REVITALIST

Revitalist Lifestyle and Wellness Ltd.

ANNUAL INFORMATION FORM

For the year ended December 31, 2020

September 20, 2021

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In this Annual Information Form, the terms "We", "Us", "Our", and "Company" refer to Revitalist Lifestyle and Wellness Ltd., its subsidiaries, divisions and its interests in joint ventures and associates. Except as otherwise indicated, all dollar amounts are expressed in Canadian dollars. The information in this Annual Information Form is stated as at December 31, 2020, except as otherwise indicated, and except for information in documents incorporated by reference that have a different date.

FORWARD-LOOKING STATEMENTS

This Annual Information Form is intended to provide readers with information that Management believes is necessary for an understanding of the Company's current results and to assess the Company's future prospects. Consequently, certain statements herein, including statements regarding future results and performance, are forward-looking statements within the meaning of securities legislation, based on current expectations. The accuracy of such statements is subject to a number of risks, uncertainties and assumptions that may cause actual results to differ materially from those projected, including, but not limited to, the effect of general economic conditions, decreases in demand for the Company's products, prices and availability of raw materials, changes in relative values of certain currencies, fluctuations in selling prices, and adverse changes in general market and industry conditions (see "*Risk Factors*"). The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required under applicable securities regulations. The forward-looking statements contained in this Annual Information Form are based upon the best estimates available to the Company.

GLOSSARY OF TERMS

Annual Information Form or AIF	means this annual information form.
BCBCA	means the *Business Corporations Act* (British Columbia), including the regulations thereunder, as amended.
Board	means the board of directors of the Company.
CEO	means Chief Executive Officer.
CFO	means Chief Financial Officer.
Clinics	means the clinics located in Knoxville, Tennessee; Chattanooga, Tennessee; Johnson City, Tennessee; Louisville, Kentucky and Raleigh, North Carolina.
CMO	means Chief Medical Officer.
Company, Issuer or Revitalist	means Revitalist Lifestyle and Wellness Ltd., incorporated under the BCBCA on July 6, 2018.
Company Options	means stock options of the Company.
Company RSUs	means restricted stock units of the Company.
CSE	means the Canadian Securities Exchange.
Escrow Agreement	means the Escrow Agreement between the Company and TrustCo dated July 12, 2021.
Ketamine Holdings	means Ketamine Holdings Ltd., a wholly owned subsidiary of the Company, incorporated under the BCBCA on July 6, 2018.
Ketamine Holdings USA	means Ketamine Holdings (USA) Ltd., a wholly owned subsidiary of Ketamine Holdings,incorporated in Delaware, USA on January 19, 2021.
Listing	means the listing of the Shares on the CSE.
Listing Date	means August, 24, 2021, the date on which the Shares were listed for trading on the CSE.
NI 52-110	means National Instrument 52-110 – *Audit Committees*.
NI 58-101	means National Instrument 58-101 – *Disclosure of Corporate Governance Practices.*
NP 46-201	means National Policy 46-201 - *Escrow for Initial Public Offerings.*
Principal Regulator	means the British Columbia Securities Commission.

Revitalist, LLC	means Revitalist LLC, a wholly owned subsidiary of Ketamine Holdings USA,organized in Tennessee, USA on November 18, 2017.
Share Compensation Plan	means the share compensation plan adopted by the Board on February 17, 2021.
Share ExchangeAgreement	means the Share Exchange Agreement between Ketamine Holdings and Revitalist datedFebruary 19, 2021.
Shares	means the common shares without par value of the Company.
TrustCo	means Endeavor Trust Corporation, the registrar and transfer agent of the Company.

DATE OF THE ANNUAL INFORMATION FORM

The Annual Information Form is dated as of September 20, 2021. Except as otherwise indicated, the information contained in this AIF is stated as of December 31, 2020.

CORPORATE STRUCTURE

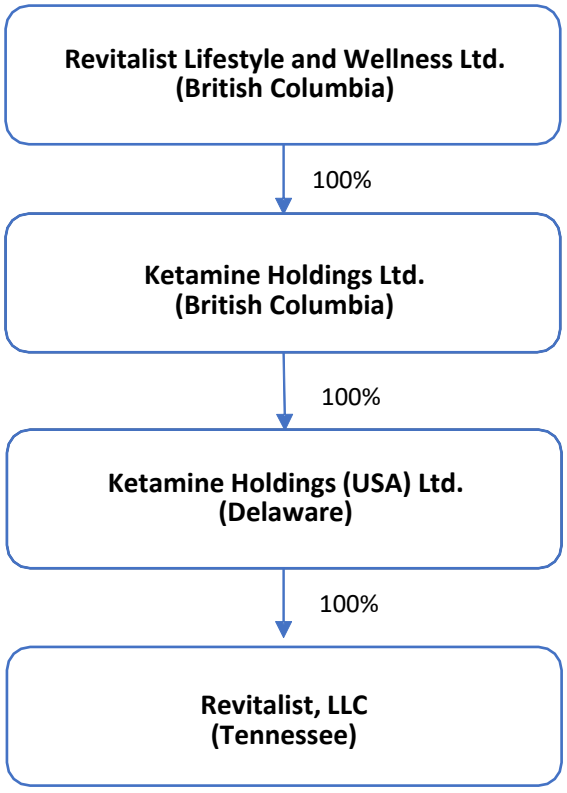
Name, Address and Incorporation

The Company was incorporated pursuant to the provisions of BCBCA on July 6, 2018 under the name "Dealpool Capital Corp." On January 19, 2021, the Company changed its name to "Revitalist Lifestyle and Wellness Ltd."

The Company's head office and registered and records office is located at 3200 - 650 W Georgia St., Vancouver, BC, V6B 4P7.

Intercorporate Relationships

As of the date hereof, the Company has three wholly-owned subsidiaries:



*Note: as at December 31, 2020, Revitalist Lifestyle and Wellness Ltd. did not own any of the subsidiaries listed above. Transactions to acquire Ketamine Holdings Ltd., Revitalist, LLC and incorporate Ketamine Holdings (USA) Ltd. occurred in 2021.

GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

Since incorporation, the Company has taken the following steps to develop the business of the Company:

(1) Revitalist acquired Ketamine Holdings which acquired the operations of Revitalist, LLC, a company operating a psychedelic assisted psychotherapy clinic in Knoxville, Tennessee since 2017;

(2) Revitalist, LLC entered into an employment agreement with its CEO, Kathryn Walker;

(3) Revitalist recruited directors and officers with the skills required to operate a publicly listed company;

(4) Revitalist raised aggregate gross proceeds of $259,291 through the issuance of 10,371,637 special warrants at a price of $0.025 per special warrant pursuant to a privateplacement that closed on December 1, 2020. Each special warrant was deemed to be exercised without further consideration on April 2, 2021 and 10,371,637 Shares were issued on such deemed exercise;

(5) Revitalist raised aggregate gross proceeds of $97,500 through the issuance of 1,950,000 special warrants at a price of $0.05 per special warrant pursuant to a private placementthat closed on February 1, 2021. Each special warrant was deemed to be exercised without further consideration on June 2, 2021 and 1,950,000 Shares were issued on such deemed exercise;

(6) Revitalist raised aggregate gross proceeds of $1,918,208 through the issuance of 6,394,025 Shares at a price of $0.30 per Share pursuant to a private placement that closedon February 12, 2021;

(7) Revitalist raised aggregate gross proceeds of $5,594,887 through the issuance of 11,189,774 Special Warrants at a price of $0.50 per Special Warrant pursuant to a private placementthat closed on July 14, 2021. Each Special Warrant was deemed to be exercised without further consideration on August 24, 2021 and 11,189,774 Shares were issued on such deemed exercise Finders' fees aggregating $231,000 were paid in connection with the sale of the Special Warrants to Clarus Securities Inc. ($176,750), Haywood Securities Inc. ($31,500) and PowerOne Capital Markets ($22,750);

(8) Revitalist engaged auditors and legal counsel in connection with the filing of the Company's long form non-offering prospectus and listing of the Shares on the CSE; and

(9) the final long form non-offering prospectus of the Company was filed on August 11, 2021 and Revitalist's Shares became listed for trading on the CSE on August 24, 2021.

DESCRIPTION OF THE BUSINESS

General

The Company's business is premised on a growing body of research that psychedelics, therapy, and non- medicative approaches can be a ground breaking, evidenced based way to treat co-occurring chronic mood disorders and pain disorders. Through the Company's existing Clinics and its contemplated expansion of physical clinics locations in other

jurisdictions, the Company seeks to create a global brand of trusted clinics under the Revitalist name for ketamine-enhanced psychotherapy, psychedelic-enhanced psychotherapy, medicative infusion therapy, vitamin infusions, transcranial magnetic stimulation, psychotherapy, other approved medications focusing on mental health, and acupuncture, enablingpatients to more effectively and affordably address complex treatment resistant mood and pain disorders.The Company also intends to seek merger and acquisition opportunities where possible, in order to accelerate its business expansion plans and drive value.

Ketamine has a large safety profile and has been legally used as a dissociative anesthetic since its approvalby the FDA in 1970.[4] Yale's accidental discovery in the late 1990s provided visual success showing ketamine's effectiveness in actively changing neurologic health in real time with measurement devices such as magnetic resonance imaging ("**M.R.I.**") and positron emission tomography ("**P.E.T.**") scans showing actual improvement in short periods of time. In March 2019, the United States Food and Drug Administration (the "**FDA**") approved a ketamine-based treatment for depression. They later approved asecond indication in August 2020 for suicidality. Ketamine-based treatment is a new approach for treatingdepression, a condition the World Health Organization has labeled the leading cause of disability worldwide, and represents the first approval for a genuinely new type of psychiatric drug for any conditionto be brought to market in more than 30 years. [1]

With the co-administration of ketamine enhanced psychotherapy with administration of ketamine infusions amongst a collaborative team model of mental health and medical providers, minimization andat times, remission of symptoms have often occurred allowing clients to re-enter the work force allowingfor a higher quality of life, community development, and societal contribution from the client receiving effective, quality treatment at Revitalist.

Details of the opened Revitalist Clinics are as follows:

Location	Opening Date	Approximate Size (SQFT)	Clinic Capacity for Treatment Rooms
Knoxville, Tennessee	Feb 2018	5,380	12
Johnson City, Tennessee	May 2021	11,000	22
Chattanooga, Tennessee	May 2021	9,995	20
Louisville, Kentucky	Jun 2021	7,520	14
Raleigh, North Carolina	Sep 2021	6,540	14
Total		**40,435**	**82**

Ketamine infusions at the Clinics are dosed at an interval less than 500% of the required FDA approved anesthetic dose allowing for clients to remain awake in a minimal to moderate dissociative state. This allows for participation in ketamine enhanced psychotherapy during the administration of the medicationunder direct supervision of an anesthesia provider.

The Company is also exploring opportunities to establish and develop additional clinics in Canada, the United States, Europe and Australia. It is intended that all clinics, where permissible, will offer treatmentoptions allowing for minimization of symptoms associated with chronic, complex conditions alleviatingthe worry and concern of substance use disorders for clients receiving medications outside of a medical providers supervision. The issuer believes this clinic is a novel idea as complex mental and medicalconditions are able to have real-time treatment under a medical and mental health providers' carealleviating the need for at-home scheduled medications eliminating the possibility of substance usedisorders as scheduled prescriptions will not be a standard of care for clinicians at Revitalist.

The Issuer believes that some corporations may reduce their space requirements as a consequence of permitting employees to work-from-home and, as such, the Issuer may be able to lease and build clinicalspace at favourable rates allowing greater access for subleasing to mental health therapists extending coverage of services for mental health services. Further, as an alternative to building new clinics, the Company may acquire or enter into service relationships with existing clinics that deliver similar mental and medical health services. The establishment of additional clinics or the establishment of service relationships will be funded by either available funds or debt or equity financings, based on the capital needs and requirements of the Issuer at the time of the acquisition.

Individuals seeking care for scheduled medicative infusions or injections must provide a medical history considered to be treatment resistant unless directly referred by a licensed medical or mental health provider. Treatment resistant is defined as failure, or ineffectiveness, of two or more therapies which may include medicative or therapeutic specialties. Upon appropriate intake of client documentation, it is necessary for the client to complete a consultation with a medical provider reviewing client's medical history, medications, review of systems, risk and benefits, and completion of a physical examination before recommendations can be established. After successful review of mental and physical health, if client is deemed an applicable candidate they are then able to schedule the recommended treatment series. During the scheduling portion of the treatment series, it is mandatory the client completes a Release of Information with documentation of existing mental and/or medical providers outside of Revitalist in order to allow consistency of care by Revitalist providers taking initiative to communicate updates on the clients condition for greater consistency of care and communication with the client's healthcare team.

Providers listed on the Release of Information will be requested to produce medical records validating client's mentioned medical and mental health history. External providers will also be updated of their clients recommendations for treatment at the conclusion of the consultation as well as at the conclusionof their initial recommended induction series of treatments. External providers will receive additional contact information for providers at Revitalist should they wish to communicate directly with a provider about the mentioned client. At the time of scheduling, clients will also be assisted with signing up for a Health Insurance Portability and Accountability Act of 1996 ("**HIPAA**") compliant, continual mood monitoring application that may be accessed on a cellular phone or computer. This application isconsidered to be a part of their treatment recommendations as insightful mood monitoring is encouragedbefore, during, and after the treatment series is completed. Clients maintain access to these services aftercompletion of their treatment recommendations in order to best compliment continuity of care. Clients are able to confidentially message their providers at Revitalist as well as keep a mood journal, daily goals, appointment reminders, and participate in an online community support group.

Recognizing the multidisciplinary approach that is necessary for clients with chronic mood and pain disorders, Revitalist has developed an Internalized Standard of Care Board that all clinics will follow allowing all external governing boards recognition of internal functions, standards, and quality that is expected at each location. This internalized system is overseen by a board of licensed mental health and medical providers focused on ethical issues, substance use disorders, and best overall quality of care for all individuals seeking care at Revitalist locations. Guidelines currently do not recommend any external prescriptions of scheduled medications. All medications must be given with direct supervision of a prescribing provider. This greatly minimizes the risk of substance use disorders outside of the care of alicensed professional. Client's receiving any scheduled medications at Revitalist are required to have a driver transport them from the clinical setting after care is received.

A joint statement by the American Association of Nurse Anesthetists and the American Psychiatric NursesAssociation produced in August 2019 is as follows:

> "Ketamine infusion therapy has been shown to have anti-depressive properties and is increasinglybecoming used to treat psychiatric disorders, including major depressive disorder ("MDD"), bipolar disorder, treatment-resistant depression, and post-traumatic stress disorder ("PTSD"). The American Association of

Nurse Anesthetists ("AANA") and the American Psychiatric Nurses Association ("APNA") support a patient-centered, interdisciplinary approach to managing patients who suffer from psychiatric disorders and may benefit from ketamine infusion therapy. Each organization recognizes the professional scope of practice and expertise of certified registered nurse anesthetists ("CRNA's"), psychiatric mental health registered nurses ("PMH RNs"), and psychiatric mental health advanced practice registered nurses ("PMH APRNs"). PMH RNs and PMH APRNs are collectively referred to as PMH Nurses. These professionals complement each other's skills and knowledge in the assessment, management, and delivery of ketamine infusion therapy for appropriate psychiatric disorders with a focus on improved patient safety, outcomes, and general well-being. CRNAs, PMH RNs, and PMH APRNs practice in accordance with professional ethics, scope and standards of practice, sound professional judgment, available evidence, interests of the patient, and applicable law. When adding new activities to their practice, CRNAs, PMH RNs, and PMH APRNs evaluate that the new practice is in accordance withprofessional scope and standards of practice, applicable law, and facility policy." [2,3]

*Certified Registered Nurse Anesthetists ("**CRNAs**")*

CRNAs, as anesthesia professionals, are educated and trained to administer ketamine for sedation and general anesthesia as well as ketamine infusion therapy for psychiatric disorders and chronic pain management[5]. When administering ketamine for the treatment of psychiatric disorders, CRNAs collaborate with healthcare professionals whose practice includes focusing on and diagnosing mental health and psychiatric disorders within their professional and state scope of practice (e.g., PMH APRNs). As part of the collaboration, CRNAs may obtain a referral to provide ketamine infusion therapy for psychiatric disorders. The CRNA's role in ketamine infusion therapy may include, but is not limited to, reviewing healthcare records, obtaining a health history and assessment, performing a history and physical, conducting pre-infusion assessment and evaluation, ordering and evaluating diagnostic tests, ordering or prescribing medications, initiating the infusion, monitoring the patient, conducting post- infusion assessment and evaluation, and managing infusion-related adverse events or complications.

*Psychiatric Mental Health Registered Nurses ("**PMH RN**") and Advanced PracticeRegistered Nurses ("**PMH APRN**")*

PMH Nurses are educated and specialize in promoting mental health through the assessment, diagnosis, and treatment of behavioral problems, mental disorders, and comorbid conditions across the lifespan[6]. PMH Nurses support individuals with treatment-resistant mental health disorders by: promoting and fostering health and safety; assessing dysfunction and areas of individual strength; maximizing individualstrengths; preventing further disability; and assisting individuals to achieve personal recovery goals by managing symptoms and gaining, re-gaining, or improving coping abilities and living skills. PMH APRNs work with individuals who may benefit from ketamine infusion therapy by collecting and synthesizing comprehensive health data and analyzing that data to determine diagnoses, problems, and areas of focusfor care and treatment, including level of risk. PMH APRNs incorporate knowledge of pharmacological, biological, and complementary interventions with applied clinical skills. PMH APRNs utilize prescriptive authority, referrals, and procedures, treatments and therapies in accordance with applicable law.

Currently, the there are four Certified Registered Nurse Anesthetists and a Psychiatric Nurse Practitionerworking with four Licensed Mental Health Therapists at the Knoxville, Tennessee Clinic on a full-time basis. All employees work on a contract and receive remuneration via their billings for patient visits from fee based and insurance based services. The out-of-pocket patient spend varies in the United States depending on insurance and subsidy programs available to them.

PMH Nurses structure and maintain safe, therapeutic, recovery-oriented environments in collaboration with healthcare consumers, families, and other healthcare clinicians. PMH Nurses collaborate with CRNAswho, within their scope of practice, administer ketamine infusion therapy for mental health disorders.

The only psychedelic substance presently used at Revitalist is ketamine and Spravato. At Revitalist Clinics in the United States, when medically appropriate, ketamine is prescribed to patients and administered via intravenous infusions under the supervision of medical staff. The ketamine is sourced from a nationally licensed medical supplier. At this time, and until regulations permit otherwise, ketamine and Spravato (Esketamine) is the only scheduled substance that will be prescribed at the Clinics. Efforts to legalize psychedelic substances for medical use are underway in both Canada and the United States.[7] Clinical trials are underway evaluating psilocybin, MDMA and other psychedelic substances for the treatment of a myriad of conditions such as obsessive-compulsive disorder, post-traumatic stress disorder, opioid addiction, insomnia, alcoholism, eating disorders, depression, anxiety and obesity. Once completed, it is anticipated that federal regulatory bodies such as Health Canada and the FDA in the United States will be asked to approve these substances for increased access and highly quality treatments for complex mental and medical health conditions while still limiting the concern of substance use disorders. Additionally, grassroots efforts in the US are underway seeking to either decriminalize the possession of psychedelic molecules, or to create legal, regulated market for psychedelics and related therapies. The cities of Denver, Colorado; Oakland, California; Santa Cruz, California; and the state of Oregon have decriminalized possession of psilocybin, and many other cities are currently considering similar measures. [8] As additional psychedelic medicines are legalized or approved for use in Canada and the United States, the Issuer will evaluate them for use in the Clinics and, where appropriate, develop protocols to incorporate them into the Clinics' therapeutic offering while always considering the addiction aspect of each substance utilized. Protocols will be initiated keeping in mind every proactive step to minimize substance misuse outside of the direct supervision of medical providers. Furthermore, research into novel molecules if legalized or approved, would be used in the Company's clinics in jurisdictions where such approval is obtained or otherwise permitted.

Principal Products and Services

The Company plans to capitalize on psychedelic therapy and wellness opportunities through the Clinics by providing a standardization of care across the country acting as a lead advocate for education and awareness services for clients, families, medical, and mental health professionals. The model initially developed at the Tennessee Clinic is intended to be replicated across all of the Company's future clinics by allowing direct training and knowledge from corporate headquarters to frontline providers allowing for greater continuity and quality of care for each client receiving care from Revitalist. All clients will be referred by an attending provider known to the client's treatment resistant conditions. In the event a client is not referred directly, a collaborative contact will be made by the consulting provider discussing the recommended plan for the existing provider. Recognizing suicidality is of great concern with all providers, clients received at Revitalist with co-occurring suicidal ideations may expedite their recommended series based upon instability of conditions. With consideration of completion of mental and medical health histories as well as the Adverse Childhood Experience scoring, clients will be deemed to receive two infusions each week over a course of three weeks (if deemed to have complex trauma conditions), or three infusions a week for two weeks if complex trauma is not applicable.

For mood disorders, clients will typically receive a six ketamine infusion recommendation to take place over a period of two to three weeks. For pain disorders, clients will typically receive a recommendation for five ketamine infusions over the course of one week. With each recommendation, unless an absolute contraindication exists, clients are encouraged to participate in ketamine enhanced psychotherapy, also known as psychedelic assisted psychotherapy, with licensed therapists for a period of 50-60 minutes while the medicative infusion takes place. This is a staple foundation to Revitalist as clients are guided through a healing experience allowing a cerebral environment that is lead by internal subconscious processing prior to conscious analyzation. Clients with additional outlying conditions that may be indirectly related to their presenting mood or pain condition may also receive additional monitoring scales for best overall assessment, and recommendation(s) of additional therapies and specialists that may be necessary for client's overall health. Client's will complete condition specific scales prior to each infusion allowing providers at Revitalist to maintain consistent objective and subjective data. After completion of recommended

induction series of infusions, providers at Revitalist will then complete a summary of care follow up letter to all providers listed on client's Release of Information. Clients are encouraged to continue self assessments with their mood and pain conditions on the mood monitoring application. Theyare also encouraged to attend weekly support groups that are lead by therapists and/or peer specialists in order to allow engagement in a supportive community.

Transcranial Magnetic Stimulation ("**TMS**") is a service which will be offered specifically through the psychiatric division of Revitalist. This treatment is currently FDA approved for clients with depression andobsessive-compulsive disorders. Upon notification of need for these services, clients meet with a psychiatric professional to complete a review of medical and mental health histories, medications, reviewof systems, risks and benefits, and physical examination before deciding if a client is appropriate for TMStreatment recommendations. Clients must be deemed 'treatment resistant' before being recommended for these services. Insurance coverage does exist if clients have attempted a minimum of four anti- depressant medications with documentation of failure and/or ineffectiveness. After successful review of mental and physical health, if client is deemed an applicable candidate they are then able to schedule therecommended treatment series. Typical recommendations involve a daily treatment taking place each day of the week, excluding Saturday and Sunday, for a minimum period of six weeks. Clients are able to drive themselves to and from the clinics as an altered mental state is not expected after treatment is received.

Medicative Infusions are a service offered specifically through the anesthesia division of Revitalist. Intravenous medications are often specific to speciality providers including those with neurological, rheumatological, obstetrical, and family practice specialities. Providers outside of Revitalist are able to refer clients with standing orders for specific intravenous administration. Once a referral and order set isreceived by licensed professional, client is contacted by the scheduling team to schedule initial appointment consisting of medical history review, completion of review of systems, risks and benefits, and physical examination prior to administration of medication orders. Ordering physician will receive a follow up summary after client's initial infusion and will continue to receive a summary once monthly while client is under providers care at Revitalist. Referring and ordering provider will receive contact information from providers at Revitalist and will be able to contact them as needed for medication order changes, client updates, and general questions.

Spravato ("**esketamine**") is a FDA approved medication that is to be administered under the direct supervision of a Risk Evaluation and Mitigation Strategy ("**REMS**") healthcare setting. All Revitalist clinics will be certified as a REMS facility with providers following necessary FDA requirements for ordering, administering, and monitoring the medication. Client's must be deemed treatment resistant with failure of two or more anti-depressant medications before being considered for treatment recommendations. Upon referral from a psychiatric provider, clients are scheduled for a consultation with an anesthesia provider or a psychiatric provider reviewing the necessary FDA requirements, medical history, medications, risks and benefits, completion of physical examination and review of systems. If deemed anappropriate candidate by consulting provider, client is to be enrolled in the Spravato REMS monitoring system with appropriate documentation being faxed to the FDA within seven days of each treatment. Insurance requirements vary with medication ordering requirements. Revitalist has approval through FDA and Johnson and Johnson to work with REMS pharmacies or to participate in the 'buy and bill' strategy through Cardinal Pharmaceuticals, allowing Revitalist to meet all necessary requirements for all insurance companies including commercial insurances and federal insurances. Once approved through the REMS enrollment process, client will be scheduled for an induction series of treatments. Current recommendations are for a period of four months; twice weekly for four weeks followed by weekly for 12weeks for a total of 20 appointments. Prior to each appointment, client will follow similar recommendations for mood monitoring as mentioned above with scheduled medication infusions. This includes completion of mood applicable scales prior to each treatment based upon medical and mental health history reviews. While not required, providers at Revitalist do strongly encourage clients to sit witha therapist during their treatment sessions. Each client is mandated by the FDA to be actively monitored by an approved provider for a period no less than 120 minutes. Clients are also mandated to have a driverto transport the client from clinical grounds once the treatment session is complete. Client's providers mentioned on their Release of

Information will receive an updated summary of care received at the initialconsultation appointment, and once monthly while the client is under the care of Revitalist providers.

Vitamin infusions are provided to indviduals seeking increased quality of life or maintenance of immune system wellness. Clients seeking these services may schedule a time to meet with an Advanced Nurse Practitioner discussing relevant issues. Upon completion of medical history, review of systems, risks and benefits, and physical examination, a recommendation may be offered to clients for best quality of wellness. Clients may receive a vitamin infusion the same day of the consultation if appropriate to the providers recommendations. Vitamin infusions may be received up to twice weekly and continuedfor a period of one to four months based upon evidenced based recommendations specific to each client'schief complaint. Common recommendations include infusions received once every four to six weeks. Infusions typically last a period of 30 - 60 minutes. Clients are able to drive themselves to and from appointments.

Therapy is a necessary service for many individuals with a goal of mental health and physical healthsupport. Therapists working at Revitalist are specialists in mood, pain, trauma, personal, and familytherapies that often accent the quality of care received when addressing a multi-modal approach withintegration of the mental and medical health systems. Clients wishing to receive therapy from licensedproviders are able to schedule an intake session without need of a referral or presentation of medical records. The intake sessions involve reviewal of mental and medical health histories along withrecommendations for future therapy sessions. Common recommendations of sessions include a weekly50 minute session for a period of two to four months.

Acupuncture is a service that is minimally invasive and is known for its effectiveness with mood and painconditions. Clients seeking acupuncture may schedule an appointment with a licensed acupuncturist. Upon the initial consultation medical and mental health histories are discussed along with recommendations, risks and benefits, and assessment of systems. Recommendations may vary based onpresenting condition. Typical recommendations are weekly for a period of four to twelve weeks.

Marketing Plan and Strategies

Patient Acquisition

The Company's planned expansion is contingent upon its patient member growth. Thus, its patient acquisition strategy is a critical component of its future success.

The Company plans to focus on a push-pull marketing strategy to generate patient leads. The marketing strategy will blend different marketing strategies to reach prospective patients (including through public relations campaigns, social media, digital marketing efforts through paid search and social media advertising, as well as potentially more traditional advertising channels such as television, radio and billboard advertising) as well as strategies to reach and educate the medical and therapy communities injurisdictions that it plans to enter, including through medical education events. The COVID-19 pandemic limits the options available to the Company for traditional marketing that may contravene current physical distancing requirements. The Company may need to adapt its marketing strategies as a result.

The Company also markets and promotes itself to community physicians, as they are the individuals whomost frequently provide the patient referrals. It focuses on the education of physicians via its website, podcast and through marketing materials.

Regulatory Overview

Each state in the United States mandates the requirements for the clinics and the conduct of medical professionals therein and vary by jurisdiction. Additionally, in the United States, the clinics or doctors, asapplicable, are also required to have a Drug Enforcement Agency license to obtain ketamine.

Specialized Skill and Knowledge

Kathryn Walker, CEO and co-founder, created Revitalist, LLC in November 2017. Since that time she has participated in providing care and support to thousands of individuals receiving Ketamine infusions. She is an active member of the American Society of Ketamine Physicians, the Tennessee Association of NurseAnesthetists, the Neuroscience Educations Institute, the American Association of Nurse Anesthetists, theNational Association of Social Workers, the American Psychiatric Nurses Association, and the Tennessee Association of Mental Health.

Dr. William Walker, Chief Medical Officer and Co-founder is a medical doctor that has participated in critical areas of medicine for over 30 years. Serving in the United States military as a Commander he helped troops in Iraq acting as a combat surgeon. He now acts as a civilian surgeon specializing in heart, lung and other chest surgeries. He is also an active advocate for individuals in recovery having created a community of surgical and ethical professionals addressing the impact of unsolicited drugs on the heart function of adults and pediatrics. He currently serves on a board of ethics addressing the many concernsof the current pandemic state and the effects it is having on hospitals, the community, patients and staffmembers.

Competition

The psychedelic therapy business in the United States and Canada is an emerging industry with high levels of competition. The Company expects that, due to the urgent need for new and innovative treatments for mental health conditions and the evidence-based studies showing the impact of psychedelics as a treatment for mental health conditions, psychedelics as a treatment for these conditions will become more accepted in the medical community. As such, the Company expects to compete with other similar businesses as well as with individual medical professionals who undertake the prescribing and supervising of psychedelics to their patients. While the Company was an early entrant to the psychedelic-enhanced psychotherapy market in the United States, other market participants have emerged. The Issuer expects to face intense competition from new or existing market participants, someof which may have greater financial resources. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition and results of operations of the Company.

Trademarks

The Company currently owns a trademark consisting of the Revitalist name and logo. The Trademark wasregistered with the United States Patent and Trademark Office on October 15, 2019 (Registration No. 5,883,917).

Cycles

The Company's business cycle is not seasonal.

Environmental Protection

The Company's business does not materially impact environmental conditions. The Company does not expect that there will be any financial or operational effects as a result of environmental protection requirements on its capital expenditures, profit or loss, or its competitive position in the current fiscal year or in future years.

Employees

As of September 20, 2021, the Company had a total of 40 employees and area-specific consultants working to support the Company's continuing operations. None of the employees are represented by a labor union. The Company considers its relationship with its employees to be satisfactory.

Foreign Operations

The Company does not have any foreign operations other than in the United States.

Lending

The Company does not have any current or near-term lending operations.

Reorganizations and Significant Acquisitions

On February 19, 2021, Revitalist, Ketamine Holdings and the shareholders of Ketamine Holdings entered into a Share Exchange Agreement pursuant to which Revitalist acquired all of the issued securities of Ketamine Holdings (the "**Ketamine Holdings Acquisition**"). The total consideration for the Ketamine Holdings Acquisition consisted of 31,450,000 Shares of Revitalist which were issued to the former shareholders of Ketamine Holdings on closing.

On February 16, 2021, Ketamine Holdings USA entered into an agreement to acquire 100% of the membership interest of Revitalist, LLC from Dr. William Walker who was the sole member (the "**Revitalist Acquisition**"). This agreement was subsequently amended on April 13, 2021. Considerationfor the Revitalist Acquisition includes two times normalized revenue of Revitalist, LLC for the year ended December 31, 2020, increased by two times the insurance money collected between January 1, 2021 and December 31,2021 that relates to services performed during the year ended December 31, 2020 ("**Purchase Price**"), plus 5,000,000 common shares of Ketamine Holdings. The final calculation of the Purchase Price will be made by January 16, 2022. Consideration is payable as follows: $150,000 USD cash on closing, and the remainder of the Purchase Price payable in Shares is payable on one year anniversary of the Revitalist Acquisition. The final purchase price payable in USD will be converted to Canadian dollars ("**Canadian Price**") on February 16, 2022 and the number of Shares issued shall be determined by dividing the Canadian Price by the preceding 20-day volume weighted average share price of the Shares. The volume weighted average share price will be determined as the quotient of the sum of the dollar values traded over the preceding 20 days divided by the total shares traded. Normalized revenue equals final audited revenue for the year ended December 31, 2020 which equals $814,636 USD. Management estimates the maximum insurance money collected between January 1, 2021 and December 31, 2021 that relates to services performed during the year ended December 31, 2020 to be approximately $357,000 USD. The collectability of this insurance money is highly uncertain (see "*Risk Factors – Insurance Billing*").

RISK FACTORS

The risks and uncertainties described below are not exhaustive. Additional risks not presently known or currently deemed immaterial may also impair the Company's business operation. If any of the events described in the following business risks actually occur, overall business, operating results and the financial condition of the Company could be materially adversely affected.

Liquidity and Future Financing Risk

The Company will likely operate at a loss until its business becomes established and it may require additional financing in order to fund future operations and expansion plans. The Company's ability to secure any required financing to sustain operations and expansion plans will depend in part upon prevailing capital market conditions and business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to management. Moreover, future activities may require the Company to alter its capitalization significantly and, if additional financing is raised by issuance of additional shares of the Company from treasury, control may change and shareholders may suffer dilution. The inability of the Company to access sufficient capital for its operations could have a material adverse effect on the Company's financial condition and results of operations.

Impact of the COVID-19 Pandemic

COVID-19 is an infectious disease caused by severe acute respiratory syndrome coronavirus 2. Since December 31, 2019, the outbreak of COVID-19 has resulted in governments worldwide, including Canada and the United States, enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally, resulting in an economic slowdown. Such events may result in a period of business disruption, and in reduced operations, any of which could have a material adverse impact on the Issuer's profitability, results of operations, financial condition and the trading price of the Issuer's securities. Governments and central banks have reacted to the COVID-19 pandemic with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 pandemic is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Issuer. To date, a number of businesses have suspended or scaled back their operations and development as cases of COVID-19 have been confirmed, for precautionary purposes or as governments have declared a state of emergency or taken other actions. If the operation or development of one or more of the Issuer's Clinics is suspended or scaled back, or if its supply chains are disrupted, it may have a material adverse impact on the Issuer's profitability, results of operations, financial condition and the trading price of the Issuer's securities. To the extent that the Issuer's management or other personnel are unavailable to work due to the COVID-19 pandemic, whether due to illness, government action or otherwise, it may have a material adverse impact on the Issuer's profitability, results of operations, financial condition and the trading price of the Issuer's securities. The breadth of the impact of the COVID-19 pandemic on investors, businesses, the global economy and financial and commodity markets may also have a material adverse impact on the Issuer's profitability, results of operations, financial conditions and the trading price of the Issuer's securities.

Limited Operating History

The Issuer's subsidiary, Revitalist LLC, was formed in November 2017 and thus has a limited operating history. The Issuer is therefore subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. There is

no assurance that the Issuer will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of the early stage of operations.

Speculative Nature of Investment Risk

An investment in the securities of the Issuer carries a high degree of risk and should be considered as a speculative investment. The Issuer has no history of earnings, limited cash reserves, limited operating history, has not paid dividends, and is unlikely to pay dividends in the immediate or near future.

Risks Related to the Issuer's Business and Operations

Risks Inherent in the Nature of the Health Clinic Industry

Changes in operating costs (including costs for maintenance, insurance), inability to obtain permits required to conduct the Issuer's business, changes in health care laws and governmental regulations, and various other factors may significantly impact the ability of the Issuer to generate revenues. Certain significant expenditures, including legal fees, borrowing costs, maintenance costs, insurance costs and related charges, must be made to operate the Clinics, regardless of whether the Issuer is generating revenue. The COVID-19 pandemic could negatively impact the Company and increase the aforementioned risks.

Non-Compliance with Laws

Non-compliance with federal, provincial, or state laws and regulations, or the expansion of current, or the enactment of new, laws or regulations, could adversely affect the Issuer's business. The activities of the Clinics and the medical personnel operating the Clinics are subject to regulation by governmental authorities, and the Issuer's business objectives are contingent, in part, upon its and its personnel's compliance with regulatory requirements enacted by these governmental authorities, and obtaining all regulatory approvals, where necessary, for the carrying on of business at the Clinics. Any delays in obtaining, failure to obtain, or violations of regulatory approvals and requirements would significantly delay the development of markets and products and could have a material adverse effect on the business, results of operations and financial condition of the Issuer. The COVID-19 pandemic could negatively impact the Company's ability to obtain regulatory approval.

Risks related to Prescribing Medication

State medical boards or other regulatory bodies could take disciplinary action against the Issuer's physicians for excessive psychedelic prescriptions. Physician prescription patterns may be tracked and may be used to impose disciplinary action on physicians who prescribe psychedelics at a high rate. If any of the Issuer's physicians are deemed to be prescribing psychedelics excessively, such physicians could face disciplinary action, including, revocation of the physician's license. Any disciplinary action or license revocation of physicians who work at the Clinics or any other clinics which the Issuer acquires in the future could result in an insufficient number of physicians to address patient needs and could adversely affect the Issuer's business.

Unfavourable Publicity or Consumer Perception

The success of the psychedelic therapy industry may be significantly influenced by the public's perception of psychedelic medicinal applications. Psychedelic therapy is a controversial topic, and there is no guarantee that future scientific research, publicity, regulations, medical opinion, and public opinion relating to psychedelic therapy will be favourable. The psychedelic therapy industry is an early-stage business that is constantly evolving, with no guarantee of viability. The market for psychedelic therapy is uncertain, and any adverse or negative publicity (such as a COVID-

19 outbreak or isolated incident), scientific research, limiting regulations, medical opinion and public opinion relating to the consumption of psychedelic therapy may have a material adverse effect on the Issuer's operational results, consumer base and financial results.

Social Media

There has been a recent marked increase in the use of social media platforms and similar channels that provide individuals with access to a broad audience of consumers and other interested persons. The availability and impact of information on social media platforms is virtually immediate and many social media platforms publish user-generated content without filters or independent verification as to the accuracy of the content posted. Information posted about the Issuer may be adverse to the Issuer's interests or may be inaccurate, each of which may harm the Issuer's business, financial condition and results of operations.

Patient Acquisitions

The Issuer's success will depend, in part, on its ability to attract and retain patients. There are many factors which could impact the Issuer's ability to attract and retain patients, including the successful implementation of the Issuer's patient-acquisition plans and the continued growth in the aggregate number of patients selecting psychedelic therapy as a treatment option. The COVID-19 pandemic adds an extra layer of uncertainty to ability to attract new patients and maintain growth plans. The Issuer's failure to acquire and retain patients as clients would have a material adverse effect on the Issuer's business, operating results and financial condition.

Development Risks

Future development of the Issuer's business may not yield expected returns and may strain management resources. Development of the Issuer's revenue streams is subject to a number of risks, including construction delays, cost overruns, financing risks, cancellation of key service contracts, and changes in government regulations. The COVID-19 pandemic adds additional uncertainty to these risks. Overall costs may significantly exceed the costs that were estimated when the project was originally undertaken, which could result in reduced returns, or even losses, from such investments.

Substantial Risk of Regulatory or Political Change

The success of the business strategy of the Issuer depends on the legality of the use of psychedelics for the treatment of mental health conditions and the acceptance of such use in the medical community. The political environment surrounding the psychedelics industry in general can be volatile. As of the date of this AIF, Canada and the United States permit the use of ketamine or a derivative thereof as a treatment for certain mental health conditions; however, the risk remains that a shift in the regulatory or political realm could occur and have a drastic impact on the use of psychedelics as a whole, adversely impacting the Issuer's ability to successfully operate or grown its business.

Government Regulations, Permits and Licenses

The Issuer's operations may be subject to governmental laws or regulations promulgated by various legislatures or governmental agencies from time to time. A breach of such legislation may result in the imposition of fines and penalties. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. The Issuer intends to fully comply with all governmental laws and regulations. The physicians that recommend psychedelic therapy to the Issuer's patients will be subject to various federal, state and municipal laws in the United States. While there are currently no indications that the Issuer will require approval by

a governmental or regulatory authority in the United States, such approvals may ultimately be required. If any permits are required for the Issuer's operations and activities in the future, there can be no assurance that such permits will be obtainable on reasonable terms or on a timely basis, or that applicable laws and regulations will not have an adverse effect on the Issuer's business.

The current and future operations of the Issuer are and will be governed by laws and regulations governing the health care industry, labour standards, occupational health and safety, land use, environmental protection, and other matters. Amendments to current laws, regulations and permits governing operations and activities of health clinics, or more stringent implementation thereof, could have a material adverse impact on the Issuer and cause increases in capital expenditures or costs, or reduction in levels of its medical services. The COVID-19 pandemic will add an additional compliance regulations impacting the Clinics, all of which could have a material adverse impact on the Issuer.

Ketamine as a Pharmaceutical

The Issuer is currently administering intravenous and nasal Ketamine. US law does not regulate the mode of administration of ketamine. Provided the physician is licensed, the method of administration is left to the discretion of the physician.

Dilution

The financial risk of the Issuer's future activities will be borne to a significant degree by purchasers of the Issuer's Shares. If the Issuer issues Shares from its treasury for financing purposes, control of the Issuer may change, and purchasers may suffer additional dilution.

Additional Requirements for Capital

Substantial additional financing may be required for the Issuer to successfully develop its business. No assurances can be given that the Issuer 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 Issuer, if at all. If the Issuer is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or anticipated expansion.

Cash Flow from Operating Activities

Significant capital investment will be required to achieve the Issuer's existing plans. There is no assurance that the Issuer's business will generate earnings, operate profitably, or provide a return on investment in the near future. Accordingly, the Issuer may be required to obtain additional financing in order to meet its future cash commitments.

Negative Cash Flow from Operations

The Issuer had negative cash flow for the financial year ended December 31, 2020. If the Issuer experiences future negative cash flow, the Issuer may be required to raise funds through the issuance of equity or debt securities. There can be no assurance that the Issuer will be able to generate a positive cash flow from its operations, that additional capital or other types of financing will be available when needed, or that these financings will be on terms favourable to the Issuer.

Insurance Billing

The Issuer collects a portion of clinic service fees from third extended health insurance plans carried by its patients. There is a high degree of variability between patient insurance plans and uncertainty surrounding the value that can be collected by the Issuer. There can be no guarantee that the Issuer will be successful in collecting fees for patient services billed to extended health insurance programs.

Management of Growth

The Issuer may be subject to growth-related risks, including pressure on its internal systems and controls. The Issuer's ability to manage its growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Issuer 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 Issuer may experience growth in the number of its employees and the scope of its operating and financial systems, resulting in increased responsibilities for the Issuer'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 Issuer will also need to continue to implement and improve its operational, financial and management information systems and to hire, train, motivate, manage and retain its employees. There can be no assurance that the Issuer will be able to manage such growth effectively, that its management, personnel or systems will be adequate to support the Issuer's operations or that the Issuer will be able to achieve the increased levels of revenue commensurate with the increased levels of operating expenses associated with this growth.

Dependence on Management Team

The Issuer will depend on certain key senior managers who have developed strong relationships in the industry to oversee the Issuer's core marketing, business development, operational and fund-raising activities. Their loss or departure in the short-term, would have an adverse effect on the Issuer's future performance. The COVID-19 pandemic adds additional uncertainty concerning these risks.

Reliance on Third Parties

The Issuer relies on outside sources to manufacture the psychedelics used in the Clinics and further relies on outside sources to stock and distribute, via a prescription by a licensed physician, the psychedelics used in the Clinics. The failure of such third parties to deliver either components or finished goods on a timely basis could have a material adverse effect on the business. As these are third parties over which the Issuer will have little or no control, the failure of such third parties to provide components or finished goods on a timely basis could have a material adverse effect on the business, financial condition and operating results. The COVID-19 pandemic adds additional uncertainty concerning these risks.

Intellectual Property

The Issuer may not be able to identify infringements of its Trademark , and, accordingly, the enforcement of its intellectual property rights may be difficult. Once such infringements are identified, enforcement could be costly and time consuming. Third party claims of intellectual property infringement, whether or not reasonable, may prevent or delay the Issuer's development and commercialization efforts.

Competition

The psychedelic therapy industry is intensely competitive, and the Issuer competes with other companies that may have greater financial resources and technical facilities. Numerous other businesses are expected to compete in the clinic space and provide additional patient servicing. It is possible that physicians or other third parties could also establish their own psychedelic therapy clinics that are similar to the Issuer's, as there are no significant barriers to entry. An increase in competition for psychedelic therapy may decrease prices and result in lower profits. This increases the risk that the Issuer will not be able to access financing when needed, or at all.

Litigation

The Issuer may become party to litigation from time to time in the ordinary course of business, including a medical malpractice claim, or a claim based in related legal theories of negligence or vicarious liability among others if a physician at one of the Clinics causes injury, which could adversely affect the Issuer's business. Should any litigation in which the Issuer becomes involved be determined against the Issuer, such a decision could adversely affect the Issuer's ability to continue operating and the market price for the Shares. Even if the Issuer is involved in litigation and wins, litigation can redirect significant resources. Litigation may also create a negative perception of the Issuer's business.

Insurance Coverage

The Issuer believes its insurance coverage addresses all material risks to which it is exposed and is adequate and customary in its current state of operations, however such insurance is subject to coverage limits and exclusions and may not be available for the risks and hazards to which the Issuer is exposed. Moreover, there can be no guarantee that the Issuer will be able to obtain adequate insurance coverage in the future or obtain or maintain liability insurance on acceptable terms or with adequate coverage against all potential liabilities. The COVID-19 pandemic adds additional uncertainty concerning these risks.

Holding Company

The Issuer is a holding company and essentially all of its assets are the shares of its material subsidiary, Revitalist LLC. As a holding company, the Issuer will conduct substantially all of its business through its subsidiaries, which generate substantially all of its revenues. Consequently, the Issuer's cash flows and ability to complete current or desirable future enhancement opportunities are dependent on the earnings of its subsidiaries and the distribution of those earnings to the Issuer. The ability of these entities to pay dividends and other distributions will depend on their operating results and will be subject to applicable laws and regulations which require that solvency and capital standards be maintained by such companies and contractual restrictions contained in the instruments governing their debt, as applicable. In the event of a bankruptcy, liquidation or reorganization of any of the Issuer's material subsidiaries, holders of any indebtedness and trade creditors may be entitled to payment of their claims from the assets of those subsidiaries or clinics before the Issuer.

Smaller Companies

Market perception of junior companies may change, potentially affecting the value of investors' holdings and the ability of the Issuer to raise further funds through the issue of further Shares or otherwise. The share price of publicly traded smaller companies can be highly volatile. The value of the Shares may rise or fall and, in particular, the share price may be subject to sudden and large falls in value given the restricted marketability of the Shares.

Difficult to Forecast

The Issuer must rely largely on its own market research to forecast the utilization of its services, as detailed forecasts are not generally obtainable from other sources at this early stage of the psychedelics industry in the U.S. A failure in the demand for its services to materialize as a result of competition, technological change, market acceptance or other factors could have a material adverse effect on the business, results of operations and financial condition of the Issuer.

From time to time, studies or clinical trials on various aspects of biopharmaceutical products are conducted by academic researchers, competitors or others. The results of these studies or trials, when published, may have a significant effect on the market for the biopharmaceutical product that is the subject of the study. The publication of negative results of studies or clinical trials or adverse safety events related to the Clinics, could adversely affect the Issuer's ability to finance future developments or the price of the Shares, and the Issuer's business and financial results could be materially and adversely affected.

Current Market Volatility

The securities markets in the United States and Canada have recently experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any market for the Shares will be subject to market trends generally, notwithstanding any potential success of the Issuer. The value of the Shares will be affected by such volatility.

Use of Funds

This AIF includes the Issuer's estimate of its use of available funds over the next 12 months. As the Issuer further expands its business, it is possible that results and circumstances may dictate a departure from the current expected uses. Further, the Issuer may, from time to time, as opportunities arise, utilise its financial resources to participate in additional opportunities that arise and fit within the Issuer's broader objectives, as a means of advancing shareholder value.

Personnel

The Issuer has a small management team and the loss of any key individual could affect the Issuer's business. Additionally, the Issuer will be required to secure other personnel to facilitate its marketing and development initiatives. Any inability to secure and/or retain appropriate personnel may have a materially adverse impact on the business and operations of the Issuer. The COVID-19 pandemic adds additional uncertainty concerning these risks.

Currency Exchange Rates

Exchange rate fluctuations may adversely affect the Issuer's financial position and results. It is anticipated that a significant portion of the Issuer's business will be conducted in the United States using U.S. dollars. The Issuer's financial results will be reported in Canadian dollars and costs will be incurred primarily in

U.S. dollars. The depreciation of the Canadian dollar against the U.S. dollar could increase the actual capital and operating costs of the Issuer's U.S. operations and materially adversely affect the results presented in the Issuer's financial statements. Currency exchange fluctuations may also materially adversely affect the Issuer's future cash flow from operations, its results of operations, financial condition and prospects.

Liquidity of the Shares

Investors should be aware that the value of the Shares may be volatile. Investors may, on disposing of their Shares, realise less than their original investment, or may lose their entire investment. The Shares, therefore, may not be suitable as an investment. The market price of the Shares may not reflect the underlying value of the Issuer's net assets. The price at which the Shares will be traded, and the price at which investors may purchase and sell their Shares, will be influenced by a large number of factors, some specific to the Issuer and its proposed operations, and some which may affect the sectors in which the Issuer operates. Such factors could include the performance of the Issuer's operations, large purchases or sales of the Shares, liquidity or the absence of liquidity in the Shares, legislative or regulatory changes relating to the business of the Issuer, and general market and economic condition.

Substantial Number of Authorized but Unissued Shares

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

Enforcement of Legal Rights

In the event of a dispute arising from the Issuer's foreign operations, the Issuer may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdictions of courts in Canada. Similarly, to the extent that the Issuer's assets are located outside of Canada, investors may have difficulty collecting from the Issuer any judgments obtained in the Canadian courts and predicated on the civil liability provisions of securities laws. The Issuer may also be hindered or prevented from enforcing its rights with respect to a governmental entity or instrumentality because of the doctrine of sovereign immunity.

Cyber-Attacks

The Issuer's operations depend, in part, on how well it protects its information technology systems, networks, equipment and software from damages from a number of threats. Events such as cable cuts, power loss, hacking, computer viruses and theft could result in information system failures, delays and/or increase in capital expenses for the Issuer. While the Issuer implements protective measures to reduce the risk of and detect cyber incidents, cyber- attacks are becoming more sophisticated and frequent, and the techniques used in such attacks change rapidly; the development of the Issuer's business and operating results may be hindered by applicable restrictions on sales and marketing activities imposed by regulatory bodies.

Reliance upon Insurers and Governments

Fluctuations in drug prices caused by governments and insurers could affect the Issuer's business.

Difficulty in Enforcing Judgments and Effecting Service of Process on Directors and Officers

Certain directors and officers of the Issuer reside outside of Canada. Some or all of the assets of such persons may be located outside of Canada. Therefore, it may not be possible for investors to collect or to enforce judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable Canadian securities laws against such persons. Moreover, it may not be possible for investors to effect service of process within Canada upon such persons.

General

Although management believes that the above risks fairly and comprehensively illustrate all material risks facing the Issuer, the risks noted above do not necessarily comprise all those potentially faced by the Issuer as it is impossible to foresee all possible risks. Although the Board will seek to minimise the impact of the risk factors, an investment in the Issuer should only be made by investors able to sustain a total loss of their investment. Investors are strongly recommended to consult a person who specialises in investments of this nature before making any decision to invest.

Risks Related to Securities of the Company

No Public Market for the Shares

There is currently no public market through with the Shares may be sold. There can be no assurance that an active trading market for the Shares will develop or, if developed, that any market will be sustained. Revitalist cannot predict the prices at which the Shares will trade. Fluctuations in the market price of the Shares could cause an investor to lose all or part of its investment. Factors that could cause fluctuations in the trading price of the Shares include: (i) announcements of new offerings, products, services or technologies; commercial relationships, acquisitions or other events by Revitalist or its competitors; (ii) price and volume fluctuations in the overall stock market from time to time; (iii) significant volatility in the market price and trading volume of comparable companies; (iv) fluctuations in the trading volume of the Shares or the size of Revitalist's public float; (v) actual or anticipated changes or fluctuations in Revitalist's results of operations; (vi) whether Revitalist's results of operations meet the expectations of securities analysts or investors; (vii) actual or anticipated changes in the expectations of investors or securities analysts; (viii) litigation involving Revitalist, its industry, or both; (ix) regulatory developments; (x) general economic conditions and trends; (xi) major catastrophic events; (xii) escrow releases, sales of large blocks of the Shares; (xiii) departures of key employees or members of management; or (xiv) an adverse impact on Revitalist from any of the other risks cited herein.

Tax Issues

There may be income tax consequences in relation to the Shares, which will vary according to circumstances of each investor. Prospective investors should seek independent advice from their own tax and legal advisers.

DIVIDENDS AND DISTRIBUTIONS

Revitalist's current policy is, and will be, to retain earnings to finance the development and enhancement of its products and to otherwise reinvest in Revitalist. Therefore, Revitalist does not anticipate paying cash dividends on the Shares in the foreseeable future. Revitalist's dividend policy will be reviewed from time to time by Board in the context of its earnings, financial condition, and other relevant factors. Until the time that Revitalist does pay dividends, which it might never do, its shareholders will not be able to receive a return on their Shares unless they sell them.

DESCRIPTION OF CAPITAL STRUCTURE

The authorized share capital of the Company is comprised of an unlimited number of Shares, without par value. As of the date of this AIF, there are 61,355,437 Shares issued and outstanding as fully paid and non-assessable shares.

The holders of the Shares are entitled to vote at all meetings of holders of Shares, to receive dividends if, as and when declared by the directors and to participate rateably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Company. The Shares carry no pre-emptive rights, conversion or exchange rights, or redemption, retraction, repurchase, sinking fund or purchase fund provisions. There are no provisions requiring a holder of Shares to contribute additional capital and no restrictions on the issuance of additional securities by the Company. There are no restrictions on the repurchase or redemption of Shares by the Company except to the extent that any such repurchase or redemption would render the Company insolvent.

MARKET FOR SECURITIES

Trading Price and Volume

The Company's Shares were listed for trading on the CSE on August 24, 2021 under the trading symbol "CALM", and therefore, there was no market for the Company's Shares during the most recently completed financial year end.

The following table sets forth the market price range and trading volumes of the Company's Shares on the CSE for each month since listing:

Month	High	Low	Closing Market Price	Trading Volume
September 1 – 16, 2021	$0.75	$0.58	$0.67	1,400,929
August 2021	$0.70	$0.60	$0.67	325,552

Prior Sales

The following tables set forth the issuances of the Company securities during the most recently completed financial year, prior to the securities being listed on the CSE.

Date Issued	Number and Type	Issue Price Per	Aggregate Issue	Nature of Consideration
February 12, 2021	6,394,025 Shares	$0.30	$1,918,208	Cash
February 19, 2021	31,450,000 Shares	N/A	N/A	Ketamine Holdings Acquisition
April 2, 2021	10,371,637 Shares[(1)]	$0.025	$259,291	Cash
June 2, 2021	1,950,000 Shares [(2)]	$0.05	$97,500	Cash
August 24, 2021	11,189,774 Shares[(3)]	$0.50	$5,594,887	Cash

Notes:

1) These Shares were issued without further consideration on the deemed exercise of 10,371,637 special warrants which were issued on December 1, 2020 at a price of $0.025 per special warrant.
2) These Shares were issued without further consideration on the deemed exercise of 1,950,000 special warrants which were issued on February 1, 2021 at a price of $0.05 per special warrant.
3) These Shares were issued without further consideration on the deemed exercise of 11,189,774 special warrants which were issued on July 14, 2021 at a price of $0.50 per special warrant.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

NP 46-201 Escrow

In accordance with NP 46-201, each of Kathryn Walker; Dr. William Walker; Paul Ciullo; Patrick Gray; Aaron Bowden, (collectively, the "**Principal Escrow Holders**") and their respective affiliates, as applicable, who hold Shares have executed an escrow agreement with the Company and Trustco made as of July 12, 2021 in the form of 46-201F1 - *Escrow Agreement* (the "**Escrow Agreement**") in respect of an aggregate of 5,000,000 Shares. The Escrow Agreement is filed under the Company's profile at www.sedar.com.

Pursuant to the terms of the applicable release schedule included in the Escrow Agreement, for a period of three years from the Listing Date, thePrincipal Escrow Holders will not transfer or otherwise dispose of securities of the Company that are subject to the Escrow Agreement unless expressly permitted by the Escrow Agreement, except that, the following automatic timed releases will apply to such securities:

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

The following table sets out information on the number of securities subject to the terms of the Escrow Agreement among the Company, Trustco and the Principal Escrow Holders.

Name and Position of EscrowHolder	Number of Escrowed Securities	Percentage of Class(1)
Kathryn Walker, CEO & Chair	2,500,000 Shares	4.07%
William Walker, CMO	2,500,000 Shares	4.07%
Total	**5,000,000 Shares**	**8.14%**

(1) Based on 61,355,437 Shares issued and outstanding.

Contractual Restriction on Transfer

Shares issued pursuant to the Ketamine Holdings Acquisition are subject to a contractual restriction on resale as follows:

- 5,000,000 shares will be released 10% on August 24, 2021, and 15% every 6 months thereafter;
- 20,750,000 shares will be released 25% on August 24, 2021, and 25% every 6 months thereafter; and
- 5,700,000 shares will be released 50% in 8 months from August 24, 2021, and 50% 15 months from August 24, 2021.

Shares issued pursuant to the private placement which closed on February 12, 2021 are subject to a contractual restriction on resale as follows:

- 6,390,692 shares will be released 50% in 6 months from August 24, 2021, and 50% 12 months from August 24, 2021.

DIRECTORS AND OFFICERS

Name, Occupation and Security Holding

The directors and officers of the Company are elected annual to hold office until the next annual general meeting or until a successor is elected or appointed. The following table sets out the name; jurisdiction of residence; position held with the Company; date appointed; number and percentage of voting securities of the Company that each of the directors and executive officers beneficially owns directly or indirectly, or exercises control over as at the date of this Annual Information Form.

Name, CurrentPosition, and Province and Country of Residence	Position Held Since	Common Shares Beneficially Owned or Controlled	Number of Convertibleor Exchangeable Securities Outstanding	Total Ownership on an Undiluted Basis[2]	Total Ownership on a Fully-diluted Basis[3]
Kathryn Walker[1] CEO, Director TN, USA	Director and officer since February 18, 2021	2,500,000	1,000,000 Options [4]	4.07%	4.96%
Dr. William Walker CMO TN, USA	Officer since February 18, 2021	2,500,000	Nil Options	4.07%	3.54%
Paul Ciullo CFO NY, USA	Officer since February 18, 2021	Nil	300,000 Options[4]	0%	0.43%
Patrick Gray[1] Director NY, USA	Director since February 18, 2021	Nil	300,000 Options[4]	0%	0.43%
Aaron Bowden[1] Director BC, Canada	Director since February 18, 2021	Nil	300,000 Options[4]	0%	0.43%

(1) Member of the audit committee, of which Aaron Bowden is the Chair.
(2) Based on 61,355,437 Shares issued and outstanding.
(3) Based on 70,545,437 issued and outstanding Shares, assuming exercise of all outstanding Company Options and issuance of all Company RSUs.
(4) Represents options to purchase Shares at an exercise price of $0.30 per Share until February 17, 2026 (five years from the date of grant) pursuant to the Share Compensation Plan, which options vest 50% in 12 months and 50% in 24 months.

Audit Committee

The audit committee assists the Board in fulfilling its responsibilities for oversight of financial and accounting matters. The audit committee reviews the financial reports and other financial information provided by the Company to regulatory authorities and its shareholder and reviews the Company's system of internal controls regarding finance and accounting including auditing, accounting and financial reporting processes. The Company is a venture issuer as defined in NI 52-110 and is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its Audit Committee and in respect of its reporting obligations under NI 52-110.

The audit committee include the directors set out in the table below. Also indicated in the table below is whether each proposed member of the audit committee is "independent" and/or "financially literate" within the meaning of NI 52-110.

The Company's Audit Committee consists of the following members:

Name of Member	Independent[(1)]	Financially Literate[(2)]
Aaron Bowden (Chair)	Independent	Financially Literate
Kathryn Walker	Non-Independent	Financially Literate
Patrick Gray	Independent	Financially Literate

Notes:

(1) A member of the audit committee is independent if he or she has no direct or indirect 'material relationship' with the Company. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. An executive officer of the Company, such as the President or Secretary, is deemed to have a material relationship with the Company.

(2) A member of the audit committee 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 Company's financial statements.

The Board has adopted a written charter setting forth the responsibilities, powers and operations of the Audit Committee consistent with NI 52-110 and attached hereto as Schedule A. The principal duties and responsibilities of the Company's Audit Committee will be to assist the Board in discharging the oversight of:

- the integrity of the Company's consolidated financial statements and accounting and financial processes and the audits of our consolidated financial statements;
- the Company's compliance with legal and regulatory requirements;
- the Company's external auditors' qualifications and independence;
- the work and performance of the Company's financial management and its external auditors; and
- the Company's system of disclosure controls and procedures and system of internal controls regarding finance, accounting, legal compliance, and risk management established by management and the Board.

The Audit Committee will have access to all books, records, facilities, and personnel and may request any information about the Company as it may deem appropriate. It will also have the authority to retain and compensate special legal, accounting, financial and other consultants, or advisors to advise the Audit Committee. The Audit Committee is also expected to review and approve all related-party transactions and prepare reports for the Board on such related-party transactions as well as be responsible for the pre-approval of all non-audit services to be provided by our auditors.

Compensation Committee

It is anticipated that a compensation committee of the Board will be established to assist the Board in fulfilling its responsibilities for compensation philosophy and guidelines, and fixing compensation levels for the Company's

executive officers and directors, as applicable. In addition, the compensation committee will be charged with reviewing the Share Compensation Plan and proposing changes thereto, approving any awards of options under the Share Compensation Plan and recommending any other employee benefit plans, incentive awards and perquisites with respect to the Company's executive officers. The compensation committee will also be responsible for reviewing, approving and reporting to the Board annually (or more frequently as required) on the Company's succession plans for its executive officers.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Cease Trade Orders

To the knowledge of the Company, none of the Company's directors or executive officers is, as at the date of this AIF, or has been, within ten years before the date of this AIF, a director, chief executive officer or chief financial officer of any Company (including the Company) that:

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

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

The term "**Order**", for the purposes of the foregoing, means 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 and, in each case, that was in effect for a period of more than 30 consecutive days.

Bankruptcies

To the Company's knowledge, no existing or proposed director or executive officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

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

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

Penalties and Sanctions

To the Company's knowledge, no existing or proposed director or executive officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company, has been subject to:

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

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

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 interest 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 or her interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, that director will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

To the best of the Company's knowledge, other than as discussed below, there are no known existing or potential conflicts of interest among the Company, its promoters, directors, officers or other members of management of the Company as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management serve as directors, officers, promoters and members of management of other public companies, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of such other companies.

PROMOTERS

Kathryn Walker and William Walker both took the initiative in founding Revitalist, LLC and, accordingly, may be considered promoters of the Company within the meaning of applicable securities legislation in British Columbia.

Kathryn Walker beneficially owns or controls, directly or indirectly, an aggregate of 2,500,000 Shares and has been granted options to purchase 1,000,000 Shares. Dr. William Walker beneficially owns or controls, directly or indirectly, an aggregate of 2,500,000 Shares.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company is not a party to any legal proceedings involving a claim for damages in excess of ten percent of the Company's current assets, nor is a party to any regulatory actions, and is not aware of any such proceedings or actions known to be contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Interest of Management and Others in Material Transactions

Other than as disclosed herein, no director or executive officer of the Company or person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10% of any class or series of the outstanding voting securities of the Company, or any associate or affiliate of any of the foregoing has or had

any material interest, direct or indirect, in any transaction within the three years before the date of this Listing Statement, or in any proposed transaction, which has materially affected or will materially affect the Company.

William Walker is a director of the Issuer and was the sole member of Revitalist, LLC which was acquired by Ketamine Holdings (USA). William Walker received cash and share consideration pursuant to this transaction. See disclosure under "*Description of the Business - Reorganizations and Significant Acquisitions.*"

On February 16, 2021, Revitalist, LLC entered into a commercial lease agreement for a medical office at 10608 Flickenger Lane, Knoxville, TN, 37922, United States of America with Walks of Life, LLC. This is a company jointly controlled by the Company's CEO, Katheryn Walker and the Company's CMO, Dr. William Walker. The term of the lease commenced February 1, 2021 is for an initial five years, plus one five-year renewal option, with rent payable at $13,450 USD per month.

TRANSFER AGENTS AND REGISTRARS

The transfer agent and registrar of the Shares is Endeavour Trust Corporation, located at 777 Hornby St, Suite 702, Vancouver, British Columbia, Canada.

MATERIAL CONTRACTS

Other than contracts made in the ordinary course of business, the following are the only material contracts entered into by the Company or its subsidiaries since the beginning of the last fiscal year or that were entered into before the beginning of the last fiscal year and are still in effect:

1. Escrow Agreement dated July 12, 2021;
2. Share Exchange Agreement dated February 19, 2021 amongst Revitalist, Ketamine Holdings and the shareholders of Ketamine Holdings;
3. Membership Interest Purchase Agreement dated February 16, 2021 among Ketamine Holdings USA, Revitalist, LLC and Dr. William Walker, as amended on April 13, 2021; and
4. Commercial Lease for a medical office dated February 16, 2021 between Revitalist, LLC and Walks of Life, LLC.

Copies of the material contracts are available under the Company's profile at www.sedar.com.

INTERESTS OF EXPERTS

Names of Experts

Manning Elliot LLP, is the Independent Auditor of the Company who have prepared the Independent Auditor's report dated June 3, 2021, in respect of the Company's consolidated financial statements with accompanying notes as at and for the years ended December 31, 2019 and 2020.

Interests of Experts

Manning Elliott LLP has advised the Company that it is independent with respect to the Company within the meaning of the Chartered Professional Accountants of British Columbia Code of Professional Conduct and within the meaning of the Public Company Accounting Oversight Board Rule 3520, Auditor Independence.

ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities and securities authorized for issuance under equity compensation plans, as applicable, will be contained in the Company's management information circular to be filed in connection with its annual shareholders' meeting for 2021. Additional financial information is provided in the consolidated financial statements and management's discussion and analysis of the Company for the financial year ended December 31, 2020. Additional information relating to the Company may be found under the Company's profile on SEDAR at www.sedar.com

Schedule A
Audit Committee Charter

This Charter ("**Charter"**) sets out the purpose, composition, member qualification, roles and responsibilities, manner of reporting to the Board of Directors (the **Board**) of Revitalist Health and Wellness Ltd. (**"Revitalist"**), and the general objectives & operation of Revitalist's audit committee (the "**Committee"**).

Mandate of the Committee

The primary mandate of the Committee is oversight of Revitalist's external auditors ("**Auditors"**), financial reporting and continuous disclosure, financial risk management, Revitalist's whistleblower and fraud function, and compliance with tax and securities laws.

Roles & Responsibilities

In executing its mandate, the Committee shall have the following roles and responsibilities:

External Auditor

The Committee will: (a) select, evaluate and recommend to the Board, for shareholder approval, the Auditors and, if necessary, the replacement of the Auditor; (b) prior to the annual audit, evaluate the scope of the Auditor's review, including the Auditor's engagement letter and the annual audit plan, fee schedule and any related services proposals; (c) recommend to the Board the Auditors' compensation; (d) pre-approveall non-audit services to be provided by the Auditors; (e) directly oversee the work of the Auditor; (g) assist with resolving any disputes between Revitalist's management and the Auditors regarding financial reporting; (h) ensuring that the Auditor is in good standing with the Canadian Public Accountability Board by receiving, at least annually, a reportby the external auditor on the audit firm's internal quality control processes and procedures; and (i) performing other audit, review or attestation services.

Financial Reporting

The Committee will: (a) review the audited consolidated financial statements of Revitalist, discuss those statements with management and with the Auditor, and recommend their approval to the Board; (b) review and discuss with management the quarterly consolidated financial statements, and if appropriate, recommend their approval by theBoard; (c) review Revitalist's management discussion and analysis, interim and annual press releases, and audit committee reports before Revitalist publicly discloses this information; (d) review and consider any significant reports and recommendations issued by the Auditor, together with management's response, and the extent to which recommendations made by the Auditor have been implemented; and (e) reviewing and approving Revitalist's hiring policies with respect to partners or employees (or formerpartners or employees) of a current or former auditor.

Financial Risk Management

The Committee will: (a) review with the Auditors and with management, the generalpolicies and procedures used by Revitalist with respect to internal accounting and financial controls and remain informed of any weaknesses in internal control that couldcause errors or deficiencies in financial reporting or deviations from the accounting policies of Revitalist or from applicable laws or

regulations; (b) periodically review activities, organizational structure, and qualifications of the CFO and the staff in the financial reporting area, circumstances surrounding the departure of any officers in charge of financial reporting, and the appointment of individuals in these functions, andensure that matters related to succession planning within Revitalist are raised for consideration at the Board; (c) review management plans regarding any changes in accounting practices or policies and the financial impact thereof; and (d) establishingprocedures for: reviewing the adequacy of Revitalist's insurance coverage, includingthe Directors' and Officers' insurance coverage.

Fraud & Whistleblower Program

The Committee will: (a) establish procedures for the confidential, anonymous submission by employees of Revitalist of complaints regarding questionable accountingor auditing matters and the receipt, retention and treatment of any such complaints;and (b) review fraud prevention policies and programs, and monitor their implementation.

Compliance with Laws

The Committee will: review regular reports from management and others (e.g., external auditors, legal counsel) with respect to Revitalist's compliance with laws and regulations relating to financial controls, records and reporting including: (a) tax and financial reporting laws and regulations; (b) legal withholding requirements; (c) laws and regulations which expose directors to liability; and (d) orientation of new members and continuous education of all members.

The Committee is also responsible for the other matters as set out in this Charter and/or suchother matters as may be directed by the Board from time to time.

Composition

The Committee must be comprised of a minimum of three directors of Revitalist. All members of the Committee must be financially literate as defined in NI 52-110. If upon appointment a member of the Committee is not financially literate, the person will be given a reasonable period of time to acquire the required level of financial literacy.

The Board will appoint a chair of the Committee (the **Chair**) to serve for a term of one (1) year on an annual basis. The Chair may serve as the chair of the Committee for any number of consecutive terms. The Chair shall be responsible for leadership of the Committee, includingscheduling and chairing meetings, preparing agendas and briefing documents, and making regular reports to the Board. The Committee may form and delegate authority to subcommittees where appropriate.

The members of the Committee will be appointed by the Board annually, and from time to timeto fill vacancies, as required. A Committee member may be removed or replaced at any timeat the discretion of the Board and will cease to be a member of the Committee on ceasing tobe an independent director.

Meetings & Minutes

The Committee shall meet as necessary, at a minimum at least four (4) times per year, to enableit to fulfill its responsibilities and duties as set forth herein.

The quorum required to constitute a meeting of the Committee is set at a majority of members.The Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda

materials such as draft financial statements must be circulated to allCommittee members prior to the meeting for members to have a reasonable amount of timeto review the materials.

The external auditors (Auditors), will be provided with notice as necessary of any Committeemeeting, will be invited to attend each such meeting and will receive an opportunity to be heardat those meetings on matters related to the Auditor's duties.

The Committee will meet in camera separately with each of the Chief Executive Officer ("**CEO"**)and the Chief Financial Officer ("**CFO"**) at least annually to review the financial affairs of Revitalist. The Committee will meet with the Auditor in camera at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.

Each of the Chair of the Committee, members of the Committee, Chair of the Board, externalauditor, CEO, CFO or secretary shall be entitled to request that the Chair of the Committee calla meeting which shall be held within 48 hours of receipt of such request to consider any matter that such individual believes should be brought to the attention of the Board or the shareholders.

The Committee will keep minutes of its meetings which accurately recording the decisions reached by the Committee, and which minutes are filed with the minutes of the meetings of theBoard.

Reporting

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

Express Authority

The Committee shall have unrestricted access to Revitalist's officers and employees. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and duties. In addition to all authority required to carryout the duties and responsibilities included in this Charter, the Committee has specific authority to: (a) engage, set and pay the compensation for independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities, and any such consultants or professional advisors so retained by the Committee will report directly to the Committee; (b) communicate directly with management and any internal auditor, and with the Auditors without management involvement; and (c) incur ordinary administrative expenses that are necessary or appropriate in carrying out its duties, which expenses will be paid for by Revitalist.

Annual Review

The Committee shall review and assess the adequacy of this Charter periodically as conditionsdictate, but at least annually, to ensure compliance with any rules or regulations and recommend any modifications to this Charter if and when appropriate to the Board for its approval.

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

REFERENCES

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[2] AANA and APNA joins position statement on ketamine infusion therapy for psychiatricdisorders. August 2019. https://www.apna.org/i4a/pages/index.cfm?pageid=6617

[3] Center for Drug Evaluation and Research. Application Number: 76-092. December 2001. https://www.fda.gov/about-fda/fda-organization/center-drug-evaluation-and-research-order

[4] FDA APPROVES NEW NASAL SPRAY MEDICATION FOR TREATMENT-RESISTANT DEPRESSION; AVAILABLE ONLY AT A CERTIFIED DOCTOR'S OFFICE OR CLINIC. March 15, 2019. https://www.fda.gov/news-events/press-announcements/fda-approves-new-nasal-spray-medication-treatment-resistant-depression-available-only-certified

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[6] American Psychiatric Nurses Association. (2014). Psychiatric-mental health nursing: Scope andstandards of practice 2nd Edition. *Silverspring, MD: American Nurses Association*.

[7] Altered reality? An update on psychedelics in Canada. DLA Piper. June 30, 2020.

[8] Psilocybin decriminalization in the United States. Wikipedia. February 5, 2021.