Revitalist Lifestyle and Wellness Ltd.

(formerly Dealpool Capital Corp.)

Management Discussion & Analysis

For the Nine Months Ended September 30, 2021

Date: November 22, 2021

General

The following is management's discussion and analysis ("MD&A") of the results of operations and financial condition of Revitalist Lifestyle and Wellness Ltd. ("Revitalist" or the "Company") and should be read in conjunction with the condensed interim consolidated financial statements ("Financial Statements") and accompanying notes for the nine months ended September 30, 2021. The Financial Statements, together with the following MD&A, are intended to provide investors with a reasonable basis for assessing the financial performance of the Company, as well as forward-looking statements relating to future performance. The Financial Statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and include the operating results of the Company. All amounts are expressed in Canadian dollars unless noted otherwise.

Management's Responsibility

The Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are responsible to ensure that this MD&A and related filings do not contain any untrue statements of material fact, or omit to state a material fact required to be stated, or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by this MD&A and related filings. The Board of Directors approved the MD&A on November 22, 2021, together with the condensed interim consolidated financial statements for the nine months ended September 30, 2021 and ensured that management has discharged its financial responsibilities.

Forward-Looking Statements

Information set forth in this MD&A may involve forward-looking statements within the meaning of Canadian securities laws. These statements relate to future events or future performance and reflect management's expectations regarding the Company's growth, results of operations, performance, and business prospects and opportunities. Such forward-looking statements reflect management's current beliefs and are based on information currently available to management. All statements that are not historical facts, including without limitation, statements regarding future estimates, plans, programs, forecasts, projections, objectives, assumptions, expectations or beliefs of future performance, statements we make regarding financing, and corporate plans relating to the potential acquisitions are "forward-looking statements." Forward-looking statements can be identified by the use of words such as "plans", "expects", "does not expect", "is expected", "estimates", "intends", "anticipates", "does not anticipate", "believes", or variations of such words and phrases or statements that certain actions, events, or results "may", "could", "would", "might", or "will" be taken, occur or be achieved.

Forward-looking statements in this MD&A include, but are not limited to, statements about the following:

- the business and operations of the Company and its subsidiaries;
- our ability to raise the financing necessary for our operations;
- the duration and effects of COVID-19 and any other pandemics on the Company's workforce, business, operations, and financial condition;
- our expected future loss and accumulated deficit levels;
- our projected financial position and estimated cash burn rate;
- our requirements for, and the ability to obtain, future funding on favorable terms or at all;
- the acceptance in the medical community of ketamine and other psychedelic substances as effective treatment for depression, PTSD, addiction, and other mental health conditions;
- patient acceptance and referrals to the Company's clinics;
- the approval of regulatory bodies of psychedelic substances other than ketamine, including MDMA and psilocybin, for the treatment of various health conditions;
- the ability of the Company to secure qualified employees, contractors, and other required personnel;

- the ability of new clinics to offer technology-enabled, ketamine-enhanced psychotherapy, psychedelic-enhanced psychotherapy, and psychedelic-integration psychotherapy services;
- the ability of the Company to develop proper protocols to incorporate the use of additional psychedelic medicines as they are legalized and approved for use;
- our ability to strictly comply with federal, provincial, local, and regulatory agencies in Canada;
- our ability to strictly comply with regulatory agencies in the United States;
- our continuation of strategic collaborations;
- our strategy to acquire and build new clinics; and
- our ability to secure and maintain a competitive advantage.

These factors should be considered carefully, and readers are cautioned not to place undue reliance on such forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results, events, or developments to be materially different from any future results, events or developments expressed or implied by such forward looking statements. Such risks and uncertainties include, among others, the following:

- the requirement for additional financing, uncertainty as to our ability to raise additional funding to support operations, and the effect of capital market conditions and other factors on capital availability;
- volatility in the capital markets;
- the Company's limited operating history and lack of historical profits;
- competition from other clinics;
- substantial fluctuation of losses from quarter to quarter and year to year due to numerous external risk factors, and anticipation that we will continue to incur significant losses in the future;
- dependence on obtaining and maintaining regulatory approvals, including acquiring and renewing federal, provincial, state, municipal, local or other licenses, developments and changes in laws and regulations, including increased regulation of the Company's industries and the capital markets;
- economic and financial conditions;
- engaging in activities that could be later determined to be illegal under domestic or international laws;
- failure to obtain the necessary shareholder, government, or regulatory approvals, including that of the Canadian Securities Exchange ("CSE");
- failure to retain, secure and maintain key personnel and strategic partnerships, including but not limited to executives, researchers, clinicians, customers, and suppliers;
- our ability to generate revenue to maintain our operations without additional funding;
- the fluctuation of foreign exchange rates;
- the duration of COVID-19 and the extent of its economic and social impact;
- reliance upon industry publications as our primary sources for third-party industry data and forecasts;
- the acceptance in the medical community of ketamine as an effective treatment of various health conditions;
- reliance on third parties;
- our ability to fully realize the benefits of acquisitions;
- our ability to adequately protect our intellectual property and trade secrets;
- our ability to source and maintain licenses from third-party owners; and
- the risk of trademark related or other litigation.

Although the Company has attempted to identify important risk factors that could cause actual actions, events, or results to differ materially from those described in forward-looking statements, there may be other risk factors that cause actions, events, or results to differ from those anticipated, estimated or intended. Additional information identifying risks and uncertainties that could affect financial results is contained under the heading "Risk Factors" and otherwise Company's filings with Canadian securities regulators. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in forward-looking statements. Except as required under applicable securities laws, the Company does not undertake any obligation to update any forward looking statement.

Company Overview

Revitalist Lifestyle and Wellness Ltd. (the "Company" or "Revitalist") was incorporated in the Province of British Columbia on July 6, 2018, under the Business Corporations Act of British Columbia. The Company's registered records office is located at 3200 – 650 West Georgia Street, Vancouver, British Columbia, V6B 4P7 and its head office is located at 10608 Flickenger Lane, Knoxville, TN, 37922.

On August 24, 2021, the Company listed its common shares for trading on the Canadian Securities Exchange under the symbol "CALM".

The principal business of the Company is providing patient-focused treatments via the operation of medical clinics, which guide patients through ketamine-enhanced psychotherapy. The Company also plans to offer psychedelic-enhanced psychotherapy and psychedelic-integration psychotherapy, when permissible. Evidence shows that ketamine, which is approved by Health Canada and the FDA as an anesthetic, can be effective for treating depression symptoms when used off-label for that purpose. Ketamine also creates dissociative effects which cause it to often be categorized among psychedelic drugs. It was the first psychedelic administered to patients in conjunctionwith the Company's custom developed psychotherapy protocol (as discussed below). Some of the programs that the Company offers or plans to offer include the following:

- Ketamine-enhanced psychotherapy ("KEP") is a clinic-based treatment that combines the administration of ketamine with psychotherapy sessions. These sessions are conducted with medical and psychological support and may include therapy-enhancing tools such as music.
- Psychedelic-enhanced psychotherapy combines the use of psychedelic medicines with psychotherapy sessions and other enhancing therapies in a clinical setting. KEP is a type of psychedelic-enhanced psychotherapy.
- Psychedelic-integration psychotherapy consists of one or more psychotherapy sessions to supporta patient's understanding and processing of past psychedelic experiences through reflection and integration of those experiences. Psychedelic-integration psychotherapy can be combined with psychedelic-enhanced psychotherapy, including KEP, or may be employed on its own to integrate patient experience outside of a clinical setting.

Ketamine is currently the only legal psychedelic medicine generally available to be prescribed by health care practitioners in Canada and the United States. As existing psychedelic medicines become available for use in a therapeutic setting and novel psychedelic medicines become available, the Company intends to explore the use of other methods of psychedelic-enhanced psychotherapy via research, trials and obtaining the advice of experts in the relevant areas either through consulting or employment arrangements provided that, such medicines are shown to be beneficial to the Company's then current or targeted patient population. KEP may be prescribed for depression, PTSD, and such other treatment applications as the clinician treating a patient may, in his or her professional judgement, deem advisable and supported by scientific evidence.

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 mayinclude medicative or therapeutic specialties. Upon appropriate intake of client documentation, it is necessary for clients to complete a consultation with a medical provider reviewing client's medical history, medications, 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 ("ROI") 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 client's condition for greater consistency of care and communication with the client's healthcare team. Providers listed on the ROI will be requested to produce medical records validating client's mentioned medical and mental health history. External providers will also be updated of their client's recommendations for treatment at the conclusion of the consultation as well as at the conclusion of 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 HIPAA compliant, continual mood monitoring application that may be accessed on a cellular phone or computer. This application is considered to be a part of their treatment recommendations as insightful mood monitoring is encouraged before, during, and after the treatment series is completed.

Clients maintain access to these services after completion 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. For mood disorders, clients will typically receive a six-infusion recommendation to take place over a period of two to three weeks. For pain disorders, clients will typically receive a recommendation for five 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 led 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. Clients 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 ROI. Clients are encouraged to continue self-assessments with their mood and pain conditions on the mood monitoring application. They are also encouraged to attend weekly support groups that are led by therapists and/or peer specialists in order to allow engagement in a supportive community.

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, as applicable, are also required to have a Drug Enforcement Agency license to obtain ketamine. The Company has all required licenses to obtain ketamine.

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 Company expects to face intense competition from new or existing market participants, some of 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 was registered with the United States Patent and Trademark Office on October 15, 2019 (Registration No. 5883917).

Strategy and Outlook

The Company's business objectives over the next 12 months are to:

- identify new geographic locations to open psychedelic assisted psychotherapy clinics;
- develop and improve its risk management processes;
- solidify its market presence;
- identify future acquisition and partnership opportunities; and
- open new clinics.

HIGHLIGHTS FOR THE PERIOD ENDED SEPTEMBER 30, 2021

The Company opened four new clinics in Johnson City and Chattanooga, Tennessee, Louisville, Kentucky, and Raleigh, North Carolina during the period ending September 30, 2021. Along with the Company's original clinic in Knoxville, Tennessee, five clinics were operational at September 30, 2021.

On July 14, 2021 the company completed a private placement for 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. Each special warrant entitled the holder to receive on common share of the Company, immediately upon the earlier of (i) the fifth business day after the date on which the Company receives a final receipt from the British Columbia Securities Commission for its final prospectus, and (ii) November 15, 2021. Concurrent with the closing of the private placement, the Company issued 1,500,000 restricted share units and 4,525,000 stock options which vest in various increments over a period of twenty-four months from the date of issue.

Revitalist Acquisition

On February 16, 2021, Ketamine Holdings (USA) entered into an agreement to acquire 100% of the membership interest of Revitalist, LLC (the "Revitalist Acquisition").

Consideration for the Revitalist Acquisition includes two times normalized revenue for the year ended December 31, 2020, increased by two times the insurance billings collected between January 1, 2021 and December 31, 2021 that relates to services performed during the year ended December 31, 2020 ("Purchase Price"). 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 common shares on the 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. Estimated future consideration payable was determined as two times the present value of audited 2020 revenue of Revitalist, LLC, plus an estimate of insurance billing to be collected between January 1, 2021 and December 31, 2021 that relates to services performed during the year ended December 31, 2020. Insurance billings were estimated using a weighted average probability of a range of values which may be collected. The final amount of insurance collected may differ from this estimate.

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").

The Revitalist Acquisition was accounted for as a business combination as the assets acquired and liabilities assumed constitute a business. The transaction was accounted for using the acquisition method of accounting whereby the assets acquired, and the liabilities assumed were recorded at their estimated fair value at the acquisition date. The Company applied various estimates and valuation techniques in order to measure the assets acquired and the liabilities assumed in the business combination. These provisional amounts may be adjusted during the measurement period, or additional assets or liabilities may be recognized, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date.

The allocation of the components of total consideration to the net assets acquired was as follows:

Consideration	$
Acquisition consideration payable	1,940,755
Cash consideration paid	190,260
	2,131,015

Net assets acquired	$
Cash	13,452
Accounts receivable	3,455
Property, plant, and equipment	11,315
Right-of-use asset	717,109
Customer list	999,350
Brand and trademark	1,128,016
Accounts payable and accrued liabilities	(24,573)
Lease obligations	(717,109)
Total net assets acquired	2,131,015

The Company recorded accretion expense of $189,509 during the period bringing the acquisition consideration payable to $2,130,264 as at September 30, 2021. This liability represents the present value of the estimated obligation to issue common shares for the remaining Purchase Price.

Ketamine Holdings Acquisition

On February 19, 2021, Revitalist acquired 100% of the outstanding shares of Ketamine Holdings and issued 31,450,000 common shares to the shareholders of Ketamine Holdings. The Acquisition does not constitute a business combination under IFRS 3 Business Combinations as the Company prior to the transaction did not meet the definition of a business. Accordingly, the Acquisition has been accounted for as an acquisition by Ketamine Holdings of the Company's net assets. In accordance with the principles of reverse takeover accounting, Ketamine Holdings will report the operations and its related historical comparatives as its continuing business.

The acquisition date fair value of the deemed consideration was estimated based on the net asset value of the Company as follows:

	$
Consideration paid	
Common shares deemed to be issued (18,715,662 common shares at $0.30)	5,614,699
Assets (liabilities) acquired	
Cash	352,417
Prepaid expenses and deposits	100,000
Accounts receivable	1,781,791
Accounts payable and accrued liabilities	(3,040)
Net assets acquired	2,231,167
Acquisition expense – Share based compensation	3,383,532

Selected Financial Information

For the nine months ended	**September 30, 2021**	September 30, 2020
	$	$
Sales	**1,115,822**	-
Operating expenses	**9,915,286**	-
Foreign exchange loss	**21,628**	-
Net loss	**8,821,092**	-

Balance Sheet

As of September 30, 2021, the Company has total assets of $10,958,495, which includes cash of $3,943,099, accounts receivable of $50,062, prepaid expenses and deposits of $431,547, right of use assets of $4,704,384, and intangible assets of $1,819,284. Current assets totaled $4,424,708 for a working capital balance of $1,554,043. Included in current liabilities is acquisition consideration payable which is payable in shares.

Results of Operations - Revenue

Revenues consist primarily of revenue from the providing of ketamine infusion treatments at the Knoxville, Johnson City, Louisville, and Chattanooga clinics. The Company recorded revenue of $1,115,822 for the nine-month period ended September 30, 2021.

The Company derives most of its revenue from providing Ketamine infusion treatments to patients. Initial treatments consist of four separate treatments over a two-week period. Revenues are recognized when each treatment is completed and payment is received or receivable upon rendering of treatments, provided that the amount to be received can be reasonably estimated and collection is reasonably assured.

Results of Operations - Expenses

The Company incurred a net loss of $8,821,092 for the nine-month period ended September 30, 2021.

The net loss was primarily attributable to non-cash expenses totaling $5,506,441 which included share based compensation on acquisition of $3,383,532, amortization and depreciation of $607,233, interest and accretion expense of $422,924, share based compensation $1,136,360, and a negative translation amount of $43,608.

Salaries and wages for head office and clinic staff totaled $2,512,641. The remaining operating expenses consisted mainly of advertising and promotion fees of $792,363, professional fees of $479,160 which included legal, accounting and consulting fees associated with the acquisitions and public listing initiative, and office and administrative expenses of $285,049.

Cash Provided by Operating Activities

For the period ended September 30, 2021, cash flows used in operating activities amounted to $1,674,772. Cash flows resulted from a net loss of $8,821,092 which was offset by changes in non-cash items of $5,506,441 and changes in working capital balances of $1,639,879.

Cash From Investing Activities

For the period ended September 30, 2021, cash flows used in investing activities were $201,691. Positive cash flows of $352,417 obtained on Acquisition were offset by cash flows paid on the Revitalist Acquisition of $176,711 and lease payments of $377,397.

Cash From Financing Activities

For the period ended September 30, 2021, cash flows from financing activities were $5,819,562. Positive cash flows of $6,022,387 were generated from a private placement and were offset with share issuance costs of $202,825.

Capital management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of all components of shareholders' equity.

The Company manages its capital structure and adjusts it in light of economic conditions. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

The Company is not subject to externally imposed capital requirements and the Company's overall strategy with respect to capital risk management remains unchanged from the year ended December 31, 2020.

Annual wage commitments exist for the chief executive officer totaling $250,000 USD with additional bonus amounts payable upon at the discretion of the board of directors. Lease commitments total $471,218 over the next twelve months.

The Company will be required to obtain debt and/or equity financing in the future. The management team is closely following the progression of COVID-19 and its potential impact on us and is working on alternative measures and resources to minimize such impact. Even after the COVID-19 pandemic has subsided, we may experience adverse impacts to our business as a result of any economic recession or depression that has occurred or may occur in the future. Therefore, we cannot reasonably estimate the impact at this time on our business, liquidity, capital resources and financial results.

Summary of Quarterly Results

The below table provides a summary of the quarterly financial data for the last eight quarters, prepared in accordance with IFRS.

Three months ended	Revenue $	Net loss $	Basic and diluted loss per common share $
September 30, 2021	594,790	3,291,912	0.06
June 30, 2021	372,046	1,133,506	0.03
March 31, 2021	148,985	3,712,015	0.10
December 31, 2020	-	1,906	-
September 30, 2020	-	-	-
June 30, 2020	-	-	-
March 31, 2020	-	-	-
December 31, 2019	-	2,825	-

The Company did not have revenue until the period ended March 31, 2021.

Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the exchange amount.

All related party transactions have occurred in the normal course of operations. Related party transactions occur and are recorded at the exchange amounts agreed between the parties.

Key Management Personnel Compensation

Key management is comprised of the Company's directors and executive officers. The Company incurred the following key management compensation charges during the three months ended September 30, 2021 and 2020:

	2021	2020
	$	$
Salaries, bonuses, fees, and benefits	**193,846**	-
Share-based compensation	**-**	-
	193,846	-

On February 12, 2021, Revitalist, LLC entered into an employment agreement with the CEO of the Company. The term of the contract is for one year with successive automatic renewals for twelve months unless terminated by either party. The CEO will receive base compensation of $250,000 USD per year and is eligible to receive a bonus at the discretion of the Company.

Outstanding Share Data

As at September 30, 2021, the Company had 61,355,437 common shares issued and outstanding. As at November 22, 2021, the Company had 66,712,580 common shares issued and outstanding.

Movements in the number of options outstanding and their related weighted average exercise prices are as follows:

	Number of options	Weighted average exercise price $
Outstanding, December 31, 2020	-	-
Granted	3,050,000	0.30
Granted	4,525,000	0.50
Granted	105,000	0.60
Granted	10,000	0.67
Outstanding, September 30, 2021	7,690,000	0.42

The following summarizes information about the outstanding stock options exercisable to acquire common shares of the Company as at September 30, 2021:

Outstanding			Exercisable		
Number of options	Weighted average remaining contractual life (years)	Weighted average exercise price $	Number of options	Weighted average remaining contractual life (years)	Weighted average exercise price $
7,690,000	4.64	0.42	-	4.64	0.42

Movements in the number of restricted stock units outstanding and their related weighted average exercise prices are as follows:

	Number of options	Weighted average exercise price $
Outstanding, December 31, 2020	-	-
Granted	1,500,000	0.00
Outstanding, September 30, 2021	1,500,000	0.00

The following summarizes information about the outstanding restricted stock units exercisable to acquire common shares of the Company as at September 30, 2021:

Outstanding			Exercisable		
Number of options	Weighted average remaining contractual life (years)	Weighted average exercise price $	Number of options	Weighted average remaining contractual life (years)	Weighted average exercise price $
1,500,000	4.79	0.00	-	4.79	0.00

Financial Instruments

IFRS 9 uses an expected credit loss impairment model. The impairment model is applicable to financial assets measured at amortized cost where any expected future credit losses are provided for, irrespective of whether a loss event has occurred as at the reporting date

The classification and measurement of financial assets is based on the Company's business models for managing its financial assets and whether the contractual cash flows represent solely payments of principal and interest ("SPPI"). Financial assets are initially measured at fair value plus, in the case of financial assets not at fair value through profit and loss ("FVTPL") transaction costs.

Financial assets are subsequently measured at either:

- amortized cost;
- fair value through other comprehensive income ("FVTOCI"); or
- at fair value through profit or loss ("FVTPL").

Financial liabilities are generally classified and measured at fair value at initial recognition and subsequently measured at amortized cost.

The following table summarizes the classification of the Company's financial instruments under IFRS 9:

	IFRS 9 Classification
Financial assets	
Cash	FVTPL
Accounts receivable	Amortized cost
Financial liabilities	
Accounts payable	Amortized cost
Lease liabilities	Amortized cost
Acquisition consideration payable	FVTPL

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. Cash and cash equivalents are Level 1. The hierarchy is summarized as follows:

Level 1 quoted prices (unadjusted) in active markets for identical assets and liabilities
Level 2 inputs that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices) from observable market data
Level 3 inputs for assets and liabilities not based upon observable market data

Assets and liabilities measured at fair value on a recurring basis were presented on the Company's statement of financial position as at September 30, 2021, as follows:

		September 30, 2021		
	Carrying value	Level 1	Level 2	Level 3
Cash	3,943,099	3,943,099	-	-
Acquisition consideration payable	2,130,264	-	-	2,130,264

		December 31, 2020		
	Carrying value	Level 1	Level 2	Level 3
Cash	-	-	-	-
Acquisition consideration payable	-	-	-	-

Financial Risk Management

Credit risk

Credit risk arises from cash held with banks and financial institutions, as well as credit exposure on any outstanding accounts receivable. The carrying amount of financial assets represents the maximum credit exposure.

Currency risk

Currency risk is the risk that changes in foreign exchange rates will affect the Company's income or the value of its holdings of financial instruments. The functional currency of Revitalist, LLC is the US Dollar, and the majority of transactions are transacted in the US Dollar. In addition, all financial liabilities for Revitalist, LLC are denominated in the US Dollar. The Company does not undertake currency hedging activities to mitigate its foreign currency risk. The impact on the Company's profit or loss resulting from a 10% fluctuation in foreign exchange rates would be approximately $231,000.

Interest rate risk

Interest rate risk consists of two components:

1. To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in the prevailing market interest rates, the Company is exposed to interest rate cash flow risk.
2. To the extent that changes in prevailing market rates differ from the interest rate in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

Current financial assets and financial liabilities are generally not exposed to interest rate risk because of their short-term nature and maturity. The Company's amounts due to related parties are non-interest bearing.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

Off-Balance Sheet Arrangements and Proposed Transactions

The Company has no off-balance sheet arrangements or proposed transactions.

Significant Accounting Policies

The Company follows the accounting policies described in Note 3 of the Company's unaudited condensed interim consolidated financial statements for the nine months ended September 30, 2021 and 2020.

Critical Accounting Estimates

The preparation of the Company's condensed interim consolidated financial statements in accordance with IFRS requires the use of certain critical accounting estimates and judgments. It also requires management to exercise judgment in applying the Company's accounting policies. These judgments and estimates are based on management's best knowledge of the relevant facts and circumstances, taking into account previous experience, but actual results may differ from amounts included in the financial statements. The critical accounting estimates and judgments used by the Company are described in Note 3 of the Company's the Company's condensed interim consolidated financial statements for the period ended September 30, 2021.

New Accounting Standards Adopted in the Current Period

On January 1, 2021, the Company adopted amendments to IFRS 2, "Share-based Payment". The amendments provide clarification on how to account for certain types of share-based transactions. The adoption of this amendment did not have any impact on the Company's unaudited condensed interim consolidated financial statements.

The Company has performed an assessment of new standards issued by the IASB that are not yet effective. The Company has assessed that the impact of adopting these accounting standards on its financial statements would not be significant.

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 Company's profitability, results of operations, financial condition, and the trading price of the Company'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 Company. 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 Company's clinics is suspended or scaled back, or if its supply chains are disrupted, it may have a material adverse impact on the Company's profitability, results of operations, financial condition, and the trading price of the Company's securities. To the extent that the Company's management or other personnel are unavailable to work due tothe COVID-19 pandemic, whether due to illness, government action or otherwise, it may have a material adverse impact on the Company's profitability, results of operations, financial condition, and the trading price of the Company'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 Company's profitability, results of operations, financial conditions, and the trading price of the Company's securities.

Limited Operating History

The Company's subsidiary, Revitalist, LLC, was formed in November 2017 and thus has a limited operating history. The Company 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 Company 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 Company carries a high degree of risk and should be considered as a speculative investment. The Company 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 Company'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 Company's business, changes in health care laws and governmental regulations, andvarious other factors may significantly impact the ability of the Company 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 Company 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 Company's business. The activities of the Clinic and the medical personnel operating the Clinic are subject to regulation by governmental authorities, and the Company'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 Clinic. 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 Company. 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 Company'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 Company'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 Clinic or any other clinics which the Company acquires in the future could result in an insufficient number of physicians to address patient needs and could adversely affect the Company's business.

Unfavourable Publicity or Consumer Perception

The success of the psychedelic therapy industry may be significantly influenced by the public's perceptionof psychedelic medicinal applications. Psychedelic therapy is a controversial topic, and there is noguarantee 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 isuncertain, and any adverse or negative publicity (such as a COVID-19 outbreak or isolated incident), scientific research, limiting regulations, medical opinionand public opinion relating to the consumption of psychedelic therapy may have a material adverse effect on the Company'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 Company may be averse to the Company's interests or may be inaccurate, each of which may harm the Company's business, financial condition, and results of operations.

Development Risks

Future development of the Company's business may not yield expected returns and may strain management resources. Development of the Company'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 Company 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 Prospectus, 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 orpolitical realm could occur and have a drastic impact on the use of psychedelics as a whole, adversely impacting the Company's ability to successfully operate or grown its business.

Government Regulations, Permits and Licenses

The Company'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 Company intends to fully comply with all governmental laws and regulations. The physicians that recommend psychedelic therapy to the Company's patients will be subject to various federal, state and municipal laws in the United States. While there are currently no indications that the Company will require approval by a governmental or regulatory authority inthe United States, such approvals may ultimately be required. If any permits are required for the Company's operations and activities in the future, there can be no assurance that such permits will be obtainable onreasonable terms or on a timely basis, or that applicable laws and regulations will not have an adverse effect on the Company's business.

The current and future operations of the Company 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 Company and cause increases in capital expenditures or costs, or reduction in levels of its medical services. The COVID-19 pandemic will add additional compliance regulations impacting the clinic, all of which could have a material adverse impact on the Company.

Ketamine as a Pharmaceutical

The Company is currently administering intravenous and nasal Ketamine. US law does not regulate the modeof 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 Company's future activities will be borne to a significant degree by purchasers of theCompany's Shares. If the Company issues Shares from its treasury for financing purposes, control of the Company may change, and purchasers may suffer additional dilution.

Additional Requirements for Capital

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

Cash Flow from Operating Activities

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

Insurance Billing

The Company 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 Company. There can be no guarantee that the Company will be successful in collecting fees for patient services billed to extended health insurance programs.

Management of Growth

The Company may be subject to growth-related risks, including pressure on its internal systems and controls.The Company's ability to manage its growth effectively will require it to continue to implement and improveits operational and financial systems and to expand, train and manage its employee base. The inability ofthe Company to deal with this growth could have a material adverse impact on its business, operations, and prospects. While management believes that it will have made the necessary investments in infrastructureto process anticipated volume increases in the short term, the Company may experience growth in the number of its employees and the scope of its operating and financial systems, resulting in increasedresponsibilities for the Company's personnel, the hiring of additional personnel and, in general, higher levelsof operating expenses. In order to manage its current operations and any future growth effectively, theCompany 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 noassurance that the Company will be able to manage such growth effectively, that its management, personnel,or systems will be adequate to support the Company's operations or that the Company will be able to achieve the increased levels of revenue commensurate with the increased levels of operating expenses associatedwith this growth.

Dependence on Management Team

The Company will depend on certain key senior managers who have developed strong relationships in the industry to oversee the Company'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 Company's future performance. The COVID-19 pandemic adds additional uncertainty concerning these risks.

Reliance on Third Parties

The Company relies on outside sources to manufacture the psychedelics used in the Clinics and further relieson outside sources to stock and distribute, via a prescription by a licensed physician, the psychedelics usedin the Clinics. The failure of such third parties to deliver either components or finished goods on a timelybasis could have a material adverse effect on the business. As these are third parties over which the Company will have little or no control, the failure of such third parties to provide components or finished goods ona 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 Company 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 ornot reasonable, may prevent or delay the Company's development and commercialization efforts.

Competition

The psychedelic therapy industry is intensely competitive, and the Company 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 Company'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 Company will not be able to access financing when needed, or at all.

Litigation

The Company 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 Company's business. Should any litigation in which the Company becomes involved be determined against the Company, such a decision could adversely affect the Company's ability to continue operating and the market price for the Shares. Even if the Company is involved in litigation and wins, litigation can redirect significant resources. Litigation may also create a negative perception of the Company's business.

Insurance Coverage

The Company 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 Company is exposed. Moreover, there can be no guarantee that the Company 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 Company is a holding company and essentially all of its assets are the shares of its material subsidiary, Revitalist LLC. As a holding company, the Company will conduct substantially all of its business through its subsidiaries, which generate substantially all of its revenues. Consequently, the Company'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 Company. 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 Company'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 Company.

Smaller Companies

Market perception of junior companies may change, potentially affecting the value of investors' holdings and the ability of the Company 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 Company 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 Company.

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

Clinic, could adversely affect the Company's ability to finance future developments or the priceof the Shares, and the Company'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 trendsgenerally, notwithstanding any potential success of the Company. The value of the Shares will be affected bysuch volatility.

Personnel

The Company has a small management team, and the loss of any key individual could affect the Company's business. Additionally, the Company 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 Company. The COVID-19 pandemic adds additional uncertainty concerning these risks.

Currency Exchange Rates

Exchange rate fluctuations may adversely affect the Company's financial position and results. It is anticipatedthat a significant portion of the Company's business will be conducted in the United States using U.S. dollars.The Company'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 Company's U.S. operations and materially adversely affect the results presented in the Company's financial statements. Currency exchange fluctuations may also materially adversely affect the Company'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, realize 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 Company'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 Company and its proposed operations, and some which may affect the sectors in which the Company operates. Such factors could include the performance of the Company'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 Company, and general market and economic condition.

Substantial Number of Authorized but Unissued Shares

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

Enforcement of Legal Rights

In the event of a dispute arising from the Company's foreign operations, the Company 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 Company's assets are located outside of Canada, investors may have difficulty collecting from the Company any judgments obtained in the Canadian courts and predicated on the civil liability provisions of securities laws. The Company 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 Company'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 Company. While the Company implements protective measures to reduce the risk of and detect cyber incidents, cyber- attacks are becoming more sophisticated and frequent, andthe techniques used in such attacks change rapidly; the development of the Company'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 Company's business.
Difficulty in Enforcing Judgments and Effecting Service of Process on Directors and Officers
Certain directors and officers of the Company 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 Company, the risks noted above do not necessarily comprise all those potentially faced by the Company as it is impossible to foresee all possible risks. Although the Board will seek to minimize the impactof the risk factors, an investment in the Company should only be made by investors able to sustain a total loss of their investment. Investors are strongly recommended to consult a person who specializes 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 which 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 theShares or the size of Revitalist's public float; (v) actual or anticipated changes or fluctuations in Revitalist'sresults 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 blocksof the Shares; (xiii) departures of key employees or members of management; or (xiv) an adverse impacton 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.

No Dividends

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 timeto 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.