



Commercially Reasonable Efforts Prospectus Offering of Units

June 1, 2021

A preliminary short form prospectus containing important information relating to the securities described in this document has been filed with the applicable Canadian securities regulatory authorities in each of the provinces of Canada other than Quebec. A copy of the preliminary short form prospectus, and any amendment, is required to be delivered to any investor that received this document and expressed an interest in acquiring the securities. The preliminary short form prospectus is still subject to completion. Copies of the preliminary short form prospectus may also be obtained from Leede Jones Gable Inc. at syndication@leedejonesgable.com.

There will not be any sale or any acceptance of an offer to buy the securities until a receipt for the (final) short form prospectus has been issued. This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the preliminary short form prospectus and any amendment, (final) short form prospectus and any amendment, for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

- ISSUER:** CanadaBis Capital Inc. (the **"Company"**).
- SIZE OF OFFERING:** Up to \$5,000,000, excluding the Over-Allotment Option (as defined below).
- UNITS:** Units (each a **"Unit"** and the offering of such Units, the **"Offering"**) of the Company will consist of one common share (each a **"Common Share"**) of the Company and one Common Share purchase warrant (a **"Warrant"**) of the Company. Each Warrant will entitle the holder thereof to purchase one Common Share at a price to be determined in the context of the market and exercisable at any time until 5:00 p.m. (Toronto time) on the date that is 36 months following the Closing Date (as defined below).
- ISSUE PRICE:** To be determined in the context of the market (the **"Issue Price"**).
- OVER-ALLOTMENT OPTION:** The Company has granted the Agents an option (the **"Over-Allotment Option"**), exercisable in part or in whole at the Agents' sole discretion, at any time beginning on the Closing Date until 30 days following the Closing Date, to sell that number of additional Units as is equal to 15% of the aggregate number of Units sold in the Offering for market stabilization purposes and to cover over-allotments, if any.
- CONCURRENT PRIVATE PLACEMENT AND SHARE SWAP:** In addition to the Offering, pursuant to a subscription agreement (the **"Subscription Agreement"**) dated June 1, 2021, Plant-Based Investment Corp. (**"PBIC"**), a company that trades on the Canadian Stock Exchange under the ticker 'PBIC' and which is principally involved in making investments in cannabis companies has agreed to purchase, on a prospectus-exempt basis, such number of Units (the **"Placement Units"**) at the same price as the Units for aggregate gross proceeds of \$1,000,000 (the **"Concurrent Private Placement"**). Each Placement Unit shall be comprised of one Common Share and one Warrant. Additionally, the Company expects to enter into a share swap agreement with PBIC to exchange \$1,000,000 of each others' common shares (the **"Share Swap"**). Closing of the Concurrent Private Placement and Share Swap are scheduled to occur concurrently with the closing of the Offering. The closing of the Concurrent Private Placement is conditional upon closing of the Offering, the execution of a share swap



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agreement in respect of the Share Swap, the execution of voting and resale agreements in respect of the voluntary lock-up periods described herein, the execution of the Observer Rights Agreement (as defined below) and the execution of a cannabis supply agreement pursuant to which PBIC will supply the Company with various cannabis products for distribution. The Company has also agreed to grant PBIC the right, pursuant to an agreement (the "**Observer Rights Agreement**"), to appoint a board observer who shall have the right to receive notice and attend all meetings of our board of directors but shall not have any voting rights. The Agent will be paid fees on the gross proceeds of the issuance of the Placement Units consistent with the cash fees and Broker Warrants being paid and issued to the Agent in connection with the Offering. No fees shall be payable in connection with the Share Swap.

PBIC VOLUNTARY LOCK-UP:

The Company and PBIC will each enter into voluntary lock-up agreements in respect of the Placement Units and the common shares of each company issuable pursuant to the Share Swap until December 31, 2022.

USE OF PROCEEDS:

The net proceeds from the Offering and the Concurrent Private Placement will be used to further outdoor cultivation development, the purchase of additional equipment and for general working capital purposes with a view to expand the Company's extraction and tolling business. Any additional proceeds received from the exercise of the Over-Allotment Option and exercise of any Warrants will be used for general working capital and administrative purposes.

FORM OF OFFERING:

Marketed commercially reasonable efforts by way of a short form prospectus.

SELLING JURISDICTIONS:

The Units will be offered: (i) in Canada by way of a short form prospectus to be filed in those provinces of Canada other than Quebec as the Agents may designate pursuant to National Instrument 44-101 – *Short Form Prospectus Distributions*, (ii) in the United States (as such terms are defined in Rule 144A under the United States *Securities Act of 1933*, as amended (the "**U.S. Securities Act**")) on a private placement basis pursuant to available exemptions from registration requirements of the U.S. Securities Act and applicable U.S. state securities laws, and (iii) in other offshore jurisdictions pursuant to available prospectus or registration exemptions in accordance with applicable laws.

LISTING:

The Common Shares trade on the TSX Venture Exchange ("**TSXV**") under the symbol "**CANB**". Prior to the Closing Date, the Company will obtain all necessary regulatory approvals for the Offering, including TSXV approval of the listing of the Common Shares and Warrants (including the Common Shares and Warrants comprising the Units, the Common Shares issuable upon the exercise of the Warrants, and Warrants and the Common Shares issuable pursuant to the exercise of the Compensation Warrants (as defined below)).

ELIGIBILITY:

Eligible for RRSP, RESP, RRIF, TFSA and DPSP Accounts.

LEAD AGENT:

Leede Jones Gable Inc. (the "**Lead Agent**").

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- AGENTS' FEE:** A cash fee equal to up to 7% of the aggregate gross proceeds of the Offering (the "**Cash Commission**") and an aggregate number of compensation warrants (each, a "**Compensation Warrant**") equal to up to 7% of the aggregate number of Units issued pursuant to the Offering. Each Compensation Warrant shall entitle the Agents to purchase one Unit at the Issue Price at any time on or before the date on which the Warrants issued under the Offering are set to expire.
- PRESIDENT'S LIST:** The Company shall provide a president's list of investors (the "**President's List**") that may subscribe for up to \$500,000 of the Offering. The compensation to the Agents on these subscriptions will be reduced to 3.0% Cash Commission and 3.0% Compensation Warrants.
- CLOSING DATE:** During the week of June 21, 2021, or such other date as the Lead Agent and the Company may agree upon (the "**Closing Date**").
- STANDSTILL:** The Company shall not issue, negotiate or enter into any agreement to sell or issue or announce the issue of, any equity securities of the Company, other than: (i) as contemplated herein; (ii) pursuant to the grant of options or other securities in the normal course pursuant to the Company's employee stock option plan or other equity compensation plan or issuance of securities pursuant to the exercise or conversion, as the case may be, of options or securities of the Company outstanding on the date hereof; or (iii) an issuance of options or securities in connection with a *bona fide* acquisition by the Company (other than a direct or indirect acquisition, whether by way of one or more transactions, of an entity all or substantially all of the assets of which are cash, marketable securities or financial in nature or an acquisition that is structured primarily to defeat the intent of this provision), for a period of 90 days following the Closing Date (the "**Expiry Date**"), without the prior written consent of Lead Agent, on behalf of the Agents, such consent not to be unreasonably withheld.