No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

Non-Offering Prospectus **December 12, 2022**

FINAL PROSPECTUS

ADAPTOGENICS HEALTH CORP.

This amended and restated non-offering prospectus (the "**Prospectus**") of Adaptogenics Health Corp. (the "**Company**" or "**Adaptogenics**"), is being filed with the British Columbia Securities Commission (the "**BCSC**") to comply with Policy 2 – *Qualifications for Listing* of the Canadian Securities Exchange (the "**CSE**") in order for the Company to meet one of the eligibility requirements for the listing of the Company's common shares (each, a "**Common Share**") on the CSE by becoming a reporting issuer pursuant to applicable securities legislation in the Province of British Columbia. Upon receiving the final receipt of this Prospectus by the BCSC, the Company will become a reporting issuer in British Columbia.

No securities are being offered pursuant to this Prospectus. As such, no proceeds will be raised, and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Company from its general corporate funds.

There is no market through which the securities of the Company may be sold and purchasers may not be able to resell securities described under this Prospectus. This may affect the pricing of the Company's securities in the secondary markets, the transparency and availability of trading prices, the liquidity of the Company's securities and the extent of issuer regulation. See *"Risk Factors"* and *"Forward-Looking Information"*.

The CSE has conditionally approved the listing application in respect of the Company's common shares on December 2, 2022. **Listing will be subject to the Company fulfilling all of the listing requirements of the CSE, including without limitation, the distribution of the Common Shares to a minimum number of public shareholders and the Company meeting certain financial and other requirements.**

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

An investment in the securities of the Company is subject to a number of risks. Investors should carefully consider the risk factors described under the heading "Risk Factors" before purchasing any securities of the Company.

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

No person has been authorized to provide any information or to make any representation not contained in this Prospectus and, if provided or made, such information or representation should not be relied upon. The information contained in this Prospectus is accurate only as of the date of this Prospectus.

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities.

Unless otherwise noted all currency amounts in this Prospectus are stated in Canadian dollars.

The Company's head office is located at 1100 – 1111 Melville Street, Vancouver, British Columbia V6E 3V6.

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GLOSSARY

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

"**Adaptogenics**" means Adaptogenics Health Corp.;

"**BCBCA**" means the *Business Corporations Act* (British Columbia), as amended, together with all regulations promulgated thereto;

"**Board**" means the board of directors of the Company;

"**CEO**" means chief executive officer;

"**CFO**" means chief financial officer;

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

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

"**Escrow Agreement**" means the NP 46-201 escrow agreement dated November 23, 2022 among the Company, the escrow agent and certain shareholders of the Company;

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

"**Founders Round**" means the July 31, 2021 private placement of 5,000,000 Common Shares at a purchase price of $0.02 per share;

"**January 2022 Private Placement**" means the January 18, 2022 private placement of 11,397,700 Common Shares at a price of $0.05 per Common Share;

"**Listing**" means the proposed listing of the Common Shares on the CSE for trading;

"**Listing Date**" means the date on which the Common Shares of the Company are listed for trading on the Exchange;

"**MD&A**" means management's discussion and analysis of financial condition and operating results;

"**Named Executive Officers**" or "**NEOs**" has the meaning set forth under "Executive Compensation";

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

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

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

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

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

"**Option Plan**" means the Company's stock option plan adopted on January 18, 2022, by the Board, and providing for the granting of incentive options to the Company's directors, officers, employees, and consultants in accordance with the rules and policies of the Exchange;

"**Options**" means options to purchase Common Shares issued pursuant to the Option Plan;

"**Principal**" of an issuer means:

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

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

(c) a person or company that holds securities carrying more than 20% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Company's Listing Date; or

(d) a person or company that:

(i) holds securities carrying more than 10% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Company's Listing Date, and

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

"**Prospectus**" means this non-offering prospectus dated December 12, 2022;

"**Prospectus Receipt Date**" means the date that a receipt for a final prospectus; and

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval (www.sedar.com).

CURRENCY

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

FORWARD-LOOKING INFORMATION

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

- the Company's intention to complete the listing of the Common Shares on the Exchange;
- the Company's expectations regarding expenses, dividends and anticipated cash needs;
- the competitive conditions of the industry in which the Company operates;
- use of available funds and ability for the Company to raise additional funds;
- business objectives and milestones; and
- adequacy of financial resources.

Forward-looking statements are subject to known and unknown risks, uncertainties, assumptions, and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking statements, including risks, uncertainties and assumptions set out under the heading "Risk Factors". Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update or revise any forward-looking statements that are included herein, except in accordance with applicable securities laws. See "Risk Factors".

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

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

All of the forward-looking information contained in this Prospectus is expressly qualified by the foregoing cautionary statements. Investors should read this entire Prospectus and consult their own professional advisors to ascertain and assess the income tax, legal, risk factors and other aspects of their investment.

PROSPECTUS SUMMARY

The following is a summary of the principal features of this distribution and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus. You should read this entire prospectus carefully, especially the "Risk Factors" section of this prospectus.

Our Company:

The Company was incorporated under the *Business Corporations Act* (British Columbia) on April 1, 2021 under the name "Adaptogenics Health Corp." Our head office is located at 1100 – 1111 Melville Street, Vancouver, BC V6E 3V6, and our registered and records office is located at Suite 1008 – 550 Burrard Street, Vancouver, BC V6C 2B5.

See *"Corporate Structure"*.

Our Business:

The Company is a Canadian-based nutraceutical company focused on the formulation and distribution of functional mushroom products and nutritional supplement alternatives.

See *"Description of the Business"*.

Listing:

The Company intends to list its Common Shares on the CSE and the CSE has conditionally approved the listing application in respect of the Company's common shares on December 2, 2022. Listing is subject to the Company fulfilling all of the requirements of the CSE, including minimum public distribution and financial requirements.

See *"Description of Securities"*.

Funds Available and Use of Available Funds:

As at November 30, 2022, the Company had working capital of approximately $382,700. The Company's estimated use of funds for the next twelve months is as follows:

Use of Funds	**Proceeds**
Estimated general and administrative expenses for 12 months	$85,000
Estimated development costs for 12 months following completion of the Offering (see "Business Objectives and Milestones")	$180,000
Listing costs	$60,000
Unallocated working capital	$57,700
Available Funds	**$382,700**

The Company had negative cash flow from operations in its most recently completed financial year. The Company intends to spend the funds available to it as stated in this Prospectus. However, there may be circumstances where, for sound business reasons, a reallocation of the funds may be necessary. The amounts set forth above may increase if the Company is required to carry out due diligence investigations in regards to any prospective investment or business opportunity or if the costs of the Prospectus or the Listing, are greater than anticipated. See "Use of Available Funds".

Directors & Officers:

The Board of Directors of the Company consists of Hani Zabaneh, Daryl Ware-Lane, Dave Heel, Dr. Pavandeep Mehat and Martin Bajic.

The officers of the Company are Hani Zabaneh (COO), Daryl Ware-Lane (CEO & President), Dave Heel (Vice President Sales) and Ming Jang (CFO & Corporate Secretary).

See "*Directors and Executive Officers*".

Selected Financial Information:

The following selected financial information has been derived from and is qualified in its entirety by the financial statements of the Company for the period from incorporation on April 1, 2021 to the year ended March 31, 2022 (audited), the six months ended September 30, 2022 (unaudited) and notes thereto included in this Prospectus, and should be read in conjunction with such financial statements and the related notes thereto included in Schedule "A" of this Prospectus. All financial statements of the Company are prepared in accordance with International Financial Reporting Standards.

All amounts referred to as being derived from the financial statements of the Company are denoted in Canadian Dollars.

	As at and for the six months ended September 30, 2022 (unaudited) ($)	**As at and for the Year Ended March 31, 2022 (audited) ($)**
Total Current Assets	439,959	577,495
Total Liabilities	33,778	48,312
Total Equity	406,181	529,183
Revenue	Nil	Nil
Net Loss and Comprehensive Loss for the Period	123,002	140,703

See "*Selected Financial Information and Management's Discussion and Analysis*."

Risk Factors:

Due to the nature of the Company's business and the present stage of development of our business, the Company is subject to significant risks. Readers should carefully consider all such risks. Risk factors include, but are not limited to, the Company's limited operating history, speculative nature of natural products formulation, changes in public tastes, availability of materials, consumer perceptions and preferences, brand awareness and dependency on third party suppliers, distributors and retailers, dependency on key personnel, product liability and recall, intellectual property risks, anticipated growth may not materialize, government regulations, environmental and safety regulations and risks, financing risks, competition and increased costs of being a publicly traded company.

See "*Risk Factors*".

CORPORATE STRUCTURE

Name, address and Incorporation

The Company was incorporated under the *Business Corporations Act* (British Columbia) on April 1, 2021.

Our head office is located at 1100 – 1111 Melville Street, Vancouver, BC V6E 3V6 and our registered and records office is located at Suite 1008 – 550 Burrard Street, Vancouver, BC V6C 2B5.

Intercorporate Relationships

The Company does not have any subsidiaries.

DESCRIPTION OF THE BUSINESS

History

The Company's formation was preceded by efforts led by the founders in producing a business plan, completing brand development, developing product formulations, seeking and obtaining Health Canada approvals for five Natural Product Numbers and a go-to market plan.

These efforts have enabled the Company to implement the initial phase of its business plan and prepare for the commercial launch of its initial functional mushroom products and business. The Company has a team of Board members and key management persons, who have expertise in specific areas of business that are essential to providing the Company with the knowledge to successfully execute its product launches.

Within Canada, the *Natural and Non-prescription Health Products Directorate* ("NNHPD") governs the sale of nutritional products and dietary supplements. The NNHPD is a division of Health Canada. To sell natural health products in Canada, a company must obtain a product license called a Natural Product Number ("NPN") as assessed by the NNHPD. Once determined that the product is safe, effective, and meets the quality standards, an eight-digit NPN number is granted and must be displayed on the product packaging. Once the application process is complete and accepted, the product receives an NPN. This signifies that it is approved for sale in Canada.

Since incorporation on April 1, 2021, the Company has been focused on (i) completing the initial seed rounds of financing; (ii) developing a business plan for our functional mushroom product launch; (iii) developing a corporate brand, including product formulations and intellectual property; (iv) securing third party supply, manufacturing partners for the commercialization of our products; (v) e-commerce website development for the sale products and (v) establishment of an experienced management team.

Mr. Hani Zabaneh was appointed as Chief Operating Officer of the Company on April 1, 2021.

Following incorporation, the Company was capitalized by completing the Founders Round which was completed on July 31, 2021 and raised $100,000.

From the date of incorporation through to September 2021, the Company engaged a team of consultants comprising of a clinical herbalist, an organic chemist and a mycology consultant to help with product

formulations that meet the Natural Health Product guidelines. Work entailed includes: Research into compendiums, monographs and Health Canada ingredient databases to meet all requirements for approved NPNs and labelling guidelines to ensure customer safety and transparency. This work is and continues to be essential to show the safety and efficacy of all Adaptogenics' Health Products for consumer use and to allow for clear direction to our Good Manufacturing Practices ("GMP") for production purposes.

On October 12, 2021, the Company appointed Daryl Ware-Lane, David Heel and Dr. Pavandeep Mehat to the Company's Board of Directors.

On October 27, 2021, Health Canada issued the Company five NPNs for its product formulations.

On December 9, 2021, Ming Jang was appointed Chief Financial Officer and Corporate Secretary of the Company.

On January 18, 2022, a subsequent financing round was closed at $0.05 per share and raised gross proceeds of $569,885.

On June 17, 2022, the Company engaged a GMP certified manufacturing partner (the "Manufacturing Partner") to commence an initial round of product manufacturing for quality control purposes. The Company is currently assessing the delivered product samples to ensure specific manufacturing specifications have been met.

On August 5, 2022, Martin Bajic was appointed to the Company's Board of Directors.

Financings

On July 31, 2021, the Company completed a private placement (the "**Founder Round**") issuing 5,000,000 Common Shares at a price of $0.02 per Common Share for aggregate gross proceeds of $100,000.

On January 18, 2022, the Company issued 11,397,700 Common Shares under the January 2022 Private Placement at a price of $0.05 per Common Share for aggregate gross proceeds of $569,885.

All of the above issued securities are subject to a statutory hold period.

Business Overview

Adaptogenics Health Corp. is a Canadian-based nutraceutical Company focused on the formulation and distribution of functional mushroom products and nutritional supplement alternatives. Our internal product development team creates product formulations combining functional mushrooms and their adaptogens which are aimed to support holistic health. The Company is committed to growing its presence in Canada and the United States through a multifaceted distribution strategy to advance our mission of improving and empowering human health and wellness.

Adaptogens are substances that produce resistance to stress in both animals and humans and are commonly found in plants and fungi. Scientifically, adaptogens were first documented in the 1950s and since then much work has gone into studying the effects on humans with respect to stress reduction, resistance to mental fatigue and improved attention capabilities [Source: *Panossian and G. Wikman, "Effects of*

adaptogens on the central nervous system and the molecular mechanisms associated with their stress—protective activity," Pharmaceuticals, vol. 3, no. 1, pp. 188–224, 2010]. Consumer research shows that consumers are looking for alternatives to help strengthen and boost immune systems and they are turning to functional foods and holistic health solutions to support those goals. In recent years, the concept of adaptogens has witnessed significant growth and awareness by health and wellness consumers.

The Company intends to launch five premium functional mushroom liquid tonics, including: Reishi, Chaga, Turkey Tail, Lions Mane and Cordyceps (Cultured Chinese Caterpillar Fungus). Distribution and storage of the products as natural dietary supplements in the United States must be in compliance with applicable food and drug and Natural Health Product laws. See "Regulatory Environment - United States". The Company intends to launch product sales in Canada, including any distribution and storage of products in Canada. See "Regulatory Environment - Canada."

Patents have not been filed for its products as patents are based on design, plant, utility, chemical or mechanical processes. Based on the Company formulas governed by Health Canada natural health guidelines, functional mushrooms do not fall under the scope of patents.

Specialized Skill and Knowledge

The Company's business requires specialized knowledge and technical skill around the formulation of products, quality assurance, sourcing of ingredients, and distributing products through various channels. The Company is in the process of finalizing an agreement with a GMP Manufacturing Partner who can provide us with the specialized skills and knowledge. See *"Risk Factors"*. These business relationships include the following:

- Carter Hales Design Lab: a branding agency working with the Company to produce and develop a digital marketing and a product packaging to appeal to the Company's target market,
- Manufacturing Partner: a GMP certified manufacturing company who will help source and manufacture the Company's functional mushroom liquid tonics. The Manufacturing Partner will also be responsible for packaging the tonics for distribution.

In selecting a Manufacturing Partner, the Company notes that the following criteria must be met:

- the Company must be satisfied the Manufacturing Partner has the capabilities to produce the Company's product line,
- the Company must be satisfied the Manufacturing Partner has the experience and expertise to produce the Company's product line,
- the Company must be satisfied the Manufacturing Partner has the capabilities to add additional manufacturing capacity and to produce other product lines, as may be required,
- the Company must be satisfied that the Manufacturing Partner has contingency plans for handling production delays,
- the Company must be satisfied with the Manufacturing Partner's production costs and payment terms are acceptable and,

- the Company must be satisfied the Manufacturing Partner can provide other value-added services as needed.

Market for Products

According to one recent report, the global functional mushroom market was valued at US$25,145 million in 2020.

There has been a considerable shift in the lifestyles and diet habits of consumers over the past two decades. Urbanization and consumerism have driven this shift, leading to a rapid rise in the consumption of synthetic food products, resulting in an increased incidence of lifestyle diseases.

As people are becoming aware of these problems, they are gradually moving toward functional foods and beverages that are promoted as being beneficial beyond basic nutrition. These products are purported to provide optimal nutrition and reduce the risk of disease occurrence. Functional foods are gaining high popularity among health-conscious consumers, and functional mushrooms in particular are driving significant growth.

Source: https://www.reportlinker.com/p06067791/?utm_source=GNW

Target Market

The Company looks to capitalize on individuals who are shifting to preventive health care, vegan and vegetarian based diets and are becoming aware of the health benefits of functional foods.

The Company has conducted research on specific target audiences, capturing data analytics and key demographic information which the Company believes will allow it to narrow its target market scope. As the Company intends to launch five 5 initial SKUs, its target markets will vary as the products have different perceived benefits which the Company expects will attract varied end users. The Company will continue to refine its target market as certain products may have greater market appeal than others.

Products and Services

Principal Products and Unique Differentiators

The Company's main goal is to provide options in the preventative health market through the development of mushroom adaptogen products and supplements. The Company has formulated functional mushroom liquid tinctures, and intends to launch five distinct mushroom tonics, including: Reishi, Chaga, Turkey Tail, Lions Mane and Cordyceps. Delivery mechanism for the Company's five SKUs will be available in a liquid tincture, with a dropper used to consume product(s) sub lingually. Management believes this method offers higher bioavailability for end users, as the adaptogens are absorbed directly into the blood stream while specialized cells are thought to help to exert their beneficial effects on targeted organs, advancing optimal health. Bioavailability refers to the ability of a drug or substance to be absorbed and used by the body. Orally bioavailable means that a drug or other substance that is taken by mouth can be absorbed and used by the body (*Source: https://www.cancer.gov/publications/dictionaries/cancer-terms/def/bioavailable)*

Our liquid tincture products are intended to create greater accessibility and simplicity in application for daily use, and we believe the market will respond favorably with strong consumer adoption rates for these reasons. In addition, the Company has engaged various experienced professionals to drive our development

efforts, and are working with digital marketing professionals, experienced in identifying and converting target audiences.

The Company has no formal contracts with these individuals due to the limited scope and duration of their work. As the Company evolves its product line and assesses other aspects of its business as it grows, the Company may seek guidance from other professionals without the constraints of future commitments that may not be suitable as time passes. Over the next 12 to 18 months, any contract the Company enters into will be short-term in nature.

There are no assurances that the marketing strategy adopted by such professionals will achieve the desired awareness about the Company and its products. See "*Risk Factors*".

The Company initially intends to launch these five distinct products. The details of the Company's current products are set forth below.

Production

The Company has engaged a third-party, arms' length Manufacturing Partner pursuant to an initial product and manufacturing letter dated June 17, 2022 (the "**PM Letter**") that provided an initial scope for developing product samples. Under the terms of the PM Letter, the Manufacturing Partner manufactured and produced samples of the Company's five tonics. As of the date of this Prospectus, the Manufacturing Partner has produced samples of the five products and the Company is currently evaluating and assessing the samples produced to determine final formulations. The evaluating and assessing process involves further independent laboratory testing and analysis to ensure the finished product meets the various standards set out by the Company and, the product meets Health Canada's NPN guidelines that ensures a safe and effective product of that meets the quality standards. Final formulation is dependent on ensuring the manufacturing process meets these various standards.

The PM Letter is a fixed cost commitment whereby the Company can terminate, without any further obligations, upon delivery of the produced samples.

Assuming the Company is able to negotiate acceptable terms with the Manufacturing Partner, an initial manufacturing pilot run will be conducted to assess the ability and scalability of producing each of the five products. The Company is looking to negotiate a cost effective manufacturing process which will include production of the Company's tonics and the bottling, labeling and packaging of the end product for distribution. The proposed Manufacturing Partner is based in British Columbia, Canada.

The Manufacturing Partner has an established supply chain to source raw materials and ingredients on behalf of Adaptogenics for production of the Company's proprietary formulations. However, there is no assurance that the Company will move forward to manufacturing with the Manufacturing Partner, if the Company is unable to negotiate acceptable terms for the manufacturing process.

The Company has finalized negotiations and has entered into a Manufacturing Agreement with the Manufacturing Partner (the "**Manufacturing Agreement**") dated October 25, 2022. Under the Manufacturing Agreement, the Company anticipates an initial limited production run of the Company's product line in early 2023. The Manufacturing Agreement is for a three year term and provides that the Company retains ownership of the recipes for its formulations. Either party may terminate the Manufacturing Agreement on three months notice. The Company must pay a 50% deposit with each purchase order for products, based on a written quote from the Manufacturing Partner (on a per unit basis). The Manufacturing Agreement has remedies to the Company if the product does not conform to the product specifications.

The Company is currently unable to anticipate the impact if it is required to seek an alternate manufacturer. Please see "Risk Factors".

Branding

The Company believes that a strong brand is the foundation of success. A brand is much more than just a logo; it is a visceral conveyance of depth through design, connection through imagery, meaning through storytelling, captivation through taglines, trust through education and transparency, prestige through packaging materials, and much more.

On February 2, 2022, the Company entered a branding agreement (the "**Branding Agreement**") to engage the professional services of an established branding agent (the "**Branding Partner**") to create a thorough and well executed brand strategy. Although the Branding Partner has developed an initial brand and a product packaging design in a manner that management expects will resonate with the target audiences of the Company, the effectiveness of the branding will require an assessment after the Company's product line has been launched to market. The design will aim for a foundation of thematic consistency with enough differentiation among products to appeal to diverse consumer profiles. Furthermore, the Branding Partner will strive to provide enhanced depth to the brand story, allowing for more meaningful connections with the target audiences of the Company. Through this process, the Company believes that it can establish credibility and trust among their target audience more quickly and effectively than by otherwise developing the brand on their own.

The Company's Branding Agreement is a fixed cost agreement with specific deliverables required for payment. The Company is under no obligations to continue services with the Branding Partner and can terminate the agreement without penalty at any time.

As at the date of this Prospectus, the branding work has been substantially completed. Over the next 12 months, the Company will monitor the effectiveness of its branding efforts through customer feedback and the monitoring of social media of its effectiveness.

Advertising Strategies

The Company has reviewed competitors across multiple online market segments and intends to execute a variety of targeted paid media campaigns for the launch and promotion of Adaptogenics tonics. The Company intends to engage an experienced digital marketing agency to execute the digital strategy and incorporate best practices for analytics and customer data-capture. By leveraging the deeper insights gained through our customers' buying behaviors, the Company believes it can continually refine and further improve our online marketing efforts which include organic search, content marketing and social media.

Competitive Conditions

The Company has various competitors that offer functional mushroom products in powdered and capsule form but very few that offer liquid tonics. The market is highly fragmented, and as awareness grows in this developing market, the Company believes that opportunity exists to capture market share as tonic early-adopters are emerging in a relatively uncrowded space. Adaptogenics intends to capitalize on its premium brands and higher bioavailability as a distinct differentiator from its competitors.

Below is a table that indicates some of the main competitors of the Company. The direct-to-consumer nature and capabilities of these competitors indicates that there are significant opportunities that exist online as well as untapped potential at brick-and-mortar retailers.

Name of Competitor	**Product Offering**	**Distribution**
Real Mushrooms	Processes, formulates and sells the following mushroom products: • Lion's Mane extract capsules and powders • Cordyceps extract capsules and powders • Reishi mushroom capsules and powders • Turkey Tail extract capsules and powders • Siberian chaga extract capsules and powders • Tremella extract capsules and powders	Direct to consumer (online) through • Amazon • Company website Wholesale to various online retailer re-sellers

Name of Competitor	Product Offering	Distribution
Fresh Cap	Formulates and sells the following mushroom products: • Mushroom complex • Lion's mane capsules and powders • Turkey tail capsules and powders • Cordyceps capsules and powders • Chaga capsules and powders • Mushroom coffee • Reishi and lion's mane elixirs • Mushroom dog treats	Direct to consumer (online) through • Company website
Rainbo	Formulates and sells the following mushroom tonics: • Lion's mane • Reishi • Turkey Tail • Cordyceps • Chaga • Multi-mushroom • Mushroom maple syrup	Direct to consumer (online) through Company website Wholesale to various online retailers Wholesale to retailers in North America
Life Cykel	Formulates and sells the following mushroom tonics: • Lion's mane • Chaga • Cordyceps • Reishi • Turkey Tail • Shiitake	Direct to consumer (online) through • Company website • Amazon Wholesale to various online retailers Wholesale to retailers in America

The Company believes that formulating and selling mushroom tonics provides it with an advantage over its competitors who are primarily selling mushroom extract powders and capsules. Mushroom tonics are subject to much less competition than their extract powder counterparts and management believes they offer consumers a product with higher bioavailability. The Company has also identified that it can differentiate itself from competitors who are offering tonics through creating a brand that appeals to alternative consumer profiles and communicating the value and benefits of the products in a unique fashion.

SALES PLAN

Overview

Adaptogenics intends to capture market share and sales in Canada initially, by promoting its five functional mushroom brands. The Company intends to begin selling products directly to consumers through our website as well as wholesaling to retailers throughout Canada. Primary sales strategy will be selling online via the Company e-commerce website: www.adaptogenicshealth.com.

This website is expected to launch Q4 of 2022. No revenues have been generated by the Company as of the date of this Prospectus.

The Company's focus on its direct-to-consumer platform will offer flexibility and enable a strong connection with its potential customers. The Company plans that the backend of its website will have intelligent customer data-capture tracking tools, which will enable the Company to obtain deeper insight into how to market its products and build greater loyalty with its targeted customer base.

Direct to Consumer

The Company expects this strategy will allow it to target specific consumer profiles in strategic geographical regions to ensure that relevant content is getting in front of the right people. This digital strategy aims to lead consumers through the brand journey and clearly communicate the benefits of the Company's product as well as the problems they are aimed to address. It allows the consumer to directly experience the Company's brand.

The Company intends to make the buying process as simple as possible for the consumer. To ensure consistency and timely delivery of the products, the Company will enlist the services of a third-party logistics provider(s). This will allow for an automated and streamlined shipment process for items.

Wholesale

The Company intends to wholesale its products to online resellers and brick and mortar retailers. These businesses have an existing network of customers and can promote Adaptogenics products through their unique sales and marketing channels.

The Company plans to target natural health food stores, supplement stores, and grocery stores that are currently selling mushroom products. This strategy will ensure that the customers who shop at these locations are more likely to have an affinity for products that align with those of Adaptogenics. The Company also sees an opportunity with lifestyle retailers as some of these retailers' brands may be in alignment with that of the Company, thus indicating that their customers are likely to be interested in products like those offered by Adaptogenics.

The Company will implement various techniques at retail to encourage sell-through. Some of these techniques include: retailer purchase incentives, term buy-back incentives, product education resources for staff, and product education resources for customers. Some of these resources may include:

- In-person product education / product knowledge with staff
- Product pamphlets and brochures for retail customers
- QR codes that direct customers to the Company website for further brand immersion and product education
- Packaging that stands out on shelves and clearly communicates the benefit of the product to customers

Seasonality

The Company's sales and revenues may be subject to fluctuations associated with consumer demand trends during seasonal holidays and seasonal changes in weather.

MARKETING PLAN

Digital

The Company believes that identifying niche segments that align with its products will be key in driving sales through online and retail marketing initiatives. The Company intends to use data analytics techniques to build avatars (computer representation of users) based around these segments to which ad copy campaigns will be targeted to. The Company can then further analyze these data points and fine tune its marketing campaigns in an effort to ensure that messaging is reaching customers who are most likely to purchase its products.

Experiential

The Company plans to develop experiential brand activation campaigns in the form of product tastings at partner retail stores, brand related festivals, health and wellness events and in partnership with various retailers and service providers. These could include yoga studios, meditation centers, smoothie bars, clothing boutiques, supplement stores, and coffee shops.

Search Engine Optimization

The Company intends to utilize a third-party search engine optimization consultant to raise search rankings, thereby increasing unique organic e-commerce traffic to the website.

Social Media Platforms

The Company will be active on Instagram, Facebook, Pinterest and YouTube. This will allow for the opportunity to communicate the brand messaging and product benefits directly to customers. It will also allow for the Company to deliver ad campaigns to segments of hyper-targeted audiences based on age, sex, location, interests, affinities, web-traffic, among other things. The data analytics that can be extrapolated through these platforms will be instrumental in helping the Company understand and fine tune their target audiences.

Influencers

The Company plans to engage various influencers whose brands and audiences align with that of Adaptogenics. These will include influencers from various market segments and niches of which the Company has identified as apt target markets for their products. Influencers can help build brand trust and build community amongst the brand's audiences.

Foreign Operations

The Company's sales and distribution operations will be conducted in Canada and the United States. The Company's raw materials are sourced in Asia and will be manufactured and packaged in Canada. There is a risk that trade restrictions or tariffs may require the Company to engage a new manufacturer or find alternate sources of raw materials. The Company does not have other any risks or dependencies on foreign operations. See "Risk Factors".

REGULATORY ENVIRONMENT

Our products are affected by laws, government regulations, court decisions and similar constraints at the federal, provincial, state, and local levels of government in each applicable jurisdiction. The legal requirements for the Company's products include but are not limited to: (i) the formulation, manufacturing, packaging, labeling, distribution, sale, and storage of the products; (ii) product safety and quality control; (iii) record-keeping; (iv) governmental reporting; and (v) product claims and advertising. On October 27, 2021, Health Canada issued the Company, five Natural Product Numbers (NPN). On June 17, 2022, the Company engaged a GMP Manufacturing Partner to commence an initial round of product manufacturing for quality control purposes. The Company has entered into the Manufacturing Agreement to produce its product line. See "Risk Factors."

Canada

In Canada, mushroom products generally fall under two categories: (i) mushroom products that are considered food, and (ii) mushroom products that are considered "Natural Health Products" ("NHPs"). The Company intends for its products to be defined as NHPs. Any Canadian facility where NHPs are manufactured, imported, labelled, packaged, distributed and/or stored must have a site license from Health Canada. Whether a product is considered an NHP or a food is determined by considering a number of different factors, including composition, product representation, product format, and public perception and history of use.

NHPs are regulated by Health Canada under the Natural and Non-prescription Health Products Directorate issued pursuant to the Natural Health Product Regulations ("NHPR") and the *Food and Drugs Act* (Canada). NHPs are defined in the NHPR as a substance set out in Schedule 1 to the NHPR or a combination of substances in which all the medicinal ingredients are substances set out in Schedule 1 to the NHPR, a homeopathic medicine or a traditional medicine, that is manufactured, sold or represented for use in: (i) (a) the diagnosis, treatment, mitigation or prevention of a disease, disorder or abnormal physical state or its symptoms in humans; (ii) restoring or correcting organic functions in humans; or (iii) modifying organic functions in humans, such as modifying those functions in a manner that maintains or promotes health. Schedule 1 to the NHPR includes plant based materials, extracts of plant-based materials, certain vitamins, amino acids, essential fatty acids, minerals, and probiotics. Schedule 2 to the NHPR includes salts and derivatives of opium, methylphenidate, and barbiturates. NHPs do not include substances set out in Schedule 2 to the NHPR, any combination of substances that includes a substance set out in Schedule 2 to the NHPR or a homeopathic medicine or a traditional medicine that is or includes a substance set out in Schedule 2 to the NHPR.

Health Canada defines NHPs as naturally occurring substances used to restore or maintain good health and are found in a variety of forms including oils, powders, tablets, solutions, creams, and ointments. In order to be considered an NHP, the product must have a specific health claim. Products with a license have been assessed by Health Canada and found to be safe, effective and of high quality under their recommended conditions of use.

All NHPs are required to have an eight-digit Natural Product Number (NPN) which is a license issued by Health Canada that must appear on each product's label before they can be sold in Canada. The Company had applied for, and received, five NPNs for each of its initial five formulations. The authorizations, which are required for Adaptogenics to make health claims and sell its products in Canada, were obtained from Health Canada on October 27, 2021.

United States

As of the date of this Prospectus, the Company does not have the approvals in place to sell its products in the United States. Given the proximity of the U.S. market to Canada, the Company plans, in the future, to explore the sale of its products as a dietary supplement product in the United States. However, if the Company chooses to investigate sales into the U.S. market, the formulation, manufacturing, packaging, holding, labeling, promotion, advertising, importation, distribution and sale of the Company's products will be subject to regulation by various governmental authorities, including the U.S. Food and Drug Administration ("FDA"), the U.S. Federal Trade Commission ("FTC"), and other federal governmental agencies. There may also be rules implemented by the governments of states and local jurisdictions in which our products may be marketed, distributed, and sold in the future; however, there are no assurances that the Company will be able to enter the U.S. market, due to regulatory barriers, costs and competition.

The FDA regulates the formulation, manufacturing, preparation, packaging, labeling, holding, and distribution of foods, drugs and dietary supplements under the U.S. Dietary Supplement Health and Education Act of 1994 ("DSHEA"). "Dietary supplements" are defined as vitamins, minerals, herbs, other botanicals, amino acids and other dietary substances for human use to supplement the diet, as well as concentrates, metabolites, constituents, extracts or combinations of such dietary ingredients. Generally, under DSHEA, dietary ingredients that were on the market prior to October 15, 1994 may be used in dietary supplements without notifying the FDA. New dietary ingredients (i.e., not marketed in the U.S. prior to October 15, 1994) must be the subject of a new dietary ingredient notification submitted to the FDA unless the ingredient has been "present in the food supply as an article used for food" without being "chemically altered." A new dietary ingredient notification must provide the FDA with evidence of a "history of use or other evidence of safety" establishing that use of the dietary ingredient "will reasonably be expected to be safe." A new dietary ingredient notification must be submitted to the FDA at least 75 days before the initial marketing of the new dietary ingredient. There can be no assurance that the FDA will accept the evidence of safety for any new dietary ingredients that the Company may want to market, and the FDA's refusal to accept such evidence could prevent the marketing of such dietary ingredients. The Company has not applied to the FDA nor received any FDA approvals.

The DSHEA revised the provisions of the *Federal Food, Drug and Cosmetic Act* ("FFDCA") concerning the composition and labeling of dietary supplement ingredients and products. Under the DSHEA, dietary supplement labeling may display "statements of nutritional support." Such statements must be submitted to the FDA within 30 days of first use in marketing and must be accompanied by a label disclosure that "This statement has not been evaluated by the Food and Drug Administration. This product is not intended to diagnose, treat, cure, or prevent any disease." Such statements may describe how a particular dietary ingredient affects the structure, function or general well-being of the body, or the mechanism of action by which a dietary ingredient may affect body structure, function or well-being, but may not expressly or implicitly represent that a dietary supplement will diagnose, cure, mitigate, treat, or prevent a disease. Any statement of nutritional support we make in labeling must possess scientific evidence substantiating that the statement is truthful and not misleading. If the FDA were to determine that a particular statement of nutritional support was an unacceptable drug claim or an unauthorized version of a health claim about disease risk reduction for a food product, or if the FDA were to determine that a particular claim was not adequately supported by existing scientific data or was false or misleading, that claim could not be made. In addition, the FDA deems promotional and internet materials as labeling; therefore, promotional and internet materials must comply with FDA requirements and could be the subject of regulatory action by the FDA, or by the FTC if that agency or other governmental authorities, reviewing the materials as advertising, considers the materials false and misleading.

Among other obligations, the FDA also requires that an entity selling its products and any contract manufacturer it uses to meet relevant current good manufacturing practice regulations ("cGMP") that govern the manufacturing, packing and holding of dietary ingredients and dietary supplements. cGMP regulations require dietary supplements to be prepared, packaged and held in compliance with strict rules, and require quality control provisions similar to those in the cGMP regulations for drugs. The FDA could inspect a contract manufacturers' facilities and determine that the facility or the products do not comply with applicable regulations, and cause affected products made or held in the facility to be subject to FDA or other governmental agency enforcement actions or be restricted from importation into the U.S. or introduction into U.S. commerce.

U.S. laws also require recordkeeping and reporting to the FDA of all serious adverse events involving dietary supplements products. Compliance with such recordkeeping and reporting requirements requires resources, and the implementation of procedures governing adverse event identification, investigation and reporting. As a result of reported adverse events, health and safety risks or violations of applicable laws and regulations, recall, withdrawal or removal of a product from a market, either temporarily or permanently, may be required.

If the Company enters the U.S. market, some of our products may be considered conventional foods and must be labeled as such and such labeling will differ from Canadian requirements. Within the United States, this category of products is subject to the NLEA, and regulations promulgated under the *Nutrition, Labeling and Education Act* ("NLEA"). The NLEA regulates health claims, ingredient labeling and nutrient content claims characterizing the level of a nutrient in the product. The ingredients in conventional foods must either be generally recognized as safe by experts for the purposes to which they are put in foods, or be approved as food additives under FDA regulations. If products are regulated as foods, compliance with the *Federal Food Safety and Modernization Act* and applicable regulations are required. As a Company based in Canada, if we enter the U.S. market and this situation arises, we would be required to provide foreign supplier certifications evidencing our compliance with FDA requirements.

The FDA has broad authority to enforce the provisions of the FFDCA applicable to foods, drugs, dietary supplements, and cosmetics, including powers to issue a public warning letter to a company, to publicize information about illegal or harmful products, to request a recall of products from the market, and to request the United States Department of Justice to initiate a seizure action, an injunction action, or a criminal prosecution in the U. S. courts. Entry to the U.S. market could expose the Company to fines and penalties, including under administrative, civil and criminal laws for violating U.S. laws and regulations, and products could be banned or subject to recall from the marketplace. The Company could also be subject to possible business and consumer claims under applicable statutory, product liability and common laws. The FTC exercises jurisdiction over the advertising of our products in the United States. In the past, the FTC has instituted enforcement actions against several dietary supplement and food companies and against manufacturers of dietary supplement products, including for false and misleading advertising, label claims or product promotional claims. In addition, the FTC has increased its scrutiny of the use of testimonials, as well as the role of endorsements and product clinical studies. Therefore, if the Company chooses to enter the U.S. market, the Company would need to carefully consider its advertising because the FTC, or comparable foreign agencies, may critique advertising, product claims, promotional materials or other operations in the future. The FTC has broad authority to enforce its laws and regulations, including the ability to institute enforcement actions that could result in recall actions, consent decrees, injunctions, and civil and criminal penalties by the companies involved. Failure to comply with the FTC's laws and regulations could have serious consequences to an entity's ability to market and sell its products.

USE OF AVAILABLE FUNDS

Funds Available and Principal Purposes

As at November 30, 2022, the Company had an estimated working capital of $400,000 (unaudited) that provides us with total available funds of $382,700.

Principal Purposes

The Company anticipates using the available funds for the following principal purposes:

Use of Funds	**Proceeds**
Estimated general and administrative expenses for 12 months	$85,000
Estimated development costs for 12 months following completion of the Offering (see "Business Objectives and Milestones")	$180,000
Listing costs	$60,000
Unallocated working capital	$57,700
Available Funds	**$382,700**

The Company expects to incur approximately $85,000 in general and administrative costs over the next 12 months. A breakdown of the estimated general and administrative costs for that period is as follows:

	Annual Amount ($)	**Monthly Amount ($)**
Management fees	60,000	5,000
Office costs	3,000	250
Professional fees	14,000	1,167
Transfer agent/filing fees	8,000	667
Total	**85,000**	**7,084**

Management fees are fees paid to the Company's directors and officers for services performed. These annual fees are as follows:

- $24,000 to be paid to DWL Consulting, a company controlled by Daryl Ware-Lane, the CEO and a director of the Company,
- $12,000 to be paid to Blue Oceans Production Ltd. a company controlled by David Heel, the VP sales and a director of the Company,
- $12,000 to be paid to Hani Zabaneh, the COO and a director of the Company, and
- $12,000 to be paid to MJJ Corporate Services Inc., a company controlled by Ming Jang, the CFO of the Company.

The Company's management group believes only a nominal fee should be charged at this time as the Company's cash resources should be used to fund further development of the Company. The Company is not allocating funds to related parties, except as may be paid in connection with consulting fees for services performed as noted above.

The Company's estimated costs for the next 12 months to bring its products to market and commence sales is set out as follows:

	Annual Amount ($)	Monthly Amount ($)
Advertising and marketing	20,000	1,666
Consulting	20,000	1,666
Product development	*120,000	10,002
Unallocated costs	20,000	1,666
Total	**180,000**	**15,000**

*see breakdown below under Business Objectives and Milestones

Negative Operating Cash Flow

Since incorporation, the Company has had negative operating cash flow and incurred losses. The Company's negative operating cash flow and losses are expected to continue for the foreseeable future. The Company cannot predict when it will reach positive operating cash flow, if ever. Due to the expected continuation of negative operating cash flow, the Company will be reliant on future financings in order to meet its cash needs. There is no assurance that such future financings will be available on acceptable terms or at all. See "Risk Factors".

Business Objectives and Milestones

In the next 12 months, the Company intends to complete the following business objectives using the available funds:

Milestone / Business Objective	Estimated Time Period	Estimated Cost
Engage Manufacturing Partner to acquire raw materials, to commence initial production run of the Company's product line and to package the product for inventory and distribution.	4 months	$40,000
Obtain market research / feedback on the Company's current Adaptogenics product line already produced by the Manufacturing Partner under the PM Letter	2 months	$15,000
Development of partnerships for the cross-selling of the Adaptogenics product lines with other products	6 months	$15,000
Advance product marketing program and operational expansion	6 months	$10,000
Develop strategic partners for distribution network	6 months	$10,000
Search for alternative sources for ingredients	6 months	$10,000
Develop sales team	8 months	$20,000

Milestone / Business Objective	Estimated Time Period	Estimated Cost
Total:	**-**	**$120,000**

While the Company intends to pursue these milestones, there may be circumstances where, for valid business reasons or due to factors beyond the control of the Company such as the COVID-19 pandemic, unavailability of raw materials required in its formulations, a re-allocation of efforts may be necessary or advisable. Although Adaptogenics does not currently anticipate that, for example, the COVID-19 pandemic will cause material delays in the timelines or estimates set out above, due to the evolving nature of COVID-19 and its longer term impacts and the other risks identified by the Company, these timelines and estimates may require adjustment in the future. See "Risk Factors".

DIVIDENDS OR DISTRIBUTIONS

Dividends

The Company has not paid any dividends since incorporation. While there are no restrictions in our articles or pursuant to any agreement or understanding which could prevent us from paying dividends or distributions, we have negative cash flow and anticipate using available cash resources to complete the milestones and business objectives described in this Prospectus. As such, there are no plans to pay any dividends in the foreseeable future. Any decisions to pay dividends in cash or otherwise in the future will be made by the Board on the basis of the Company's earnings, financial requirements and other conditions existing at the time a determination is made.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Selected Financial Information

The following selected financial information has been derived from and is qualified in its entirety by the audited financial statements of the Company for the period from incorporation on April 1, 2021 to the year ended March 31, 2022, the unaudited condensed interim financial statements for the six month period ended September 30, 2022 and notes thereto included in this Prospectus, and should be read in conjunction with such financial statements and the related notes thereto included in Schedule "A" of this Prospectus. All financial statements of the Company are prepared in accordance with International Financial Reporting Standards. All amounts referred to are derived from the financial statements of the Company and are denoted in Canadian dollars.

	As at and for the six month period ended September 30, 2022 (unaudited) ($)	As at and for the period from Incorporation (April 1, 2021) to March 31, 2022 (audited) ($)
Total Assets	439,959	577,495
Total Liabilities	33,778	48,312

	As at and for the six month period ended September 30, 2022 (unaudited) ($)	As at and for the period from Incorporation (April 1, 2021) to March 31, 2022 (audited) ($)
Total Equity	406,181	529,183
Revenue	Nil	Nil
Net Loss and Comprehensive Loss for the Period	123,002	140,703

The Company has not had any revenue from its operations since incorporation on April 1, 2021.

Management's Discussion and Analysis

The MD&A of the Company included in Schedule "B" of this Prospectus should be read in conjunction with the respective financial statements and the accompanying notes thereto included in this Prospectus. Certain information contained in the MD&A constitutes forward-looking statements. These statements relate to future events or to our future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. See "*Forward-Looking Information*" and "*Risk Factors*".

DESCRIPTION OF SECURITIES

Common Shares

The authorized capital of the Company consists of an unlimited amount of Common Shares without par value, of which 16,397,701 Common Shares are issued and outstanding as at the date of this Prospectus. The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each Common Share shall confer the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Common Shares are entitled to receive such dividends in any financial year as the Board of Directors of the Company may determine by resolution.

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

Options

The Board has approved an Option Plan, designed for selected employees, officers, directors, consultants and contractors, to incentivize such individuals to contribute toward our long-term goals, and to encourage such individuals to acquire Common Shares as long-term investments. The Option Plan is administered by the Board, as of the date of this Prospectus, the Company has not granted any Options.

CONSOLIDATED CAPITALIZATION

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

Description	Authorized	Outstanding as at March 31, 2022[(1)]	Outstanding as at September 30, 2022[(1)]	Outstanding as at the date of this Prospectus[(1)(2)]
Common Shares	Unlimited	16,397,701	16,397,701	16,397,701

Notes:

(1) See *"Prior Sales"*.

(2) On an undiluted basis.

Fully Diluted Share Capitalization

Common Shares	Amount of Securities	Percentage of Total
Issued and outstanding as at the date of this Prospectus	16,397,701	100%
Stock Options	Nil	Nil
Total Fully Diluted Share Capitalization after the Listing	16,397,701	100%

OPTIONS TO PURCHASE SECURITIES

Option Plan

The Option Plan was adopted by the Board on January 18, 2022. The purpose of the Option Plan is to advance the interests of the Company and its shareholders by attracting, retaining and motivating the performance of selected directors, officers, employees or consultants of the Company of high caliber and potential and to encourage and enable such persons to acquire and retain a proprietary interest in the Company by ownership of its Common Shares. The Option Plan provides that, subject to the requirements of the Exchange, the aggregate number of securities reserved for issuance, set aside and made available for issuance under the Option Plan may not exceed 10% of the number of Common Shares of the Company issued and outstanding from time to time.

The Option Plan will be administered by the Board or a committee of the Board, either of which will have full and final authority with respect to the granting of all Options thereunder. Options may be granted under the Option Plan to such directors, officers, employees or consultants of the Company, as the Board may from time to time designate.

The exercise price of any Options granted under the Option Plan shall be determined by the Board, but may not have an exercise price lower than the greater of the closing market prices of the underlying securities on (a) the trading day prior to the date of grant of the Options; and (b) the date of grant of the Options. The term of any Options granted under the Option Plan shall be determined by the Board at the time of grant but, subject to earlier termination in the event of termination or in the event of death, the term of any Options granted under the Option Plan may not exceed ten years. Options granted under the Option Plan are not to be transferable or assignable. Subject to certain exceptions, in the event that a director or officer ceases to hold office, options granted to such director or officer under the Option Plan will expire at such reasonable period of time after such director or officer ceases to hold office (where such reasonable period does not exceed one year and the specific amount of time is set out in the option certificate for that Option holder).

Subject to certain exceptions, in the event that an employee, or consultant ceases to act in that capacity in relation to the Company, Options granted to such employee, consultant or management company employee under the Option Plan will expire at such reasonable time after such individual or entity ceases to act in that capacity in relation to the Company (where such reasonable period does not exceed one year and the specific amount of time is set out in the option certificate for that Option holder).

As at the date of this Prospectus, the Company has not granted any Options.

PRIOR SALES

The following table summarizes the sale of securities of the Company in the 12 months prior to the date of this Prospectus:

Date of Issue	Price per Security	Number of Securities
July 31, 2021	$0.02	5,000,000 Common Shares
January 18, 2022	$0.05	11,397,700 Common Shares

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Pursuant to NP 46-201, securities held by Principals (as defined herein) are required to be held in escrow for a period of time in accordance with the escrow regime applicable to initial public offerings, in order to provide an incentive for Principals to devote their time and attention to our business while they are securityholders. A Principal that holds securities carrying less than 1% of the voting rights attached to an issuer's outstanding securities immediately after its IPO is not subject to escrow requirements.

Under NP 46-201, a Principal is defined as:

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

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

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

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

   a. holds securities carrying more than 10% of the voting rights attached to the issuer's outstanding securities immediately before and immediately after the issuer's prospectus; and

   b. has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries.

As of the date of the Prospectus, the Principals of the Company for the purposes of NP 46-201 are Daryl Ware-Lane, Hani Zabaneh, Dave Heel and Martin Bajic (collectively, the "**Principal Escrow Holders**").

The Company will be classified as an "emerging issuer" under NP 46-201.

The following table sets out the Common Shares deposited into escrow with Odyssey Trust Company (the "**Escrowed Securities**") pursuant to an agreement (the "**Escrow Agreement**") dated November 23, 2022 among the Principal Escrow Holders, the Company and Odyssey Trust Company:

Designation of class	Number of securities held in escrow or that are subject to a contractual restriction on transfer[(1)]	Percentage of class[(2)]
Common Shares	3,010,001	18.36%

Notes:

(1) These Common Shares are held under the Escrow Agreement in accordance with NP 46-201. The escrow agent is Odyssey Trust Company.

(2) Based on 16,397,701 Common Shares issued and outstanding as at the date of this Prospectus. See *"Consolidated Capitalization"*.

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

As such, the following automatic timed releases will apply to the securities held by the Principals of the Company:

In the simplest case, where there are no changes to the Escrowed Securities initially deposited and no additional Escrowed Securities the release schedule outlined above results in 10% the Escrowed Securities being released on the Listing Date, and the remaining Escrowed Securities being released in equal tranches of 15% every six months thereafter.

The Escrowed Securities may not be transferred or otherwise dealt with during the term of the Escrow Agreement unless the transfer or dealings within escrow are:

(a) to existing or, upon their appointment, incoming directors or senior officers of the Company, if the Board has approved the transfer;

(b) to a person or company that before the proposed transfer holds more than 20% of the voting rights attached to the Company's outstanding securities;

(c) to a person or company that after the proposed transfer:

a. will hold more than 10% of the voting rights attached to the Company's outstanding securities; and

b. has the right to elect or appoint one or more directors or senior officers of the Company or any of its material operating subsidiaries;

(d) to a trustee in bankruptcy or another person or company entitled to Escrowed Securities on the bankruptcy of the holder;

(e) to a financial institution on the realization of Escrowed Securities pledged, mortgaged or charged by the holder to the financial institution as collateral for the loan; or

(f) to or between an RRSP (as defined herein), RRIF (as defined herein) or other similar registered plan or fund with a trustee, where the annuitant of the RRSP or RRIF, or the beneficiaries of the other registered plan or fund are limited to the holder and his or her spouse, children and parents or, in the case of a trustee of such registered plan or fund, to the annuitant of the RRSP or RRIF, or a beneficiary of the registered plan or fund, as applicable, or his or her spouse, children and parents. The owner of the Escrowed Securities may continue to exercise voting rights attached to such securities.

Tenders of Escrowed Securities in a business combination transaction are permitted provided that, if the tenderer is a principal (as such term is defined in NP 46-201) of the successor issuer upon completion of the business combination, securities received in exchange for tendered escrowed securities are subject to escrow on the same terms and conditions, including release dates, as applied to the escrow securities that were exchanged, subject to certain exceptions.

PRINCIPAL SECURITY HOLDERS

To the best knowledge of the directors and officers of the Company, no person directly or indirectly beneficially owns, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attaching to all the outstanding Common Shares as at the date of this Prospectus.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation, and Security Holdings

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

Name and Municipality of Residence and Position with the Company	Director / Officer Since	Principal Occupation for the Past Five Years	Number and Percentage of Common Shares Beneficially Owned or Controlled, Directly or Indirectly[(1)]
Daryl Ware-Lane Vancouver, British Columbia *Chief Executive Officer and Director*	October 12, 2021	Businessman	1,000,000 Common 6.10% Directly
Hani Zabaneh[(2)] Vancouver, British Columbia *Director and Chief Operating Officer*	April 1, 2021	Business consultant	1,000,001 Common 6.10% Directly
Dave Heel Vancouver, British Columbia *Director and VP Sales*	October 12, 2021	Sales executive	1,000,000 Common 6.10% Directly
Dr. Pavandeep Mehat[(2)] Victoria, British Columbia *Director*	October 12, 2021	Family medicine resident	Nil 0.00%
Martin Bajic[(2)] Vancouver, British Columbia *Director*	August 5, 2022	Business consultant	10,000 Common 0.06% Directly
Ming Jang Vancouver, British Columbia *Chief Financial Officer and Corporate Secretary*	December 9, 2021	Business consultant	Nil 0.00%

Notes:

(1) Percentage is based on 16,397,701 Common Shares issued and outstanding as of the date of this Prospectus, this number does not include the special warrants that convert automatically upon the Company receiving final approval of this Prospectus.

(2) Member of our audit committee, of which Martin Bajic is the Chair.

The term of office of the directors expires annually at the time of the Company's next annual general meeting.

As at the date of this Prospectus, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercised control or discretion over an aggregate of 3,010,001 Common Shares of the Company, which is equal to 18.36% of the Common Shares issued and outstanding as at the date hereof.

Background

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

Daryl Ware-Lane – Chief Executive Officer and Director (Age:40)

Mr. Ware-Lane has over 15 years of experience consulting for public and private companies with a focus on expansion and strategic planning in both the United Kingdom and in Canada. Mr. Ware-Lane has gained extensive experience in the cannabis and the functional mushroom field through operating licensed dispensaries and cultivation facilities in their growth phases. He is currently the owner and director of Eastwood Cannabis, a privately held company that is a licensed dispensary. Mr. Ware-Lane also serves as a director role in Lulooms Nutraceuticals, a privately held company that is an indoor vertical farm startup company.

As the CEO of the Company, Mr. Ware-Lane is responsible for the day-to-day operations, outside contractors and service providers, acquisitions and project development, and of the financial operations of the Company in conjunction with the CFO and with outside accounting and tax and auditing firms.

Mr. Ware-Lane will be devoting approximately 80% of his working time to the Company as CEO and director of the Company. Mr. Ware-Lane is not currently subject to the terms of any non-competition or non-disclosure agreement. Mr. Ware-Lane is an independent contractor of the Company.

Hani Zabaneh – Director and Chief Operating Officer (Age:50)

Mr. Zabaneh serves as a business consultant that specializes with growth funding, mergers and acquisitions, and transitioning companies to public markets. For over 20 years Mr. Zabaneh has held both officer and board positions of numerous public companies. Some of these companies include Summa Silver Corp., Blue Gold Mining, Auryn Resources, and Sigma Lithium Resources Corporation. Hani currently sits on several boards of public companies. Previously, Mr. Zabaneh was a principal at Orange Capital Corp, a boutique investment bank located in Vancouver, BC. He was also Vice President of Corporate Development at Eventbase Technology Inc., where he facilitated the company in securing a Series A financing from a US based VC. From 2005 to 2012, Hani was Vice President Administration of MetroBridge Networks Corp. Mr. Zabaneh managed the going public transaction of MetroBridge and later lead the sale of MetroBirdge to national player. Mr. Zabaneh was also the Chief Operating Officer of StockHouse Media Corp, a company that had over 200 employees with 8 offices worldwide.

As the COO, Mr. Zabaneh is responsible for overseeing the day-to-day administrative and operational functions of the Company and, the development and implementation of the Company's strategic plan.

Mr. Zabaneh will be devoting approximately 40% of his working time to the Company as COO and director of the Company. Mr. Zabaneh is not currently subject to the terms of any non-competition or non-disclosure agreement. Mr. Zabaneh is an independent contractor of the Company.

Dave Heel – Director and Vice President Sales (Age: 49)

Mr. Heel leverages 25 years of experience with a focus on developing partnerships and increasing stakeholder value. Mr. Heel managed a $45+ Million healthcare portfolio with a fortune 100 Company listed on the NYSE, where he navigated a complex Hospital supply-chain network.

His leadership and experience with international medical distribution and identifying strategic partnerships will serve the growth of Adaptogenics.

As the VP Sales, Mr. Heel is responsible for all sales related activities including sales planning for both retail and online markets, identification and securing distribution partners, digital marketing strategy, developing a sales team, and collaborating with branding development on product positioning assets. Mr. Heel will also maintain a lens with the production team to ensure alignment with our target audiences.

Mr. Heel anticipates devoting approximately 40% of his working time to the Company as a Non-Executive Vice President and director of the Company. Mr. Heel is not currently subject to the terms of any non-competition or non-disclosure agreement. Mr. Heel is neither an employee nor an independent contractor of the Company.

Dr. Pavandeep Mehat – Independent Director (Age: 29)

Dr. Pavandeep Mehat holds a B.Sc in Bio-Medical Engineering from Boston University (BU), graduating summa cum laude. This led him to complete his M.Sc in pharmaceutical sciences from the University of British Columbia (UBC), and his MD from UBC. As a former member of BU's NCAA Division 1 track & field team, Dr. Mehat understands the value of exercise and nutrition as medicine. He is deeply passionate about research and pragmatic applications in preventive medicine.

Dr. Mehat anticipates devoting approximately 10% of his working time to the Company. Dr. Mehat is not currently subject to the terms of any non-competition or non-disclosure agreement.

Martin Bajic, CPA, CA – Independent Director (Age: 45)

Mr. Bajic holds a B.A. and Diploma in Accounting from the University of British Columbia and is a member of the Chartered Professional Accountants of B.C. He has over a decade of experience serving as a director, chief financial officer, or consultant to numerous public companies trading on the TSX Venture Exchange or the CSE with a focus in the resource and technologies industries. His background as a CPA, CA provides the Company with the requisite skills necessary for financial management and compliance with today's complex regulatory reporting requirements.

Mr. Bajic anticipates devoting approximately 10% of his time to the Company. Mr. Bajic is not currently subject to the terms of any non-competition or non-disclosure agreement.

Ming Jang – Chief Financial Officer and Corporate Secretary (Age: 61)

Mr. Jang is a member of the Chartered Professional Accountants of B.C. with over 26 years of senior financial management experience in various sectors, including cannabis, non-profit organizations and mineral exploration. He currently serves as a financial consultant to various private and publicly listed

companies. Mr. Jang drives robust financial management and is experienced in the set-up, implementation, and ensuring proper oversight of financial and regulatory processes.

Mr. Jang has planned and executed taking several companies public including most recently Numinus Bioscience Inc. and Ignite International Brands Ltd.

Mr. Jang previously served in the capacity of Chief Financial Officer at Canadian Imperial Venture Corp., Delrey Metals Corp., Intigold Mines Ltd., Carbon Streaming Corp., ALQ Gold Corp. and Numinus Bioscience Inc. Mr. Jang helped plan and was part of the execution in taking several of these companies to the public market.

Mr. Jang is currently the CFO of Quebec Nickel Corp. and Gold State Resources Inc. and serves as a director of Quebec Silica Resources Corp. Mr. Jang was recently appointed as an independent director of Diagnamed Holdings Corp.

Mr. Jang also serves as a Treasurer and Trustee for an Independent School in Vancouver, B.C.

Mr. Jang anticipates devoting approximately 25% of his working time to perform the work required in connection with the management of the issuer. Mr. Jang is an independent contractor of the Company and is not currently subject to the terms of any non-competition or non-disclosure agreement.

Corporate Cease Trade Orders or Bankruptcies

Mr. Jang was appointed CFO of Intigold Mines Ltd. on March 2017. The company was delinquent in meeting its continuous disclosure requirements and on July 6, 2017, a cease trade order ("CTO") was issued by the British Columbia Securities Commission ("BCSC") against the company. A revocation of the CTO was subsequently issued by the BCSC on October 18, 2018.

No other director or executive officer of the Company is, as at the date of this Prospectus, or was within ten years before the date hereof, a director, CEO or CFO of any company, including the Company, that:

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

(b) was subject to an a cease trade order, an order similar to cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period for more than 30 consecutive days, that was issued after the director or executive officer ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO.

Penalties or Sanctions

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

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

(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.

Bankruptcies

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

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

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

Conflicts of Interest

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

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

The directors and officers of the Company will not be devoting all of their time to the affairs of the Company. Some of the directors and officers of the Company are directors and officers of other companies, some of which are in the same business as the Company. The directors and officers of the Company are required by law to act in the best interests of the Company. They have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligations to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives.

EXECUTIVE COMPENSATION

The Company was not a reporting issuer at any time during the fiscal year ended March 31, 2022, the Company's most recently completed financial year. Accordingly, and in accordance with Form 51-102F6V Statement of Executive Compensation ("**Form 51-102F6V**"), the following is a discussion of all significant elements of compensation to be awarded to, earned by, paid to or payable to Named Executive Officers of the Company, once the Company becomes a reporting issuer, to the extent this compensation has been determined.

For the purposes hereof, the term "Named Executive Officer", or "NEO", means each CEO, each CFO and each of the Company's three most highly compensated executive officers, other than the CEO and the CFO, who were serving as executive officers as at the end of the Company's most recently completed financial year ended March 31, 2022 and whose total salary and bonus exceeds $150,000 and any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of the Company at the end of the Company's most recently completed financial year.

Table of compensation excluding compensation securities							
Name and Position	**Fiscal Year ended March 31**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Daryl Ware-Lane[(1)] *CEO*	2022	33,600[(1)]	Nil	Nil	Nil	Nil	33,600[(1)]
Hani Zabaneh[(4)] *COO*	2022	4,500	Nil	Nil	Nil	Nil	4,500
Ming Jang[(2)] *CFO and Corporate Secretary*	2022	1,500	Nil	Nil	Nil	Nil	1,500
Dave Heel[(3)] *VP Sales*	2022	7,500	Nil	Nil	Nil	Nil	7,500

Notes:

(1) This amount includes $21,600 paid to Mr. Ware-Lane as consulting fees prior to the appointment as a director. Fees are paid to DWL Consulting, a company controlled by Daryl Lane-Ware. Mr. Ware-Lane's compensation is currently $2,000 per month.

(2) Fees are paid to MJJ Corporate Services Inc. a company controlled by Ming Jang. Fees paid to Mr. Jang will be $1,000 per month.

(3) Fees are paid to Blue Ocean Productions Ltd. a company controlled by Dave Heel. Fees paid to Mr. Heel will be $1,000 per month.

(4) Monthly fees paid to Mr. Zabaneh will be $1,000 per month.

No Director fees are paid to the directors of the Company, in their capacity as directors.

Stock Options and Other Compensation Securities

On January 18, 2022, the Company implemented the Option Plan in order to provide effective incentives to directors, officers and employees of the Company and to enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company's shareholders. The Company has no equity incentive plans other than the Option Plan. The size of Option grants is dependent on each officer's level of responsibility, authority and importance to the Company and the degree to which such officer's long-term contribution to the Company will be key to its long-term success.

As at the date of this Prospectus, the Company has not granted any Options.

The Company proposes to submit its Option Plan to its shareholders for approval at its first annual general meeting of shareholders following the Prospectus Receipt Date.

Employment, consulting and management agreements

The Company does not have any contracts, agreements, plans or arrangements in place with any NEOs that provides for payment following or in connection with any termination (whether voluntary, involuntary or constructive) resignation, retirement, a change of control of the Company or a change in a NEO's responsibilities.

The Company's CEO provides services to the Company as an independent contractor through his proprietorship DWL Consulting.

The Company's VP Sales provides services to the Company as an independent contractor through his company Blue Ocean Productions Ltd.

The Company's CFO provides services to the Company as an independent contractor through his company MJJ Corporate Services Inc.

Oversight and description of director and Named Executive Officer compensation

At its present stage of development, the Company does not have any formal objectives, criteria and analysis for determining the compensation of its Named Executive Officers and primarily relies on the discussions and determinations of the Board. The emphasis in compensating the Named Executive Officers shall be the grant of incentive Options under the Option Plan set forth below. The type and amount of future compensation to be paid to NEOs and directors has not been determined and the Board has not considered the implications of the risks associated with the compensation policies and practices. The Company has not

considered the implications of the risks associated with the Company's compensation policies and practices. Neither NEOs nor directors are permitted to purchase financial instruments that are designed to hedge or offset a decrease in the market value of equity securities offered as compensation.

As of the date of this Prospectus, the Board has not established any benchmark or performance goals to be achieved or met by Named Executive Officers; however, such Named Executive Officers are expected to carry out their duties in an effective and efficient manner so as to advance the business objectives of the Issuer. The satisfactory discharge of such duties is subject to ongoing monitoring by the Company's directors.

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

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Aggregate Indebtedness

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

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

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

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

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

Audit Committee Charter

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

Composition of Audit Committee

The members of the Company's Audit Committee are:

Martin Bajic[(1)]	Independent[(2)]	Financially literate[(3)]
Pavandeep Mehat	Independent[(2)]	Financially literate[(3)]
Hani Zabaneh	Not Independent	Financially literate[(3)]

Notes:

(1) Chairman of the Audit Committee;

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

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

Relevant Education and Experience

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

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

(b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and

(c) an understanding of internal controls and procedures for financial reporting. See "Directors and Executive Officers" for further details.

For a summary of the experience and education of the Audit Committee members see "Directors and Executive Officers".

Audit Committee Oversight

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

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairman of the Audit Committee deems is necessary, and the

Chairman will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Committee's consideration, and if thought fit, approval in writing.

External Auditor Service Fees

The following table sets out the aggregate fees billed by Crowe MacKay LLP, from incorporation on April 1, 2021 to March 31, 2022:

Financial Period	Audit Fees[(1)]	Audit Related Fees[(2)]	Tax Fees[(3)]	All Other Fees[(4)]
April 1, 2021 to March 31, 2022	$7,000	$Nil	Nil	Nil

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "All Other Fees" include all other non-audit services.

Exemption

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services).

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

CORPORATE GOVERNANCE

General

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

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board. The Board is comprised of five directors: Daryl Ware-Lane, Hani Zabaneh, Dave Heel, Dr. Pavandeep Mehat and Martin Bajic. As the size of the Board is small, the Board has no formal procedures designed to facilitate the exercise of independent supervision over management, relying

instead on the integrity of the individual members of its management team to act in the best interests of the Company.

Daryl Ware-Lane (CEO), Hani Zabaneh (COO) and Dave Heel (VP Sales) are considered to be not independent as they are also officers of the Company.

The Board is responsible for approving long-term goals and objectives for the Company, ensuring the plans and strategies necessary to achieve those objectives are in place and supervising senior management who is responsible for the implementation of long-term strategies and day-to-day management of the Company. The Board retains a supervisory role and ultimate responsibility for all matters relating to the Company and its business. The Board discharges its responsibilities both directly and through its standing committee (the Audit Committee) and any ad hoc committee it may establish to address issues of a more short-term nature.

Directorships

Currently, the following directors and officers are also directors of the following other reporting issuers:

Name	Position with the Company	Directorships with other Reporting Issuers
Daryl Ware-Lane	CEO and Director	Sierra Grande Minerals Inc. (CSE-SGRO)
Hani Zabaneh	COO and Director	Quebec Nickel Corp. (CSE – QNI) Spod Lithium Corp (CSE – SPOD) Datum Ventures Inc. (TSX.V – DAT.H) Canter Resources Corp. (CSE – CRC)
Martin Bajic	Director	Eminent Gold Corp. (TSX.V – EMNT) Santa Rosa Resources Corp. (TSX.V – STR.H) Summa Silver Corp. (TSX.V – SSVR) Standard Uranium Ltd. (TSX.V – STND) Datum Ventures Inc. (TSX.V – DAT.H)
Dave Heel	VP Sales and Director	N/A
Dr. Pavandeep Mehat	Director	N/A
Ming Jang	CFO and Corporate Secretary	Quebec Silica Resources Corp. (CSE – QTZ) Gold State Resources Inc. (TSX.V – GOST) Diagnamed Holdings Corp. (CSE – DMED)

Orientation and Continuing Education

New Board members receive an orientation package, which includes reports on operations and results, and any public disclosure filings by the Company, as may be applicable. Board meetings are sometimes held at the Company's offices and, from time to time, are combined with presentations by the Company's management to give the directors additional insight into the Company's business. In addition, management of the Company makes itself available for discussion with all Board members.

Ethical Business Conduct

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

Nomination of Directors

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

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

Compensation

The Board is responsible for determining compensation for the directors of the Company to ensure it reflects the responsibilities and risks of being a director of a public company.

Other Board Committees

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

Assessments

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

USE OF PROCEEDS

This is a non-offering prospectus. The Company is not raising any funds in conjunction with this Prospectus. Accordingly, there are no proceeds to the Company in connection with the filing of this Prospectus.

PLAN OF DISTRIBUTION

This is a non-offering prospectus. The Company is not distributing any securities pursuant to this Prospectus.

RISK FACTORS

Products and Business

Government Regulation

The processing, manufacturing, packaging, labeling, advertising and distribution of the Company's planned products are subject to regulation by one or more governmental authorities, and various agencies of the federal, provincial, state and localities in which we plan to sell our products. These government authorities may attempt to regulate any of our products that fall within their jurisdiction. Such governmental authorities may determine that a particular product or product ingredient presents an unacceptable health risk and may determine that a particular statement of nutritional support that we want to use is an unacceptable claim. Such a determination would prevent the Company from marketing particular products or using certain statements of nutritional support on its products. The Company also may be unable to disseminate third-party literature that supports its products if the third-party literature fails to satisfy certain requirements. In addition, government authorities could require the Company to remove a particular product from the market. Any recall or removal would result in additional costs to the Company, including lost revenues from any products that we are required to remove from the market, any of which could be material. Any such product recalls or removals could lead to liability, substantial costs and reduced growth prospects, all of which could be material.

The Company may not be able to develop its products, which could prevent it from ever becoming profitable

If the Company cannot successfully develop, manufacture, sell and distribute its products, or if the Company experiences difficulties in the development process, such as capacity constraints, quality control problems or other disruptions, the Company may not be able to develop market-ready commercial products at acceptable costs, which would adversely affect the Company's ability to effectively enter the market. A failure by the Company to achieve a low-cost structure through economies of scale or improvements in cultivation and manufacturing processes would have a material adverse effect on the Company's commercialization plans and the Company's business, prospects, results of operations and financial condition.

Significant ongoing costs and obligations

The Company expects to incur significant ongoing costs and obligations related to its investment in developing its business and the products, which could have a material adverse impact on the Company's results of operations, financial condition and cash flows. In addition, future changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Company's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company. Our efforts to grow our business may be costlier than we expect, and we may not be able to increase our revenue enough to offset our higher operating expenses. We may incur significant losses in the future for a number of reasons, including the other risks described in this Prospectus, and unforeseen expenses, difficulties, complications and delays, and other unknown events. If we are unable to achieve and sustain profitability, our business may fail.

Third Party Suppliers

We do not currently have the infrastructure or capability internally to process and manufacture our proposed mushroom products. We expect to rely on third-party organizations to process and manufacture all of our proposed mushroom products. We expect that the Company's business will rely on the ability of the Manufacturing Partner to obtain all of the mushroom extract we anticipate requiring for our proposed products. Any replacement of the Manufacturing Partner could require significant effort, as we may not be able to secure supplies from other manufacturers on a timely basis or on reasonable commercial terms. Our supply and Manufacturing Partners may be subject to damage or interruption from, among other things, fire, natural or man-made disaster, disease outbreaks or public health pandemics, power loss, telecommunications or internet failure, unauthorized entry, computer viruses, denial-of service attacks, acts of terrorism, human error, vandalism or sabotage, financial insolvency, bankruptcy and similar events. The extent to which COVID-19 may affect our ability to obtain mushroom extract and other raw materials is uncertain and cannot be predicted. In addition, the mushroom extract we purchase is produced in Asia and the presence of COVID-19, and the governmental and commercial response to the pandemic, may negatively affect our ability to source mushroom oil and other key ingredients for our products.

Uncertainty of Revenue and Revenue Growth

The Company has not received any revenue to-date. There can be no assurance that the Company can generate revenue growth, or that any revenue growth that is achieved can be sustained. Revenue growth that the Company may achieve may not be indicative of future operating results. In addition, the Company may increase further its operating expenses in order to fund higher levels of for the development of additional product lines, increase its sales and marketing efforts and increase its administrative resources in anticipation of future growth. To the extent that increases in such expenses precede or are not subsequently followed by increased revenues, the Company's business, operating results and financial condition will be materially adversely affected.

Success of Products is Dependent on Public Taste

The ability of the Company to earn revenues is substantially dependent on the success of its products, which products are not yet being manufactured at a scalable amount. Further, the ability of the Company to earn revenues depends upon, among other matters, pronounced and rapidly changing public tastes, factors which are difficult to predict and over which the Company has little, if any, control. A significant shift in consumer demand away from the Company's proposed products or its failure to expand its current market position will harm its business. Consumer trends change based on several possible factors, including nutritional values, a change in consumer preferences or general economic conditions. Additionally, there is a growing movement among some consumers to buy local food products in an attempt to reduce the carbon footprint associated with transporting food products from longer distances, and this could result in a decrease in the demand for food products and ingredients that the Company may import from abroad. These changes could lead to, among other things, reduced demand and price decreases, which could have a material adverse effect on the Company's business.

There is no assurance that the Company will turn a profit or generate immediate revenues

There is no assurance as to whether the Company will be profitable, earn revenues, or pay dividends. The Company has incurred and anticipates that it will continue to incur substantial expenses relating to the development and initial operations of its business. The payment and amount of any future dividends will

depend upon, among other things, the Company's results of operations, cash flow, financial condition, and operating and capital requirements. There is no assurance that future dividends will be paid, and, if dividends are paid, there is no assurance with respect to the amount of any such dividends.

Raw Materials

The Company's products are derived from mushrooms. Accordingly, the Company and/or its manufacturers must acquire enough mushrooms so that the products can be produced to meet the demand of its customers. A mushroom shortage could result in loss of sales and damage to the Company. If the Company and/or its manufacturers become unable to acquire commercial quality mushrooms on a timely basis and at commercially reasonable prices, and are unable to find one or more replacement suppliers with the regulatory approvals to produce mushrooms at a substantially equivalent cost, in substantially equivalent volumes and quality, and on a timely basis, the Company will likely be unable to meet customer demand.

Limited Number of Products

The Company's business is focused on the production and distribution of mushroom-derived products. If the Company is not able to produce such products at a reasonable price and such products do not achieve sufficient market acceptance, it will be difficult for us to achieve profitability. The Company's revenues are expected to derive almost exclusively from sales of mushroom-derived products, and the Company expects that its mushroom-based products will account for substantially all of its revenue for the foreseeable future.

If the mushroom market declines or mushroom-derived products fail to achieve substantially greater market acceptance than they currently enjoy, the Company will not be able to grow its revenues sufficiently for it to achieve consistent profitability. Even if products to be distributed by the Company conform to international safety and quality standards, sales could be adversely affected if consumers in target markets lose confidence in the safety, efficacy, and quality of mushrooms. Adverse publicity about mushroom-derived products that the Company sells may discourage consumers from buying products distributed by the Company.

Consumer Perception of Mushrooms

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

Brand Awareness

The Company's brand is very new and brand awareness has not been achieved in Canada where the Company plans to sell its products. There is no assurance that the Company will be able to achieve brand awareness in any of the regions it operates in, or anywhere else. In addition, the Company must develop successful marketing, promotional and sales programs in order to sell its products. If the Company is not able to develop successful marketing, promotional and sales programs, then such failure will have a material adverse effect on the business, financial condition and operating results.

Development of New Products

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

The Dietary Supplement Industry is an Intensely Competitive Market

We cannot assure potential investors that consumers will continue to embrace using dietary supplement products derived from mushroom ingredients. Many factors must be considered when investing in this industry due to regulations set by agencies that regulate the industry. We face significant competition from others in this industry. The industry is highly fragmented with smaller companies offering products, to large multi-national corporations with integrated manufacturing operations, all of which may affect our entry into the market. Many companies may have greater financial resources than our Company and to the extent we compete directly with any given Company with greater financial resources, we may be at a disadvantage.

Regulations and oversight by Health Canada, the FDA, or other governmental authorities may adversely affect our business

Other risks within our industry are related to laws and regulations enforced by governmental authorities, such as Health Canada, the FDA, the FTC, the U.S. Department of Agriculture ("**USDA**"), Consumer Product Safety Commission ("**CPSC**"), the Environmental Protection Agency ("**EPA**") and various other federal, state and local authorities that regulate our operations. No assurances can be made that any ruling from a governmental authority, court or other entity will not ban the use of any product or ingredient, or our participation in the market.

Regulations and oversight by Health Canada and the FDA or other governmental authorities may adversely affect our business. We are subject to regulations or oversight implemented by Health Canada and other governmental authorities which may materially affect our ability to conduct business, including, but not limited to, limit the number or types of ingredients and products we are able to produce. Further, the oversight from Health Canada or other governmental authorities may increase the costs associated with our products and operating our Company and business, which would adversely affect our shareholders.

Compliance with Regulation in the United States

If the Company enters the U.S. market, the processing, formulation, safety, manufacturing, packaging, labeling, advertising and distribution of our products and the business activities of the Company would be subject to U.S. federal laws and regulation by one or more U.S. federal agencies, including the FDA, FTC, CPSC, EPA and other governmental authorities. The Company would also become regulated by various U.S. state and local laws and regulations as well as agencies of the states and local units of government in which our products may be sold. These laws and regulations may be significant barriers to enter the U.S. market and there are no assurances that the Company will be able to enter the U.S. market For instance, the FDA regulates, among other things, the composition, safety, manufacture, labeling and marketing of dietary ingredients and dietary supplements (including vitamins, minerals, herbs, and other dietary ingredients for human use). Dietary supplements and dietary ingredients that do not comply with FDA laws and regulations, such as the DSHEA, can be deemed adulterated or misbranded. Manufacturers and distributors

of dietary supplements and dietary ingredients are prohibited from marketing products that are adulterated or misbranded, and the FDA or other governmental entities may take enforcement action against any adulterated or misbranded dietary supplement on the market. The FDA and other U.S. governmental entities have broad enforcement powers. If an entity violates applicable regulatory requirements, the FDA and U.S. governmental authorities may bring enforcement actions, which could have a material adverse effect on business, prospects, financial condition, and results of operations.

The FDA may determine that a particular dietary supplement or ingredient presents an unacceptable health risk based on the required submission of serious adverse events or other information, or may determine that a particular claim or statement of nutritional value that we use to support the marketing of a dietary supplement is an impermissible drug claim, is not substantiated, or is an unauthorized version of a "health claim" which we are not allowed to make. Any of these actions could prevent marketing a particular dietary supplement product or making certain claims or statements with respect to products. The FDA could also require the recall, withdrawal or removal of a particular product from the market. Any recall, withdrawal or removal would result in additional costs, including lost revenues from any products required to be removed from the market, any of which could be material. Any product recalls, withdrawals or removals could also lead to an increased risk of litigation and liability, substantial costs, and reduced growth prospects.

The FDA has issued guidance governing the notification of new dietary ingredients ("**NDIs**"). The guidance, if fully implemented, could have a material impact on operations. FDA enforcement of the NDI guidance could require participants impacted by the NDIs to incur additional expenses, which could be significant, and negatively affect business, including, but not limited to, the prohibition on sale of new dietary ingredients or dietary supplements until the FDA determines that those ingredients or products comply with applicable laws and regulations.

The FTC exercises jurisdiction over the advertising of dietary supplements and has instituted numerous enforcement actions against dietary supplement companies for failure to have adequate substantiation for claims made in advertising or for the use of false or misleading advertising claims. Failure to comply with applicable regulations could result in substantial monetary penalties and could have a material adverse effect on our financial condition or results of operations.

Future Regulation in the United States

If the Company decides to enter the U.S. market, from time to time, U.S. federal, state or local legislative and governmental authorities may impose additional or more stringent laws or regulations that could apply to our Company, business and products, repeal laws or regulations that we consider favorable to us or impose more stringent interpretations of current laws or regulations. We are not able to predict the nature of such future laws, regulations, repeals or interpretations or to predict the effect that additional governmental regulation, when and if it occurs, would have on our business in the future. Those developments could prohibit the sale and marketing of ingredients and products or require reformulation of products to meet new standards, recalls or discontinuance of products (including products that we sell). Further, we may be subject to requirements for reformulation, labeling, additional record-keeping requirements, increased documentation of the properties of certain products, additional or different labeling, additional scientific substantiation, quality control requirements, adverse event reporting or other requirements. Any developments of this nature could increase our costs significantly and could have a material adverse effect on our business, financial condition and results of operations.

Unfavorable publicity or consumer perception of our products could have a material adverse effect on our reputation, which could result in decreased sales and significant fluctuations in our business, financial condition and results of operations

We may depend significantly on consumer perception regarding the safety and quality of our products. Consumer perception of products can be significantly influenced by adverse publicity in the form of published scientific research, media attention, social media, or other publicity, whether or not accurate, that associates consumption of our products or any other similar products with illness or other adverse effects, or questions the benefits of our or similar products or that claims that any such products are ineffective. A new product may initially be received favorably, resulting in high sales of that product, but that sales level may not be sustainable as consumer preferences change. Future scientific research or publicity could be unfavorable to our industry or any of our particular products and may not be consistent with earlier favorable research or publicity. Unfavorable research or publicity could have a material adverse effect on our ability to generate sales. Our dietary supplement products are not drug products and cannot be used to diagnose, treat, cure or prevent any disease, and we may be subject to legal and regulatory actions if our products were classified as drug or food products with respect to the marketing and sale of our products.

Product recalls, withdrawals or seizures, which could materially and adversely affect our business, financial condition and results of operations

We may be subject to product recalls, withdrawals or seizures if any of the products we sell is believed to cause injury or illness or if we are alleged to have violated governmental regulations in the manufacturing, labeling, promotion, sale or distribution of those products. A significant recall, withdrawal or seizure of any of the products we manufacture or sell may require significant management attention, would likely result in substantial and unexpected costs and may materially and adversely affect our business, financial condition or results of operations. Furthermore, a recall, withdrawal or seizure of any of our products may adversely affect consumer confidence in our brands and thus decrease consumer demand for our products. As is common in the dietary supplement industry, we rely on our contract manufacturers and suppliers to ensure that the products they manufacture and sell to us comply with all applicable regulatory and legislative requirements. In general, we seek representations and warranties, indemnification and/or insurance from our contract manufacturers and suppliers. However, even with adequate insurance and indemnification, any claims of non-compliance could significantly damage our reputation and consumer confidence in our products. In addition, the failure of those products to comply with applicable regulatory and legislative requirements could prevent us from marketing the products or require us to recall or remove such products from the market, which in certain cases could materially and adversely affect our business, financial condition and results of operations.

We are subject to environmental, health and safety laws and regulations, which could subject us to liabilities, increase our costs or restrict our operations in the future

Our operations are subject to a variety of environmental, health and safety laws and regulations in each of the jurisdictions in which we operate. These laws and regulations govern, among other things, air emissions, wastewater discharges, the handling and disposal of hazardous substances and wastes, soil and groundwater contamination and employee health and safety. We are also subject to laws and regulations governing the handling and disposal of noncompliant products and waste, the handling of regulated material that is included in our products and the disposal of products at the end of their useful life. These laws and regulations have increasingly become more stringent, and we may incur additional expenses to ensure compliance with existing or new requirements in the future. Any failure by us to comply with

environmental, health and safety requirements could result in the limitation or suspension of our operations. We also could incur monetary fines, civil or criminal sanctions, third-party claims or cleanup or other costs as a result of violations of or liabilities under such requirements. In addition, compliance with environmental, health and safety requirements could restrict our ability to expand our facilities or require us to acquire costly pollution control equipment or incur other significant expenses.

Commercialization and Marketing of Products

The Company is reliant on third-party consultants to assist in its investigating the process of developing and commercializing its mushroom products. No assurance can be given that the results of these investigations will determine that manufacturing and distribution of its products will be feasible or commercially viable. A failure to obtain satisfactory results on these investigations could have a material adverse effect on the Company's business and may adversely affect the Company's ability to begin earning revenue.

Dependence on Management and Key Personnel

The Company is dependent on certain members of its management and consultants. The loss of the services of one or more of them could adversely affect the Company. The Company's ability to maintain its competitive position is dependent upon its ability to attract and retain highly qualified managerial, specialized technical, manufacturing, sales and marketing personnel. There can be no assurance that the Company will be able to continue to recruit and retain such personnel. The inability of the Company to recruit and retain such personnel would adversely affect the Company's operations and product development.

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 product 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.

Conflicts of Interest

Certain directors and officers of the Company are or may become associated with other companies in the same or related industries, which may give rise to conflicts of interest. Directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and the officers are required to act honestly and in good faith with a view to the best interests of the Company. The directors and officers of the Company have either other full-time employment or other business or time restrictions placed on them and accordingly, the Company will not be the only business enterprise of these directors and officers.

Health and Safety

Health and safety issues related to our products may arise that could lead to litigation or other action against the Company or to regulation of certain of its product components. The Company may be required to modify its recipes or packaging and may not be able to do so. It may also be required to pay damages that may

reduce its profitability and adversely affect its financial condition. Even if these concerns prove to be baseless, the resulting negative publicity could affect the Company's ability to market certain of its products and, in turn, could harm its business and results from operations.

Product Recall

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

Product Liability Claims

The Company may be required to pay for losses or injuries purportedly or actually caused by its products. As the Company does not yet have any products, it has not been subject to any product liability claims; however, it may be subject to such claims in the future. In the event that the Company's products are found to cause any injury or damage, the Company will be subject to substantial liability. This liability may exceed the funds available to the Company.

Company reputation can result in the failure of its business

In certain circumstances, the Company's reputation could be damaged. Damage to the Company's reputation can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. The increased usage of social media and other web-based tools used to generate, publish and discuss user-generated content and to connect with other users has made it increasingly easier for individuals and groups to communicate and share opinions and views regarding the Company and its activities, whether true or not. Although the Company believes that it operates in a manner that is respectful to all stakeholders and that it takes care in protecting its image and reputation, the Company does not ultimately have direct control over how it is perceived by others. Reputation loss may result in decreased investor confidence, increased challenges in developing and maintaining community relations and an impediment to the Company's overall ability to advance its projects, thereby having a material adverse impact on financial performance, financial condition, cash flows and growth prospects.

Marketing and distribution capabilities

In order to commercialize its products, the Company must either acquire or develop an internal marketing and sales force with technical expertise and with supporting distribution capabilities or arrange for third parties to perform these services. In order to market any of its products, the Company must either acquire or develop a sales and distribution infrastructure. The acquisition or development of a sales and distribution infrastructure would require substantial resources, which may divert the attention of its management and key personnel, and defer its product development and deployment efforts. To the extent that the Company enters into marketing and sales arrangements with other companies, its revenues will depend on the efforts of others. These efforts may not be successful. If the Company fails to develop substantial sales, marketing and distribution channels, or to enter into arrangements with third parties for those purposes, it will experience delays in product sales and incur increased costs.

Competition

The Company's industry is highly competitive and composed of many domestic and foreign companies. The Company has experienced and expects to continue to experience, substantial competition from numerous competitors whom it expects to continue to improve their products and technologies. Competitors may announce and introduce new products, services or enhancements that better meet the needs of end-users or changing industry standards, or achieve greater market acceptance due to pricing, sales channels or other factors. Competitors may be able to respond more quickly than the Company to changes in end-user requirements and devote greater resources to the enhancement, promotion and sale of their products.

Regulation

The Company's products are subject to numerous Canadian and U.S. federal, provincial, state and local legislation and measures relating to the manufacture of products for human consumption. There can be no assurance that the Company will not experience difficulties with its efforts to comply with applicable regulations as they change in the future or that its continued compliance efforts (or failure to comply with applicable requirements) will not have a material adverse effect on the Company's results of operations, business, prospects and financial condition.

Intellectual Property

The Company's ability to compete effectively will depend, in part, on its ability to maintain the proprietary nature of its brand and its product creation processes. The Company has adopted procedures to protect its intellectual property and maintain secrecy of its confidential business information and trade secrets. However, there can be no assurance that such procedures will afford complete protection of such intellectual property, confidential business information and trade secrets. There can be no assurance that the Company's competitors will not independently develop technologies that are substantially equivalent or superior to the Company's technology.

We have a trademark application in Canada for our key name Adaptogenics. The trademarking process can take up to 24 months or longer to complete and can be challenged during the process. At this time, we cannot state whether the trademarks we have applied for will be approved, refused, and/or ultimately registered, In addition, our trademark rights and related registrations may be challenged in the future and could be cancelled or narrowed.

Failure to protect our trademark rights could prevent us in the future from challenging third parties who use names and logos similar to our trademarks, which may in turn cause consumer confusion or negatively affect consumers' perception of our brand and products. In addition, if we do not keep our trade secrets confidential, others may produce products with our recipes or formulations. Moreover, there is a risk that our intellectual property rights were not properly obtained or are otherwise deficient which could give rise to litigation risk. Intellectual property disputes and proceedings may be protracted with no certainty of success, and an adverse outcome could subject us to liabilities, force us to cease use of certain trademarks or other intellectual property or force us to enter into licenses with others. Any one of these occurrences may have a material adverse effect on our business, results of operations and financial condition.

Currency Fluctuations

Fluctuations in the exchange rate between the United States dollar and the Canadian dollar may have a material effect on the Company's results of operations if the Company enters the U.S. market or is required to purchase raw materials that require payment in U.S. dollars or other currencies. To date, the Company has not engaged in exchange rate-hedging activities. To the extent that the Company may seek to implement hedging techniques in the future with respect to its foreign currency transactions, there can be no assurance that the Company will be successful in such hedging activities.

COVID-19 Outbreak

The outbreak of COVID-19 resulted in governments worldwide enacting emergency measures to combat the spread of the virus. Although many of these measures have been eliminated or reduced, the implementation of travel bans, quarantine periods, social distancing and testing requirements, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 pandemic and its longer term impacts are 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 in future periods. However, depending on the ongoing impacts of the pandemic, COVID-19 could continue interrupt the Company's operations; increase operating expenses; cause delayed performance of contractual obligations; cause delays in the Company's ability to purchase mushroom oil; cause packaging restrictions on shipping; cause delays relating to approval from Health Canada; impair the Company's ability to raise funds depending on COVID-19's effect on capital markets; adversely affect the Company's supply partners, contractors, customers and/or transportation carries; and cause changes in the Company's regulatory framework which may increase competition for the mushrooms and packaging used by the Company or affect the Company's ability to deliver its products to customers – each which could materially affect the business and financial condition of the Company.

In particular, the full extent of the effects of the COVID-19 pandemic is unknown. The continued spread of COVID-19 and the measures taken by the governments of countries affected could disrupt the Company's plan of distribution and use of available funds and the timelines, business objectives or disclosed milestones related thereto, and thus, adversely impact the Company's business, financial condition, results of operations and prospects. In addition, there can be no assurance that the Company will not lose members of its workforce such as its consultants or see its workforce man-hours reduced or incur increased medical costs as a result of these health risks. The Company will actively assess and respond where possible to the potential impact of the COVID-19 pandemic. It is difficult to predict how the COVID-19 pandemic may affect the Company's business in the future, including the effect it may have (positive or negative; long or short term) on the price of, and demand for, NHPs and other products. It is possible that the COVID-19 virus could have a material adverse effect on the Company's business, financial condition, results of operations and prospects as well as the market for its securities and/or its ability to obtain financing. The extent to which the COVID-19 pandemic impacts the Company's results will depend on future developments that are highly uncertain and cannot be predicted, including new information that may emerge concerning the severity of the virus, the duration of the outbreak and the actions to contain its impact.

Corporate

Limited Operating History

We have a very limited history of operations and are considered a start-up enterprise. We are subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. There is no assurance that we will be successful in achieving a return on our shareholders' investment and the likelihood of our success must be considered remote in light of our early stage of operations.

Negative Operating Cash Flow

Although we hope to become profitable, there is no guarantee that will happen, and we may never become profitable. We currently have a negative operating cash flow and may continue to have that for the foreseeable future. To date, we have not generated any revenues. As a result, our net losses from operations may worsen. Our ability to generate revenues and potential to become profitable will depend largely on our ability to manufacture and market our products. There can be no assurance that any such events will occur or that we will ever become profitable. Even if we do achieve profitability, we cannot predict the level of such profitability. If we sustain losses over an extended period of time, we may be unable to continue our business.

Additional Financing

The Company has no source of operating cash flow to fund all of its operational needs and may require additional financing to continue its operations. There can be no assurance that such financing will be available at all or on favourable terms. Failure to obtain such additional financing could result in delay or indefinite postponement of the Company's deployment of its products. Additional financing may dilute the ownership interest of the Company's shareholders at the time of the financing, and may dilute the value of their investment.

Uncertainty of Additional Capital

The Company anticipates expending substantial funds to carry out the development, introduction, distribution and manufacture of its products. The Company may require additional funds for these purposes through one or more public or private equity financings, by taking on debt financing, or from other sources. No assurance can be given that such additional funds will be available on acceptable terms or at all. If such funds are unavailable or are only available at a prohibitive cost, the Company may have to significantly curtail its product development program or seek funds through financing alternatives. Any additional equity financing may result in dilution to existing shareholders.

Going Concern

The Company currently does not generate any revenue (other than interest income on its cash balances) and accordingly it is primarily dependent upon equity and or debt financing for any additional funding required for product development and operating expenses. These conditions indicate the existence of a material uncertainty that may cast significant doubt on the ability of the Company to continue as a going concern if additional funding is not secured.

General risks associated with a business in the early stages of development

The Common Shares are considered highly speculative due to the nature of the Company's business, the early stage of its deployment, its current financial position and ongoing requirements for capital. An investment in Common Shares should only be considered by those persons who can afford a total loss of investment, and is not suited to those investors who may need to dispose of their investment in a timely fashion. Investors should consult with their own professional advisors to assess the legal, financial and other aspects of an investment in the Common Shares.

The Company's actual financial position and results of operations may differ materially from the expectations of the Company's management

The Company's actual financial position and results of operations may differ materially from management's expectations. The Company may experience some changes in its operating plans and certain delays in its plans. As a result, the Company's revenue, if any, net income and cash flow may differ materially from the Company's projected revenue, net income and cash flow. The process for estimating the Company's revenue, if any, net income and cash flow requires the use of judgment in determining the appropriate assumptions and estimates. These estimates and assumptions may be revised as additional information becomes available and as additional analyses are performed. In addition, the assumptions used in planning may not prove to be accurate, and other factors may affect the Company's financial condition or results of operations.

PROMOTERS

Hani Zabaneh, a director and officer of the Company, may be considered to be Promoter of the Company in that he took the initiative in organizing the business of the Company. Mr. Zabaneh is the registered and beneficial owner of 1,000,001 Common Shares of the Company, which is equal to 6.10% of the Common Shares issued and outstanding as at the date hereof on a fully-diluted basis.

Dave Heel, a director and officer of the Company, may be considered to be Promoter of the Company in that he took the initiative in organizing the business of the Company. Mr. Heel is the registered and beneficial owner of 1,000,000 Common Shares of the Company, which is equal to 6.10% of the Common Shares issued and outstanding as at the date hereof on a fully-diluted basis.

Daryl Ware-Lane, a director and officer of the Company, may be considered to be Promoter of the Company in that he took the initiative in organizing the business of the Company. Mr. Ware-Lane is the registered and beneficial owner of 1,000,000 Common Shares of the Company, which is equal to 6.10% of the Common Shares issued and outstanding as at the date hereof on a fully-diluted basis.

Other than as disclosed above, no person who was a Promoter of the Company:

1. received anything of value directly or indirectly from the Company;

2. sold or otherwise transferred any asset to the Company within the last 2 years;

3. is at of the date hereof, or was within 10 years before the date hereof, a director, CEO or CFO of any person or company that was the subject of a cease trade order or similar order or an order that

denied the relevant person or company access to any statutory exemptions for a period of more than 30 consecutive days while that person was acting in the capacity as director, CEO or CFO;

4. is at of the date hereof, or was within 10 years before the date hereof, a director, CEO or CFO of any person or company that was the subject of a cease trade order or similar order or an order that denied the relevant person or company access to any statutory exemptions for a period of more than 30 consecutive days that was issued after the person ceased to be a director, CEO or CFO and which resulted from an event that occurred while the person was acting in the capacity as director, CEO or CFO;

5. is at of the date hereof, or was within 10 years before the date hereof, a director or executive officer of any person or company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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 or receiver manager or trustee appointed to hold its assets;

6. has, within 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver-manager or trustee appointed to hold the assets of the person;

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

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

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

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

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

Regulatory Actions

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

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

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

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

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

From incorporation on April 1, 2021 to the date of this Prospectus, none of the following persons or companies has had any material interest, direct or indirect, in any transaction which has materially affected or is reasonably expected to materially affect the Company: (a) any director or executive officer of the Company; (b) any person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10% of any class or series of the Company's outstanding voting securities; and (c) any associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b).

AUDITORS, TRANSFER AGENTS AND REGISTRARS

The auditors of the Company are Crowe MacKay LLP, having an address at 1177 W Hastings St #1100, Vancouver, BC V6E 4T5. Such firm is independent of the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

The registrar and transfer agent of the Company is Odyssey Trust Company at its office at United Kingdom Building, 350 – 409 Granville Street, Vancouver BC V6C 1T2.

MATERIAL CONTRACTS

Except for the Manufacturing Agreement dated October 25, 2022 and described under the heading "*Description of the Business – Production*" and the Escrow Agreement dated November 23, 2022, there are no material contracts entered into by the Company from its incorporation to the date of this Prospectus.

EXPERTS

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

Crowe MacKay LLP, auditor of the Company, who prepared the independent auditor's report on the Company's financial statements included in and forming part of this Prospectus, has informed the Company that it is independent of the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

OTHER MATERIAL FACTS

There are no material facts about the Company that are not otherwise disclosed in this Prospectus.

FINANCIAL STATEMENTS

Audited financial statements of the Company for the period from incorporation on April 1, 2021 to the year ended March 31, 2022, and unaudited condensed interim financial statements for the six month interim period ended September 30, 2022 are included in this Prospectus as Schedule “A”, and the related management’s discussion and analysis on such financial statements is included as Schedule “B”.

SCHEDULE "A"
ADAPTOGENICS HEALTH CORP.
FINANCIAL STATEMENTS

ADAPTOGENICS HEALTH CORP.

FINANCIAL STATEMENTS

FROM THE INCORPORATION DATE OF APRIL 1, 2021 TO MARCH 31, 2022

(Expressed in Canadian Dollars)

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Independent Auditor's Report

To the Board of Directors of Adaptogenics Health Corp.

Opinion

We have audited the financial statements of Adaptogenics Health Corp. (the "Company"), which comprise the statement of financial position as at March 31, 2022 and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2022, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements which describes the material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

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

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

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

"Crowe MacKay LLP"

Chartered Professional Accountants
Vancouver, Canada
December 12, 2022

ADAPTOGENICS HEALTH CORP.
STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

	As at March 31, 2022
ASSETS	
Current	
Cash	$ 533,515
Amounts receivable	4,290
Prepaid expenses	39,690
Total current assets	577,495
Total assets	$ 577,495
LIABILITIES AND SHAREHOLDERS' EQUITY	
Current	
Accounts payable and accrued liabilities	$ 38,337
Due to related parties (Note 9)	9,975
Total current liabilities	48,312
Total liabilities	48,312
Shareholders' equity	
Share capital (Note 5)	669,886
Deficit	(140,703)
Total shareholders' equity	529,183
Total liabilities and shareholders' equity	$ 577,495

Nature of operations and going concern (Note 1)
Basis of presentation (Note 2)
Subsequent events (Note 11)

"Daryl Ware-Lane" Director *"Hani Zabaneh"* Director

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

ADAPTOGENICS HEALTH CORP.
STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
FOR THE PERIOD FROM APRIL 1, 2021 TO MARCH 31, 2022

	April 1, 2021 to March 31, 2022
EXPENSES	
Advertising and promotions	$ 23,845
Consulting fees	24,674
General and administration	1,365
Management fees (Note 9)	57,100
Professional fees	33,719
Total expenses	140,703
Net loss and comprehensive loss for the period	$ (140,703)
Net loss per common share, basic and diluted	$ (0.03)
Weighted average number of common shares outstanding, basic and diluted	5,622,007

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

ADAPTOGENICS HEALTH CORP.
STATEMENT OF CASH FLOWS
(Expressed in Canadian Dollars)
FOR THE PERIOD FROM APRIL 1, 2021 TO MARCH 31, 2022

	April 1, 2021 to March 31, 2022
CASH FLOWS FROM OPERATING ACTIVITIES	
Net loss for the period	$ (140,703)
Changes in non-cash working capital items:	
Amounts receivable	(4,290)
Prepaid expenses	(39,690)
Accounts payables and accrued liabilities	38,337
Due to related parties	9,975
Net cash used in operating activities	(136,371)
CASH FLOWS FROM FINANCING ACTIVITIES	
Proceeds from issuance of shares	669,886
Change in cash for the period	533,515
Cash, beginning of the period	-
Cash, end of the period	$ 533,515
Cash paid during the period for interest	$ -
Cash paid during the period for income taxes	$ -

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

ADAPTOGENICS HEALTH CORP.
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)
FOR THE PERIOD FROM APRIL 1, 2021 TO MARCH 31, 2022

	Share Capital				
	Shares	Amount	Reserves	Deficit	Total Shareholders' Equity
Balance, April 1, 2021	**-**	**$ -**	**$ -**	**$ -**	**$ -**
Common shares issed for cash	16,397,701	669,886	-	-	669,886
Net loss and comprehensive loss for the period	-	-	-	(140,703)	(140,703)
Balance, March 31, 2022	**16,397,701**	**$ 669,886**	**$ -**	**$ (140,703)**	**$ 529,183**

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Adaptogenics Health Corp. (the "Company") is a private company incorporated under the Business Corporations Act of British Columbia. The Company was incorporated on April 1, 2021 with its head office located at 1100 – 1111 Melville Street, Vancouver, British Columbia V6E 3V6 and its registered and records office located at Suite 1008 – 550 Burrard Street, Vancouver, BC V6C 2B5.

These financial statements have been prepared on a going concern basis, which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company had no foreseeable sources of revenue and had incurred a net loss of $140,703 for the period April 1, 2021 to March 31, 2022. These conditions cast significant doubt on the Company's ability to continue as a going concern.

The Company is a Canadian-based nutraceutical company focused on the formulation and distribution of functional mushroom products and nutritional supplement alternatives. The Company is in the process of developing product formulations combining functional mushrooms and adaptogenic herbs which are aimed to support holistic health. The Company is committed to growing a presence in North America through a multifaceted distribution strategy to advance a mission of improving and empowering human health and wellness.

As at March 31, 2022, the Company had not yet generated any revenues from its business operations. The success of the Company will be dependent upon the realization of revenues from its business operations, the ability of the Company to obtain the necessary financing to complete and expand its business operations and the ability of the Company to maintain supply chain issues as demand for its product line increases. The outcome of these matters cannot be predicted at this time.

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events, including, the outbreaks of the coronavirus (COVID-19) pandemic, relations between NATO and Russian Federation regarding the situation in Ukraine, and potential economic global challenges such as the risk of the higher inflation and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

The current market conditions and volatility increases the uncertainty of the Company's ability to continue as a going concern given the need to both curtail expenditures and to raise additional funds. The Company is experiencing, and has experienced, negative operating cash flows. The Company will continue to search for new or alternate sources of financing but anticipates that the current market conditions may impact the ability to source such funds. These material uncertainties may cast significant doubt about the Company's ability to continue as a going concern.

There can be no assurance that the Company will be able to continue to raise funds in which case the Company may be unable to meet its obligations. Should the Company be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the Company's statement of financial position.

2. BASIS OF PRESENTATION

a) Statement of compliance and basis of measurement

These financial statements, including any comparatives have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). These financial statements have been prepared on a historical cost basis, except for financial instruments classified as and measured as at their fair value.

In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information.

These financial statements of the Company for the period ended March 31, 2022 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on December 12, 2022.

b) Functional currency and presentation currency

The Company's functional and presentation currency is the Canadian dollar.

3. SIGNIFICANT ACCOUNTING POLICIES

a) Cash

Cash includes cash on hand and deposits held with financial institutions.

b) Financial instruments

Financial assets
The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The determination of the classification of financial assets is made at initial recognition. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL; for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI.

The Company's accounting policy for each of the categories is as follows:

Financial assets at FVTPL: Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed as incurred. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets held at FVTPL are recognized in profit or loss.

Financial assets at FVTOCI: Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income (loss).

Financial assets at amortized cost: A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

3. SIGNIFICANT ACCOUNTING POLICIES (continued):

b) Financial instruments (continued):

Impairment of financial assets at amortized cost: The Company assesses all information available, including on a forward-looking basis, the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as the reporting date, with the risk of default as at the date of initial recognition, based on all information available, and reasonable and supportive forward-looking information.

The following table shows the classification of the Company's financial assets and liabilities under IFRS:

Financial asset or liability	IFRS 9 Classification
Cash	FVTPL
Accounts payable and accrued liabilities	Amortized cost
Due to related parties	Amortized cost

c) Income taxes

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income (loss).

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect both accounting or taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the date of the statement of financial position.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting year, the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

3. SIGNIFICANT ACCOUNTING POLICIES (continued):

d) Share capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, warrants, and stock options are classified as equity instruments. Incremental costs directly attributable to the issue of new common shares, warrants or stock options are shown in equity as a deduction, net of tax, from the proceeds.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The fair value of the common shares issued in the private placements was determined to be the more easily measurable component, as determined by the closing quoted bid price on the issuance date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as reserves.

e) Loss per common share

Basic loss per share has been calculated using the weighted average number of common shares outstanding during the period.

Diluted loss per share has been calculated using the weighted average number of common shares that would have been outstanding during the respective period had all of the stock options and warrants outstanding at year-end having a dilutive effect been converted into shares at the beginning of the year and the proceeds used to repurchase the Company's common shares at the average market price for the year. If these computations prove to be anti-dilutive, diluted loss per share is the same as basic loss per share.

f) Share-based compensation

The stock option plan allows Company employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as a share-based compensation expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. Consideration paid on the exercise of stock options is credited to share capital and the fair value of the options is reclassified from reserves to share capital.

The fair value is measured at grant date and each tranche is recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the number of stock options that are expected to vest.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Share-based payments to non-employees are measured at the fair value of the goods or services received or if such fair value is not reliably measurable, at the fair value of the equity instruments issued.

3. SIGNIFICANT ACCOUNTING POLICIES (continued):

f) Share-based compensation (continued):

Where a grant of options is cancelled and settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest, except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense. The amounts recorded in reserves for unexercised share options remain in share-based payments reserve upon their expiry or cancellation.

j) Impairment of non-financial assets

Impairment tests on intangible assets with indefinite useful economic lives are undertaken annually at every reporting period. Other non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable and at least annually. Where the carrying value of an asset exceeds its recoverable amount, which is the higher of value in use and fair value less costs to sell, the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit, which is the lowest group of assets in which the asset belongs for which there are separately identifiable cash inflows that are largely independent of the cash inflows from other assets. The Company has one cash-generating unit for which impairment testing is performed.

An impairment loss is charged to profit or loss, except to the extent they reverse gains previously recognized in accumulated other comprehensive income or loss.

k) New standards, interpretations and amendments not yet adopted

As at March 31, 2022, the IASB and IFRIC had issued the following new and revised standards, amendments and interpretations which are not yet effective during the reporting period:

- IAS 1, '*Presentation of Financial Statement*s' was amended in January 2020 to address inconsistences with how entities apply the standard over classification of current and non-current liabilities. The amendment addresses whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current or non-current. This amendment is effective for annual years beginning on or after January 1, 2023.

The Company has not early adopted these standards, amendments and interpretations and anticipates that the application of these standards, amendments and interpretations will not have a material impact on the financial position and financial performance of the Company.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Company makes estimates and judgments about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Information about critical estimates and judgments in applying accounting policies that have the most significant risk of causing material adjustment to the financial statements are discussed below.

Critical judgments

Critical accounting judgments that management has made in the process of applying accounting policies and that have the most significant effect on the amounts recognized in the financial statements include, but are not limited to, the going concern assumption.

Key sources of estimation uncertainty

There are no significant estimates.

5. SHARE CAPITAL

Authorized capital stock: unlimited number of common shares without par value.

During the year ended March 31, 2022, the Company issued the following common shares:

- On April 1, 2021, the Company issued 1 common share pursuant to the inception of the Company for nominal value of $1.
- On July 31, 2021, the Company issued 5,000,000 common shares at $0.02 per share for gross proceeds of $100,000.
- On January 18, 2022, the Company issued an aggregate of 11,397,700 common shares at $0.05 per share for gross proceeds of $569,885.

6. SHARE-BASED PAYMENTS

Stock Options:

On January 18, 2022, the Company adopted a stock option plan in accordance with the rules and policies of the Canadian Securities Exchange. The terms of any award are determined by the Board, provided that no options may be granted with an exercise price lower than the greater of the closing market price of the Common Shares on (a) the trading day prior to the date of the grant of the stock options, and (b) the date of grant of the stock options, and the term may not exceed 10 years. The aggregate number of securities available for issuance under the plan may not exceed 10% of the number of common shares of the Company issued and outstanding from time to time.

As at March 31, 2022, there were no options granted and exercisable.

7. FINANCIAL INSTRUMENTS AND RISK FACTORS

The Company determines the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

The Company's cash is measured at fair value, under the fair value hierarchy based on level 1 quoted prices in active markets for identical assets or liabilities.

The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's accounts payable and accrued liabilities and due to related parties approximate their carrying value, which is the amount recorded on the statement of financial position, due to their short term nature.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk. The Company manages credit risk in respect to cash by depositing its funds in a major Canadian financial institution. Amounts receivable consists of input tax credits receivable from the Government of Canada and are not subject to significant credit risk.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2022, the Company had a cash balance of $533,515 to settle current liabilities of $48,312. The Company expects to fund future liabilities through the issuance of capital stock. See Note 1 for discussion of going concern risk.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity and equity prices.

a) Interest rate risk

The Company has cash balances which are not at a significant risk to fluctuating interest rates. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions.

As at March 31, 2022, the Company did not have any investments in investment-grade short-term deposit certificates.

8. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, and development of its business interests. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The Company is largely dependent upon external financings to fund activities. In order to fund new business opportunities and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new business opportunities and seek to acquire new business assets if it determines there are sufficient business opportunities or economic potential and if it has adequate financial resources to do so (see Note 1).

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the period ended March 31, 2022. The Company is not subject to externally imposed capital requirements.

9. RELATED PARTY TRANSACTIONS

Related parties and related party transactions impacting the accompanying financial statements are summarized below and include transactions with the following individuals or entities:

Key management personnel:

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

Remuneration attributed to key management personnel can be summarized as follows:

	Period ended March 31, 2022
Short-term benefits*	$ 25,500

*includes base salaries pursuant to contractual employment or consultancy arrangements. These have been recorded in management fees.

As at March 31, 2022, the Company had $9,975 due to related parties. The amount is unsecured, non-interest bearing, and has no specific terms of repayment.

10. INCOME TAX

		2022
Net loss for the period	$	(140,703)
Expected income tax (recovery) – 27%	$	(37,990)
Permanent difference		97
Change in unrecognized temporary difference and other		37,893
Total income tax expense (recovery)	$	-

11. SUBSEQUENT EVENTS

The Company filed a non-offering prospectus (the "Prospectus") with the British Columbia Securities Commission (the "BCSC") to comply with Policy 2 – *Qualifications for Listing* of the Canadian Securities Exchange (the "CSE") in order for the Company to meet one of the eligibility requirements for the listing of the Company's common shares on the CSE by becoming a reporting issuer pursuant to applicable securities legislation in the Province of British Columbia. Upon receiving the final receipt of the Prospectus by the BCSC, the Company will become a reporting issuer in British Columbia.

SCHEDULE "B"
ADAPTOGENICS HEALTH CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS

INTRODUCTION

This Management's Discussion and Analysis ("MD&A") of Adaptogenics Health Corp.'s (the "Company") performance, financial condition, and future prospects has been prepared as of December 12, 2022. This MD&A is prepared in accordance with section 2.2.1 of National Instrument 51-102, *Continuous Disclosure Obligations* ("NI 51-102"), which contemplates venture issuers providing quarterly highlights reporting by way of a brief narrative update about the business activities, financial condition, financial performance and cash flow of the Company. This MD&A should be read in conjunction with the Company's unaudited financial statements for the three-month period ended June 30, 2022. They should also be read in conjunction with the Company's audited financial statements and the notes thereto for the fiscal year ended March 31, 2022 which have been prepared using International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars.

DESCRIPTION AND OVERVIEW OF BUSINESS

Adaptogenics Health Corp. is a private company incorporated under the Business Corporations Act of British Columbia. The Company was incorporated on April 1, 2021 with its registered and records office located at Bentall 5, Suite 1008 – 550 Burrard Street, Vancouver, BC.

As at June 30, 2022, the Company had not yet achieved profitable operations, has accumulated losses of $195,442 since inception, and expects to incur further losses in the development of the business. These factors indicate a material uncertainty that may cast substantial doubt on the Company's ability to continue as a going concern. The Company's continuation as a going concern is primarily dependent upon its ability to raise financing from equity markets or borrowings and upon successful results from its business initiatives and activities. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future. Accordingly, these condensed interim financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern. If the going concern assumption was not used, then the adjustments required to report the Company's assets and liabilities on a liquidation basis could be material to these condensed interim financial statements.

The Company is a Canadian-based nutraceutical Company focused on the formulation and distribution of functional mushroom products and nutritional supplement alternatives. The Company's internal product development team creates product formulations combining functional mushrooms and their adaptogens which are aimed to support holistic health. The Company is committed to growing its presence in Canada and the United States through a multifaceted distribution strategy to advance our mission of improving and empowering human health and wellness.

Adaptogens are substances that produce resistance to stress in both animals and humans and are commonly found in plants and fungi. Scientifically, adaptogens were first documented in the 1950s and since then much work has gone into studying the effects on humans with respect to stress reduction, resistance to mental fatigue and improved attention capabilities. Consumer research shows that consumers are looking for alternatives to help strengthen and boost immune systems and they are turning to functional foods and holistic health solutions to support those goals. In recent years, the concept of adaptogens has witnessed significant growth and awareness by health and wellness consumers.

The Company is actively seeking to have its common shares trading on the Canadian Securities Exchange ("CSE") through a non-offering prospectus. The Company anticipates it will be listed on the CSE towards the end of the year. Listing the Company's shares on a recognized stock exchange will allow it the possibility to access additional capital further develop the business.

SELECTED ANNUAL INFORMATION

The following table sets forth selected financial information for the Company for the financial years ended March 31, 2022. As the Company was incorporated on April 1, 2021 prior year comparatives are not available. The information below was derived from the Company's audited financial statements and should be read in conjunction with those financial statements and the notes thereto.

	March 31, 2022
Total revenues	$ Nil
Loss for the year	(140,703)
Loss per share[(1)]	(0.03)
Total assets	577,495
Total liabilities	48,312
Total non-current liabilities	-
Working capital	$ 529,183

(1) Per share amounts are calculated using the weighted average number of shares outstanding. Fully diluted loss per share amounts have not been calculated, as they would be anti-dilutive.

RESULTS OF OPERATIONS

Loss for the year

The Company reported a net loss and comprehensive loss of $140,703 for the fiscal year ended March 31, 2022.

The Company advertising and promotional fees totalling $23,845. These costs were generally associated with package development, product branding and website development.

For the year ended March 31, 2022, the Company incurred $24,674 in consulting fees. These costs were generally attributed to business and product development.

For the year ended March 31, 2022, the Company incurred $57,100 in management. These fees were paid to the directors for their services provided to the Company.

Professional fees were $33,719 for the periods ended March 31, 2022. These costs can be attributed to legal, accounting and audit fees associated with the Company's listing application process during the year.

Total assets

Total assets of the Company were $577,495 as at March 31, 2022. The Company's assets are predominantly cash from the issuance of 16,397,701 common shares for gross proceeds of $669,886.

Total liabilities

As at March 31, 2022, the current liabilities of the Company were $48,312. These liabilities are a result of the general day-to-day activities of managing a business.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes information derived from the Company's financial statements for each of the seven most recently completed quarters:

Quarter Ended	Revenues	Net loss	Net loss per share [1]
March 31, 2022	$nil	$ (53,642)	$(0.00)
December 31, 2021	$nil	$ (23,252)	$(0.00)
September 30, 2021	$nil	$ (38,107)	$(0.01)
June 30, 2021[2]	$nil	$ (25,702)	$(25,702.00)

[1] Fully diluted loss per share amounts are not shown as they would be anti-dilutive.

[2] Company was incorporated on April 1, 2021.

It is the nature of many junior companies that there are no sales or revenue. There can be significant variances in the Company's reported loss from quarter-to-quarter arising from factors that are difficult to anticipate in advance or to predict from past results.

LIQUIDITY AND CAPITAL RESOURCES

The Company has not generated any cash flow from operations. The Company's financial success relies on management's ability to develop and market its product and, for the Company to obtain a listing on the CSE. Future cash flows from operations will be dependent on maximizing the potential of these opportunities.

In order to finance the acquisition of assets or a business and to fund corporate overhead, the Company will be dependent on investor sentiment remaining positive towards the start-up companies, and towards Adaptogenics Health Corp. in particular, so that funds can be raised through the sale of the Company's securities. Many factors have an influence on investor sentiment, including a positive climate from investors to support start-up companies, a company's track record and the experience and calibre of a company's management. There is no certainty that equity funding will be available at the times and in the amounts required to fund the Company's activities. Note 1 of the Company's 2022 audited financial statements further discusses the going concern issue. The financial statements do not include any adjustments that might result from these uncertainties.

The Company has not financed its activities through loan financings. It is anticipated that as general sentiment towards start-up remain positive, the Company can raise the necessary capital to secure and finance the acquisition of assets or a business.

Debt financing has not been used to finance general operating expenses. There are no other sources of financing that have been arranged by the Company.

The Company had working capital of $529,183 as at March 31, 2022.

The Company has no commitments for capital expenditures.

Cash and Financial Conditions

The Company had a cash balance of $533,515 as at March 31, 2022. The Company's cash position is a result of the Company issuing 16,397,701 common shares for gross proceeds of $669,886.

The Company does not have any unused lines of credit or other arrangements in place to borrow funds and has no off-balance sheet arrangements.

The Company does not use hedges or other financial derivatives.

Financing Activities

During the year-ended March 31, 2022, the Company issued 16,397,701 common shares for gross proceeds of $669,886.

Investing Activities

During the year ended March 31, 2022, the Company had no investing activities.

SECURITIES OUTSTANDING

As at March 31, 2022 and the date of this MD&A, the Company had 16,397,701 common shares issued and outstanding.

As at March 31, 2022 and the date of this MD&A, the Company had no warrants issued and outstanding.

As at March 31, 2022 and the date of this MD&A, the Company had no stock options issued and outstanding.

OUTLOOK

It is anticipated that in the continued and foreseeable future, the Company will rely on the equity markets to meet its financing needs. Should cash flow build through its business operations, the Company will be in a position to finance other initiatives from cash flow.

Without continued external funding to pursue and finance any business opportunities, there is substantial doubt as to the Company's ability to operate as a going concern. Although the Company has been successful in raising funds to date, there can be no assurance that additional funding will be available in the future. The financial statements do not reflect the adjustments to the carrying values of assets and liabilities that would be necessary if the Company were unable to achieve successful business results or obtain adequate financing. Management and the Board of Directors continuously review and examine business proposals for the Company and conduct their due diligence in respect of the same.

OFF-BALANCE SHEET ARRANGEMENTS

As at March 31, 2022 and the date of this report, the Company had no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

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.

The following is a summary of the related party transactions that occurred during the periods ended March 31, 2022.

The Company has determined that key management personnel consist of its Directors, the CEO and the CFO.

	March 31, 2022
Short-term benefits	$ 25,500
Total	$ 25,500

As at March 31, 2022, $9,975 was owing to related parties. The amount is unsecured, non-interest bearing and has no specific terms of repayment.

FOURTH QUARTER RESULTS

For the three month period ended March 31, 2022, the Company realized a net loss of $53,642.

The loss for the period can be attributed to additional management fees totaling $31,500 associated with the development of the business and the continued services of management.

The Company incurred $19,505 in professional fees. This amount included $9,505 for legal fees, and $10,000 for audit fees. These services were incurred in preparation of the Company seeking a listing on the CSE.

PROPOSED TRANSACTIONS

There are no proposed transactions other than those previously discussed in this MD&A.

CRITICAL ACCOUNTING ESTIMATES

The Company makes estimates and judgments about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the year of the change, if the change affects that year only, or in the year of the change and future years, if the change affects both.

Information about critical estimates and judgments in applying accounting policies that have the most significant risk of causing material adjustment to the financial statements are discussed below.

Critical judgments

The preparation of the financial statements requires management to make judgments regarding the going concern of the Company as discussed in Note of the Company's March 31, 2022 audited financial statements.

Key sources of estimation uncertainty

There are no significant estimates.

New standards and interpretations not yet adopted

As at March 31, 2022, the IASB and IFRIC had issued the following new and revised standards, amendments and interpretations which are not yet effective during the reporting period:

- IAS 1, 'Presentation of Financial Statements' was amended in January 2020 to address inconsistences with how entities apply the standard over classification of current and non-current liabilities. The amendment addresses whether, in the statement of financial position, debt and other liabilities with an uncertain settlement date should be classified as current or non-current. This amendment is effective for annual years beginning on or after January 1, 2023.

The Company has not early adopted these standards, amendments and interpretations and anticipates that the application of these standards, amendments and interpretations will not have a material impact on the financial position and financial performance of the Company.

FINANCIAL INSTRUMENTS AND RISK FACTORS

The Company determines the fair value of financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's amounts receivable, accounts payable and accrued liabilities and due to related party approximate their carrying value, which is the amount recorded on the statement of financial position, due to their short term nature. The Company's cash is measured at fair value, under the fair value hierarchy based on level 1 quoted prices in active markets for identical assets or liabilities.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk. The Company manages credit risk in respect to cash by depositing its funds in a major Canadian financial institution. Amounts receivable consists of input tax credits receivable from the Government of Canada and are not subject to significant credit risk.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2022, the Company had a cash balance of $533,515 to settle current liabilities of $48,312. The Company expects to fund future expenditures through the issuance of capital stock. See Note 1 of the Company's March 31, 2022 audited financial statements for discussion of going concern risk.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity and equity prices.

a) Interest rate risk

The Company has cash balances which are not at a significant risk to fluctuating interest rates. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is

satisfied with the credit ratings of its banks. As at March 31, 2022, the Company did not have any investments in short-term cashable deposit certificates.

FORWARD-LOOKING STATEMENTS

Certain information set forth in this document includes forward-looking statements. By their nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond the Company's control, including but not limited to: general economic and business conditions; cash flow projections; currency fluctuations; risks relating to our ability to obtain adequate financing for future activities; risks related to government regulations, including environmental regulations and other general market and industry conditions as well as those factors discussed in each management discussion and analysis, available on SEDAR at www.sedar.com.

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. The Company's actual results, programs and financial position could differ materially from those expressed in or implied by these forward-looking statements and accordingly, no assurance can be given that the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits the Company will derive from them. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and as such, undue reliance should not be placed on forward-looking statements.

The Company believes that the expectations reflected in these forward looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and as such forward looking statements contained into this report should not be relied upon. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward looking statements contained in this report. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to assumptions about general business and economic conditions, the availability of financing for the Company, the ability to attract and retain skilled staff and the ability to identify and secure a quality asset or a business with a view of completing a transaction subject to receipt of shareholder approval and acceptance by regulatory authorities.

ADDITIONAL SOURCES OF INFORMATION

Additional information relating to Adaptogenics Health Corp. can be found on the Company's website at www.adaptogenicshealth.com or on the SEDAR website at www.sedar.com.

ADAPTOGENICS HEALTH CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS

INTERIM MD&A – QUARTERLY HIGHLIGHTS

FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2022

INTRODUCTION

This Management's Discussion and Analysis ("MD&A") of Adaptogenics Health Corp.'s (the "Company") performance, financial condition, and future prospects has been prepared as of December 12, 2022. This MD&A is prepared in accordance with section 2.2.1 of National Instrument 51-102, *Continuous Disclosure Obligations* ("NI 51-102"), which contemplates venture issuers providing quarterly highlights reporting by way of a brief narrative update about the business activities, financial condition, financial performance and cash flow of the Company. This MD&A should be read in conjunction with the Company's unaudited financial statements for the six-month period ended September 30, 2022. They should also be read in conjunction with the Company's audited financial statements and the notes thereto for the fiscal year ended March 31, 2022 which have been prepared using International Financial Reporting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars.

DESCRIPTION AND OVERVIEW OF BUSINESS

Adaptogenics Health Corp. is a private company incorporated under the Business Corporations Act of British Columbia. The Company was incorporated on April 1, 2021 with its registered and records office located at Bentall 5, Suite 1008 – 550 Burrard Street, Vancouver, BC.

As at June 30, 2022, the Company had not yet achieved profitable operations, has accumulated losses of $263,705 since inception, and expects to incur further losses in the development of the business. These factors indicate a material uncertainty that may cast substantial doubt on the Company's ability to continue as a going concern. The Company's continuation as a going concern is primarily dependent upon its ability to raise financing from equity markets or borrowings and upon successful results from its business initiatives and activities. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future. Accordingly, these condensed interim financial statements do not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern. If the going concern assumption was not used, then the adjustments required to report the Company's assets and liabilities on a liquidation basis could be material to these condensed interim financial statements.

The Company is a Canadian-based nutraceutical Company focused on the formulation and distribution of functional mushroom products and nutritional supplement alternatives. The Company's internal product development team creates product formulations combining functional mushrooms and their adaptogens which are aimed to support holistic health. The Company is committed to growing its presence in Canada and the United States through a multifaceted distribution strategy to advance our mission of improving and empowering human health and wellness.

Adaptogens are substances that produce resistance to stress in both animals and humans and are commonly found in plants and fungi. Scientifically, adaptogens were first documented in the 1950s and since then much work has gone into studying the effects on humans with respect to stress reduction, resistance to mental fatigue and improved attention capabilities. Consumer research shows that consumers are looking for alternatives to help strengthen and boost immune systems and they are turning to functional foods and holistic health solutions to support those goals. In recent years, the concept of adaptogens has witnessed significant growth and awareness by health and wellness consumers.

The Company is actively seeking to have its common shares trading on the Canadian Securities Exchange ("CSE") through a non-offering prospectus. The Company anticipates it will be listed on the CSE towards the end of the year. Listing the Company's shares on a recognized stock exchange will allow the Company the possibility to access additional capital to further develop the business.

SUMMARY OF FINANCIAL RESULTS OF OPERATIONS – QUARTER ENDED SEPTEMBER 30, 2022

1. The Company posted a loss of $68,263 for the three months ended September 30, 2022. The key components of this were management fees of $23,200 (2021 - $nil) and professional fees of $16,111 (2021 - $5,778) for legal and audit related work in relation to obtaining a CSE listing.

2. The following is a summary of the Company's results for the six most recently completed quarters (in Canadian dollars ($)):

	September 30, 2022	June 30, 2022	March 31, 2022	December 31, 2021	September 30, 2021	June 30, 2021
Revenue	$nil	$nil	$nil	$nil	$nil	$nil
Net Income (Loss)	(68,263)	(54,739)	(53,642)	(23,252)	(38,107)	(25,702)
Loss per share	0.00	0.00	0.00	0.00	0.01	0.00
Cash and cash equivalents	407,282	488,383	533,515	455,548	44,918	60,000
Total assets	439,959	509,197	577,495	455,705	44,919	60,001
Total liabilities	33,778	34,753	48,312	14,479	8,727	25,702
Working capital	406,181	474,444	529,183	441,226	36,192	34,299

The only material variations are:

(i) the net losses for over the quarters have been consistent and have increased marginally as the Company executes its business objectives. The Company is actively developing its adaptogen product line and seeking a listing on the CSE. As a result, the Company will incur fees associated with the development of the business.

(ii) the increased cash in the quarter as at the end of December 31, 2021 was a result of the Company commencing a private placement on the issuance of 8,600,000 common shares for gross proceeds of $430,000.

2. As at September 30, 2022 the Company had a cash balance of $407,282 to settle current liabilities of $44,778. The Company expects to fund future expenditures through the issuance of capital stock.

3. There were no material changes in the Company's financial condition as compared to March 31, 2022. The Company has no operations that generate cash flows and the Company's future financial success depends on the development and marketing of its adaptogen product line, the continued services of management and obtaining a listing on the CSE.

4. There are no known trends, risks or demands affecting the Company except that (i) should the Company be unsuccessful in raising additional financing, the Company will likely be unable to carry on an active business. The Company is unable to determine, at this time, whether it will be successful in raising sufficient capital to further develop and market its adaptogen product and, and whether it will be successful on obtaining a listing on the CSE.

5. The major operating milestones affecting or pertaining to the Company are: (i) raise sufficient capital to settle its outstanding liabilities; and, (ii) the Company being successful in obtaining a listing on a recognized stock exchange. There is no assurance any of the above will occur.

6. There are no significant changes from disclosure previously made about how the Company was going to use proceeds from any financing.

RELATED PARTY TRANSACTIONS

Related parties and related party transactions impacting the accompanying financial statements are summarized below and include transactions with the following individuals or entities:

Key management personnel:

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

Remuneration attributed to key management personnel can be summarized as follows:

	Three-month period ended September 30,		Six-month period ended September 30,	
	2022	**2021**	**2022**	**2021**
Short-term benefits*	$ 23,200	$ -	$ 47,900	$ -

*includes base salaries pursuant to contractual employment or consultancy arrangements. These have been recorded in management fees.

- During the six-month period ended September 30, 2022, the Company paid management fees totaling $22,000 to Daryl Ware-Lane, a director and the CEO of the Company.

- During the six-month period ended September 30, 2022, the Company paid management fees totaling $13,500 to Blue Ocean Productions Ltd., a company controlled by a director and VP Sales of the Company.

- During the six-month period ended September 30, 2022, the Company paid management fees totaling $8,500 to Hani Zabaneh, a director of the Company.

- During the six-month period ended September 30, 2022, the Company paid management fees totaling $3,900 to MJJ Corporate Services Inc., a company controlled by the CFO of the Company.

As at September 30, 2022, the Company had $8,698 due to related parties. The amounts owing are unsecured, are non-interest bearing and are repayable upon demand.

DIRECTORS AND OFFICERS

As at the date of this MD&A, the directors and officers of the Company are as follows:

Daryl Ware-Lane	Director, President and CEO
Martin Bajic	Director
David Heel	Director and VP Sales
Pavandeep Mehat	Director
Hani Zabaneh	Director and COO
Ming Jang	CFO and Corporate Secretary

SCHEDULE “C”
AUDIT COMMITTEE CHARTER

AUDIT COMMITTEE CHARTER

The following Audit Committee Charter was adopted by the Audit Committee and the Board of Directors of Adaptogenics Health Corp. (the "**Company**")

Mandate

The primary function of the audit committee (the "**Committee**") is to assist the Company's Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of a minimum three directors as determined by the Board of Directors. If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 51-102), then all of the members of the Committee shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 51-102), then all members of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Audit Committee Charter, the definition of "financially literate" is 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 presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet a least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the CFO and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- review and update this Audit Committee Charter annually; and
- review the Company's financial statements, MD&A and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

- review annually, the performance of the external auditors who shall be ultimately accountable to the Company's Board of Directors and the Committee as representatives of the shareholders of the Company;
- obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1;
- review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;
- take, or recommend that the Company's full Board of Directors take appropriate action to oversee the independence of the external auditors, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- recommend to the Company's Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;
- recommend to the Company's Board of Directors the compensation to be paid to the external auditors;
- at each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
- review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;
- review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements; and
- review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
    - the aggregate amount of all such non-audit services provided to the Company

constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided,

- such services were not recognized by the Company at the time of the engagement to be non-audit services, and
- such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- in consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external;
- consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management;
- review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments;
- following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;
- review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- review certification process;
- establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

- review any related-party transactions;

- engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- to set and pay compensation for any independent counsel and other advisors employed by the Committee.

CERTIFICATE OF ADAPTOGENICS HEALTH CORP.

Dated: December 12, 2022

This prospectus constitutes full, true, and plain disclosure of all material facts relating to the securities previously issued by Adaptogenics Health Corp. as required by the securities legislation of British Columbia.

(signed) "Daryl Ware-Lane"
Daryl Ware-Lane
Chief Executive Officer

(signed) "Ming Jang"
Ming Jang
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) "Hani Zabaneh"
Hani Zabaneh
Director

(signed) "Martin Bajic"
Martin Bajic
Director

CERTIFICATE OF THE PROMOTERS

Dated: December 12, 2022

This prospectus constitutes full, true, and plain disclosure of all material facts relating to the securities previously issued by Adaptogenics Health Corp. as required by the securities legislation of British Columbia.

(signed) "Hani Zabaneh"
Hani Zabaneh
Promoter

(signed) "Daryl Ware-Lane"
Daryl Ware-Lane
Promoter

(signed) "Dave Heel"
Dave Heel
Promoter