escrowed Securities

An aggregate of 12,623,579 Common Shares held by directors and officers of the Company and their cohabitating family members, as well as 956,250 Common Shares held by Mandrillus Holdings LLC (Miles Woodruff) (the "**Escrow Shares**") are held in escrow pursuant to National Policy 46-201 – *Escrow for Initial Public Offerings* ("**NP 46-201**"). In addition, 3,346,477 Warrants, including any Common Shares received upon exercise thereof, are held in escrow following completion of listing on the CSE on September 16, 2021 (the "**Listing**") pursuant to NP 46-201 and the policies of the Exchange (the "**Escrow Warrants**", and together with the Escrow Shares, the "**Escrow Securities**").

The Escrow Securities are held in escrow pursuant to escrow agreement dated September 8, 2021 among the Company, Endeavor Trust Corporation (the "**Transfer Agent**") and certain of the Company's shareholders pursuant to which the Escrow Securities are held in the Escrow Agreement. The Escrow Securities held by directors and officers of the Company and their cohabitating family members are held in escrow as required by NP 46-201 and CSE Policy 2. 956,250 Common Shares held by Mandrillus Holdings LLC are held in escrow pursuant to an agreement between the Company and Mandrillus Holdings LLC. The Escrow Securities are subject to the release schedule specified in NP 46-201 for emerging issuers and as set out in the form of escrow required by Policy 2 – Qualifications for Listing of the CSE. 10% percent of the Escrow Securities were released upon Listing and an additional 15% are released every 6 months thereafter until all Escrow Securities have been released, which will occur 36 months following the date of Listing**.**

Release Dates	Percentage of Total Surplus Securities to be Released
September 16, 2021	10% (released)

Release Dates	Percentage of Total Surplus Securities to be Released
March 16, 2022	15% of the Escrowed Securities (released)
September 16, 2022	15% of the Escrowed Securities
March 16, 2023	15% of the Escrowed Securities
September 16, 2023	15% of the Escrowed Securities
March 16, 2024	15% of the Escrowed Securities
September 16, 2024	15% of the Escrowed Securities

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets forth certain information regarding our directors and executive officers (collectively, the "**Management Group**").

All directors of the Company have been elected or appointed to serve until the next annual general meeting of shareholders of the Company, subject to earlier resignation or removal.

Name, Province or State and Country of Residence	Position Or Office	Committee(s) of the Board	Independent Director(1)	Principal Occupation for the Last Five Years
Antony Harris *British Columbia* *Canada*	CEO and Director2)	N/A	No	General Manager at Harris Mazda from April 2015 to August 2020 and President at Tony Harris Enterprises Inc. from June 2006 to present
Kerry Biggs *British Columbia* *Canada*	CFO and Director(3)	Audit Committee	No	VP Treasurer at Lululemon Athletica Inc. from June 2016 to September 2018, CFO at True Leaf Brands from September 2018 to October 2019, Unemployed from November 2019 to October 2020, and CFO at Experion Holdings Ltd. from October 2020 to Nov 30, 2021
Kristian Dahl *British Columbia* *Canada*	COO and Director(3)	Investment committee member	No	Senior Regional Manager at TD Tower from September 2012 to October 2017 and Managing Director at Greenbridge Capital Corp. from October 2017 to present.
Lindsay Hamelin *British Columbia* *Canada*	Director(4)	Audit Committee and Investment committee member	Yes	Consultant at Take It Public Services Inc from September 2014 to present.
Natasha Raey *British Columbia* *Canada*	Director(4)	Audit Committee and Investment committee member	Yes(6)	Director of Operations at Surrey North Delta Division of Family Practice from April 2011 to August 2016, CEO of Cadence Health Centre from September 2016 to January 2020, and Consultant at Raey Consulting Corp. from January 2020 to present
Jan Urata *British Columbia,* *Canada*	Corporate Secretary(5)	N/A	N/A	Founder and principal of Take It Public Services from 2011 to present
Todd Buchanan *British Columbia* *Canada*	Chairman of Investment Committee(6)	Chair of Investment committee	N/A	President, B.F. Legacy Corp. from December 2008 to present
Asghar Khan *British Columbia* *Canada*	CSO and Head of Development(6)	Investment committee member	N/A	Managing Director, Chief Executive Officer of Equifaira Partners Inc. from July 2016 to present

Notes:

(1) Independent director for the purposes of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators.
(2) Since November 17, 2020.
(3) Since September 22, 2020.
(4) Since April 12, 2021.
(5) Since April 12, 2021.
(6) Since March 1, 2021.

Biographical Information Regarding Our Directors and Executive Officers

Tony Harris – CEO and Director

Through his primary business ventures, Tony Harris Enterprises Inc., Tony Harris Developments Inc. and Tony Harris Keeps It Real Estate Inc., Mr. Harris has extensive experience buying, selling and operating businesses, as well as buying land, designing/building and selling various real estate developments. A registered developer in the province of British Columbia, he has valued, negotiated and completed a variety of transactions including the asset sale of Harris Mitsubishi in Nanaimo, British Columbia (a franchised OEM Mitsubishi Dealership) in 2015 and the asset purchase of Nanaimo Chrysler Dodge Jeep Ram Ltd. (a franchised OEM FCA Dealership) in 2018. Also in 2018, Mr. Harris completed the development of LEGASEA in Nanaimo, British Columbia. LEGASEA is a mixed-use commercial and residential townhome project which subsequently won the Vancouver Island Real Estate Board's Mixed-Use Project of the Year as well as the Overall Judge's Choice Project of the Year.

In 2018 Mr. Harris took over Canutra, an emerging privately-held hemp company, and undertook a restructuring of the company and its business plan, which also entailed the acquisition of a 100+ acre farm in New Brunswick. Canutra was subsequently sold to an arms-length, publicly traded investment issuer.

Additional transactional experience includes the 2019 purchase of two acres of land in Nanaimo, British Columbia and subsequently designing a mixed-use development consisting of a 100-unit apartment building and freestanding commercial space. This development, consisting of plans and rights to purchase the land, was subsequently sold to Primex Investments Ltd., a real estate developer and property management company from Vancouver.

Kerry Biggs – CFO and Director

Mr. Biggs has extensive experience across a number of business lines. From 1997 to 2004 Mr. Biggs worked in corporate finance, treasury and business development at Enbridge Inc. In this role, he was involved in the assessment of over 50 different assets for acquisition or divestiture, including valuation, capital structure, cost of capital and financing. He was also a member of the deal team executing a number of complex transactions, including the acquisitions of pipelines in Texas and the initial public offering of Enbridge Energy Partners on the Toronto Stock Exchange.

From 2004 to 2008, Mr. Biggs served as Treasurer at Finning International Inc., and in this capacity he oversaw its global capital structure and balance sheet. He was a deal team member and involved in the valuation and financing of the purchase of a $145 million publicly-traded oil services firm, and was also a deal team member and involved in the valuing of the sale of two UK-based assets for over $450 million. He also led the negotiation and execution of a syndicated $800 million credit facility for the company and its subsidiaries.

From 2008 to 2016, Mr. Biggs served as Vice President, Finance at Global Container Terminals where he led the valuation, financing and negotiation of multiple projects, including two significant infrastructure projects: the $300 million rail expansion at Global Container Terminals' Deltaport facility and a $400 million semi-automated container facility in New Jersey, USA.

From 2016 to 2018 Mr. Biggs served as Vice President, Treasurer at Lululemon where he was responsible for managing Lululemon's cash position and overall capital structure, as well as overseeing a number of transactions including the valuation, negotiation and funding of an equity investment into 7mesh, a bicycle clothing manufacture.

From 2018 to 2021, Mr. Biggs has served as a chief financial officer and advised numerous growing businesses.

Kristian Dahl – COO and Director

Mr. Dahl has extensive experience in analyzing the investment quality of businesses and marketplace trends. His past experience includes working as an analyst and relationship manager with TD Commercial Banking and TD Waterhouse, where he managed a 50-person team in 13 offices across Western Canada overseeing over $30 billion in assets under administration and oversaw several acquisitions of buy-side and sell-side businesses and business assets for clients.

More recently, Mr. Dahl has served as the founder and Managing Director of Greenbridge Capital Corp., a niche lender which provides liquidity to law firms and their clients. Representative work includes the 2016 financing of the working capital and business startup needs of a law firm and the underwriting and funding of two books of business from two separate law firms. To date, through Greenbridge Capital Corp. Mr. Dahl has advanced over 500 individual loans to retail borrowers.

Lindsay Hamelin – Director

Ms. Hamelin has 15 years of paralegal experience in corporate and securities law. During her career, she has focused on securities and corporate finance and assists with managing public company requirements with a focus on the CSE, TSXV and TSX stock exchanges, as well as listings on the OTC Markets. Ms. Hamelin was previously a director of Plant&Co. Brands Ltd., a company focused on curating plant-based foods. Ms. Hamelin currently serves as the corporate secretary for Supernova Metals Corp., an exploration company focused on acquiring and advancing natural resources opportunities within North America, and sits on the board of various private companies.

Natasha Raey– Director

Ms. Raey is an entrepreneur and philanthropist with over 15 years of operational and project management experience. Ms. Raey's primary sector focus includes healthcare, cannabis, consumer discretionary and women's empowerment. Ms. Raey is the founder of Bloomelix and the CEO of Skye Cannabis. She has had experience developing and executing research projects and has developed action plans and evaluation frameworks for a number of community development and health-focused projects. Ms. Raey is a partner at Cadence Health Centre, and oversees the development and execution of the multidisciplinary health center and compounding pharmacy. Ms. Raey is an avid philanthropist with a focus on healthcare and women's empowerment. Ms. Raey is the Founder of SheTalks Global a platform for women to share their stories of empowerment, a movement that has been recognized by CNN International. Currently, Ms. Raey sits on the board of Wellbeing Digital Sciences Inc. Ms. Raey holds an Honors Degree in Molecular Biology and Biochemistry from Simon Fraser University and has a Masters in Health Administration from the University of British Columbia.

Jan Urata – Corporate Secretary

Ms. Urata is the founder and President of Take It Public Services Inc. since 2011, a legal support service for issuers in a variety of industry sectors, and currently serves as corporate secretary for a number of TSX Venture and CSE-listed issuers. Ms. Urata has over 25 years of experience in providing corporate secretarial and regulatory filing services, and has assisted multiple companies in growing from raising initial seed capital through to going public.

Todd Buchanan– Chair of Investment Committee

Mr. Buchanan has over 20-years of experience working with Fortune 500, public and private companies on the creation and implementation of business process management methods and technology. Mr. Buchanan is focused on assisting founders and families operating earlier stage companies from start-up through proof of concept and growth. Mr. Buchanan currently serves in advisory roles and as an officer and director with a number of companies, a mutual fund trust and a not-for-profit organization.

Asghar Khan – CSO and Head of Developments

Mr. Khan has extensive experience working with public and private enterprises. Mr. Kahn had served as Regional Head of Strategy and Business Development for PepsiCo, where he drove a multi-billion dollar portfolio in 14 countries across the Asia Pacific, with a primary focus on developing strategy and M&A. Prior to this role, Mr. Khan held senior Finance and Planning positions at Rogers Communications Inc and PwC. Mr. Kahn has also served on the boards of various multi-national corporations in the Asia Pacific region. Mr. Khan is a member of the Chartered Institute of Management Accountants, Australia. In addition, Mr. Khan holds a Bachelor degree from Albright College, and an MBA from Lerner School of Business, University of Delaware and a Master's degree in Finance from The Wharton School of Business, University of Pennsylvania.

Ownership Interest

As of the date of this AIF, our Management Group, as a group, beneficially own, or control or direct, directly or indirectly, an aggregate of 11,149,187 Common Shares, being 10.72% of our issued and outstanding Common Shares on a non-diluted basis.

Corporate Cease Trade Orders

Other than indicated below, to the best of our knowledge, no member of the Management Group is, as at the date of this AIF, or was, within the 10 years before the date of this AIF, a director, chief executive officer or chief financial officer or any company (including the Company), that was the subject of a cease trade order, an order similar to a 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 of 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 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.

Lindsay Hamelin served as a director of Wind River Energy Corp. from May 2013 to September 2014; on September 9, 2014, Wind River Energy Corp. was cease traded for failure to file its interim financial statements and management's discussion and analysis for the period ended June 30, 2014. The cease trade order was revoked on September 22, 2014. Wind River Energy Corp. has since dissolved with the BC Registrar and no longer exists.

Penalties or Sanctions

To our knowledge, no member of the Management Group or a shareholder holding a sufficient number of securities to affect materially the control of the Company, has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities authority, or any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Bankruptcies

To our knowledge, no member of the Management Group or a shareholder holding a sufficient number of securities to affect materially the control of the Company: (i) is, at the date hereof, or has been within the ten years before the date hereof, a director or executive officer of any 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 became subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold such persons assets.

Conflicts of Interest

To the best of the Company's knowledge, information and belief, and other than disclosed herein, there are no known existing or potential conflicts of interest among the Company and its directors, officers or other members of management as a result of their outside business interests except that certain of the Company's 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. As required by law, each of the directors of the Company is required to act honestly, in good faith and in the best interests of the Company. In the event of a conflict of interest, the Company will follow the requirements and procedures of applicable corporate and securities legislation and applicable exchange policies, including the relevant provisions of the BCBCA.

PROMOTERS

Kris Dahl and Kerry Biggs may be considered to be promoters of the Company for the purposes of applicable securities laws, as they both took has took the initiative in organizing and financing the Company. Mr. Dahl owns 3,484,600 Common Shares directly or indirectly, 600,000 stock options and 1,320,800 Warrants directly or indirectly and Mr. Biggs owns 2,057,500 Common Shares directly or indirectly and 600,000 stock options. Other than as disclosed elsewhere in this AIF, no person who was a promoter of the Company within the last two years:

(a) received anything of value directly or indirectly from the Company or a subsidiary;

(b) sold or otherwise transferred any asset to the Company or a subsidiary within the last two years;

(c) has been a director, chief executive officer or chief financial officer of any company that during the past 10 years was the subject of a cease trade order or similar order or an order that denied the company access to any exemptions under securities legislation for a period of more than 30 consecutive days or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets;

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

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

(f) has within the past 10 years become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets.

See "*Directors and Executive Officers*" for further disclosure.

AUDIT COMMITTEE

Charter of the Audit Committee

Our Board has adopted a written charter setting forth the purpose, composition, authority and responsibility of our Audit Committee (see Appendix A "*Audit Committee Charter*").

Composition of the Audit Committee

Our Audit Committee consists of three directors: Kerry Biggs, who will act as Chair of the committee, Lindsay Hamelin and Natasha Raey, each of whom is determined by our Board to be financially literate within the meaning of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). Lindsay Hamelin and Natasha Raey are independent within the meaning of NI 52-110. Kerry Biggs is not independent within the meaning of NI 52-110 by virtue of Mr. Biggs position as CFO of the Company.

Each of our Audit Committee members has an understanding of the accounting principles used to prepare financial statements and varied experience as to the general application of such accounting principles, as well as an understanding of the internal controls and procedures necessary for financial reporting. For additional details regarding the relevant education and experience of each member of our Audit Committee, see also "*Directors and Executive Officers – Biographical Information Regarding Our Directors and Executive Officers*".

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year did the Board decline to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year did the Company rely on the exemption in section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions). The Company is relying upon the exemption in Section 6.1 (Venture Issuers) of NI 52-110.

Prior Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

External Auditors Service Fee

For the year ended December 31, 2021 and 2020, the following fees were paid to our external auditors, Smythe LLP:

	2021	**2020**
Audit Fees(1)	$22,500	$10,500
Audit-Related Fees(2)	$12,500	Nil
Tax Fees(3)	Nil	$2,000
All Other Fees(4)	$489	Nil
Total	$35,489	$12,500

Notes:
(1) Fees for audit services on an accrued basis.
(2) Fees for audit and related services not included in audit services above. These are primarily fees for quarterly reviews.
(3) Fees for tax compliance, tax advice and tax planning.
(4) All other fees not included above.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company is from time to time involved in legal proceedings of a nature considered normal to our business. We believe that none of the litigation in which we are currently involved, individually or in the aggregate, is material to our consolidated financial condition or results of operations.

We are not aware of any legal proceedings to which we are or were a party to, or that any of our property is or was the subject of, during our financial year ended December 31, 2020, that involve a claim for damages in excess of 10% of our current assets. Nor are we aware of any such legal proceedings being contemplated. In addition, we are not aware of any penalties or sanctions imposed against us by a court relating to securities legislation or by a securities regulatory authority during our financial year ended December 31, 2020 or any other penalties or sanctions imposed by a court or regulatory body against us that would likely be considered important to a reasonable investor in making an investment decision, and we have not entered into any settlement agreements before a court relating to securities legislation or with a securities regulatory authority during our financial year ended December 31, 2020.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed in this AIF, the Company is not aware of any material interest, direct or indirect, of (i) any Person that beneficially owns, or exercises control or direction over, directly or indirectly, more than 10% of the voting rights attached to the Common Shares, (ii) any director or officer of the Company, or (iii) any associate or affiliate of any of the foregoing, in any transaction which has been entered into within the three most recently completed financial years of the Company, or during the current financial year, that has materially affected or is reasonably expected to materially affect the Company.

TRANSFER AGENT AND REGISTRAR

Endeavor Trust Corporation, whose office is located at 777 Hornby Street #702, Vancouver, BC V6Z 1S4, is the transfer agent and registrar for the Common Shares.

INTEREST OF EXPERTS

Our auditors are Smythe LLP of Suite 1700, 475 Howe Street, Vancouver, BC V6C 2B3. Smythe LLP has prepared the audit report attached to our audited consolidated financial statements for the financial year ended December 31, 2021. As of the date of this AIF, Smythe LLP is independent from the Company within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

MATERIAL CONTRACTS

As of the date of this AIF, the following agreements and contracts are reasonably regarded as being material to the Company:

- the SPA;
- the Development Agreement;
- the SK Credit Facility;
- the Escrow Agreement
- the Investment Policy;
- the Investor Rights Agreement;
- the services agreement between the Company and Mountain Capital Corp. dated March 8, 2021
- the services agreement between the Company and Stockhouse Publishing Ltd. dated April 13, 2021.
- the consulting agreement between the Company and Wallace Hill Partners Ltd. dated May 1, 2021;
- the consulting agreement between the Company and 1061437 BC Ltd. dated May 1, 2021;
- the services agreement between the Company and Investing News Network dated May 13, 2021;
- the services agreement between the Company and Meadowbank Strategic Partners Inc. dated May 31, 2021;
- the services agreement between the Company and Visual Capitalist dated July 30, 2021;
- the services agreement between the Company and FMT dated September 13, 2021;
- the services agreement between the Company and Pro Return AG dated October 1, 2021; and
- the service agreement between the Company and North Equities Corp. dated February 23, 2022.

A copy of each of the aforementioned agreements are available under the Company's profile on the SEDAR website at www.sedar.com.

ADDITIONAL INFORMATION

Additional information relating to us is available on our SEDAR profile at www.sedar.com. Additional information, including with respect to directors' and officers' remuneration and indebtedness, principal holders of our securities, and securities authorized for issuance under equity compensation plans, if applicable, is contained in our management information circular for our most recent annual meeting of shareholders that involves the election of directors, available on our SEDAR profile at www.sedar.com. Additional financial information is contained in our consolidated financial statements and management's discussion and analysis for our most recently completed financial year, available on our SEDAR profile at www.sedar.com.

GLOSSARY OF TERMS

As used in this AIF, unless the context indicates or requires otherwise, the following terms have the respective meanings set out below:

"**$**" means Canadian dollars.

"**$0.02 Special Warrants**" means the Special Warrants issued on December 4, 2020, whereas each $0.02 Special Warrant was automatically exercised for one $0.02 Unit on the Automatic Exercise Date.

"**$0.50 Special Warrants**" means the Special Warrants issued on May 18, 2021, whereas each $0.50 Special Warrant was automatically exercised for one $0.50 Unit on the Automatic Exercise Date.

"**$0.02 Units**" means units consisting of one Common Share and one $0.10 Warrant.

"**$0.25 Unit**" means units consisting of one Common Share and one-half of one $0.50 Warrant.

"**$0.50 Units**" means units consisting of one Common Share and one half of one $1.00 Warrant.

"**$0.10 Warrants**" means Warrants entitling the holder thereof to purchase one additional Common Share at a price of $0.10 per Common Share until December 4, 2022.

"**$0.50 Warrants**" means Warrants entitling the holder thereof to purchase one additional Common Share at a price of $0.50 per Common Share until April 26, 2023.

"**$1.00 Warrants**" means Warrants entitling the holder thereof to purchase one additional Common Share at a price of $1.00 per Common Share until May 18, 2023.

"**AIF**" means this annual information form.

"**April 26 $0.25 Units**" means units comprised of one Common Share and one-half-of-one April 26 $0.50 Warrant.

"**April 26 $0.50 Warrants**" means Warrants entitling the holder to purchase one additional Common Share at a price of $0.50 per Common Share until April 26, 2023.

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

"**Automatic Exercise Date**" means the date that was two business days following the date on which the Company obtained a receipt for the final prospectus of the Company qualifying the distribution of the Common Shares issuable on exercise of the Special Warrants.

"**Billy Goat Brands**" or "**Company**" means Billy Goat Brands Ltd.

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

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

"**Canutra**" means Canutra Naturals Ltd., an emerging privately-held hemp company.

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

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

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

"**Committee**" means the Investment Committee responsible for assisting the Company's Board in discharging its oversight responsibilities relating to investment opportunities.

"**COO**" means Chief Operating Officer.

"**COVID-19**" means the pandemic caused by the SARS-CoV-2 virus.

“**CSE**” or “**Exchange**” means the Canadian Securities Exchange.

“**Debt Securities**” means the debt securities of the Company, including convertible debt securities.

“**Development Agreement**” means the consultation and development agreement dated November 6, 2019 between FunGuys and Brew N Bottle Inc. to develop and produce a mushroom-infused cold brew through a 9-phase process.

“**Escrow Agreement**” means the escrow agreement dated September 8, 2021 among the Company, Endeavor Trust Corporation and certain of the Company’s shareholders.

“**Escrowed Securities**” means the Escrow Shares together with the Escrow Warrants.

“**Escrow Shares**” means the Common Shares subject to escrow conditions pursuant to the Escrow Agreement.

“**Escrow Warrants**” means the Warrants subject to escrow conditions pursuant to the Escrow Agreement.

“**ESG**” means environmental, social and governance.

“**Evanesce**” means the Company’s investee, Evanesce Packaging Solutions Inc.

“**Evanesce Investment**” means the 41,667 units of Evanesce purchased by the Company at a price of $3.60 per unit, with unit consisting of one common share of Evanesce and one-half common share purchase warrant of Evanesce. Each whole warrant entitles the Company to purchase one additional common share of Evanesce for a period of two years at a price of $3.90 per share if exercised in the first twelve months following issuance or $4.80 per share if exercised more than twelve months after issuance.

“**FMT**” means Future Money Trends, LLC.

“**FMT Agreement**” means the agreement with FMT, pursuant to which FMT will create and develop digital marketing campaigns and other related services in exchange for an up-front aggregate cash amount of $US500,000.

“**FunGuys**” means the Company’s wholly-owned subsidiary, FunGuys Beverages Inc.

“**FunGuys Acquisition**” means the transaction of the Company whereby it acquired all the issued and outstanding shares of FunGuys.

“**FunGuys Acquisition Warrants**” means Warrants entitling the holder to purchase one Common Share at an exercise price of $0.25 per Common Share until February 8, 2023.

“**FunGuys Consideration Warrants**” means the Warrants issued pursuant to the terms of the FunGuys Acquisition, entitling the holder to purchase one Common Share at a price of $0.25 per Common Share until February 28, 2023.

“**IFRS**” means International Financial Reporting Standards.

“**Investee**” means a target investee company of the Company identified under the Investment Policy.

“**Investment Committee**” means the investment committee established pursuant to the Investment Policy.

“**Investment Policy**” means the investment policy of the Company, as adopted by the Company’s board of directors on April 12, 2021.

“**Investor Rights Agreement**” means the investor rights agreement between the Company and the Vegetarian Butcher dated February 10, 2021.

“**IT**” means information technology.

“**Listing**” means the listing of the Company on the CSE on September 16, 2021.

“**Loop**” means Loop Global Holdings LLC.

"**Management Group**" means the directors and executive officers of the Company.

"**March 29 $0.25 Units**" means units comprised of one Common Share and one-half-of-one March 29 $0.50 Warrant.

"**March 29 $0.50 Warrants**" means Warrants entitling the holder to purchase one additional Common Share at a price of $0.50 per Common Share until March 29, 2023.

"**MD&A**" means management's discussion and analysis as such term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations*, of the Canadian Securities Administrators.

"**NEO**" or "**named executive officer**" means each of the following individuals of an entity:

(a) the CEO;

(b) the CFO;

(c) each of the three most highly compensated executive officers of an entity, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 *Statement of Executive Compensation*, for that financial year; and

(d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of an entity or its subsidiaries, nor acting in a similar capacity, at that financial year.

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

"**North Equities**" means North Equities Corp.

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

"**October 9 2020 Financing**" means the issuance of 4,000,000 Common Shares at a price of $0.005 per Common Share as part of a seed round financing for aggregate gross proceeds of $20,000.

"**Onboarding Agreement**" means the onboarding agreement between Loop and FunGuys dated February 28, 2021 regarding FunGuys' membership in Loop's circular shopping platform.

"**Option**" means a stock options of the Company.

"**Option Plan**" has the meaning set forth under the heading "*General Description of Capital Structure – Stock Options*".

"**OTCQB**" means the OTCQB Venture Market

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

"**RSU**" means a restricted share unit of the Company.

"**RSU Plan**" means the Company's RSU plan.

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval.

"**SK Credit Facility**" means the credit facility agreement between the Company and Sophie's Kitchen dated March 15, 2021.

"**SK Debt Purchase Agreement**" means the stock purchase agreement dated May 24, 2021 with Sophie's Kitchen and the SK Creditor in order to settle the SK Debt pursuant to the terms of the SK Credit Facility.

"**SK Vendors**" means certain shareholders of Sophie's Kitchen.

"**Sophie's Kitchen**" means the Company's investee, Sophie's Kitchen, Inc.

"**Sophie's Kitchen Acquisition**" means the acquisition of 13.1% of the issued and outstanding share capital of Sophie's Kitchen from the SK Vendors.

"**Sophie's Kitchen Loan**" means the loan agreement dated February 8, 2021, pursuant to which the Company agreed to loan CAD$614,673 (US$500,000) at the rate of 6% interest per annum with a maturity date of June 30, 2022 to Sophie's Kitchen.

"**Special Warrants**" means special warrants in the capital of the Company.

"**Transfer Agent**" means the Company's transfer agent, Endeavor Trust Corporation.

"**TSX**" means the Toronto Stock Exchange.

"**TSXV**" means the TSX Venture Exchange.

"**US$**" means American dollars.

"**Vegetarian**" means the Company's investee, The Vegetarian Butcher, Inc.

"**Vegetarian Investment**" means the Company's acquisition of 1,842,105 common shares of Vegetarian for a 12.4% ownership of Vegetarian at $0.19 per share for a total of $350,000.

"**Vegetarian Finders Agreements**" means the two finder's fee agreements in connection with the Vegetarian Investment, dated on January 4, 2021.

"**Warrants**" means Common Share purchase warrants in the capital of the Company.

APPENDIX “A”
AUDIT COMMITTEE CHARTER

AUDIT COMMITTEE CHARTER

(*Approved by the Board of Directors on April 23, 2021)*

Billy Goat Brands Ltd.

AUDIT COMMITTEE CHARTER

1. PURPOSE

The main purpose of the Audit Committee (the **"Committee"**) of the Board of Directors (the **"Board"**) of Billy Goat Brands Ltd. (**"Billy Goat"** or the **"Company"**) is to assist the Board in fulfilling its statutory responsibilities in relation to internal control and financial reporting, and to carry out certain oversight functions on behalf of the Board, including the oversight of:

(a) the integrity of the Company's financial statements and other financial information provided by the Company to securities regulators, governmental bodies and the public to ensure that the Company's financial disclosures are complete, accurate, in accordance with International Financial Reporting Standards (**"IFRS"**) as issued by the International Accounting Standards Board (**"IASB"**) and interpretations by the International Financial Reporting Interpretations Committee (**"IFRIC"**), and fairly present the financial position and risks of the Company;

(b) assessing the independence, qualifications and performance of the Company's independent auditor (the **"Auditor"**), appointing and replacing the Auditor, overseeing the audit and non-audit services provided by the Auditor, and approving the compensation of the Auditor;

(c) Senior Management (as defined below) responsibility for assessing and reporting on the effectiveness of internal controls;

(d) financial matters and management of financial risks;

(e) the prevention and detection of fraudulent activities; and

(f) investigation of complaints and submissions regarding accounting or auditing matters and unethical or illegal behavior.

The Committee provides an avenue for communication between the Auditor, the Company's executive officers and other senior managers (**"Senior Management"**) and the Board, and has the authority to communicate directly with the Auditor. The Committee shall have a clear understanding with the Auditor that they must maintain an open and transparent relationship with the Committee. The Auditor is ultimately accountable to the Committee and the Board, as representatives of the Company's shareholders.

2. COMPOSITION

The Committee shall be comprised of three directors. Each Committee member shall:

(a) satisfy the laws governing the Company;

(b) be "financially literate" in accordance with the definition set out in Section 1.6 of NI 52-110, which definition is reproduced in Appendix "A" of this charter.

The majority of Committee members shall be "independent" in accordance with Sections 1.4 and 1.5 of National Instrument 52-110 Audit Committees ("NI 52-110"), which sections are reproduced in Appendix

"A" of this charter, and the position of non-executive Chair of the Board is considered to be an executive officer of the Company.

Committee members and the chair of the Committee (the **"Committee Chair"**) shall be appointed annually by the Board at the first Board meeting that is held after every annual general meeting of the Company's shareholders. The Board may remove a Committee member at any time in its sole discretion by a resolution of the Board.

If a Committee member simultaneously serves on the audit committees of more than three public companies, the Committee shall seek the Board's determination as to whether such simultaneous service would impair the ability of such member to effectively serve on the Committee and ensure that such determination is disclosed.

3. MEETINGS

The Committee shall meet at least once per financial quarter and as many additional times as the Committee deems necessary to carry out its duties effectively.

The Committee shall meet:

(a) within 60 days following the end of each of the first three financial quarters to review and discuss the unaudited financial results for the preceding quarter and the related management's discussion and analysis (**"MD&A"**); and

(b) within 120 days following the end of the Company's fiscal year end to review and discuss the audited financial results for the year and related MD&A.

As part of its job to foster open communication, the Committee shall meet at least once each financial quarter with Senior Management and the Auditor in separate executive sessions to discuss any matters that the Committee or each of these groups believe should be discussed privately.

A majority of the members of the Committee shall constitute a quorum for any Committee meeting. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by unanimous written consent of the Committee members.

The Committee Chair shall preside at each Committee meeting. In the event the Committee Chair is unable to attend or chair a Committee meeting, the Committee will appoint a chair for that meeting from the other Committee members.

The Corporate Secretary of the Company, or such individual as appointed by the Committee, shall act as secretary for a Committee meeting (the **"Committee Secretary"**) and, upon receiving a request to convene a Committee meeting from any Committee member, shall arrange for such meeting to be held.

The Committee Chair, in consultation with the other Committee members, shall set the agenda of items to be addressed at each Committee meeting. The Committee Secretary shall ensure that the agenda and any supporting materials for each upcoming Committee meeting are circulated to each Committee member in advance of such meeting.

The Committee may invite such officers, directors and employees of the Company, the Auditor, and other advisors as it may see fit from time to time to attend at one or more Committee meetings and assist in the discussion and consideration of any matter. For purposes of performing their duties, members of the Committee shall, upon request, have immediate and full access to all corporate information and shall be permitted to discuss such information and any other matters relating to the duties and responsibilities of the Committee with officers, directors and employees of the Company, with the Auditor, and with other advisors subject to appropriate confidentiality agreements being in place.

Unless otherwise provided herein or as directed by the Board, proceedings of the Committee shall be conducted in accordance with the rules applicable to meetings of the Board.

4. DUTIES AND RESPONSIBILITIES

Subject to the powers and duties of the Board and the Articles of the Company, in order to carry out its oversight responsibilities, the Committee shall:

4.1 Financial Reporting Process

(a) Review with Senior Management and the Auditor any items of concern, any proposed changes in the selection or application of accounting principles and policies and the reasons for the change, any identified risks and uncertainties, and any issues requiring the judgement of Senior Management, to the extent that the foregoing may be material to financial reporting.

(b) Consider any matter required to be communicated to the Committee by the Auditor under generally accepted auditing standards, applicable law and listing standards, if applicable, including the Auditor's report to the Committee (and the response of Senior Management thereto) on:

(i) accounting policies and practices used by the Company;

(ii) alternative accounting treatments of financial information that have been discussed with Senior Management, including the ramifications of the use of such alternative treatments and disclosures and the treatment preferred by the Auditor; and

(iii) any other material written communications between the Auditor and Senior Management.

(c) Discuss with the Auditor their views about the quality, not just the acceptability, of accounting principles and policies used by the Company, including estimates and judgements made by Senior Management and their selection of accounting principles.

(d) Discuss with Senior Management and the Auditor:

(i) any accounting adjustments that were noted or proposed (immaterial or otherwise) by the Auditor but were not reflected in the financial statements;

(ii) any material correcting adjustments that were identified by the Auditor in accordance with generally accepted accounting principles ("**GAAP**") or applicable law;

(iii) any communication reflecting a difference of opinion between the audit team and the Auditor's national office on material auditing or accounting issues raised by the engagement; and

(iv) any "management" or "internal control" letter issued, or proposed to be issued, by the Auditor to the Company.

(e) Discuss with Senior Management and the Auditor any significant financial reporting issues considered during the fiscal period and the method of resolution, and resolve disagreements between Senior Management and the Auditor regarding financial reporting.

(f) Review with Senior Management and the Auditor:

(i) any off-balance sheet financing mechanisms being used by the Company and their effect on the Company's financial statements; and

(ii) the effect of regulatory and accounting initiatives on the Company's financial statements, including the potential impact of proposed initiatives.

(g) Review with Senior Management and the Auditor and legal counsel, if necessary, any litigation, claim or other contingency, including tax assessments, that could have a material effect on the financial position or operating results of the Company, and the manner in which these matters have been disclosed or reflected in the financial statements.

(h) Review with the Auditor any audit problems or difficulties experienced by the Auditor in performing the audit, including any restrictions or limitations imposed by Senior Management, and the response of Senior Management, and resolve any disagreements between Senior Management and the Auditor regarding these matters.

(i) Review the results of the Auditor's work, including findings and recommendations, Senior Management's response, and any resulting changes in accounting practices or policies and the impact such changes may have on the financial statements.

(j) Review and discuss with Senior Management the audited annual financial statements and related MD&A and make recommendations to the Board with respect to approval thereof before their release to the public.

(k) Review and discuss with Senior Management and the Auditor all interim unaudited financial statements and related interim MD&A.

(l) Approve interim unaudited financial statements and related interim MD&A prior to their filing and dissemination.

(m) In connection with Sections 4.1 and 5.1 of National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings* (**"NI 52-109"**), obtain confirmation from the Chief Executive Officer (**"CEO"**) and the Chief Financial Officer (**"CFO"**) (and considering the Auditor's comments, if any, thereon) to their knowledge:

(i) that the audited financial statements, together with any financial information included in the annual MD&A and annual information form, fairly present in all material respects the Company's financial condition, financial performance and cash flows; and

(ii) that the interim financial statements, together with any financial information included in the interim MD&A, fairly present in all material respects the Company's financial condition, financial performance and cash flows.

(n) Review news releases to be issued in connection with the audited annual financial statements and related MD&A and the interim unaudited financial statements and related interim MD&A, before being disseminated to the public, if the Company is required to do so under applicable securities laws, paying particular attention to any use of "pro-forma" or "adjusted" non-GAAP, information.

(o) Review any news release containing earnings guidance or financial information based upon the Company's financial statements prior to the release of such statements, if the Company is required to disseminate such news releases under applicable securities laws.

(p) Review the appointment of the CFO and have the CFO report to the Committee on the qualifications of new key financial personnel involved in the financial reporting process.

4.2 <u>Internal Controls</u>

(a) Consider and review with Senior Management and the Auditor the adequacy and effectiveness of internal controls over accounting and financial reporting within the Company and any proposed significant changes in them.

(b) Consider and discuss any Auditor's comments on the Company's internal controls, together with Senior Management responses thereto.

(c) Discuss, as appropriate, with Senior Management and the Auditor any major issues as to the adequacy of the Company's internal controls and any special audit steps in light of material internal control deficiencies.

(d) Review annually the disclosure controls and procedures.

(e) Receive confirmation from the CEO and the CFO of the effectiveness of disclosure controls and procedures, and whether there are any significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information or any fraud, whether or not material, that involves Senior Management or other employees who have a significant role in the Company's internal control over financial reporting. In addition, receive confirmation from the CEO and the CFO that they are prepared to sign the annual and quarterly certificates required by Sections 4.1 and 5.1 of NI 52-109, as amended from time to time.

4.3 The Auditor

Qualifications and Selection

(a) Subject to the requirements of applicable law, be solely responsible to select, retain, compensate, oversee, evaluate and, where appropriate, replace the Auditor. The Committee shall be entitled to adequate funding from the Company for the purpose of compensating the Auditor for authorized services.

(b) Instruct the Auditor that:

(i) they are ultimately accountable to the Board and the Committee, as representatives of shareholders; and

(ii) they must report directly to the Committee.

(c) Ensure that the Auditor have direct and open communication with the Committee and that the Auditor meet with the Committee once each financial quarter without the presence of Senior Management to discuss any matters that the Committee or the Auditor believe should be discussed privately.

(d) Evaluate the Auditor's qualifications, performance, and independence. As part of that evaluation:

(i) at least annually, request and review a formal report by the Auditor describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues;

(ii) annually review and confirm with Senior Management and the Auditor the independence of the Auditor, including all relationships between the Auditor and the Company, including the amount of fees received by the Auditors for the audit services, the extent of non-audit services and fees therefor, the extent to which the compensation of the audit partners of the Auditor is based upon selling non-audit services, the timing and process for implementing the rotation of the lead audit partner, reviewing partner and other partners providing audit services for the Company, and whether there should be a regular rotation of the audit firm itself; and

(iii) annually review and evaluate senior members of the audit team of the Auditor, including their expertise and qualifications. In making this evaluation, the Committee should consider the opinions of Senior Management.

Conclusions on the independence of the Auditor should be reported by the Committee to the Board.

(e) Approve and review, and verify compliance with, the Company's policies for hiring of employees and former employees of the Auditor and former auditors. Such policies shall include, at minimum, a one-year hiring "cooling off" period.

Other Matters

(a) Meet with the Auditor to review and approve the annual audit plan of the Company's financial statements prior to the annual audit being undertaken by the Auditor, including reviewing the year-to-year co-ordination of the audit plan and the planning, staffing and extent of the scope of the annual audit. This review should include an explanation from the Auditor of the factors considered by the Auditor in determining their audit scope, including major risk factors. The Auditor shall report to the Committee all significant changes to the approved audit plan.

(b) Review and pre-approve all audit and non-audit services and engagement fees and terms in accordance with applicable law, including those provided to the Company's subsidiaries by the Auditor or any other person in its capacity as independent auditor of such subsidiary. Between scheduled Committee meetings, the Committee Chair, on behalf of the Committee, is authorized to pre-approve any audit or non-audit services and engagement fees and terms up to $50,000. At the next Committee meeting, the Committee Chair shall report to the Committee any such pre-approval given.

(c) Establish and adopt procedures for such matters.

4.4 <u>Compliance</u>

(a) Monitor compliance by the Company with all payments and remittances required to be made in accordance with applicable law, where the failure to make such payments could render the Company's directors personally liable.

(b) Receive regular updates from Senior Management regarding compliance with laws and regulations and the process in place to monitor such compliance, excluding, however, legal compliance matters subject to the oversight of the Corporate Governance and Nominating Committee of the Board, if any. Review the findings of any examination by regulatory authorities and any observations by the Auditor relating to such matters.

(c) Establish and oversee the procedures in the Company's Whistleblower Policy to address:

- (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting or auditing matters or unethical or illegal behaviour; and
- (ii) confidential, anonymous submissions by employees of concerns regarding questionable accounting and auditing matters or unethical or illegal behaviour.

(d) Ensure that political and charitable donations conform with policies and budgets approved by the Board.

(e) Monitor management of hedging, debt and credit, make recommendations to the Board respecting policies for management of such risks, and review the Company's compliance therewith.

(f) Approve the review and approval process for the expenses submitted for reimbursement by the CEO.

(g) Oversee Senior Management's mitigation of material risks within the Committee's mandate and as otherwise assigned to it by the Board.

4.5 <u>Financial Oversight</u>

(a) Assist the Board in its consideration and ongoing oversight of matters pertaining to:

(i) capital structure and funding including finance and cash flow planning;

(ii) capital management planning and initiatives;

(iii) property and corporate acquisitions and divestitures including proposals which may have a material impact on the Company's capital position;

(iv) the Company's annual budget;

(v) the Company's insurance program;

(vi) directors' and officers' liability insurance and indemnity agreements; and

(vii) matters the Board may refer to the Committee from time to time in connection with the Company's capital position.

4.6 <u>Other</u>

(a) Perform such other duties as may be assigned to the Committee by the Board.

(b) Annually review and assess the adequacy of its charter and recommend any proposed changes to the Corporate Governance and Nominating Committee.

(c) Review its own performance annually, and provide the results of such evaluation to the Board for its review.

5. AUTHORITY

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to:

a. select, retain, terminate, set and approve the fees and other retention terms of special or independent counsel, accountants or other experts, as it deems appropriate; and

b. obtain appropriate funding to pay, or approve the payment of, such approved fees, without seeking approval of the Board or Senior Management.

6. ACCOUNTABILITY

The Committee Chair shall make periodic reports to the Board, as requested by the Board, on matters that are within the Committee's area of responsibility.

The Committee shall maintain minutes of its meetings with the Company's Corporate Secretary and shall provide an oral report to the Board at the next Board meeting that is held after a Committee meeting.

Appendix "A"

Definitions from National Instrument 52-110 Audit Committees

Section 1.4 Meaning of Independence

(1) An audit committee member is independent if he or she has no direct or indirect material relationship with the issuer.

(2) For the purposes of subsection (1), a "material relationship" is a relationship which could, in the view of the issuer's board of directors, be reasonably expected to interfere with the exercise of a member's independent judgement.

(3) Despite subsection (2), the following individuals are considered to have a material relationship with an issuer:

(a) an individual who is, or has been within the last three years, an employee or executive officer of the issuer;

(b) an individual whose immediate family member is, or has been within the last three years, an executive officer of the issuer;

(c) an individual who:

(i) is a partner of a firm that is the issuer's internal or external auditor,

(ii) is an employee of that firm, or

(iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;

(d) an individual whose spouse, minor child or stepchild, or child or stepchild who shares a home with the individual:

(i) is a partner of a firm that is the issuer's internal or external auditor,

(ii) is an employee of that firm and participates in its audit, assurance or tax compliance (but not tax planning) practice, or

(iii) was within the last three years a partner or employee of that firm and personally worked on the issuer's audit within that time;

(e) an individual who, or whose immediate family member, is or has been within the last three years, an executive officer of an entity if any of the issuer's current executive officers serves or served at that same time on the entity's compensation committee; and

(f) an individual who received, or whose immediate family member who is employed as an executive officer of the issuer received, more than $75,000 in direct compensation from the issuer during any 12 month period within the last three years.

(4) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because

(a) he or she had a relationship identified in subsection (3) if that relationship ended before March 30, 2004; or

(b) he or she had a relationship identified in subsection (3) by virtue of subsection (8) if that relationship ended before June 30, 2005.

(5) For the purposes of clauses (3)(c) and (3)(d), a partner does not include a fixed income partner whose interest in the firm that is the internal or external auditor is limited to the receipt of fixed amounts of compensation (including deferred compensation) for prior service with that firm if the compensation is not contingent in any way on continued service.

(6) For the purposes of clause (3)(f), direct compensation does not include:

(a) remuneration for acting as a member of the board of directors or of any board committee of the issuer, and

(b) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.

(7) Despite subsection (3), an individual will not be considered to have a material relationship with the issuer solely because the individual or his or her immediate family member

(a) has previously acted as an interim chief executive officer of the issuer, or

(b) acts, or has previously acted, as a chair or vice-chair of the board of directors or of any board committee of the issuer on a part-time basis.

(8) For the purpose of Section 1.4, an issuer includes a subsidiary entity of the issuer and a parent of the issuer.

Section 1.5 Additional Independence Requirements

(1) Despite any determination made under Section 1.4, an individual who

(a) accepts, directly or indirectly, any consulting, advisory or other compensatory fee from the issuer or any subsidiary entity of the issuer, other than as remuneration for acting in his or her capacity as a member of the board of directors or any board committee, or as a part-time chair or vice-chair of the board or any board committee; or

(b) is an affiliated entity of the issuer or any of its subsidiary entities, is considered to have a material relationship with the issuer.

(2) For the purposes of subsection (1), the indirect acceptance by an individual of any consulting, advisory or other compensatory fee includes acceptance of a fee by

(a) an individual's spouse, minor child or stepchild, or a child or stepchild who shares the individual's home; or

(b) an entity in which such individual is a partner, member, an officer such as a managing director occupying a comparable position or executive officer, or occupies a similar position (except limited partners, non-managing members and those occupying similar positions who, in each case, have no active role in providing services to the entity) and which provides accounting, consulting, legal, investment banking or financial advisory services to the issuer or any subsidiary entity of the issuer.

(3) For the purposes of subsection (1), compensatory fees do not include the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the issuer if the compensation is not contingent in any way on continued service.

Section 1.6 Meaning of Financial Literacy

For the purposes of this Instrument, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer's financial statements.