

MIND CURE HEALTH INC.

FORM 2A

LISTING STATEMENT

September 17, 2020

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*This Prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. **No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.***

*The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any state securities laws, and except pursuant to an exemption from registration under the U.S. Securities Act and applicable state securities laws, may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of, a U.S. Person (as that term is defined in Regulation S under the U.S. Securities Act). This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States.*

**PROSPECTUS
INITIAL PUBLIC OFFERING**

August 27, 2020



MIND CURE HEALTH INC.

**Minimum Public Offering: \$1,000,000/5,000,000 Common Shares
Maximum Public Offering: \$2,600,000/13,000,000 Common Shares**

Price: \$0.20 per Common Share

This prospectus (the “**Prospectus**”) is being filed by Mind Cure Health Inc. the “**Company**” or “**Mind Cure**”) to qualify the distribution of a minimum of 5,000,000 Common Shares (as defined herein) of the Company and a maximum 13,000,000 Common Shares (the “**Offered Shares**”) at a price of \$0.20 per Common Share (the “**Offering Price**”) for minimum gross proceeds of \$1,000,000 (the “**Minimum Offering**”) and maximum gross proceeds of \$2,600,000 (the “**Maximum Offering**”, and together with the Minimum Offering, the “**Offering**”) pursuant to the terms of an agency agreement (the “**Agency Agreement**”) dated August 27, 2020, between Haywood Securities Inc. (the “**Agent**”) and the Company. The Offering Price was determined by negotiation between the Company and the Agent in accordance with the applicable policies of the Canadian Securities Exchange (the “**CSE**” or the “**Exchange**”).

	Number of Shares⁽¹⁾	Price to the Public	Agent’s Fee⁽²⁾⁽³⁾	Net Proceeds to the Company⁽⁴⁾
Per Share	1	\$0.20	\$0.016	\$0.184
Minimum Offering	5,000,000	\$1,000,000	\$80,000	\$920,000
Maximum Offering	13,000,000	\$2,600,000	\$208,000	\$2,392,000

Notes:

- (1) The Company has granted the Agent an option (the “**Agent’s Over-Allotment Option**”) to allow the Agent to sell up to an additional 1,950,000 Common Shares above the Maximum Offering (collectively, the “**Additional Shares**”) at the Offering Price for additional gross proceeds of up to \$390,000. The Agent’s Over-Allotment Option is exercisable at the discretion of the Agent, in whole or in part, at any time up to 48 hours prior to the Closing Date. If the Agent’s Over-Allotment Option is fully exercised, the Offering Price to the Public will be \$2,990,000. This Prospectus qualifies the grant of the Agent’s Over-

Allotment Option and the issuance of any Additional Shares upon exercise thereof. A purchaser who acquires Common Shares forming part of the Agent's over-allotment position acquires those securities under this prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the over-allotment option or secondary market purchases.

- (2) Pursuant to the terms and conditions of the Agency Agreement, the Company has agreed to pay the Agent a cash fee (the "**Agent's Fee**") equal to 8% of the gross proceeds of the Offering (\$80,000 in the event of the Minimum Offering, \$208,000 in the event of the Maximum Offering and \$239,200 in the event the Agent exercises the entire Agent's Over-Allotment Option), plus a corporate finance fee of \$22,500 plus GST of \$1,125 (the "**Corporate Finance Fee**"). See "Plan of Distribution".
- (3) As additional consideration for the services rendered by the Agent in connection with the Offering, the Agent will be issued non-transferable share purchase warrants (the "**Agent's Options**") of the Company, entitling the Agent to purchase that number of Common Shares of the Company (the "**Agent's Option Shares**") equal to 8% of the Offered Shares and Additional Shares sold by the Company pursuant to the Offering (being 400,000 Agent's Option Shares in the event of the Minimum Offering, 1,040,000 Agent's Option Shares in the event of the Maximum Offering, and 1,196,000 Agent's Option Shares in the event the Agent exercises the entire Agent's Over-Allotment Option), at an exercise price of \$0.25 per Agent's Option Share at any time up to twenty-four (24) months from the Listing Date. This Prospectus qualifies the distribution of the Agent's Options. See "Plan of Distribution".
- (4) After deducting the Agent's Fee, before deducting expenses of the Offering, estimated to be \$80,000 in the event of the Minimum Offering, \$208,000 in the event of the Maximum Offering, and \$239,200 in the event the Agent exercises the entire Agent's Over-Allotment Option. See "Use of Proceeds".

The following table sets out the securities issuable to the Agent:

Agent's Position	Maximum Size or Number of Securities Available for the Maximum Offering	Exercise period or Acquisition Date	Exercise Price or Average Acquisition Price
Agent's Over-Allotment Option	1,950,000 Additional Shares	Up to 48 hours prior to the Closing Date	\$0.20 per Additional Share
Agent's Options	1,196,000 Agent's Option Shares ⁽¹⁾	Twenty-four (24) months following the Listing Date	\$0.25 per Agent's Option Share

Notes:

- (1) Assuming exercise in full of the Agent's Over-Allotment Option.

There is no market through which these securities may be sold and purchasers may not be able to resell the securities purchased under this Prospectus. This may affect the pricing of the these securities in the secondary market, the transparency and availability of trading prices, the liquidity of these securities, and the extent of issuer regulation.

Investment in the Offered Shares or the Additional Shares is highly speculative and involves significant risk due to various factors, including the nature and early stage of the Company's business. An investment in these securities should only be made by persons who can afford the total loss of their investment. See "Risk Factors".

Potential investors are advised to consult their own legal counsel and other professional advisers in order to assess income tax, legal, and other aspects of this investment.

As at the date of this Prospectus, Mind Cure 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).

The Company has applied to the CSE for conditional approval to list the Offered Shares. The Offered Shares are anticipated to trade under the symbol "MCUR", or such other symbol approved by the CSE. The CSE provided its

conditional approval of the Listing on August 25, 2020. The listing will be subject to the Company fulfilling all of the listing conditions of the CSE. See “Plan of Distribution”.

The Agent conditionally offers the Offered Shares for sale on a commercially reasonable efforts agency basis and subject to prior sale, if, as and when issued by the Company, in accordance with the conditions contained in the Agency Agreement referred to under “Plan of Distribution”.

This Offering is subject to the Minimum Offering being achieved. If subscriptions representing the Minimum Offering are not received within 90 days of the issuance of a receipt for the final prospectus, or if a receipt has been issued for an amendment to the final prospectus, within 90 days of the issuance of such receipt and in any event not later than 180 days from the date of receipt for the final prospectus, the Offering will cease. The Agent, pending closing of the Offering, will hold in trust all subscription funds received pursuant to the provisions of the Agency Agreement. If the Minimum Offering is not completed, the subscription proceeds received by the Agent in connection with the Offering will be returned to the subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See “Plan of Distribution”.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that the Common Shares sold under the Offering will be issued in electronic book entry form through CDS Clearing and Depository Services Inc. (“CDS”) or its nominee. Consequently, purchasers of Offered Shares will receive a customer confirmation from the registered dealer that is a CDS participant from or through which the Offered Shares were purchased and no certificate evidencing the Offered Shares will be issued. Registration will be made through the depository services of CDS. A purchaser of Offered Shares will receive only a customer confirmation from the registered dealer from or through which the Offered Shares were purchased as to the number of Offered Shares subscribed for. See “Plan of Distribution”.

Certain legal matters related to the Offering have been reviewed on behalf of the Company by Farris LLP of Vancouver, British Columbia, and on behalf of the Agent by Getz Prince Wells LLP of Vancouver, British Columbia.

The Company’s head office is located at 422 Richards Street, Suite 170, Vancouver, BC V6B 2Z4, and its registered office is located at 2500 – 700 West Georgia Street, Vancouver, BC, V7Y 1B3.

NO PERSON IS AUTHORIZED BY THE COMPANY OR THE AGENT TO PROVIDE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS IN CONNECTION WITH THE ISSUE AND SALE OF THE SECURITIES OFFERED PURSUANT TO THIS PROSPECTUS.

Agent for the Offering:

Haywood Securities Inc.

Waterfront Centre
700 – 200 Burrard Street
Vancouver, BC, V6C 3A6

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GLOSSARY OF GENERAL TERMS

“Additional Shares” means the up to 1,950,000 Common Shares the Agent has the option to sell pursuant to the Agent’s Over-Allotment Option, and each is an **“Additional Shares”**.

“Agency Agreement” means the Agency Agreement dated August 27, 2020 between the Agent and the Company.

“Agent” means Haywood Securities Inc.

“Agent’s Fee” means the commission payable on closing of the Offering to the Agent a cash fee in an amount equal to 8% of the gross proceeds from the Offering (\$80,000 in the event of the Minimum Offering, \$208,000 in the event of the Maximum Offering and \$239,200 in the event the Agent exercises all of the Agent’s Over-Allotment Option), plus a corporate finance fee of \$22,500 plus GST of \$1,125.

“Agent’s Options” means non-transferable share purchase warrants of the Company granted to the Agent, entitling the Agent to subscribe for that number of Common Shares equal to 8% of the shares to be issued by the Company pursuant to the Offering. Such options are exercisable into Common Shares at an exercise price of \$0.25 per Common Share, at any time up to twenty-four (24) months from the Listing Date, and each an **“Agent’s Option”**.

“Agent’s Option Shares” means the Common Shares issuable on exercise of the Agent’s Options.

“Agent’s Over-Allotment Option” means the option granted by the Company to the Agent allowing the agent to sell up to an additional 1,950,000 Additional Shares at the Offering Price for additional gross proceeds of up to \$390,000. The Agent’s Over-Allotment Option is exercisable at the discretion of the Agent, in whole or in part, at any time up to 48 hours prior to the Closing Date.

“Audit Committee” means an “audit committee” as that term is defined in NI 52-110.

“Audit Committee Charter” means the charter adopted on May 31, 2020 by the Board delineating the Audit Committee’s responsibilities, a copy of which is appended to this Prospectus as Schedule B.

“Board” means the board of directors of the Company.

“Canadian Health Product Authorizations” means the authorizations the Company is seeking from Health Canada under the Natural and Non-Prescription Health Products Directorate for its products.

“Canadian Natural Health Products” means “Natural Health Products” regulated by Health Canada under the Natural and Non-Prescription Health Products Directorate issued pursuant to the Natural Health Product Regulations and the *Food and Drugs Act* (Canada).

“Canadian Product Number” means an eight-digit Natural Product Number issued by Health Canada.

“CDSA” means the *Controlled Drugs and Substances Act* (Canada).

“CDS” means CDS Clearing and Depository Services Inc.

“CEO” means Chief Executive Officer.

“CFO” means Chief Financial Officer.

“cGMP” means the U.S. current good manufacturing practices regulation.

“Closing Date” means such date that the Company and the Agent mutually determine to close the Offering.

“Common Share” means a common share without par value in the capital of the Company.

“Company” means Mind Cure Health Inc., a company incorporated under the *British Columbia Business Corporations Act* (British Columbia) on March 6, 2020.

“Computershare” means Computershare Investor Services Inc.

“Corporate Finance Fee” means the corporate finance fee of \$22,500 plus GST of \$1,125 payable to the Agent under the Agency Agreement.

“CPSC” means the U.S. Consumer Product Safety Commission.

“DSHEA” means the U.S. *Dietary Supplement Health and Education Act of 1994*.

“EPA” means the U.S. Environmental Protection Agency.

“Escrow Agreement” means the Escrow Agreement dated August 24, 2020 between Computershare, the Company and certain shareholders of the Company.

“Escrowed Securities” means the 3,000,000 Common Shares, being all of the Common Shares held by Philip Tapley, Stephen D. Inouye and Jason Pamer before the close of the Offering.

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

“FDA” means the U.S. Food and Drug Administration.

“FDCA” means the U.S. Federal Food, Drug and Cosmetics Act.

“GST” means Goods and Services Tax (Canada).

“IFRS” means the International Financial Reporting Standards as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretation Committee.

“Listing Date” means the date that the Common Shares of the Company are listed on the Exchange.

“Management” means the management of the Company.

“Maximum Offering” means the distribution pursuant to the Offering of 13,000,000 Common Shares at the Offering Price for gross proceeds of \$2,600,000.

“MD&A” means management discussion and analysis.

“Mind Cure” means Mind Cure Health Inc., a company incorporated under the *British Columbia Business Corporations Act* (British Columbia) on March 6, 2020.

“Mind Cure Health (US) Inc.” means Mind Cure Health (US) Inc., a company wholly owned by Mind Cure incorporated in the State of Nevada on August 3, 2020.

“Minimum Offering” means the distribution pursuant to the Offering of 5,000,000 Common Shares at the Offering Price for gross proceeds of \$1,000,000.

“Named Executive Officer” means each CEO, each CFO and each of the three most highly-compensated executive officers, other than the CEO and the CFO, who were serving as executive officers at the end of the most recently completed fiscal year 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 most recently completed financial year end.

“Natural Business Partners” means Natural Business Partners, a group of consultants who assist clients in building natural product brands.

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

“NLEA” means the U.S. *Nutrition, Labelling and Education Act*.

“NP 46-201” means National Policy 46-201 - *Escrow for Initial Public Offerings*.

“Offering” means the distribution of Offered Shares pursuant to this Prospectus.

“Offering Jurisdictions” means British Columbia, Alberta, and Ontario.

“Offering Price” means \$0.20 per Common Share.

“Offered Shares” means the Common Shares of the Company offered for sale under this Prospectus.

“Options” means options to purchase Common Shares.

“OTC” means over the counter.

“Plan” means the 2020 Incentive Stock Option Plan of the Company adopted by the shareholders of the Company effective May 31, 2020.

“Prospectus” means this prospectus dated August 27, 2020.

“Purchaser” means a subscriber for the Common Shares offered under this Offering.

“Securities Commissions” means the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission.

“SDI Agreement” means the consulting agreement dated June 1, 2020 between SDI Consulting Inc., a company that is owned and controlled by Stephen D. Inouye, the CFO and a director of the Company, and the Company.

“SEDAR” means www.sedar.com, which is the official website that provides access to public securities documents and information filed by public companies and investment funds as maintained by the Canadian Securities Administrators.

“Tax Act” means the Income Tax Act (Canada) and the regulations thereunder.

“USDA” means the U.S. Department of Agriculture.

“U.S. Securities Act” means the *United States Securities Act of 1933*, as amended.

NOTE TO INVESTORS

About this Prospectus

Investors should rely only on the information contained in this Prospectus and are not entitled to rely on certain parts of the information contained in this Prospectus to the exclusion of others. Neither the Company nor the Agent have authorized anyone to provide investors with additional or different information than that which is contained in this Prospectus. The information contained on www.mindcure.com, moonbeammushrooms.com or any affiliated website is not intended to be and is not included in or incorporated by reference into this Prospectus and prospective investors should not rely on such information when deciding whether or not to purchase the Offered Shares. Any graphs, tables or other information demonstrating Mind Cure's historical performance contained in this Prospectus are intended only to illustrate past performance and are not necessarily indicative of the Company's future performance. Neither the Company nor the Agent are offering to sell these securities in any jurisdiction where the offer or sale is not permitted. The information contained in this Prospectus is accurate only as of the date of this Prospectus or the date otherwise indicated, regardless of the time of delivery of this Prospectus or any sale of the Offered Shares. The Company's business, financial condition, results of operations and prospects may have changed since the date of this Prospectus.

If, after the date that a final prospectus is filed but before the completion of the distribution under the final prospectus, a material change occurs, the Company will be required to file and deliver to investors an amendment to the final prospectus as soon as practicable, but in any event within 10 days after the material change occurs.

The Agent is not offering to sell the Offered Shares in any jurisdiction where the offer or sale of such securities is not permitted. For investors outside Canada, neither the Company nor the Agent has done anything that would permit the Offering or distribution of this Prospectus in any jurisdiction where action for that purpose is required, other than in Canada. Investors are required to inform themselves about and to observe any restrictions relating to the Offering and the distribution of this Prospectus.

Interpretation

Unless the context otherwise requires, all references in this Prospectus to "we", "us", "our", "Mind Cure" or the "Company" refer to Mind Cure Health Inc. and, where applicable, our wholly-owned subsidiary, Mind Cure Health (US) Inc.

Certain capitalized terms and phrases used in this prospectus are defined under "Glossary of General Terms". Words importing the singular number include the plural, and *vice versa*, and words importing any gender include all genders.

Presentation Currency

We present our financial statements in Canadian dollars and disclose certain financial information in this prospectus in Canadian dollars. In this prospectus, references to "\$" or "dollars" are to Canadian dollars. Amounts are stated in Canadian dollars unless otherwise indicated. Certain totals, subtotals and percentages throughout this Prospectus may not reconcile due to rounding.

Industry and Market Data

Unless otherwise indicated, information contained in this Prospectus concerning our industry and the markets in which we operate, including our general expectations and market position, market opportunity and market share, is based on information from independent industry analysts and third-party sources (including industry publications, surveys and forecasts) and management estimates. Management estimates are derived from publicly available information released by independent industry analysts and third-party sources, as well as data from our internal research, and are based on assumptions made by us based on such data and our knowledge of our industry and markets, which we believe to be reasonable. None of the sources cited in this Prospectus has consented to the

inclusion of any data from its reports, nor have we sought their consent. Our internal research has not been verified by any independent source, and we have not independently verified any third-party information. While we believe the market position, market opportunity and market share information included in this Prospectus is generally reliable, such information is inherently imprecise. In addition, projections, assumptions and estimates of our future performance and the future performance of our industry and the markets in which we operate are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described under the “Forward-Looking Statements” and “Risk Factors” sections of this Prospectus and elsewhere in this Prospectus. These and other factors could cause results to differ materially from those expressed in the estimates made by the independent parties or by us.

MARKETING MATERIALS

Any “template version” of “marketing materials” (as such terms are defined in National Instrument 41-101 – *General Prospectus Requirements*) filed with the Securities Commissions in connection with the Offering and under the Company’s profile on SEDAR at www.sedar.com after the date hereof, but prior to the termination of the distribution of the securities under this Prospectus, are deemed to be incorporated by reference in this Prospectus. Any template version of marketing materials do not form part of this Prospectus to the extent that the contents of the template version of marketing materials are modified or superseded by a statement contained in this Prospectus.

CAUTIONARY NOTE REGARDING FORWARD LOOKING INFORMATION

This Prospectus contains “forward-looking statements” and “forward-looking information” within the meaning of applicable securities laws (collectively, “**forward-looking information**”) with respect to Mind Cure. Statements in this Presentation that are forward-looking information are based on currently available competitive, financial, and economic data and operating plans as of the date of this Prospectus but subject to various risks and uncertainties concerning the specific factors disclosed herein. Often, but not always, forward-looking information can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, “will”, “projects”, or “believes” or variations (including negative variations) of such words and phrases, or statements that certain actions, events, results or conditions “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Except for statements of historical fact, information contained herein constitutes forward-looking information, including, but not limited to: statements pertaining to the development and commercialization of products, or the efficacy thereof; the likelihood of success of any clinical trials; the likelihood of obtaining regulatory approval; the likelihood of obtaining patents or the efficacy of such patents once granted; the leadership team; and the potential for the markets that Mind Cure is anticipating to access.

Forward-looking information is not a guarantee of future performance and is based upon a number of estimates and assumptions of management at the date the statements are made, including, among other things:

- assumptions about Mind Cure’s ability to raise capital to complete its plans and fund its studies;
- the commercial viability of the Company’s products being developed;
- the Company listing on the CSE;
- the continued availability of key leadership personnel and the ability to attract qualified personnel in the future;
- the ability of Mind Cure to raise additional capital as Mind Cure continues to develop its products;
- anticipated trends and challenges in our business and the markets in which we intend to operate;
- possible impact of the novel coronavirus (COVID-19) pandemic on our personnel and business, supplies, operations, financial conditions and future sales;
- our ability to source mushrooms for our mushroom powder products at expected prices;

- our reliance on third parties to plan, conduct, develop, supply and sell our products;
- our competitive position and expectations regarding competition;
- anticipated regulatory environment, including anticipated changes to government regulation which are out of our control; and
- our ability to generate product revenues to maintain our operations without additional funding; and plans regarding our revenue, expenses, operations and growth.

While Mind Cure considers these assumptions to be reasonable, the assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies and other factors that could cause actual performance, achievements, actions, events, results or conditions to be materially different from those projected in the forward-looking information. Many assumptions are based on factors and events that are not within the control of Mind Cure and there is no assurance they will prove to be correct.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking information. Accordingly, readers should not place undue reliance on any such forward-looking information. Further, any forward-looking statement speaks only as of the date on which such statement is made. New factors emerge from time to time, and it is not possible for the Company's 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 statements. The Company does not undertake any obligation to update any forward-looking information to reflect information, events, results, circumstances or otherwise after the date hereof or to reflect the occurrence of unanticipated events, except as required by law including securities laws.

For a more detailed discussion of certain of these risk factors, see "Risk Factors".

PROSPECTUS SUMMARY

The following is a summary of the principal features of this Prospectus and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus. This summary does not contain all of the information you should consider before purchasing the Offered Shares. You should read this entire Prospectus carefully, especially the "Risk Factors" section of this prospectus and our financial statements and the notes thereto appearing elsewhere in this prospectus, before making an investment decision. Certain capitalized terms used in this summary are defined under "Glossary of General Terms".

Company:	The Company was incorporated under the <i>Business Corporations Act</i> (British Columbia) on March 6, 2020 under the name of "Mind Cure Health Inc."
Business of the Company:	Mind Cure's is a mental health and wellness company with a mission to identify, develop and commercialize products that enhance mental health and wellness, ease suffering and increase productivity. Mind Cure was formed as a response to a world suffering from mental health crisis and in urgent need of effective treatments. Mind Cure's initial products are a branded line of organic, functional mushroom powder. Our products will be sold online and in retail stores throughout North America. The Mind Cure development team is working to create functional mushroom powder products. The Company anticipates some of these products will have proprietary formulas infused with various mushrooms, including Reishi, Turkey Tail and Lion's Mane. See "General Development of the Business" and "Narrative Description of the Business".
Listing:	The Company has applied to the CSE for conditional approval to list the Offered Shares, Agent's Option Shares and the Additional Shares, if required. The CSE provided its conditional approval of the Listing on August 25, 2020. The Common Shares are anticipated to trade under the symbol "MCUR", or such other symbol approved by the CSE. The listing will be subject to the Company fulfilling all of the listing conditions of the CSE. See "Plan of Distribution".
Agent:	Haywood Securities Inc., Waterfront Centre, 700 – 200 Burrard Street, Vancouver, BC, V6C 3A6
The Offering:	A Minimum Offering of 5,000,000 Offered Shares raising gross proceeds of \$1,000,000 and a Maximum Offering of 13,000,000 Offered Shares raising gross proceeds of \$2,600,000. See "Plan of Distribution".
Offering Price:	\$0.20 Per Common Share.
Additional Distributions:	This Prospectus also qualifies the Agent's Options to be issued to the Agent under the Agency Agreement, and the Additional Shares to be issued on the exercise of the Agent's Over-Allotment Option.
Agent's Consideration:	As compensation, the Agent will receive a cash commission of 8% of the gross proceeds of the Offering (\$80,000 in the event of the Minimum Offering, \$208,000 in the event of the Maximum Offering and \$239,200 in the event the Agent exercises all of the Agent's Over-Allotment Option), plus a Corporate Finance Fee of \$22,500 plus GST of \$1,125, payable in cash. As additional compensation, the Agent will receive the Agent's Options, entitling the Agent to subscribe for that number of Common Shares equal to 8% of the

number of Common Shares sold under the Offering for a period of 24 months from the Listing Date at an exercise price of \$0.25 per Agent's Option Share.

**Management,
Directors & Officers:**

The Directors and Officers of the Company are as follows:

Philip Tapley	President, CEO, Chairman & Director
Stephen D. Inouye	CFO & Director
Jason Pamer	Director
Terese Gieselman	Corporate Secretary & Director

See "Directors and Officers".

Use of Proceeds:

The Company expects to receive net proceeds of \$896,375 from the Minimum Offering and \$2,368,375 from the Maximum Offering (after deducting the Agent's Fee and the Corporate Finance Fee in cash, but before deducting other expenses of the Offering). The net proceeds of the Offering will be added to the Company's estimated working capital as at July 31, 2020 of \$574,094, which will result in approximately \$1,494,094 in available funds to the Company from the Minimum Offering and \$2,966,094 in available funds to the Company from the Maximum Offering. The Company intends to spend the available funds, in order of priority, as follows:

Principal Purpose	Estimated Amount to be Expended (Minimum Offering) (\$)	Estimated Amount to be Expended (Maximum Offering) (\$)
Estimated costs of the offering	\$105,489	\$105,489
Estimated general and administrative expenses for 12 months	\$520,800	\$520,800
Estimated development costs for 12 months	\$649,000	\$2,021,000
Unallocated working capital	\$218,805	\$318,805
Available Funds:	\$1,494,094	\$2,966,094

The Company intends to spend the funds available as stated in this Prospectus. There may be circumstances, however, where, for sound business reasons, a reallocation of funds may be necessary. See "Use of Proceeds."

Risk Factors:

An investment in the Offered Shares offered hereunder should be considered highly speculative, and investors may incur a loss on their investment. The Company has no history of operations, success, revenue or earnings. An investment in the Company's securities is suitable only for those knowledgeable and sophisticated investors who are willing to risk loss of their entire investment. Investors should consult with their professional advisors before making an investment in the Company's securities.

There are risks associated with an investment in the Offered Shares including, but not limited to, the Company still being in the phase of developing its products, the Company not having the required approvals to distribute its products and there being no certainty that the Company will ever obtain the approvals to distribute its products, the effects of the COVID-19 outbreak, competition, capital requirements, access to capital markets, the

limited operating history and negative cash flow of the Company, governmental regulations, the Common Shares of the Company being speculative, market responses to publicity relating to the Company or its products, vulnerability to market changes, product liability claims against the Company, the ability of the Company to obtain satisfactory results in its efforts to commercialize and market functional mushroom products, the Company's dependence on major producers and/or customers, the Company's dependency on third-party manufacturers and sellers, potential conflicts of directors and officers, unexpected operating expenses, costs for legal and financial compliance, adequacy of disclosure controls and procedures and internal controls over financial reporting, and the other factors discussed under "Risk Factors". In assessing the risks of an investment in Offered Shares, subscribers must rely upon the ability and integrity of the management of the Company. **Subscribers should read this entire Prospectus and consult their own professional advisors to assess the income tax, legal, risk and other aspects of an investment in the Offered Shares.** See "Risk Factors".

**Summary of
Financial
Information:**

The following table sets out selected information for and as of the periods indicated. The financial information is derived from the audited financial statements for the period from incorporation of the Company on March 6, 2020 to May 31, 2020, which are included in this Prospectus. See "Financial Statements".

	Incorporation (March 6, 2020) to (May 31, 2020)
Total Revenues	\$0
Total Assets at end of period	\$786,489
Expenses	\$78,903
Net Loss	\$78,903
Net Loss per Common Share ⁽¹⁾	\$0.016
Basic and diluted loss per share (fully diluted)	\$0.016
Long-term debt at end of period	\$0

Note:

- (1) The Net Loss per Common Share is computed by dividing income (loss) available to common shareholders by the weighted average number of Common Shares outstanding during the period at May 31, 2020 was 30,270,00. The weighted average number of Common Shares outstanding at May 31, 2020 was 5,021,035.

Currency:

Unless otherwise stated, all dollar amounts are stated in Canadian dollars.

CORPORATE STRUCTURE

Name, Address and Incorporation

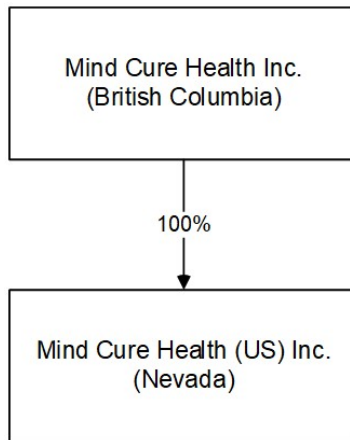
The Company was incorporated pursuant to the *Business Corporations Act* (British Columbia) on March 6, 2020 under the name of “Mind Cure Health Inc.”

The Company’s head office is located at 422 Richards Street, Suite 170, Vancouver, BC V6B 2Z4, and its registered office is located at 2500 – 700 West Georgia Street, Vancouver, British Columbia V7Y 1B3.

Incorporate Relationships

The Company has one wholly-owned subsidiary, Mind Cure Health (US) Inc., which was incorporated in the State of Nevada on August 3, 2020. Mind Cure Health (US) Inc. was incorporated to facilitate sales of the Company’s products into the United States. Mind Cure Health (US) Inc. is non-operating as at the date of this Prospectus.

The following depicts the intercorporate relationships of the Company:



GENERAL DEVELOPMENT OF THE BUSINESS

History

The Company’s formation was preceded by an extensive 6 month effort commencing in September, 2019 led by Mind Cure’s founder and CEO Mr. Philip Tapley, that produced a comprehensive business plan, product development and marketing plan to establish a mental health and wellness company to identify, develop, and commercialize products that enhance mental health and wellness, ease suffering and increase productivity. This effort allowed Mind Cure to implement the initial phase of its business plan upon incorporation and prepare for the commercial launch of its functional mushroom business.

On March 6, 2020 the Company was incorporated pursuant to the *Business Corporations Act* (British Columbia) and appointed former Chief Marketing Officer, Chief Administrative Officer, Chief Information Officer and Executive Vice President, Operations of Westland Insurance Group Ltd., Philip Tapley, as a director of the Company. Mr. Tapley was appointed as Mind Cure’s President, Chairman and Chief Executive Officer on May 12, 2020.

Since incorporation, the Company’s activities have focused on: (1) the development of its technology platform, which includes eCommerce infrastructure, inventory management and analytics processing; (2) the establishment of

supply chain infrastructure; (3) the establishment of internal operations infrastructure; and (4) the product formulation, branding and preparation for the launch of its Moonbeam Mushrooms line of products.

In April, 2020 we refined our marketing plan, created a product roadmap, sourced packaging samples, and secured strategic domain names mindcure.com and mindcure.ca.

In April, 2020 Mind Cure created its operational plan, developed relationships with raw material distributors, and identified local consultants and contract manufacturers with required certifications and packaging capabilities.

In April, 2020 we developed our corporate brand, developed our initial product brand, and established our head office.

On May 4, 2020, Mind Cure received confirmation from the Canadian Registrar of Trademarks that its Canadian trademark application number 2026081 was successfully submitted.

On May 12, 2020 we appointed Stephen D. Inouye and Jason Pamer as Directors. See “Directors and Officers”.

On May 15, 2020, the Mind Cure issued 1,750,000 common shares at a price of \$0.01 per common share for total gross proceeds of \$17,500. See “Prior Sales of Securities”.

On May 18, 2020, Mind Cure received confirmation from the US Commissioner for Trademarks that its US trademark application number 353697311 was successfully submitted.

On May 19, 2020 Mind Cure entered into a Sales and Marketing Agreement with Body Energy Club, a Vancouver-based nutrition, vitamin and supplement retailer with 11 locations in North America including 4 locations in British Columbia, to sell our Moonbeam Mushrooms line of products. Initially the products will be placed in Body Energy Club’s physical British Columbia stores and their online store, with plans to rollout to all 11 stores by calendar Q4 2020 conditional on sales success. For a period of 60 days from initial delivery of the products to Body Energy Club, the agreement provides that Body Energy Club will be the exclusive Canadian retail store vendor of Mind Cure’s products.

On May 19, 2020 Mind Cure entered into a Consumer Research Agreement with Body Energy Club to conduct market research on Mind Cure’s behalf on the functional mushroom supplement market, including on sales projections and growth for retail and online stores. Additionally, Body Energy Club agreed to provide consulting services for Moonbeam Mushrooms retail products including branding, packaging, pricing, and serving-size recommendations and advisory services for the creation of new products including formulations, packaging, size, and product descriptions. The agreement contains certain intellectual property protective provisions in favour of Mind Cure. The agreement had a term of 90 days, and expired on August 17, 2020. See “Risk Factors”.

On May 19, 2020, the Mind Cure issued 20,250,000 common shares at a price of \$0.02 per common share for total gross proceeds of \$405,000. See “Prior Sales of Securities”.

On May 22, 2020 Mind Cure entered into a Product Development Agreement with Natural Business Partners, a British Columbia-based consulting firm that specializes in all aspects of building successful natural product brands. Natural Business Partners has and will continue to direct Mind Cure in creating the Moonbeam Mushrooms product line and has been and will continue to be responsible for researching raw materials and gathering all raw material specs and features, finding suppliers for packaging materials (bags) and obtaining quotations, locating manufacturer options and getting quotations, coordinating finished product specifications documents, coordinating license applications, providing advice with respect to the requirements of license ownership in Canada, developing USA labels through an agreed-upon US label consultant, finding a fulfillment partner for shipping finished products to retailers, online sales partners, and individual buyers through the eCommerce infrastructure of Mind Cure’s technology platform.

On May 25, 2020 Mind Cure entered into an eCommerce Platform and Branded Product Agreement with Sandstone Media, a Nevada-based media company that specializes in eCommerce technology and branded products. The technology platform developed under this agreement includes the eCommerce infrastructure, basic customer service relationship (CRM), inventory management, analytics, Level 1 PCI compliance, multiple payment gateways, checkout conversion optimization, shipping cost calculator, automated tax calculator, social media integration, product reviews, and a full blogging platform. It also includes marketing assets such as email marketing, a LinkedIn business page, a Facebook business page, a Twitter account, and a fully automated sales funnel with real time sales funnel testing. The agreement contains certain intellectual property protective provisions providing that all intellectual property created under the agreement will be retained and owned by Mind Cure.

On May 28, 2020, Mind Cure issued 8,270,000 common shares at a price of \$0.05 per common share for total gross proceeds of \$413,000. See “Prior Sales of Securities”.

On May 29, 2020 Mind Cure entered into a Consumer Research Agreement with Result Ink, Inc., a Durham, North Carolina-based eCommerce consulting company that specializes in using predictive analytics and a focus on data to calculate demand. Results Ink will provide Mind Cure with market research for online consumer buying trends and preferences for health and wellness supplements. Their research will include pricing matrix summaries and discounting strategies, tactics for increasing average order size, and advice on customer product consumption - powders and capsules. Additionally, Results Ink will advise Mind Cure on creating and implementing an automated email strategy for increasing average order value and conversion rates, a continuity program where buyers can opt-in to receive monthly shipments of Mind Cure products that are automatically billed and shipped each month, and a series of up-sell products presented to the buyer after purchasing Moonbeam Mushrooms products. The term of the agreement is 90 days from May 29, 2020, with an option for a further 90-day term. The agreement contains certain intellectual protective provision providing that all intellectual property created under the agreement will be retained and owned by Mind Cure.

On May 30, 2020 we launched our initial eCommerce platform for our Moonbeam Mushrooms product line, www.moonbeammushrooms.com. Included in the launch was the basic eCommerce infrastructure, analytics, and inventory management. While products were not yet available for purchase it allowed us to begin our online marketing and search engine optimization (SEO) program.

On May 31, 2020 Mind Cure appointed Stephen D. Inouye as its Chief Financial Officer.

On May 31, 2020 we appointed Terese J. Gieselman as a Director and Corporate Secretary. “Directors and Officers”.

NARRATIVE DESCRIPTION OF THE BUSINESS

General

Mind Cure was created as a mental health and wellness company with a mission to identify, develop and commercialize products that enhance mental health and wellness, ease suffering and increase productivity. Mind Cure was formed as a response to a world suffering from mental health crisis and in urgent need of effective treatments. Mind Cure’s initial products are a branded line of organic, functional mushroom powder. Our plan is for our products to be sold online and in retail stores throughout the United States of America and, once the Canadian Health Product Authorizations are obtained, throughout Canada. Distribution of our Moonbeam Mushrooms products within Canada is dependent upon our obtaining the Canadian Health Product Authorizations and, while there is no guarantee we will obtain these authorizations in a timely manner or at all, we have no reason to believe that they will not be obtained in the ordinary course in calendar Q3, 2020. See “Risk Factors”.

We have engaged a third-party distributor to provide us with mushroom powder for our first three Moonbeam Mushrooms products: Moonbeam Mushrooms – Focus, Moonbeam Mushrooms - Energy, and Moonbeam Mushrooms – Protection. While we plan on initially purchasing from only one distributor, the distributor we have engaged was chosen due to their ability to source mushroom powder from many different suppliers. As is standard

practice in the industry for companies in a similar stage of business development to Mind Cure, we have not entered into any long-term agreements with this distributor, and pricing and terms are to be dealt with on a per order basis.

We are working to establish retail distribution networks in the US and internationally. Distribution of our Moonbeam Mushrooms products within Canada is dependent upon our obtaining the Canadian Health Product Authorizations and, while there is no guarantee we will obtain these authorizations in a timely manner or at all, we have no reason to believe that they will not be obtained in the ordinary course in calendar Q3, 2020. See “Risk Factors”. Mind Cure’s products will be offered for sale via its eCommerce platform on moonbeammushrooms.com and, upon receiving the applicable Canadian Health Product Authorizations (see “Regulatory Environment”), through select brick-and-mortar Body Energy Club franchises in the lower mainland of British Columbia, Canada. As well, Mind Cure intends to extend its online distribution so its products can be purchased on Amazon, Google Shopping, eBay, Bonanza, and Walmart Marketplace. Currently, the Company has not established any product distribution networks, determined as to when it will begin sales, nor made any decisions to enter any other markets other than Canada and the US at this time.

Mind Cure launched an eCommerce platform on May 30, 2020. We intend to use sophisticated strategies to market our products which include social media, influencers, search engine optimized (SEO) driven content creation, and re-marketing.

Over the next year, we intend to continue to develop the Mind Cure brand, launch new products, and continue expansion with the aim of commencing international distribution of our products through eCommerce and retail outlets. We will continue to use the latest technology and methods to market and distribute our products. We will also look for opportunities to acquire or develop new businesses that are complementary to our existing business.

Industry Information and Market Trends

Market Dynamics

Functional mushrooms are a variety of mushrooms that offer functional benefits to boost overall health and nutritional benefits. Due to their many functional properties, they are used in the production of functional food products, cosmetic products and medicines. These products are a rich source of antioxidants and therefore offer cognitive, digestive and immunity benefits as well as aid in balancing energy levels (https://digitalpresenceresearch.com/dpr_reports/report-1/, page 20).

Expected growth in consumption of dietary supplements for health and wellness is expected to push the demand for functional mushrooms for the next five years (<https://www.mordorintelligence.com/industry-reports/functional-mushroom-market>). In management’s view, urbanization, increasing per capita income and changing lifestyles are projected to support the growth of the functional mushrooms market worldwide in the coming years. Also, increasing product launches by top market players and growing demand within the personal care industry to manufacture high-quality products is attributing to the market growth. Higher price of functional mushrooms as compared to conventional mushrooms is expected to restrain the growth of the global functional mushrooms market.

Market Overview

The global functional mushroom market is projected to see a sharp rise in the next five years, due to growing awareness concerning the benefits offered by consumption of mushrooms. The functional mushroom market was valued at \$23 billion in 2019 and is predicted to reach \$37 billion by 2025, growing at a CAGR of over 8% between 2020 and 2025 (https://digitalpresenceresearch.com/dpr_reports/report-1/, page 8). The rising trend of functional food consumption across countries is projected to improve the growth of the functional mushrooms market. Also, growing demand for functional mushrooms from different end-use industries is anticipated to impact the global functional mushrooms market over the next five years. Mushroom use for health and wellness is quickly growing in popularity around the world, yet the market is characterized as highly fragmented with no dominant player.

Market Trends

1. From a transformed concentration in wild mushroom foraging to grow-your-own mushroom kits containing species such as Lion's Mane mushrooms, management believes mushrooms will become more prominent Natural Health Products as well.
2. Some of the most generally cited benefits of mushrooms include:
 - a. Increased cognitive function and focus;
 - b. Anxiety reduction;
 - c. Increased energy and endurance;
 - d. Improved immune function;
 - e. Anti-inflammatory properties;
 - f. Improved circulation; and
 - g. High antioxidant content.
3. Functional mushrooms are gaining increased acceptance amongst millennials who are keen to try innovative and unique products.
4. Mushrooms hit several popular trends among consumers such as functional foods, gut-healthy probiotics, ancient eating, adaptogens, and the amalgamation of traditional eastern medicine into western products.
5. There is a growing research body supporting mushrooms as a true superfood with immune boosting properties.

(https://digitalpresenceresearch.com/dpr_reports/report-1/, page 21 & 22).

Market Impact – COVID-19 Pandemic

The Company does not anticipate the COVID-19 pandemic to have a material impact on its business and operations. The Company's business plan was finalized after the onset of the COVID-19, and the anticipated effects of the pandemic were included in the Company's internal revenue and expense forecasts. Management believes that the pandemic may increase interest in natural products as a way to reduce stress and increase immune responsiveness, which has the potential to increase the Company's customer base. The Company further expects the majority of the sales of its three Moonbeam Mushrooms products to occur online, which may obviate some of the risks that any current or future retail store shutdowns may involve. While the Company has not faced any challenges securing supplies for its products so far, future workforce shortages and additional sanitary measures, further international border closures that restrict or materially slow the ability of the Company or its competitors to purchase mushroom powder or packaging, restrictions on shipping, both within Canada and the US and internationally, restrictions on the ability of the Company to gain financing through the financial markets, and any changes to Mind Cure's regulatory framework may increase competition for the mushrooms and packaging used by the Company or affect Mind Cure's ability to deliver its products to customers. The Company continues to closely monitor the pandemic and continuously assess its potential impact.

Our Products

Mind Cure expects its revenue growth to be derived from the sale of functional mushroom products. We are developing three products in a branded line of organic mushroom powder which we intend to sell as: Moonbeam Mushrooms – Focus, Moonbeam Mushrooms - Energy, and Moonbeam Mushrooms – Protection. We intend to launch these products under the Moonbeam Mushrooms brand. We intend to sell each of our three products in both powdered and capsule form.

We have engaged a third-party distributor to provide us with mushroom powder for our first three products. While we plan on initially purchasing from only one distributor, the distributor we have engaged was chosen due to their ability to source mushroom powder from many different suppliers. As is standard practice in the industry for companies in a similar stage of business development to Mind Cure, we have not entered into any long-term agreements with this distributor, and pricing and terms are to be dealt with on a per order basis.

We expect our three Moonbeam Mushrooms brand products to be ready for market by calendar Q3 2020. We will be selling our Moonbeam Mushrooms products as a dietary supplement product in the U.S. Provided we comply with applicable laws and regulations, the Company does not require pre-market approval to sell these dietary supplement products in the U.S. as our branded mushroom powder does not constitute a “new dietary ingredient” - See “USA Regulation-Moonbeam Mushrooms Products”. The Company anticipates product sales into the U.S. as soon as it receives delivery of its initial products from its supplier, expected during calendar Q3 2020. Distribution of our Moonbeam Mushrooms products within Canada is dependent upon our obtaining the Canadian Health Product Authorizations and, while there is no guarantee we will obtain these authorizations in a timely manner or at all, we have no reason to believe that they will not be obtained in the ordinary course in calendar Q3, 2020. See “Risk Factors”. Our products are expected to be classified as health and wellness products that are Canadian Natural Health Products, and are unique in that unlike mushroom blends from competitors, they are derived from mushroom powder. For more information, see “Regulatory Environment”. Additionally, all Mind Cure products will have measured levels of active ingredients verified by third party laboratories.

Once our initial Moonbeam Mushrooms products have been launched, we will conduct a phase of market research and use real data and analytics to calculate demand for our product. During this period, we will also be able to solidify our strategies for pricing and increasing average order size and conversion rates, optimize our email marketing strategy, and develop our continuity program where buyers can opt-in to receive monthly shipments of Mind Cure products that are automatically billed and shipped each month.

After the initial release of our products and receiving feedback about demand, quality, deficiencies and desired features, the Company will refine its product roadmaps, incorporate improvements into the products and release version 1.0 of the Moonbeam products. At this stage we will have a much better understanding of product demand and market segmentation and as such will adjust our manufacturing orders accordingly. We expect these subsequent orders to be a much larger scale order than the initial market test order. Also, in preparation for increased unit sales of the Moonbeam Mushrooms product line, the Company intends to develop a more scalable product configuration. The focus will be to decrease the cost of raw material, manufacturing and packaging. This is intended to occur in parallel to the development of the new products mentioned above and is expected to be complete within three to six months following completion of the Offering.

Moonbeam Functional Mushrooms



Moonbeam Mushrooms - Focus

Organic Lion's Mane mushroom powder

- Bulk mushroom powder from 100% organic Lion's Mane mushrooms
- Certified Organic ingredients, Gluten-Free, Non-GMO, Vegan

Moonbeam Mushrooms - Energy

Organic Reishi mushroom powder

- Bulk mushroom powder from 100% organic Reishi mushrooms
- Certified Organic ingredients, Gluten-Free, Non-GMO, Vegan



Moonbeam Mushrooms - Protection

Organic Turkey Tail mushroom powder

- Bulk mushroom powder from 100% organic Turkey Tail mushrooms
- Certified Organic ingredients, Gluten-Free, Non-GMO, Vegan



Mind Cure plans to continue developing new products as a significant element of its future growth.

Product Targeting & Distribution

The following are our key strategies for the targeting and distribution of our products:

- Mind Cure has an eCommerce website, www.moonbeammushrooms.com, where our products will be offered for sale to customers.
- Mind Cure is developing further online distribution through marketplaces such as Amazon, Google Shopping, eBay, Bonanza, and Walmart Marketplace.
- Mind Cure currently has retail distribution agreements in place with select retail outlets in British Columbia and is working to establish more retail distribution networks in Canada, the US, and internationally.
- Mind Cure intends to use the latest digital marketing strategies to promote our products which include social media, ad networks, influencer marketing, SEO driven content creation, and re-marketing.
- Mind Cure has engaged an agency to conduct market and consumer research for the functional mushroom supplement market including sales projections and growth for retail and online stores.
- Mind Cure has engaged an agency to develop marketing collateral, point-of-sale materials, packaging, and marketing strategies to help promote our products.

The Company plans to hire business development managers for the direct to consumer channel and the retail channel. In the event of a Minimum Offering we will hire one manager and in the event of a Maximum Offering we will hire two managers. They will have the responsibility of developing partnership agreements that lead to increased market share in Canada and the US in their respective channels.

The Company's product marketing program includes plans to engage in targeted advertising, influencer marketing and social media marketing. The Company expects the product marketing efforts to be ongoing during the twelve-month period following completion of the Offering.

Retail

We currently have a retail distribution agreement in place with Body Energy Club, a Vancouver based nutrition, vitamin and supplement retailer with 11 locations in North America including 4 locations in British Columbia, to sell our Moonbeam Mushrooms line of products pursuant to a retail distribution agreement with Body Energy Club which provides that Body Energy Club will be the exclusive Canadian retail store vendor of Mind Cure's products for 60 days from initial delivery of our products. Initially the products will be placed in the British Columbia stores and the online store with plans to rollout to all 11 stores by calendar Q4 2020 conditional on sales success. See "Risk Factors".

A key growth opportunity for Mind Cure is to expand internationally. Mind Cure intends to expand its retail distribution to high growth international regions. Additionally, we are in the process of exploring registering Mind Cure trademarks and products in attractive foreign markets and will look to add additional salespeople when required.

Technology Platform

Mind Cure has developed its initial technology platform which will serve as both the consumer facing interface as well as the administrative back end. The technology platform includes the eCommerce infrastructure, basic customer service relationship (CRM), inventory management, analytics, Level 1 PCI compliance, multiple payment gateways, checkout conversion optimization, shipping cost calculator, automated tax calculator, social media integration, product reviews, and a full blogging platform. It also includes marketing assets such as email marketing, a LinkedIn business page, a Facebook business page, a Twitter account, and a fully automated sales funnel with real time sales funnel testing.

The Company plans to enhance the capabilities of its current eCommerce site. These enhancements would focus mainly on configuring, populating, and expanding the customer relationship (CRM) capabilities, supplier integration, social media integration, the blogging platform, product reviews, email marketing, user experience, and interoperability of the site. The Company intends to have these enhancements fully deployed within six to nine months following completion of the Offering.

Competition

As we bring our mushroom-based products to market within Canada, the US, and international markets, it is important to note that there are two distinct markets for mushrooms: 1) mushrooms products that are defined as food, and 2) mushrooms products that are Canadian Natural Health Products. Mind Cure's intention is for its products to be defined as Canadian Natural Health Products, not food. Therefore, we do not necessarily directly compete with companies who merely sell mushroom-based products, but do with those in the more tightly-regulated health products sector.

Health Canada defines Canadian Natural Health Products as "naturally occurring substances that are used to restore or maintain good health". "They come in a wide variety of forms like powders, tablets, capsules, tinctures, solutions, creams, ointments and drops". In terms of regulation, to be a Canadian Natural Health Product, the product must have a specific health claim such as help to increase energy. These products are widely sold in as OTC products. Canadian Natural Health Products are identified by an eight-digit Canadian Product Number or Homeopathic Medicine Number on the label. A Canadian Product Number is a license, granted to an applicant such as Mind Cure, after submitting documentation to support safety, efficacy (of health claims) and quality. This is a much more stringent process which involves extensive finished product purity testing compared to foods which require no testing at all. See "Regulatory Environment".

The most important factors when classifying a product as either a food or a Canadian Natural Health Product are the product composition, product representation, and product format. Product representation indicates how a product is to be used and the absence of any specific health claim on the label or package inserts except to provide nourishment, nutrition, hydration, the satisfaction of hunger/thirst or desire for taste, texture or flavour. Drink products that use terms such as "beverage", "water", "juice", or "cocktail" and are found in retail food stores are typically represented to consumers as foods. Product composition means the presence of ingredients which are generally considered/known as product and only consumed as a supplement to provide the nutrition or to satisfy hunger/thirst or craving for the taste/flavour. Product format means how a product is packaged such as drink boxes, bottles, or cans. Therefore, by this classification, the Shitaki or White mushrooms that are bought in the produce aisle in one's local grocer are a food product and do not directly compete with the mushroom-based Natural Health Products that Mind Cure sells.

There are several companies competing in the functional mushroom space which sell mushroom based Canadian Natural Health Products. We have identified the following companies that operate in our trading area:

Competitor	Operations Location	Exchange	Description of Business
Real Mushrooms	Roberts Creek, BC	Not Listed	Company that provides dietary supplement mushroom extract powders.
Fungi Perfecti, LLC	Olympia, WA	Not Listed	Company that specializes in using mushrooms to improve the health of the planet and its people by selling various mushroom products.

FreshCap Mushrooms Ltd.	Sherwood Park, AB	Not Listed	Company that sells a variety of mushroom based natural health products.
Four Sigmatic	Los Angeles, CA	Not Listed	Creates and distributes functional mushroom extracts and infused teas and coffees.

According to Mordor Intelligence (<https://www.mordorintelligence.com/industry-reports/functional-mushroom-market>), Nammex and Hokkaido Reishi Co. Ltd are the most active companies operating in the global functional mushroom market. Both are wholesale distributors of functional mushroom extracts, however, and do not sell directly to consumers as we intend to do.

Research and Development

The Mind Cure's external development team is working to create additional products to add to the company's base catalogue of mushroom powders. These additional products will have proprietary formulas infused with various types of mushrooms such as Reishi, Turkey Tail, Lion's Mane, Siberian Chagas and Cordyceps.

Mind Cure plans to seek accretive acquisitions that serve to expand the Company's brand names, broaden its product offerings and proprietary formulas, increase its intellectual properties, or facilitate entry into complementary distribution channels. Mind Cure's business is focused on research and development in order to generate a diverse mushroom-based product offering and to identify, develop and commercialize products that enhance mental health and wellness, ease suffering and increase productivity.

As part of its mission to identify, develop, and commercialize products that enhance mental health and wellness, ease suffering and increase productivity, Mind Cure intends to evaluate the potential legal and commercial viability of the use of psychedelic compounds such as psilocybin as part of its product candidates. Mind Cure does not currently have any products under development that utilize or involve psychedelic compounds such as psilocybin.

Mind Cure believes that both the functional and psychedelic mushroom products market is a significant business opportunity and plans to be in position to take part in this emerging sector. On Wednesday, September 4, 2019, the New York Times reported that Johns Hopkins Medicine revealed the opening of the Center for Psychedelic and Consciousness Research, to review psychedelics like psilocybin and LSD as a solution for a myriad of problems, like addiction, anorexia, PTSD, anxiety and depression (<https://www.nytimes.com/2019/09/04/science/psychedelic-drugs-hopkins-depression.html>). The research facility is unique in that it is the first center of its kind in the United States.

Specialized Skill and Knowledge

Our business requires specialized knowledge and technical skill around the formulation of products, quality assurance, sourcing of ingredients, and distributing products through various channels and across diverse geographies. Aside from our directors and officers, we have experienced persons under contract as consultants who can provide us with these professional services.

Seasonality

Although Mind Cure does not believe that its business is seasonal in nature, we do expect to experience some variation in net sales and operating results from quarter to quarter. We believe that the factors which influence this variability of quarterly results include general economic and industry conditions that affect consumer spending, changing consumer demands and current news on nutritional supplements, the timing of Mind Cure's introduction of new products, the level of consumer acceptance of each new product, the seasonality of the markets in which we

participate, and the actions of competitors. Additionally, we may experience higher net sales in a quarter depending upon when we have engaged in significant promotional activities.

Regulatory Environment

General

In both Canada and the United States, Mind Cure's products are affected by laws, government regulations, administrative determinations and guidance, court decisions and similar constraints and legal requirements. Such laws, regulations and other constraints may exist at the federal, state and local levels or other levels of government in each jurisdiction. The legal requirements for our products include but are not limited to: (1) formulation, manufacturing, packaging, labeling, distribution, importation, sale, and storage of our products; (2) product safety and quality control, (3) recordkeeping and governmental reporting, and (4) product claims, promotion and advertising, including direct and indirect claims and advertising, for which Mind Cure may be held responsible.

Canada –Moonbeam Mushrooms Products

The Company's Moonbeam Mushrooms products are considered "Natural Health Products" ("**Canadian Natural Health Products**") in Canada, and are regulated by Health Canada under the Natural and Non-Prescription Health Products Directorate issued pursuant to the Natural Health Product Regulations and the *Food and Drugs Act* (Canada). Canadian Natural Health Products are defined under the Natural Health Product Regulations as a substance set out in the schedule to the Natural Health Product Regulations or combination of substances that is that is manufactured, sold or represented for use in: (a) the diagnosis, treatment, mitigation or prevention of a disease, disorder or abnormal physical state or its symptoms in humans; (b) restoring or correcting organic functions in humans; or (c) modifying organic functions in humans, such as modifying those functions in a manner that maintains or promotes health. The Natural Health Product Regulations regulate the manufacture, packaging, labelling, storage, importation, distribution of Canadian Natural Health Products.

All Canadian Natural Health Products are required to have an eight-digit Natural Product Number ("**Canadian Product Number**") issued by Health Canada which must appear on each product's label before they can be sold in Canada. The Company applied for Canadian Product Numbers (the "**Canadian Health Product Authorizations**") for each of its initial three Moonbeam Mushrooms products in June, 2020. Each of the Canadian Health Product Authorizations are to permit the Company to make health claims that Health Canada has already approved for use for other identical products to the Company's Moonbeam Mushrooms products and, as a result, while there is no guarantee we will obtain these authorizations in a timely manner or at all, we have no reason to believe that they will not be obtained in the ordinary course in calendar Q3, 2020.

USA Regulation - Moonbeam Mushrooms Products

We will be selling our Moonbeam Mushrooms products as a dietary supplement product in the U.S. The formulation, manufacturing, packaging, holding, labeling, promotion, advertising, importation, distribution and sale of the Company's Moonbeam Mushrooms products will be subject to regulation by various governmental authorities, including the U.S. Food and Drug Administration (the "**FDA**"), the Federal Trade Commission ("**FTC**"), and other federal governmental agencies. Our products may also be regulated by state and local governments in which our products are marketed, distributed and sold.

The FDA regulates the formulation, manufacturing, preparation, packaging, labeling, holding, and distribution of foods, drugs and dietary supplements under the Federal Food, Drug and Cosmetic Act ("**FFDCA**") and the 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 we may want to market, and the FDA’s refusal to accept such evidence could prevent the marketing of such dietary ingredients.

The DSHEA revised the provisions of the 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, we would be prevented from using that claim. In addition, the FDA deems promotional and internet materials as labeling; therefore, our 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 the Company and its contract manufacturers 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 one of our contract manufacturers’ facilities and determine that the facility or the products are not in compliance 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. In addition, as is common practice in the industry, we rely on our third-party contract manufacturers to ensure that the products they manufacture and sell to us comply with all applicable regulatory requirements. We may seek representations and warranties in our agreements with these contract manufacturers confirming such compliance, but such agreements may not be sufficient to address any findings of noncompliance, liabilities, damages, costs or expenses alleged or incurred from such noncompliance.

U.S. laws also require recordkeeping and reporting to the FDA of all serious adverse events involving dietary supplements products. Mind Cure will need to comply with such recordkeeping and reporting requirements, and implement 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, we may from time to time elect, or be required, to recall, withdraw or remove a product from a market, either temporarily or permanently.

Some of the products marketed by us may be considered conventional foods and must be labeled as such. Within the United States, this category of products is subject to the federal Nutrition, Labeling and Education Act (“NLEA”), and regulations promulgated under the 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 our products were regulated as foods, we would be required to comply with the Federal Food Safety & Modernization Act and applicable regulations. 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 FDCA 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. We could be subject to fines and penalties, including under administrative, civil and criminal laws for violating U.S. laws and regulations, and our products could be banned or subject to recall from the marketplace. We 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. The FTC has in the past 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, which we may utilize, as well as the role of endorsements and product clinical studies. We cannot be sure that the FTC, or comparable foreign agencies, will not question our 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 impair our ability to market our products.

We are also subject to regulation under various state and local laws, ordinances and regulations that include provisions governing, among other things, the registration, formulation, manufacturing, packaging, labeling, advertising, sale and distribution of foods and dietary supplements. In addition, in the future, we may become subject to additional laws or regulations administered by the FDA or by other federal, state, local or foreign governmental authorities, to the repeal of laws or regulations that we consider favorable, or to more stringent interpretations of current laws or regulations. In the future, we believe the dietary supplement industry will likely face increased scrutiny from federal, state and local governmental authorities. It is difficult to predict the effect future laws, regulations, repeals or interpretations will have on our business. However, such changes could require the reformulation of products, recalls or discontinuance of products, additional administrative requirements, revised or additional labeling, increased scientific substantiation or other requirements. Any such changes could have a material adverse effect on our business or financial performance.

Regulation – Psychedelics

General

The Company does not intend to manufacture, market or sell mushroom products that are or contain psychedelics that are regulated as controlled substances, whether in foods, supplements, or drugs. Should the Company determine to extend its product candidates to include psychedelics following completion of approved research programs, such products would be subject to extensive legal and regulatory prohibitions, restrictions and oversight. The Company does not intend to proceed into psychedelic products unless and until applicable laws and regulations would permit the marketing, distribution and sale of such products.

Canadian Regulation – Psychedelics

Should the Company become involved in the development of psychedelics such as psilocybin in Canada, the Company's involvement will be contingent on it successfully negotiating the Canadian regulatory regimes that control those substances, including the *Controlled Drugs and Substances Act* (the "**CDSA**"). The CDSA regulates and prescribes punishments for the possession of certain psychedelic substances, including psilocybin. The Company will not be able to handle, research or otherwise be involved with ingredients such as psilocybin without obtaining an exemption under Section 56 or another similar provision of the CDSA.

Should the Company be able to obtain all required exemptions and authorizations to develop a product that utilizes controlled ingredients and compounds such as psilocybin, it will not be able to market or sell such hypothetical products except in accordance with the CDSA and other related regulations. The CDSA currently restricts anyone

from possessing psychedelics such as psilocybin without a prescription, meaning the potential market for any such hypothetical product may be significantly smaller than that for the Company's products that are Canadian Natural Health Products.

USA Regulation – Psychedelics

In the U.S., the possession and sale of psychedelic and hallucinogenic products are illegal under federal, state, and local laws and regulations, including under the Federal Controlled Drugs and Substances Act. There are substantial restrictions and limitations on the possession, permitting, licensure, drug development, approval, labeling, manufacture, marketing and distribution of such products. Failure to comply with applicable laws and regulations may result in administrative, civil or criminal penalties, recall or seizure of products, injunctive relief including partial or total suspension of production, debarments, and significant fines and penalties as well as other potential tort and business liabilities and impacts to a company's business operations, banking and import/export activities.

Employees

As at the date of this Prospectus, the Company has no full-time employees. The officers and directors of the Company are independent contractors. In the ordinary course of business, the Company outsources many operational aspects of its business to third party contractors including accounting/bookkeeping service providers, administrative service providers, web designers, social media marketers, contract manufacturers as well as logistics, fulfillment, and inventory storage providers. Employees of these service providers provide the services to the Company as needed.

Intellectual Property Protection

Protection of our intellectual property is paramount to the success of our business. We have taken the following measures to protect our intellectual property:

Trademarks

We have made the following trademark applications:

Trademark	Country	Application Number	Date
Mind Cure	Canada	2026081	May 4, 2020
Mind Cure	US	353697311	May 18, 2020

Domains

We have use and control over the following domain names:

- mindcure.com
- mindcure.ca
- mindcure.org
- mindcure.health
- moonbeammushrooms.com

Business Objectives and Milestones

See "Use of Proceeds – Principal Purposes". See "Risk Factors" for a discussion of competitive conditions.

In the 12 months following the completion of the Offering, the Company intends to complete the following business objectives. Distribution of our Moonbeam Mushrooms products within Canada is dependent upon our obtaining the Canadian Health Product Authorizations and, while there is no guarantee we will obtain these authorizations in a timely manner or at all, we have no reason to believe that they will not be obtained in the ordinary course in calendar Q3, 2020. See “Risk Factors”.

The business objectives the Company expects to achieve using the available funds are to: (a) develop the Company’s Moonbeam Mushrooms branded product line (b) execute the Company’s product marketing program; (c) expand and improve the Company’s operational infrastructure; and (d) initiate research of psychedelic therapies.

Business Objectives	Time Period	Estimated Expenditure (Minimum Offering) (\$)	Estimated Expenditure (Maximum Offering) (\$)
<i>Product Development</i> - Develop Moonbeam Mushrooms market test products, small scale deployment. - Conduct market research on initial products - Hire Product Development Manager (to the extent the Maximum Offering is achieved) - Develop version 1.0 Moonbeam Mushrooms products, broader scale deployment and (to the extent the Maximum Offering is achieved) develop additions to Moonbeam Mushrooms product line - Expedite identification and evaluation of the legal and commercial viability of new potential product candidates (to the extent the Maximum Offering is achieved)	3 months 1 to 2 months 1 to 2 months 3 months 6 to 12 months	139,000	451,000
<i>Product Marketing Program</i> - Enhancement of eCommerce - Hire channel managers⁽¹⁾ - Product advertising and (to the extent the Maximum Offering is achieved) enhance and accelerate our digital marketing program beyond traditional marketing program	6 to 9 months 3 to 9 months 12 months	230,000	750,000
<i>Operational Expansion⁽²⁾</i> - Trademark registration - Purchase raw materials - Contract packaging & fulfillment - Hire senior operational management (to the extent the Maximum Offering is achieved)	1 to 3 months 12 months 12 months 12 months	280,000	820,000
Total		649,000	2,021,000

Notes:

- (1) The Company intends to hire one channel manager in the event it obtains the Minimum Offering, and two channel managers in the event it obtains the Maximum Offering.
- (2) To the extent the Maximum Offering is achieved, the increased allocation would fund increased volume purchases of raw materials and related contract and fulfillment costs associated with anticipated increased product sales in addition to fund the senior operational management position.

Operational Expansion

The Company plans to register trademarks for “Moonbeam Mushrooms” and its logos. Expected costs for this include intellectual property filing fees, legal fees, and related disbursements.

To meet the projected demand of the Moonbeam Mushrooms product line over the next 12 months, the Company plans to purchase increasing amounts of raw materials, which include mushrooms and packing. To meet the projected demand of the Moonbeam Mushrooms product line over the next 12 months, the Company plans to engage the third-party services (both currently engaged and new) to assist with packaging and product fulfillment. Outsourcing the packaging and outsourcing part of the Company’s business is anticipated to allow management to focus on developing the business, product research and development.

USE OF PROCEEDS**Proceeds**

The Company expects to receive net proceeds of \$896,375 from the Minimum Offering and \$2,368,375 from the Maximum Offering (after deducting the portion of Agent’s Fee and the Corporate Finance Fee in cash, but before deducting the other expenses of the Offering). The net proceeds of the Offering will be added to the Company’s estimated working capital as at July 31, 2020 of \$574,094, which will result in approximately \$1,494,094 in available funds to the Company from the Minimum Offering and \$2,966,094 in available funds to the Company from the Maximum Offering.

Funds Available

Source of Funds	Minimum Offering (\$)	Maximum Offering (\$)
Gross proceeds of Offering	1,000,000	2,600,000
(less Agent's Fee 8%)	(80,000)	(208,000)
Working capital as of July 31, 2020	574,094	574,094
Available Funds	1,494,094	2,966,094

Principal Purposes

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

Principal Purposes	Estimated Expenditure (Minimum Offering) (\$)	Estimated Expenditure (Maximum Offering) (\$)
Estimated costs of the Offering ⁽¹⁾	105,489	105,489
Estimated general and administrative expenses for 12 months post-closing of the Offering ⁽²⁾	520,800	520,800

Principal Purposes	Estimated Expenditure (Minimum Offering) (\$)	Estimated Expenditure (Maximum Offering) (\$)
Estimated development costs for 12 months post-closing of the Offering (see “Business Objectives and Milestones”)	649,000	2,021,000
Unallocated working capital	218,805	318,805
Available Funds:	1,494,094	2,966,094

Notes:

- (1) Includes the agent’s expenses, legal, audit, regulatory, listing and printing fees.
- (2) See “Narrative Description of the Business – Estimated General and Administrative Expenses for the Next 12 Months.”

Upon completion of the Offering, our working capital available to fund ongoing operations will be sufficient to meet our administrative costs for at least twelve months. The Company intends to spend the net funds available to it as stated in this Prospectus. However, there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. See “Risk Factors”.

Estimated General and Administrative Expenses for the Next 12 Months

The estimated general and administrative expenses of the Company for the 12 months following completion of this Offering are an aggregate of \$520,800. An estimated breakdown of these expenses is as follows:

Item	Monthly (\$)	Yearly (\$)
Accounting and audit fees	2,500	30,000
Office costs	2,400	28,800
Legal fees	2,500	30,000
Management and Consulting fees (see “Compensation of Executive Officers”)	24,500	294,000
Corporate and shareholder communication	2,000	24,000
Transfer agent and regulatory filing fees	2,000	24,000
Travel	7,500	90,000
Total:	43,400	520,800

The Company intends to spend its available funds as stated in this Prospectus. There may be circumstances, however, where for sound business reasons, a reallocation of funds may be necessary. See “Business Objectives and Milestones”.

No insider, associate or affiliate of the Company will receive more than 10% of the net proceeds of the Offering.

Negative Operating Cash Flow

As at May 31, 2020, the Company has incurred losses of \$78,903 since incorporation. There is no guarantee that we will ever become profitable. The Company anticipates it will continue to have negative cash flow for the foreseeable future unless and until commercial production is achieved. 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. A portion of the proceeds from the Offering will be used to fund negative cash flow from operating activities in future periods. See “Risk Factors – Negative Operating Cash Flow”.

DIVIDENDS OR DISTRIBUTIONS

The Company has not declared any cash dividends or distributions for any of our securities and no such dividends or distributions are contemplated for the current financial period. As of the date of this Prospectus, there are no restrictions that prevent the Company from paying dividends on its Common Shares. The Company has neither declared nor paid any dividends on its shares and it is not contemplated that the Company will pay dividends in the immediate or foreseeable future. The Company currently intends to retain future earnings, if any, to finance the expansion of its business and does not anticipate paying dividends in the foreseeable future. Any future decision to pay dividends on the Company’s Common Shares will be made by the Board on the basis of the earnings, financial requirements and other conditions existing at such time.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

The following tables set forth selected financial information with respect to the Company's audited financial statements for the period from incorporation on March 6, 2020 to May 31, 2020 and has been prepared as at June 12, 2020. The selected financial information has been derived, except where indicated from the audited financial statements for the period of incorporation on March 6, 2020 to May 31, 2020. The following should be read in conjunction with the said financial statements.

Selected Financial Information

	Period from incorporation on March 6, 2020 to May 31, 2020 (Audited) (\$)
Statement of Loss	
Revenue	Nil
Expenses	78,903
Net loss	(78,903)
Basic and Diluted loss per share	(0.016) ⁽¹⁾

Note:

(1) Based on the weighted average of 5,021,035 common shares issued and outstanding for the period ended May 31, 2020

	As at May 31, 2020 (Audited) (\$)
Statement of Financial Position	
Assets	
Current assets	674,660
Intangible assets	111,829
Total Assets	786,489
Liabilities	
Current liabilities	36,564
Total Liabilities	36,564
Shareholders' Equity	749,925
Total Liabilities and Shareholders' Equity	786,489

OVERVIEW

This management discussion and analysis ("MD&A") of the operations and financial condition of the Company is dated as of August 27, 2020 and describes the operating and financial results of the Company for the period from incorporation on March 6, 2020 to May 31, 2020. This MD&A supplements, but does not form part of, the audited financial statements of the Company, and should be read in conjunction with the Company's audited financial statements and related notes for the period from incorporation on March 6, 2020 to May 31, 2020. The Company prepares and files its financial statements in accordance with IFRS. The currency referred to in this MD&A is in Canadian Dollars.

Overall Performance

Mind Cure was created as a mental health and wellness company with a mission to identify, develop and commercialize products that enhance mental health and wellness, ease suffering and increase productivity. Mind Cure was formed as a response to a world suffering from mental health crisis and in urgent need of effective treatments. Mind Cure's initial products are a branded line of organic, functional mushroom powder. Our products will be sold online and in retail stores throughout North America.

Since incorporation on March 6, 2020, the Company's activities have focused on: (1) the development of its technology platform, which includes eCommerce infrastructure, inventory management and analytics processing; (2) the establishment of supply chain infrastructure; (3) the establishment of internal operations infrastructure; and (4) the product formulation, branding and preparation for the launch of its Moonbeam Mushrooms line of products. See "General Development of the Business".

Results of Operation

Period from the date of Incorporation on March 6, 2020 to May 31, 2020

The Company reported no revenues during the period from the date of incorporation on March 6, 2020 to May 31, 2020. The factors that contributed to the loss for the period ending May 31, 2020 were marketing expense of \$29,896, professional fees of \$30,808, consulting fees of \$2,000, office and general expenses of \$762, advertising and promotion of \$12,459 and research expenses of \$2,978.

Although the Company reported no revenues as at May 31, 2020, its technology platform was ready to take orders (pending obtaining the Canadian Health Product Authorizations for the Canadian market only) and the availability of the three products (each available in capsule and powdered form) featured. See moonbeammushrooms.com. The Company has paid a deposit (\$60,330) for the manufacture and packaging of its products with expected delivery by fall 2020. Distribution of our Moonbeam Mushrooms products within Canada is dependent upon our obtaining the Canadian Health Product Authorizations and, while there is no guarantee we will obtain these authorizations in a timely manner or at all, we have no reason to believe that they will not be obtained in the ordinary course in calendar Q3, 2020. See "Risk Factors". Upon obtaining the Canadian Health Product Authorizations for the Canadian market, deliveries to the Company's brick-and-mortar retail partner, Body Energy Club, will commence in the later part of 2020.

Research expenses (\$2,978) relate to payments for industry research reports to assist the Company in developing business strategies specific to its product development.

Consulting fees (\$2,000) relate to services provided by a consultant that specializes in the natural health product industry for licensing, compliance, manufacturing, packaging, and distribution of the Company's products. The consultant's engagement with the Company is ongoing and will continue to expand as new products are developed.

Office and general expenses (\$762) include minor disbursements, as well as bank and courier charges, and postage fees.

Advertising and promotion expenses (\$12,459) relate to domain name purchases and registrations, the design of the corporate logo identity, and branding and corporate communication strategies including the corporate website.

Professional fees (\$30,808) include legal fees in connection with the Company's incorporation, trademark applications in Canada and the US, and general legal counsel. Also, included are accounting fees accrued to a company of which a director is the principal.

Marketing expenses (\$29,896) are related to the product branding, product packaging design and consumer targeting strategies for the Company's products.

During the period from the date of incorporation on March 6, 2020 to May 31, 2020, the Company completed the following equity financings: (i) issuance of one (1) Common Share on incorporation; (ii) repurchase of the one (1) Common Share issued on incorporation; (iii) the sale of 1,750,000 Common Shares at a price of \$0.01 per share for total proceeds of \$17,500; (iv) the sale of 20,250,000 Common Shares at a price of \$0.02 per Common Share for proceeds of \$405,000; and (v) the sale of 8,270,000 Common Shares at a price of \$0.05 per Common Share for proceeds of \$413,500.

Total Common Shares issued and outstanding as at May 31, 2020 equaled 30,270,000 for net proceeds of \$827,129, including issuance costs of \$8,871.

Liquidity and Capital Resources

The Company reported a working capital surplus of \$638,096 comprised of cash on hand of \$609,634, taxes receivable of \$1,696 and prepaid expenses of \$63,330 less liabilities of \$36,564 for the fiscal period ended May 31, 2020.

Prepaid expenses of \$63,330 include a deposit of \$60,330 paid to the Company's supply chain contract manufacturer for the manufacturing and packaging of the Company's new products as well as an advance of \$3,000 paid to a retail partner for a market research report.

Taxes receivable of \$1,696 represents the refundable GST paid by the Company from the time of GST/HST registration (April 5, 2020) to May 31, 2020.

The intangible asset reported as at May 31, 2020 represents the capital investment (\$111,829) by the Company into its technology platform. The technology platform includes the eCommerce infrastructure, basic customer service relationship (CRM), inventory management, analytics, Level 1 PCI compliance, multiple payment gateways, checkout conversion optimization, shipping cost calculator, automated tax calculator, social media integration, product reviews, and a full blogging platform. It also includes marketing assets that allow the Company to conduct targeted marketing campaigns, and a fully automated sales funnel with real time sales funnel testing.

The Company anticipates having \$1,494,094 in available funds upon completion of the Minimum Offering and \$2,414,094 in available funds upon completion of the Maximum Offering. The Company estimates that the capital required to carry out its planned product development objectives during the twelve months after completion of the Offering will be \$649,000 in the event of the Minimum Offering and \$1,469,000 in the event of the Maximum Offering. In addition, the Company also anticipates that it will be required to incur approximately \$520,800 in general and administrative expenses. After giving effect to these allocations, the Company anticipates it will have \$218,805 in unallocated working capital upon completion of the Minimum Offering and \$318,805 in unallocated working capital upon completion of the Maximum Offering. The Company does not anticipate incurring any other material capital expenditures.

The Company's future capital requirements will depend upon many factors including, without limitation, its ability to produce, market and sell its products, consumer demand for its products, the Company's ability to secure required financing, and in the event consumer demand is strong for its products, the Company's ability to expand its business to facilitate this demand. The Company has limited capital resources and has to rely upon the sale of equity securities for cash required for research and development purposes, for acquisitions and to fund the administration of the Company. Since the Company does not expect to generate substantial revenues from operations in the near future, it must continue to rely upon the sales of its equity and debt securities to raise capital, which would result in further dilution to the shareholders. There is no assurance that financing, whether debt or equity, will be available to the Company in the amount required by the Company at any particular time or for any period and that such financing can be obtained on terms satisfactory to the Company or at all. See "Risk Factors".

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Related Party Transactions

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. Key management personnel compensation for the period from March 6, 2020 (incorporation) to May 31, 2020 was:

	Period from March 6, 2020 (incorporation) to May 31, 2020
Consulting fees charged by a company controlled by the CFO	\$ 3,500

Included in accrued liabilities at May 31, 2020, is \$3,500 owed to a company controlled by the CFO of the Company for consulting fees. This amount is due on demand, unsecured, and without interest.

Changes in Accounting Policies

IFRS 16, Leases

This new standard replaces IAS 17 "Leases" and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting is not substantially changed. The standard is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted for entities that have adopted IFRS 16. The Company has no leases as at May 31, 2020.

IFRIC Interpretation 23

Uncertainty over Income Tax Treatments ("IFRIC 23"): IFRIC 23 provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. There was no impact to the Company's financial statements as a result of adopting this new standard.

Financial Instruments

The Company's financial instruments consist of cash, accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair values of these financial instruments approximate their carrying values unless otherwise stated.

Summary of Quarterly Results

Since incorporation, the Company has not prepared quarterly interim financial statements. As a result, the Company is unable to provide a summary or the quarterly results from the date of incorporation on March 6, 2020 to May 31, 2020.

Subsequent events

On June 10, 2020, the Company granted 1,600,000 Options under the terms of the Plan to directors, officers, and consultants. The exercise price of the Options granted is \$0.20 and they will expire 5 years from the grant date or on June 10, 2025.

On June 24, 2020, the Company submitted a preliminary prospectus for an initial public offering of a minimum of 5,000,000 Common Shares of the Company and a maximum 13,000,000 Common Shares at a price of \$0.20 per Common Share for minimum gross proceeds of \$1,000,000 and maximum gross proceeds of \$2,600,000 pursuant to the terms of the Agency Agreement.

Pursuant to the terms and conditions of the Agency Agreement, the Company has agreed to pay the Agent a cash fee equal to 8% of the gross proceeds of the Offering (\$80,000 in the event of the Minimum Offering, \$208,000 in the event of the Maximum Offering and \$239,200 in the event the Agent exercises the entirety of the Agent's Over-Allotment Option), plus a corporate finance fee of \$22,500 plus GST of \$1,125.

As additional consideration for the services rendered by the Agent in connection with the Offering, the Agent will be issued non-transferable share purchase warrants of the Company, entitling the Agent to subscribe for that number of Common Shares of the Company equal to 8% of the Offered Shares and Additional Shares sold by the Company pursuant to the Offering (being 400,000 Agent's Option Shares in the event of the Minimum Offering, 1,040,000 Agent's Option Shares in the event of the Maximum Offering, and 1,196,000 Agent's Option Shares in the event the Agent exercises the entirety of the Agent's Over-Allotment Option), at an exercise price of \$0.25 per Agent's Option Share at any time up to twenty-four (24) months from the Listing Date.

On August 3, 2020, the Company incorporated a US subsidiary in the state of Nevada, Mind Cure Health (US) Inc.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

The following table sets out a breakdown of all material components of certain costs to the Company for the period from incorporation on March 6, 2020 to May 31, 2020.

	Period from Incorporation on March 6, 2020 to May 31, 2020 (Audited)
Item	
Advertising and promotion	12,459
Consulting fees	2,000
Professional fees	30,808
Marketing	29,896
Office and general	762
Research expenses	2,978
Total	\$ 78,903

ADDITIONAL DISCLOSURE FOR JUNIOR ISSUERS

As set out in the section titled "Use of Proceeds", if the Minimum Offering is completed the Company anticipates having general working capital (net of estimated offering costs of \$105,489) of \$218,805 following completion of the Company's stated business objectives and after meeting the budgeted administrative and product

development costs for the next 12 months of \$1,169,800. If the Maximum Offering is completed the Company anticipates having general working capital (net of estimated offering costs of \$105,489) of \$318,805 following completion of its stated business objectives and after meeting the budgeted administrative and development costs for the next 12 months of \$2,541,800. Other than as disclosed in this prospectus, the Company does not anticipate incurring any other material capital expenditures.

DISCLOSURE OF OUTSTANDING SECURITY DATA

The Company has one class of shares outstanding, being Common Shares. As of the date of this Prospectus, 30,270,00 Common Shares were issued and outstanding and the Company has 1,600,000 Options and no warrants outstanding. See "Description of the Securities Distributed".

DESCRIPTION OF SECURITIES DISTRIBUTED

Authorized and Issued Share Capital

The authorized share capital of the Company consists of an unlimited number of Common Shares and an unlimited number of preferred shares. As of the date hereof, 30,270,00 Common Shares are issued and outstanding as fully paid and non-assessable common shares and no preferred shares have been issued.

There are 1,600,000 Common Shares reserved for issuance to officers, directors and consultants of the Company effective on the Listing Date as a result of stock option granted pursuant to the Company's Stock Option Plan (the "Plan").

Common Shares

This Prospectus is being filed for the purpose of qualifying the distribution of 5,000,000 Common Shares under the Minimum Offering and 13,000,000 Common Shares under the Maximum Offering, and an additional 1,950,000 Common Shares in the event the Agent's Over-Allotment Option is exercised in full.

The holders of Common Shares are entitled to receive notice of and attend and vote at all shareholder meetings. Each Common Share confers 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, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the Board may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company.

Preferred Shares

As of the date of this Prospectus, the Company has not issued any preferred shares.

The preferred shares of the Company may include one or more series of shares and, subject to the *British Corporations Act* (British Columbia), the directors may, by resolution, if none of the preferred shares of any particular series are issued, alter the Articles of the Company and authorize the alteration of the Notice of Articles of the Company, as the case may be, to do one or more of the following: 1) determine the maximum number of shares of any of those series of shares that the Company is authorized to issue, determine that there is no such maximum number, or alter any determination made under this item (1) or otherwise in relation to a maximum number of those shares; (2) create an identifying name by which the shares of any of those series of shares may be identified, or alter any identifying name created for those shares; and (3) attach special rights or restrictions to the shares of any of those series of shares, or alter any special rights or restrictions attached to those shares.

The preferred shares of the Company shall rank on a parity with each other and with any other shares by their terms ranking equally therewith with respect to the payment of dividends and, on winding-up, repayment of the amount paid up on such shares of the Company, and shall rank prior to the Common Shares or any other shares ranking junior with respect to, on winding-up, repayment of the amount paid up on such shares.

Agent's Options

Under this Offering, the Company will issue Agent's Options to the Agent, entitling the Agent to subscribe for that number of Agent's Option Shares equal to 8% of the Offered Shares sold by the Company pursuant to the Offering (being 400,000 Agent's Option Shares in the event of the Minimum Offering and 1,040,000 Agent's Option Shares in the event of the Maximum Offering) and 8% of the Additional Shares should the Agent exercise the Agent's Over-Allotment Option in full (being an additional 156,000 Agent's Option Shares for an aggregate total of 1,196,000 Agent's Option Shares), at an exercise price of \$0.25 per Agent's Option Share at any time up to twenty- four (24) months from the Listing Date. This Prospectus qualifies the distribution of the Agent's Options.

Agent's Over-Allotment Option

The Company has granted to the Agent the Agent's Over-Allotment Option, exercisable in whole or in part, in the sole discretion of the Agent up to 48 hours prior to the Closing Date, to purchase up to 1,950,000 Additional Shares at the Offering Price of \$0.20 per Additional Share. If the Over-Allotment Option is exercised in full, the total "Price to the Public", "Agent's Fee" and "Net Proceeds to the Company" will be \$2,990,000, \$239,200 and \$2,750,800, respectively. This Prospectus qualifies the grant of the Agent's Over-Allotment Option and the distribution of the Additional Shares issuable upon exercise of the Agent's Over-Allotment Option.

CONSOLIDATED CAPITALIZATION

The following table summarizes capitalization of the Company as at the date of this Prospectus and after giving effect to the Offering.

Description	Authorized	Outstanding at the date of this Prospectus (Audited)	Outstanding after giving effect to Minimum Offering ⁽¹⁾ (Unaudited)	Outstanding after giving effect to Maximum Offering ⁽²⁾ (Unaudited)	Outstanding after giving effect to exercise of full Agent's Over-Allotment Option ⁽³⁾ (Unaudited)
Common Shares	Unlimited	30,270,000	35,270,000	43,270,000	45,220,000
Incentive Stock Options	Maximum 20% of issued and outstanding Common Shares ⁽⁴⁾	1,600,000 ⁽⁵⁾	1, 600,000 ⁽⁵⁾	1, 600,000 ⁽⁵⁾	1,600,000 ⁽⁵⁾
Agent's Options ⁽⁶⁾	1,196,000 Agent's Options	0	400,000	1,040,000	1,196,000

Notes:

(1) This number includes the sale of 5,000,000 Shares under the Minimum Offering.

(2) This number includes the sale of 13,000,000 Shares under the Maximum Offering.

- (3) The Agent's Over-Allotment Option allows the agent to sell up to an additional 1,950,000 Additional Shares at the Offering Price for additional gross proceeds of up to \$390,000. The Agent's Over-Allotment Option is exercisable at the discretion of the Agent, in whole or in part, at any time up to 48 hours prior to the Closing Date.
- (4) Pursuant to the Plan, the number of the Company's Common Shares reserved for issuance is a maximum of 20% of the issued and outstanding Common Shares at the date of grant. See "Options to Purchase Securities".
- (5) All Options that have been issued five-year term expiring June 10, 2025 and are exercisable at a price of \$0.20 per Common Share on the terms and conditions set out in each Option and the Plan. Options have been granted to directors, executive officers and consultants of the Company. See "Options to Purchase Securities".
- (6) As additional consideration for the sale of Offered Shares pursuant to this Prospectus, the Agent will be issued Agent's Options of the Company, entitling the Agent to subscribe for that number of Agent's Option Shares equal to 8% of the Shares sold by the Company pursuant to the Offering (being 400,000 Agent's Option Shares in the event of the Minimum Offering, 1,040,000 Agent's Option Shares in the event of the Maximum Offering and 1,196,000 Agent's Option Shares in the event the Agent exercises all of the Agent's Over-Allotment Options), at an exercise price of \$0.25 per Common Share.

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

The Plan was adopted by the Company effective May 31, 2020. The purpose of the Plan is to promote the interests of the Company by: (a) furnishing certain directors, officers, employees or consultants of the Company or an affiliate of the Company with greater incentive to further develop and promote the business and financial success of the Company; (b) furthering the identity of interests of persons to whom options may be granted with those of the shareholders of the Company generally through share ownership in the Company; and (c) assisting the Company in attracting, retaining and motivating its directors, officers, employees and consultants. The Plan provides that, subject to the requirements of the Securities Commissions and the Exchange, the aggregate number of Common Shares in respect of which Options may be granted pursuant to the Plan shall not exceed 20% of the issued and outstanding Common Shares.

Options may be granted under the Plan to such officers, directors, employees, and consultants, of the Company and its affiliates, if any, as the Board may from time to time designate. The exercise price of Options will be determined by the Board, but may not be less than the greater of: (a) the fair market value of the Common Shares at the time of grant, as determined by the Board, in its sole discretion; and (b) the lowest price permitted under the applicable rules and regulations of all regulatory authorities to which the Company is subject, including the Exchange and the Securities Commissions. The Plan provides that, unless disinterested shareholder approval is obtained, the Plan will not result in or allow at any time: (i) the number of Common Shares reserved for issuance pursuant to options granted to directors or officers exceeding 10% of the outstanding Common Shares at the time of granting the options; (ii) the issuance to directors or officers, within a one year period, of a number of Common Shares exceeding 10% of the outstanding Common Shares at the time of the granting of the Option; or (iii) the issuance to any one director or executive officer, within a 12 month period, of a number of Common Shares exceeding 5% of the outstanding Common Shares at the time of granting the Options.

Subject to earlier termination in the event of dismissal for cause, termination other than for cause, or in the event of death, all Options granted under the Plan will expire not later than the date that is the earlier of: (i) ten years from the date that such options are granted; and (ii) the latest date permitted under the applicable rules and regulations of all regulatory authorities to which the Company is subject, including the Exchange and the Securities Commissions. Options granted under the Plan are not transferable or assignable other than by will or other testamentary instrument, pursuant to the laws of succession or by a committee or duly appointed committee by reason that the holder is incapable, by reason of physical or mental infirmity, of managing their affairs.

Options granted as of the date of this prospectus are as follows:

Category of Optionee	Number of Optionees	Total Number of Options Issued ⁽¹⁾	Exercise Price(s) of Options	Expiry Date(s) of Options
All executive officers and past executive officers as a group	2 ⁽²⁾	500,000	\$0.20	June 10, 2025
All directors and past directors as a group, excluding executive officers and past executive officers	2 ⁽³⁾	500,000	\$0.20	June 10, 2025
All employees and past employees as a group	0	0	N/A	N/A
All consultants as a group	4	600,000	\$0.20	June 10, 2025

Notes:

- (1) Each one Option is convertible into one Common Share upon the terms and conditions of such Option.
- (2) Philip Tapley, President, Chairman, CEO and director of the Company, and Stephen D. Inouye, CFO and director of the Company, each were issued 250,000 Options on June 10, 2020.
- (3) The directors of the Company who are not also executive officers of the Company, being, Jason Pamer and Terese Gieselman, were each issued 250,000 Options on June 10, 2020.

Agent's Options

In addition, pursuant to the terms of the Agency Agreement, the Company will issue Agent's Options (up to 8% of the number of shares sold under the Offering) to the Agent, exercisable at a price of \$0.25 per Agent's Option Share for a period of twenty-four months from the Listing Date.

PRIOR SALES OF SECURITIES

Since incorporation on March 6, 2020, the Company has completed the following distributions of its securities:

March 6, 2020 to Date of the Prospectus	Number of Securities	Price per security	Reason for Issuance
March 6, 2020	1	\$1.00	(1) Incorporator Share
May 15, 2020	1,750,000	\$0.01	(1) Private placement of Common Shares (2) All Common Shares subject to Escrow Agreement
May 15, 2020	(1)	(\$1.00)	(1) Cancellation of Incorporator Share
May 19, 2020	20,250,000	\$0.02	(1) Private placement of Common Shares (2) 1,250,000 Common Shares subject to Escrow Agreement
May 28, 2020	8,270,000	\$0.05	(1) Private placement of Common Shares
Total:	30,270,000		

ESCROWED SECURITIES

Escrowed Securities

In accordance with National Policy 46-201 - *Escrow for Initial Public Offerings* (“NP 46-201”), all securities of an issuer owned or controlled by its Principals (as defined below) are required to be placed in escrow at the time of the issuer’s initial public offering, unless the shares held by the Principals or issuable to the Principals, upon conversion of convertible securities held by the Principals, collectively represent less than 1% of the total issued and outstanding shares of the issuer after giving effect to the initial public offering. Non-transferable incentive stock options issued to Principals to purchase securities solely for cash at a price equal to or greater than the Offering price will also not be subject to escrow.

“Principals” include all persons or companies that, on the completion of the initial public offering, fall into one of the following categories:

- (a) directors and senior officers of the Company or a material operating subsidiary of the Company, at the time of the initial public offering;
- (b) promoters of the Company during the two years preceding the initial public offering;
- (c) those who own and/or control, directly or indirectly, more than 10% of the Company’s voting securities (on a fully diluted basis) immediately before and immediately after completion of the initial public offering and if they also have elected or appointed or have the right to elect or appoint a director or senior officer of the Company or of a material operating subsidiary of the Company;
- (d) those who own and/or control more than 20% of the Company’s voting securities (on a fully diluted basis) immediately before and immediately after completion of the initial public offering; and
- (e) the spouse(s) and relative(s) that live at the same address as any of the above.

Pursuant to NP 46-201, the Principals of the Company and their spouses and certain relatives who hold Common Shares will be required to enter into an escrow agreement (the “**Escrow Agreement**”) with the Company and Computershare, as escrow agent. Effective the Listing Date, a total of 3,000,000 Common Shares (the “**Escrowed Securities**”) held by the Principals of the Company will be deposited into escrow, pursuant to the Escrow Agreement.

At the time of an initial public offering, an issuer is classified for the purposes of NP 46-201 escrow as either an “exempt issuer”, an “established issuer” or an “emerging issuer.” Uniform terms of automatic timed-release escrow apply to Principals of issuers carrying out initial public offerings, differing only according to the classification of the issuer. The Company will be classified as an “emerging issuer” under NP 46-201 upon the Listing Date, and accordingly the Escrow Agreement will provide for release of the Escrowed Securities over the thirty-six months following the Listing Date, with an initial 10% released upon the Listing Date, and the balance of a Principal’s Escrowed Securities released from escrow in equal blocks of 15% at six month intervals as follows:

On the Listing Date	1/10 of the escrow securities
Six months after the Listing Date	1/6 of the remaining escrow securities
Twelve months after the Listing Date	1/5 of the remaining escrow securities
Eighteen months after the Listing Date	1/4 of the remaining escrow securities
Twenty-four months after the Listing Date	1/3 of the remaining escrow securities
Thirty months after the Listing Date	1/2 of the remaining escrow securities
Thirty-six months after the Listing Date	The remaining escrow securities

If the Company achieves “established issuer” status during the term of the Escrow Agreement, the release schedule will change. If the Company becomes an established issuer eighteen months or more after its Listing Date, all Escrowed Securities will be released immediately. If the Company becomes an established issuer within eighteen months of its Listing Date, there will be a catch-up release of all Escrowed Securities that would have been released had the Company been an established issuer as of its Listing Date, and remaining Escrowed Securities will be released in equal instalments on the day that is six months, twelve months, and eighteen months after the Listing Date.

The following securities of the Company are held by, and are subject to the terms of, the Escrow Agreement:

Name	Number and Designation of Class of Security	Percentage of Class of Securities Prior to the Offering (%)⁽¹⁾	Percentage of Class of Securities Held After Giving Effect to the Minimum Offering (%)⁽²⁾	Percentage of Class of Securities Held After Giving Effect to the Maximum Offering (%)⁽³⁾⁽⁴⁾
Philip Tapley	1,750,000 Common Shares	5.78%	4.96%	4.04%
Stephen D. Inouye	500,000 Common Shares	1.65%	1.42%	1.16%
Jason Pamer	750,000 Common Shares	2.48%	2.13%	1.73%

Notes:

- (1) Based on 30,270,000 Common Shares issued and outstanding prior to the Offering.
- (2) Assumes 35,270,000 Common Shares are issued and outstanding upon completion of the Minimum Offering, see “Consolidated Capitalization”.
- (3) Assumes 43,270,000 Common Shares are issued and outstanding upon completion of the Maximum Offering, see “Consolidated Capitalization”.
- (4) Should the Agent exercise the entirety of the Agent’s Over-Allotment Option, Mr. Tapley will hold 3.87%, Mr. Inouye will hold 1.11% and Mr. Pamer will hold 1.66% of the issued and outstanding Common Shares.

The Escrow Agreement will provide that 300,000 Common Shares will be released from escrow on the Listing Date. The remaining 2,700,000 Common Shares of the Company which will be held in escrow immediately following the Listing Date will represent approximately 7.66% of the Common Shares issued and outstanding immediately after giving effect to the Minimum Offering, and approximately 6.70% of the Common Shares issued and outstanding immediately after giving effect to the Maximum Offering.

The Escrow Agreement will provide for transferability of Escrowed Securities within escrow to an individual who is a director or senior officer of the Company or of a material operating subsidiary of the Company, subject to the approval of the Board, or 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, or to a person or company that after the proposed transfer will hold more than 10% of the voting rights attached to the Company’s outstanding securities and that has the right to elect or appoint one or more directors or senior officers of the Company or of any of its material operating subsidiaries.

The Escrow Agreement will provide that upon the bankruptcy of a holder of escrowed securities, the Escrowed Securities may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such securities, as well as to a financial institution where the Escrowed Securities are being realized upon as collateral for a loan. Escrowed Securities may also be transferred within escrow to an RRSP, RRIF or other similar registered plan or fund with a trustee where the annuitant or beneficiaries, as the case may be, are limited to the Principal or his or her spouse, children or parents, or where the Principal is the trustee of such a registered plan or fund, to the annuitant or beneficiary, as the case may be, or his or her spouse, children or parents. Upon the death of a holder

of Escrowed Securities, all securities of the deceased holder will be released from escrow to the deceased holder's legal representative.

PRINCIPAL SECURITYHOLDERS AND SELLING SECURITY HOLDERS

To the knowledge of the Company, no person owns or will own, directly or indirectly, 10% or more of the issued and outstanding Common Shares.

DIRECTORS AND OFFICERS

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	Position to be Held with the Company	Principal Occupation for the Past Five Years	Securities Beneficially Owned Directly or Indirectly (at the date of this Prospectus)⁽¹⁾	Percentage of Securities Held Prior to completion of the Offering
Philip Tapley⁽²⁾ Age: 52 Surrey, BC Canada	CEO President Chairman Director	CMO & CIO of Westland Insurance Group Ltd. (May 1994 – September 2019) Geppetto Enterprises Inc. ⁽³⁾ (September 2019 to present)	1,750,000 Common Shares 250,000 Options ⁽⁴⁾	5.78%
Stephen D. Inouye Age: 60 Richmond, BC Canada	CFO Director	President of SDI Consulting Inc. ⁽⁵⁾	500,000 Common Shares 250,000 Options ⁽⁴⁾	1.65%
Jason Pamer⁽²⁾ Age: 47 Vancouver, BC Canada	Director	President of 1022 Business Group Ltd. ⁽⁶⁾	750,000 Common Shares 250,000 Options ⁽⁴⁾	2.48%
Terese Gieselman⁽²⁾ Age: 57 Kelowna, BC Canada	Director Corporate Secretary	Minco Corporate Management Inc. ⁽⁷⁾	250,000 Options ⁽³⁾	-

Notes:

- (1) The information as to securities beneficially owned, controlled or directed has been furnished by the directors and officers as of the date of this Prospectus. See "Escrowed Securities".
- (2) Denotes a member of the Audit Committee of the Company.
- (3) Mr. Tapley provides consulting services through Geppetto Enterprises Inc., a company owned and controlled by Mr. Tapley.
- (4) Options have an exercise price of \$0.20 per Common Share, subject to the terms of the Options and the Plan.
- (5) Mr. Inouye provides consulting and other services through SDI Consulting Inc., a company owned and controlled by Mr. Inouye.
- (6) Mr Pamer provides consulting services through 1022 Business Group Ltd., a company owned and controlled by Mr. Pamer.

- (7) Ms. Gieselman provides consulting services through Minco Corporate Management Inc., a company owned and controlled by Ms. Gieselman. Through Minco Corporate Management Inc., during the past five years Ms. Gieselman has served as CFO of Golden Ridge Resources Ltd., CFO and director of Julian Resources Inc. and as CFO and corporate secretary of Choom Holdings Inc.

Term of Office

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

Biographies

The following is a brief description of the background of the Directors and executive officers of the Company.

Philip Tapley – President, Chief Executive Officer, Chairman and Director

Mr. Tapley has over 25 years of experience in the financial service industry. From 1994 to 2019, Mr. Tapley held several executive and C-suite positions at Westland Insurance Group Ltd., a Western Canadian insurance broker, including Executive Vice President of Operations, Chief Marketing Officer, Chief Administration Officer and Chief Information Officer. From 2000 to 2003, Mr. Tapley was the President and founder of iProcess Solutions an Insuretech pioneer which provided technology solutions to the insurance industry. Mr. Tapley has served on the board of an insurance brokerage and an insurance company. He earned an MBA from Simon Fraser University in 2005 and received his bachelor's degree from University of British Columbia in 1994.

During the Company's development stage, Mr. Tapley will devote approximately 100% of his working time to the Company, and over time will devote a minimum of 50% of his time to the Company, or such greater amount of time as is necessary. Mr. Tapley has entered into a non-disclosure and a non-competition agreement with the Company. Mr. Tapley is an independent contractor of the Company. Mr. Tapley will be responsible for the day-to-day affairs of the Company and will provide the services typical of a Chief Executive Officer, President and Chairman of a natural health products company. See "Compensation of Executive Directors".

Stephen D. Inouye – Chief Financial Officer and Director

Mr. Inouye is a Vancouver-based business executive with almost 40 years of business experience specializing in accounting and taxes. His career includes 10 years of working with a large grocery corporation and 3 years with a Toronto based accounting and tax public practice firm where he expanded his accounting expertise in taxes, both corporate and personal, and consulting with small to medium sized private businesses. As CFO of a public sports media company called Digital Shelf Space, Mr. Inouye was responsible for three commercial productions sold online and in retail across North America. Mr. Inouye has been operating his own management consulting and accounting practice serving both private and public companies, including holding positions as CFO, CEO, and director. In 2014, Mr. Inouye co-founded a Canadian biotech company that was focused on developing biopharmaceutical products.

Mr. Inouye will devote approximately 33% of his time to the Company or such greater amount of time as is necessary. Mr. Inouye has entered into a non-disclosure and a non-competition agreement with the Company. Mr. Inouye is an independent contractor of the Company. Mr. Inouye will be responsible for the accounting and financial reporting activities of the Company and will provide the services typical of a Chief Financial Officer of a natural health products company. See "Compensation of Executive Directors".

Jason Pamer – Director

Mr. Pamer has over 20 years of experience managing operations and product development in the technology and consumer products industries. He has led private start-up companies from concept to launch and has also worked at large enterprise software companies, such as SAP, managing the development and strategy of global business

lines. As SVP Operations at a public sports media company, he was an Executive Producer of three commercial productions sold online and in retail across North America. Mr. Pamer is currently an investor and strategic advisor working with businesses across the U.S. and Canada. He has managed e-commerce operations across a wide range of industries including digital media, health supplements, and medical cannabis. He received his undergraduate degree from the University of British Columbia and later continued his education at Simon Fraser University where he completed his Executive MBA.

Mr. Pamer will devote approximately 5% of his time to the Company or such greater amount of time as is necessary. Mr. Pamer has not entered into a non-competition or non-disclosure agreement with the Company. Mr. Pamer's responsibilities will be those typical of an independent director of a natural health products company.

Terese J. Gieselman – Director

Ms. Gieselman has 34 years of international experience with junior mining and exploration companies listed on the TSX, TSXV, OTCBB, NASDAQ and AMEX, in the roles of CFO, Treasurer, Corporate Secretary and director. During her tenure in the resource sector, Ms. Gieselman has accumulated an extensive background in corporate and financial reporting and compliance for Canada and the United States, including particularly relevant experience in financings, treasury, international corporate structure and financial reporting in Mexico, Peru, Chile, Argentina and Zimbabwe. Ms. Gieselman is currently the CFO, Corporate Secretary of Golden Ridge Resources Ltd (TSXV-listed) and the CFO and a director of Julian Resources Inc (TSXV-listed), CFO/Secretary of Damara Gold Corp (TSXV-listed), President of Minco Corp. Management and CFO/Secretary of Choom Holdings Inc. (CSE-listed).

Ms. Gieselman will devote approximately 5% of her time to the Company or such greater amount of time as is necessary. Ms. Gieselman has not entered into a non-competition or non-disclosure agreement with the Company. Ms. Gieselman's responsibilities will be those typical of an independent director and corporate secretary of a natural health products company.

Share Ownership by Directors and Officers

Directors and officers of the Company as a group beneficially own, directly and indirectly, or exercise control or direction over, 3,000,000 Common Shares and 1,000,000 Options, which equals:

- (1) as of the date of this Prospectus, 9.91%⁽¹⁾ of the issued and outstanding Common Shares of the Company on a non-diluted basis, and 12.55%⁽²⁾ of the issued and outstanding Common Shares of the Company on a fully-diluted basis.
- (2) assuming completion of the Minimum Offering, ⁽³⁾ 8.51%⁽⁴⁾ of the issued and outstanding Common Shares of the Company on a non-diluted basis, and 10.73%⁽⁵⁾ of the issued and outstanding Common Shares of the Company on a fully-diluted basis.
- (3) assuming completion of the Maximum Offering, ⁽³⁾ 6.93%⁽⁶⁾ of the issued and outstanding Common Shares of the Company on a non-diluted basis, and 8.71%⁽⁷⁾ of the issued and outstanding Common Shares of the Company on a fully-diluted basis.
- (4) assuming the full exercise of the Agent's Over-Allotment Option, ⁽³⁾ 6.63%⁽⁸⁾ of the issued and outstanding Common Shares of the Company on a non-diluted basis, and 8.33%⁽⁹⁾ of the issued and outstanding Common Shares of the Company on a fully-diluted basis.

Notes:

- (1) Based on 30,270,000 Common Shares issued and outstanding as at the date of this Prospectus.
- (2) Based on 1,600,000 Options being issued as at the date of this prospectus. See "Consolidated Capitalization".
- (3) Assuming that no director or officer of the Company purchases any Offered Shares or Additional Shares under the Offering.

- (4) Based on 35,270,000 Common Shares issued and outstanding after giving effect to the Minimum Offering. See “Consolidated Capitalization”.
- (5) Based on 1,600,000 Options and 400,000 Agent’s Options being issued as at the Closing Date. See “Consolidated Capitalization”.
- (6) Based on 43,270,000 Common Shares issued and outstanding after giving effect to the Maximum Offering. See “Consolidated Capitalization”.
- (7) Based on 1,600,000 Options and 1,040,000 Agent’s Options being issued as at the Closing Date. See “Consolidated Capitalization”.
- (8) Based on 45,220,000 Common Shares issued and outstanding after giving effect to the Maximum Offering and the full exercise of the Agent’s Over-Allotment Option. See “Consolidated Capitalization”.
- (9) Based on 1,600,000 Options and 1,196,000 Agent’s Options being issued as at the Closing Date. See “Consolidated Capitalization”.

Corporate Cease Trade Orders

No director or executive officer of the Company, is or has been, within the ten years preceding the date of this Prospectus, a director, chief executive officer or chief financial officer of any company that:

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

For the purposes of this prospectus, an “order” means a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to an exemption under securities legislation, and such order was in effect for a period of more than 30 consecutive days.

Penalties or Sanctions

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

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

Personal Bankruptcies

No director or officer of the Company, nor any shareholder holding sufficient securities of the Company to affect materially the control of the Company, nor any personal holding company of any such person has, within the 10 years before the date of this prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests that 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, her or their interest and abstain from voting on such matter. Other than disclosed herein, there are no existing or potential material 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 information as to ownership of securities of the Company, corporate cease trade orders or bankruptcies, penalties or sanctions, personal bankruptcies or insolvencies and existing or potential conflicts of interest has been provided by each insider of the Company individually in respect of himself or herself.

COMPENSATION OF EXECUTIVE OFFICERS

Compensation Discussion and Analysis

The Company's executive compensation program during the most recently completed financial period ended May 31, 2020 was administered by the Company's Board. The Board was solely responsible for determining the compensation to be paid to the Company's executive officers and evaluating their performance. The Board of Directors has not adopted any specific policies or objective for determining the amount or extent of compensation for directors or officers. The Board of Directors has not established a compensation committee or a formal compensation policy.

The significant elements of compensation to be awarded to, earned by, paid to, or payable to the Company's "Named Executive Officers", being the Chief Executive Officer, the Chief Financial Officer, will be cash consulting fees and stock options. The performance of each executive officer is informally monitored by the Board, having in mind the skills and capabilities of each Named Executive officer and the purpose of their original appointment.

The Company does not presently have a long-term incentive plan for its Named Executive Officers. There is no policy or target regarding allocation between cash and non-cash elements of the Company's compensation program. The Board of Directors reviews annually the total compensation package of each of the Company's executives on an individual basis.

Cash Consulting Fees

The Company's compensation payable to the Named Executive Officers is based upon, among other things, the responsibility, skills and experience required to carry out the functions of each position held by each Named Executive Officer and varies with the amount of time spent by each Named Executive Officer in carrying out his or her functions on behalf of the Company.

In particular, the Chief Executive Officer's compensation will be determined by time spent on: (i) the Company's day to day operations; (ii) developing the Company's products and working to bring them to market; (iii) reviewing potential transactions and negotiating them on behalf of the Company; and (iv) new business ventures. For the Company's first year of operations, the Company does not expect that the Chief Executive Officer will receive cash compensation. The Chief Financial Officer's compensation is primarily determined by time spent in reviewing the Company's financial affairs, including, but not limited to, the Company's day-to-day accounting, budgets and financial reporting. For the Company's first year of operations, the Company anticipates paying its Chief Financial Officer, Stephen D. Inouye, cash compensation of \$60,000 per year.

Stock Options

The purpose of the Plan is to promote the interests of the Company by, among other things: (a) furnishing certain officers, employees or consultants of the Company or an affiliate of the Company with greater incentive to further

develop and promote the business and financial success of the Company; (b) furthering the identity of interests of persons to whom options may be granted with those of the shareholders of the Company generally through share ownership in the Company; and (c) assisting the Company in attracting, retaining and motivating its officers, employees and consultants. The amount and terms of outstanding options held by an executive are taken into account when determining whether and how new option grants should be made to the executive. The exercise periods are to be set at the date of grant. The stock option grants may contain vesting provisions in accordance to the Company's Stock Option Plan. See "Options to Purchase Securities"

Employment and Consulting Agreements

The Company has not entered into written employment agreements but has entered into written consulting agreements with its Chief Executive Officer and its Chief Financial Officer. See footnotes (2) and (3) in "Compensation of Executive Directors – Summary Compensation Table" below.

Summary Compensation Table

The following table sets forth a summary of all compensation paid to, or earned by, the Company's Named Executive Officers during the period from incorporation on March 6, 2020 to May 31, 2020:

				Non-Equity Incentive Plan Compensation				
Named Executive Officer Name and Principal Position	Salary (\$)	Share Based Awards	Option Based Awards	Annual Incentive Plans	Long-Term Incentive Plans	Pension Value (\$)	All Other Compensation (\$)	Total Compensation (\$)
Philip Tapley, CEO	Nil ⁽²⁾	Nil	Nil ⁽¹⁾	Nil	Nil	Nil	Nil	Nil
Stephen D. Inouye, CFO	Nil ⁽³⁾	Nil	Nil ⁽¹⁾	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) On June 10, 2020, the Company issued each of Mr. Tapley and Mr. Inouye 250,000 Options as compensation for their serving as directors of the Company only. The Options are exercisable at \$0.20 per Common Share on or before June 10, 2025.
- (2) The Company has entered into a consulting agreement with Geppetto Enterprises Limited DBA Geppetto Consulting, a company owned by Mr. Tapley, dated March 6, 2020, to: (i) provide the Company with the services needed to fulfill the role of President and Chief Executive Officer; (ii) to consult with the directors, officers and employees of the Company concerning matters relating to the management and organization of the Company, its financial policies, the terms and conditions of employment of the Company's employees, and generally any matters arising out of the business affairs of the Company; and (iii) any other services which the parties to the agreement may agree on. Either party may terminate this agreement on five days written notice, or immediately if there is a breach of the agreement. There are provisions in the agreement with respect to confidentiality, intellectual property and non-competition. Geppetto Enterprises Limited is to be paid a mutually agreed upon rate. For the first year of the Company's operations, the Company does not expect to pay Mr. Tapley (whether through Geppetto Enterprises Limited or otherwise) cash compensation.
- (3) As at May 31, 2020, an accrued liability of \$3,500 for bookkeeping and related tasks was reported by the Company as payable to a company owned by Mr. Inouye, SDI Consulting Inc. SDI Consulting Inc. has been engaged by the Company pursuant to an agreement (the "**SDI Agreement**") dated June 1, 2020 to: (i) provide the Company with the services needed to fulfill the full cycle bookkeeping and accounting duties of the Company and in support of the CFO; (ii) to consult with the directors, officers and employees of the Company concerning accounting and financial matters; (iii) to assist the CFO in fulfilling reporting requirements; and (iv) to liaison with external parties that require financial information such as auditors, the Canada Revenue Agency and other regulatory bodies. Either party may terminate the SDI Agreement on five days written notice, or immediately if there is a breach of the agreement. SDI Consulting Inc. is to be paid a mutually agreed upon rate, either hourly or fixed plus applicable taxes, and there are provisions with respect to confidentiality, intellectual property and non-competition contained in the SDI Agreement.

The Company does not have a pension plan or provide any benefits following or in connection with retirement.

Incentive Plan Awards

The following table sets forth information concerning all outstanding share-based awards and option-based awards outstanding by the Company to each of the Named Executive Officers at the end of the Company's most recently completed financial period ended May 31, 2020.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options	Number of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested (\$)
Philip Tapley, CEO	Nil ⁽¹⁾	N/A	N/A	N/A	N/A	N/A
Stephen D. Inouye, CFO	Nil ⁽¹⁾	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) On June 10, 2020, the Company issued each of Mr. Tapley and Mr. Inouye 250,000 Options as compensation for their serving as directors of the Company only. The Options are exercisable at \$0.20 per Common Share on or before June 10, 2025 all in accordance with the terms of the Options and the Plan.

As of the date of this Prospectus, the Named Executive Officers have not exercised any Options.

Compensation of Directors

Other than as disclosed, the only arrangements we have, standard or otherwise, pursuant to which we compensate directors for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial period or subsequently, are by the issuance of incentive stock options.

The following table sets forth for each of the Company's directors, other than directors who are also Named Executive Officers, all amounts of compensation for the Company's most recently completed financial period ended May 31, 2020.

Name	Fees Earned (\$)	Share-Based Awards (\$)	Option-Based Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Jason Pamer	Nil	Nil	Nil ⁽¹⁾	Nil	Nil	Nil	Nil
Terese Gieselman	Nil	Nil	Nil ⁽¹⁾	Nil	Nil	Nil	Nil

Notes:

- (1) On June 10, 2020, the Company issued each of Mr. Pamer and Ms. Gieselman 250,000 Options as compensation for their serving as directors of the Company. The Options are exercisable at \$0.20 per Common Share on or before June 10, 2025 all in accordance with the terms of the Options and the Plan.

The following table sets forth for each of the Company's directors, other than directors who are also Named Executive Officers, all option-based awards and share-based awards outstanding at the end of the Company's most recently completed financial period ended May 31, 2020.

Name	Option-Based Awards				Share-Based Awards	
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-The-Money Options	Number of Shares of Shares That Have Not Vested (#)	Market or Payout Value of Share- Based Awards That Have Not Vested (\$)
Jason Pamer	Nil ⁽¹⁾	N/A	N/A	N/A	N/A	N/A
Terese Gieselman	Nil ⁽¹⁾	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) On June 10, 2020, the Company issued each of Mr. Pamer and Ms. Gieselman 250,000 Options as compensation for their serving as directors of the Company. The Options are exercisable at \$0.20 per Common Share on or before June 10, 2025 all in accordance with the terms of the Options and the Plan.

Termination and Change of Control Benefits

There are no management or consulting agreements with any directors or officers of the Company that provide for payments to an officer or director, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the company or a change in a director's or officer's responsibilities.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

There is not as of the date of this Prospectus, nor has there been since the Company was incorporated on March 6, 2020, any indebtedness of any director, executive officer, senior officer, employee or any former director, executive officer, employee or senior officer or any associate of any of them, to or guaranteed or supported by the Company either pursuant to an employee stock purchase program of the Company or otherwise, and no such individual is or has been indebted to any other entity where the indebtedness is the subject of a guarantee, support agreement, letter of credit, or similar arrangement or understanding by the Company.

AUDIT COMMITTEES AND CORPORATE GOVERNANCE

Audit Committee

Audit Committee Charter

The Audit Committee's role is to assist the Board in fulfilling its responsibilities of oversight and supervision of the accounting and financial reporting practices and procedures on behalf of the Company and its direct and indirect subsidiaries, the adequacy of internal accounting controls and procedures, and the quality and integrity of the financial statements of the Company. In addition, the Audit Committee is responsible for overseeing the audits of the financial statements of the Company, for directing the auditors' examination of specific areas, for the selection of the independent external auditors of the Company and for the approval of all non-audit services for which the auditors of the Company may be engaged.

On May 31, 2020, the Audit Committee adopted a charter delineating the Audit Committee’s responsibilities (the “**Audit Committee Charter**”). The Audit Committee Charter is attached to this Prospectus as Schedule B.

Composition of the Audit Committee

At the present time, the Company’s Audit Committee is composed of the following members:

Member	Independent/Not Independent ⁽¹⁾	Financially Literate/ Not Financially Literate⁽²⁾
Terese Gieselman	Independent	Financially Literate
Philip Tapley	Not Independent	Financially Literate
Jason Pamer	Independent	Financially Literate

Notes:

- (1) A member of an audit committee is independent if the member meets the meaning of that term as defined in section 1.4 of National Instrument 52-110 - *Audit Committees* (“**NI 52-110**”).
- (2) As defined by NI 52-110.

In accordance with section 6.1.1(3) of NI 52-110 relating to the composition of the audit committee for venture issuers, a majority of the members of the Audit Committee are not executive officers, employees or control persons of the Company.

All members of the Audit Committee are “financially literate” as that term is defined in section 1.6 of NI 52-110.

Each of the members of the Audit Committee has a general understanding of the accounting principles used by the Company to prepare its financing statements and will seek clarification from the Company’s auditors, where required. Each of the members of the Audit Committee also has direct experience in understanding accounting principles for private and reporting companies and experience in preparing, auditing analyzing or evaluating financial statements similar to those of the Company.

See “Directors and Officers” for the biographies of the audit committee members.

Audit Committee Oversight

The Audit Committee was formed by a resolution of the Board to be effective May 31, 2020. At no time since the Company’s most recently completed financial period was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

The Company has not relied on any exemptions under section 2.4 - *De Minimis Non-Audit Services* of NI 52-110 or an exemption granted under Part 8 - *Exemptions* of NI 52-110, during the financial period ended May 31, 2020.

Pre-Approval Policies and Procedures

The Company has adopted specific policies and procedures for the engagement of non-audit services in its Audit Committee Charter. Pursuant to Section 14 of the Audit Committee Charter, all non-audit services (being all services other than “audit services” (as such term is defined in NI 52-110) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the Audit Committee. The Audit Committee may delegate to one or more independent members of the Audit Committee the authority to pre-approve non-audit services, provided any non- audit services approved in this manner must be presented to the Audit Committee at its next scheduled meeting. The Audit Committee shall pre-approve all non-

audit services to be provided to the Company or its subsidiaries by the Company's external auditor and permit all non-audit services, other than non-audit services where: (i) the aggregate amount of all such non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the Company's external auditor during the fiscal year in which the services are provided; (ii) the Company or its subsidiary, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and (iii) the services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Audit Committee or by one or more of its members to whom authority to grant such approvals had been delegated by the Audit Committee.

External Auditor Service Fees (By Category)

The following table sets forth the "audit fees," "audit-related fees," "tax fees," and "other fees" billed in for the period from incorporation on March 6, 2020 to May 31, 2020.

	Audit Fees (\$)	Audit Related Fees (\$)	Tax Fees (\$)	Other Fees (\$)
For the period from Incorporation on March 6, 2020 to May 31, 2020	15,000	Nil	Nil	Nil

Section 6.1 Exemption

The Company is relying upon the exemption in section 6.1 of NI 52-110 for venture issuers which allows for an exemption from Part 3 - *Composition of the Audit Committee* and Part 5 - *Reporting Obligations* of NI 52-110, which respectively exempts a "venture issuer" (as defined in NI 52-110) from the requirements to comply with the restrictions on the composition of its Audit Committee, and the disclosure requirements of its Audit Committee as more specifically set out in NI 52-110.

Corporate Governance

Corporate governance relates to the activities of the Boards, the members of which are elected by and are accountable to the shareholders of Mind Cure, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Board of Directors

As of the date of this Prospectus the Board is comprised of four (4) directors. Two (2) members of the Board, Jason Pamer and Terese Gieselman, are independent and two (2) members of the Board, Philp Tapley and Stephen D. Inouye are not independent, each by reason of them also being executive officers of the Company.

Directorships

The following directors of the Company currently hold directorships in other reporting issuers as set out below:

Name of Director	Name of Other Reporting Issuer
Terese Gieselman	Julian Resources Inc. (CVE: JLR)

Orientation and Continuing Education

If any new directors are appointed to the Board, then the existing directors will provide a brief orientation consisting of a telephone conference and a review of material transactions effected to-date by the Company, as well as the general nature and proceedings of the Company's Board.

Given the industry experience of the existing Board, the Company does not contemplate providing continuing education for directors at this time.

Ethical Business Conduct

The Company has not adopted policies or codes of business conduct and ethics at this time. Given the experience of the Board, and their prior dealings, the Company, at this point in time, is not taking any additional steps to encourage and promote a culture of ethical business conduct.

Nomination of Directors

The Board has not formed a nominating committee or similar committee to assist the Board with the nomination of directors for the Company. The Board considers itself too small to warrant creation of such a committee, and the Board believes that they have sufficient contacts which they can draw upon to identify new members of the Board as needed from time to time.

The Board will continually assess its size, structure and composition, taking into consideration its current strengths, skills and experience, proposed retirements and the requirements and strategic direction of the Company. As required, the members of the Board will recommend suitable candidates for consideration as new members of the Board.

Compensation

The Company does not have a compensation committee or a formal compensation policy. The Company relies solely on the Board to determine the compensation of the Named Executive Officers. In determining compensation, the directors consider industry standards and the Company's financial situation, but the Company does not have any formal objectives or criteria. The performance of each executive officer is informally monitored by the directors, having in mind the business strengths of the individual and the purpose of originally appointing the individual as an officer.

Other Board Committees

At this time, the Board does not have any standing committees other than the Audit Committee.

Assessments

The Board has not implemented a process for assessing its effectiveness. As a result of the Company's small size and the Company's stage of development, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness on an ad hoc basis.

The Board does not formally assess the performance or contribution of individual members of the Board or of any of the Company's committees.

PLAN OF DISTRIBUTION

The Offering

This Prospectus qualifies the distribution of the Offered Shares issued to purchasers upon completion of the Offering.

Pursuant to the Agency Agreement the Company has appointed the Agent to act as its agent to conduct the Offering in the Offering Jurisdictions on a commercially reasonable efforts agency basis of a Minimum Offering of 5,000,000 Offered Shares at the Offering Price per Offered Share for gross proceeds of \$1,000,000, and a Maximum Offering of 13,000,000 Offered Shares at the Offering Price per Offered Share for gross proceeds of up to \$2,600,000. The Agent has agreed to assist with the Offering on an commercially reasonable efforts agency basis but is not obligated to purchase any of the Offered Shares for its own account.

Subscriptions will be received for the Offered Shares offered hereby, subject to rejection or acceptance by the Company in whole or in part, and the Agent reserves the right to close the subscription books at any time provided the Agent has received subscriptions in aggregate equal to the Offering. Upon rejection of a subscription, or in the event that the Offering does not complete within the term of the Agency Agreement or the time required by the Securities Commissions, the subscription price and the subscription will be returned to the subscriber forthwith without interest or deduction. In accordance with regulatory requirements, subscription funds will be held by a depository that is a registrant, bank or trust company until the closing of the Offering.

If subscriptions representing the Minimum Offering are not received within 90 days of the issuance of a receipt for the final prospectus, or if a receipt has been issued for an amendment to the final prospectus, within 90 days of the issuance of such receipt and in any event not later than 180 days from the date of receipt for the final prospectus, the Offering will cease. The Agent, pending closing of the Offering, will hold in trust all subscription funds received pursuant to the provisions of the Agency Agreement. If the Offering is not completed, the subscription proceeds received by the Agent in connection with the Offering will be returned to the subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

The obligations of the Agent under the Agency Agreement may be terminated at the Agent's discretion upon the occurrence of certain stated events. The Agent is not obligated to purchase any of the Offered Shares under the Offering.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that the Offered Shares sold under the Offering will be issued in electronic book entry form through CDS or its nominee. Consequently, purchasers of Offered Shares will receive a customer confirmation from the registered dealer that is a CDS participant from or through which the Offered Shares were purchased and no certificate evidencing the Offered Shares will be issued. Registration will be made through the depository services of CDS. A purchaser of Offered Shares will receive only a customer confirmation from the registered dealer from or through which the Offered Shares were purchased as to the number of Offered Shares subscribed for. See "Plan of Distribution".

There are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other person or company in connection with the Offering other than the payments to be made to the Agent in accordance with the terms of the Agency Agreement.

The Offering Price was determined by negotiation between the Company and the Agent and bears no relationship to earnings, book value or other valuation criteria.

The Company's directors, officers and other insiders may purchase Offered Shares pursuant to the Offering.

There is currently no market through which any of the securities of the Company, including the Common Shares, may be sold and purchaser and holders thereof may not be able to resell or dispose of any of the securities purchased, distributed or qualified under this Prospectus.

Agent's Compensation

The Company agreed to pay the Agent a commission equal to 8% of the gross proceeds of the Offering (\$80,000 in the event of the Minimum Offering, \$208,000 in the event of the Maximum Offering, and \$239,200 in the event the Agent exercises the entirety of the Agent's Over-Allotment Option), plus a corporate finance fee of \$22,500 plus GST of \$1,125. Except for a deposit, such commission, together with all other expenses of the Offering, will be paid by the Company out of the proceeds of the Offering. The Company has also agreed to pay the Agent's expenses related to the Offering, including reasonable legal fees, taxes and disbursements.

As additional compensation, the Agent is entitled to receive, upon successful completion of the Offering, Agent's Options entitling the Agent to purchase that number of Agent's Option Shares that is equal to 8% of the number of Offered Shares sold pursuant to this Offering (400,000 Agent's Options in the event of the Minimum Offering, 1,040,000 Agent's Options in the event of the Maximum Offering and 1,196,000 Agent's Options in the event the Agent exercises the entirety of the Agent's Over-Allotment Option). The Agent's Options will be exercisable to acquire Agent's Option Shares at a price of \$0.25 per Agent's Option Share for a period of twenty-four (24) months following the Listing Date. This Prospectus qualifies the distribution of the Agent's Options.

Listing Application

The Company has applied to the CSE for conditional approval to list its Common Shares. The Common Shares are anticipated to trade under the symbol "MCUR", or such other symbol approved by the CSE. The CSE provided its conditional approval of the Listing on August 25, 2020. The listing will be subject to the Company fulfilling all of the listing conditions of the CSE. See "Plan of Distribution".

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, a U.S. marketplace, or a marketplace outside of 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).

RISK FACTORS

An investment in the Offered Shares offered hereunder should be considered highly speculative due to the nature of the Company's business and the present stage of development. An investment in the Company's securities is suitable only for those knowledgeable and sophisticated investors who are willing to risk loss of their entire investment. Prospective investors should consult with their professional advisors to assess an investment in the Company's securities. In evaluating the Company and its business, investors should carefully consider, in addition to the other information contained in this Prospectus, the following risk factors. These risk factors are not a definitive list of all risk factors associated with an investment in the Company or in connection with the Company's operations.

If any of the following risks actually occur, the Company's business, financial condition, capital resources, results or future operations could be materially adversely affected. In such a case, the price of the Common Shares could decline and investors may lose all or part of their investment.

Requirement for Licences Which Have Not Been Obtained and Licensing Risks

The Company's ability to sell its products in Canada is dependent on the Company receiving its required licenses under the Natural and Non-Prescription Health Products Directorate, including the Canadian Health Product Authorizations. None of the Company's planned products have received the required Canadian Health Product

Authorizations and there is a risk that its proposed products may never obtain the Canadian Health Product Authorizations or that the Company will not obtain the Canadian Health Product Authorizations on the timeline anticipated by the Company. The timing and success an applicant under the Natural and Non-Prescription Health Products Directorate at the various steps in the authorization process is beyond the Company's control and is in the sole discretion of Health Canada. If the Company is able to obtain the Canadian Health Product Authorizations, failure to comply with the requirements of any of the Canadian Health Product Authorizations could have a material adverse impact on the business, financial condition and operating results of the Company.

Corporate History

Material Contracts

The contracts which the Company has entered into which management considers material to the Company's operations are not substantive, have limited terms and are expected to expire in the near future. The Company expects to enter into more substantive contracts as its business grows, but it has not, as of yet, entered into those contracts that it anticipates requiring.

Limited Operating History.

We have a very limited history of operations and are considered a start-up company. As such, 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 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 expect 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 and we expect significant capital investment will be required to begin earning revenue. As a result, we expect our net losses from operations to worsen. Our ability to generate additional 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 will require significant 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 will 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 that may require the Company to sell its rights to certain products or certain marketing territories. Any additional equity financing may result in dilution to existing shareholders.

General Venture Company Risks.

The Offered Shares must be 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 the Offered 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 Offered 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 has experienced some changes in its operating plans and certain delays in its plans. As a result, the Company's revenue, 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, 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.

Products and Business

Government Regulation

The processing, manufacturing, packaging, labeling, advertising and distribution of the Company's planned products is subject to regulation by one or more governmental authorities, and various agencies of the federal, provincial, state and localities in which our products are sold. These government authorities may attempt to regulate any of our products that fall within their jurisdiction. Such governmental authorities may not accept the evidence of safety for any ingredients that the Company may want to market, 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.

The Company expects to incur significant ongoing costs and obligations related to its investment in infrastructure, growth, regulatory compliance and operations.

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, the market price of our Common Shares may significantly decrease.

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 to primarily rely on one distributor to obtain all of the mushroom powder we anticipate requiring for our proposed products. Any replacement of this distributor could require significant effort as we may not be able to secure supplies from other distributors on a timely basis or on reasonable commercial terms.

The distributor that we anticipate purchasing much of our mushroom powder from 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. For example, in December 2019, COVID-19 was reported to have surfaced in Wuhan, China. The extent to which COVID-19 may impact our ability to obtain mushroom powder is uncertain and cannot be predicted, however, as many of the mushrooms we purchase may be grown in the United States or China, and as our distributor is based in Canada, the presence of COVID-19 and the governmental and commercial response to the pandemic may negatively affect our ability to source mushroom powder for our products.

Uncertainty of Revenue Growth.

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 research and development, 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 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 or elsewhere in Canada. 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.

Uncertainty of Use of Proceeds.

Although the Company has set out its intended use of proceeds from this Offering, these intended uses are estimates only and subject to change. While management does not contemplate any material variation, management does retain broad discretion in the application of such proceeds. The failure by the Company to apply these funds effectively could have a material adverse effect on the Company's business, including the Company's ability to achieve its stated business objectives.

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 is heavily reliant on the production and distribution of mushroom and mushroom-derived products. If they do not achieve sufficient market acceptance, it will be difficult for us to achieve profitability. The Company's revenues are expected to derived 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 the mushrooms-based as a health-food product.

Brand Awareness.

Provided the Company is able to obtain the Canadian Health Product Authorizations, it anticipates selling its products online and in the local Vancouver regional market. The Company's brand is very new and brand awareness has not been achieved inside or outside these regions. There is no assurance that the Company will be able to achieve brand awareness in any of these regions, 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.

Health Canada Regulations.

Any future research into products that involve ingredients that are controlled under CDSA (including certain psychedelics such as psilocybin) will require an exemption from Health Canada. There is no assurance that such exemption would be granted, and if it were not to be granted, it would prevent the Company from handling and researching such products.

Consequences of Violations of Laws and Regulations.

In Canada, certain active ingredients such as psilocybin are classified as controlled substances and are listed on Schedule III of the CDSA. As such, possession and use of these substances is prohibited unless approved. The governmental authorities in Canada may allow for exemptions to parties to allow possession of controlled substances for scientific purposes. Further, a dealer's license can be obtained under the Food and Drugs Regulations allowing for the transport, manufacturing, processing and sale of products containing a controlled substance like psilocybin in certain circumstances. Programs relating to controlled substances are strict and penalties for contravention of these laws could result in significant fines, penalties, administrative sanctions, convictions or settlements arising from civil proceedings initiated by either government entities in the jurisdictions in which the Company may in the future operate, or private citizens or criminal charges. There is no guarantee that the Company would be able to obtain an exemption under the CDSA or a dealer's licence under the Food and Drugs Regulation should it decide to research substances such as psilocybin, which would prevent the Company from being able to handle or research those substances.

The Expansion of the Use of Psychedelics in the Medical Industry may Require New Clinical Research.

Research in Canada and internationally regarding the medical benefits, viability, safety, efficacy, addictiveness, dosing and social acceptance of psychedelic and psychoactive products derived from psilocybin remains in early stages. There have been relatively few clinical trials on the benefits of such products. Although the Company believes that the articles, reports and studies support its beliefs regarding the medical benefits, viability, safety, efficacy, dosing and social acceptance of psychedelic and psychoactive products derived from psilocybin, future research and clinical trials may prove such statements to be incorrect, or could raise concerns regarding, and perceptions relating to, psychedelic and psychoactive products derived from psilocybin. Given these risks, uncertainties and assumptions, readers should not place undue reliance on such articles and reports. Future research studies and clinical trials may draw opposing conclusions to those stated in this Prospectus or reach negative conclusions regarding the medical benefits, viability, safety, efficacy, dosing, social acceptance or other facts and perceptions related to psychedelic and psychoactive products derived from psilocybin, which could have a material adverse effect on the demand for

the Company's products/compounds with the potential to lead to a material adverse effect on the Company's business, financial condition and results of operations.

The Dietary Supplement Industry is an Intensely Competitive Market.

We cannot assure 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 both U.S. and international 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, which have integrated manufacturing operations, 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. Other risks within our industry are outlined in the prospectus and are related to laws and regulations enforced by governmental authorities, such as 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 the FDA or other governmental authorities may adversely affect our business.

We are subject to regulations or oversight implemented by the FDA 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 the FDA or other governmental authorities may increase the costs associated with our products and operating our company and business, which would adversely affect our shareholders.

Unfavorable Publicity or Consumer Perception of our Products and any Similar Products Distributed by other Companies 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.

Compliance with Regulation in the United States.

The processing, formulation, safety, manufacturing, packaging, labeling, advertising and distribution of our products and the business activities of the Company are subject to federal laws and regulation by one or more federal agencies, including the FDA, FTC, CPSC, EPA and other governmental authorities. We are also regulated by various state and local laws and regulations as well as agencies of the states and local units of government in which our products are sold. Government laws and regulations may prevent or delay the introduction, or require the reformulation or recall, of our products, which could result in lost revenues and increased costs to us. 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 governmental entities have broad enforcement powers. If we violate applicable regulatory requirements, the FDA and governmental authorities may bring enforcement actions against us, which could have a material adverse effect on our 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 us from marketing particular dietary supplement products or making certain claims or statements with respect to our products. The FDA could also require us to recall, withdraw or remove a particular product from the market. Any recall, withdrawal or removal would result in additional costs to us, including lost revenues from any products that we are required to remove 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 our operations. FDA enforcement of the NDI guidance could require us to incur additional expenses, which could be significant, and negatively affect our 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 are in compliance 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 by us 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.

From time to time, 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.

We may Experience 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 non-compliant 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 by the Company and 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 will likely be subject to numerous 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.

To protect the Company's intellectual property, it may become involved in litigation, which could result in substantial expenses, divert the attention of its management, cause significant delays and materially disrupt the conduct of its business. The Company may also inadvertently infringe others intellectual property and be subject to litigation in respect of same.

Stress in the global financial system may adversely affect the Company's finances and operations in ways that may be hard to predict or to defend against.

Recent events have demonstrated that businesses and industries throughout the world are very tightly connected to each other. Thus, events seemingly unrelated to the Company, or to its industry, may adversely affect its finances or operations in ways that are hard to predict or defend against. For example, credit contraction in financial markets may hurt the Company's ability to access credit when it is needed or rapid changes in foreign exchange rates may adversely affect financial results. Finally, a reduction in credit, combined with reduced economic activity, may adversely affect businesses and industries that collectively constitute a significant portion of the Company's customer base. As a result, these customers may need to reduce their purchases of the Company's products, or there may be greater difficulty in receiving payment for the products that these customers purchase from the Company. Any of these events, or any other events caused by turmoil in world financial markets, may have a material adverse effect on the business, operating results, 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. 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 current global uncertainty with respect to the spread of COVID-19 and its effect on the Canadian economy and the larger global economy, may have negative effects on the Company. While the precise impact of COVID-19 on the Company's ability to develop its business and its products remains unknown, the rapid spread of COVID-19 around the world and the declaration of a global pandemic by the World Health Organization may result in future workforce shortages and additional sanitary measures, further international border closures that restrict or materially slow the ability of the Company or its competitors to purchase mushroom powder or packaging, restrictions on shipping, both within Canada and the US and internationally, restrictions on the ability of the Company to gain financing through the financial markets, and any changes to Mind Cure's regulatory framework may increase competition for the mushrooms and packaging used by the Company or affect Mind Cure's ability to deliver its products to customers – each which could materially affect the business and financial condition of the Company.

Risks Relating to the Common Shares

Market Price of Common Shares and Volatility.

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

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

No Established Market.

There is currently no market through which the Company's securities may be sold and purchasers may not be able to resell the Common Shares purchased under this Prospectus. An active public market for the Common Shares might not develop or be sustained after this Offering. Even if a market develops, there is no assurance that the price of the Common Shares offered under this Prospectus, which has been determined by negotiations between the Company and representatives of the Agent, will reflect the prevailing market price of the Common Shares following this Offering. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited, and the Common Share price may decline below the initial public offering price.

Lack of Active Market.

There can be no assurance that an active market for the Common Shares will continue and any increased demand to buy or sell the Common Shares can create volatility in price and volume.

Dividends.

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

Substantial Number of Authorized but Unissued Shares.

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

Dilution.

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

As a result of any of these factors, the market price of the Common Shares at any given point in time may not accurately reflect the long-term value of the Company. Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Tax Issues.

Income tax consequences in relation to the securities offered will vary according to the circumstances of each purchaser. Prospective purchasers should seek independent advice from their own tax and legal advisers prior to subscribing for the securities.

PROMOTERS

Philip Tapley may be considered to be a “promoter” for the purposes of National Instrument 41-101 – “General Prospectus Requirements”, and information relating to Philip Tapley’s involvement in the incorporation, funding and corporate organization of Mind Cure is provided throughout this Prospectus. Mr. Tapley owns 1,750,000 Common Shares, which is 5.78% of the issued and outstanding Common Shares before giving effect to the Offering. Mr. Tapley also owns 250,000 Options. See “General Development of the Business – History”, “Principal Shareholders”, “Directors and Officers” and “Compensation of Executive Officers”.

LEGAL PROCEEDINGS

The Company is not a party to any material legal proceedings and does not know of any such proceedings that are contemplated.

REGULATORY ACTIONS

Since incorporation on March 6, 2020 to the date hereof, management of the Company is not currently aware of any:

- (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) any 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

Other than as previously disclosed in this Prospectus, none of the Company’s directors, senior officers and principal shareholders or any of their associates or affiliates have a material interest, direct or indirect, in any transactions in which the Company has participated since incorporation, or will have any material interest in any proposed transaction, which has materially affected or will materially affect the Company.

RELATIONSHIP BETWEEN THE COMPANY AND AGENT

The Company is not a “related party” or “connected party” to the Agent (as such terms are utilized in the *Securities Act* (British Columbia), the *Securities Act* (Alberta) or the *Securities Act* (Ontario)). The Company is not a “related issuer” or “connected issuer” of or to the Agent, as such terms are defined in National Instrument 33-105 - *Underwriting Conflicts*.

AUDITORS

The independent auditors of the Company are Davidson LLP, of 1200 – 609 Granville Street, Vancouver, BC V7Y 1B3.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Company is Computershare Investor Services Inc., 510 Burrard Street, Vancouver, British Columbia, Canada, V6C 3B9.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Company to the date hereof which are considered to be material:

1. Agency Agreement dated August 27, 2020 between the Company and the Agent referred to under "Plan of Distribution";
2. Consumer Research and Consulting Agreement dated May 1, 2020 between the Company and Results Ink, Inc. referred to under "General Development of the Business";
3. Corporate Identity and Communications Letter Agreement accepted on May 25, 2020 between the Company and Sandstone Media referred to under "General Development of the Business";
4. eCommerce Technology and Platform Branded Product Agreement accepted on May 25, 2020 between the Company and Sandstone Media referred to under "General Development of the Business";
5. Escrow Agreement dated August 24, among the Company, Computershare and certain shareholders of the Company referred to under "Escrowed Shares";
6. Registrar and Transfer Agent Agreement dated June 12, 2020 between the Company and Computershare;
7. Product Development Agreement dated May 22, 2020 between the Company and Natural Business Partners referred to under "General Development of the Business" and "Narrative Description of the Business"; and
8. Sales and Marketing Agreement accepted May 19, 2020 between the Company and Body Energy Club referred to under "General Development of the Business" and "Narrative Description of the Business".

ELIGIBILITY FOR INVESTMENT

Provided that the Offered Shares are listed on a "designated stock exchange" as defined in the Tax Act (which currently includes the Exchange) or that the Company is otherwise a "public corporation" within the meaning of the Tax Act, the Offered Shares will, on the Closing Date, be qualified investments for a trust governed by a registered retirement savings plan ("RRSP"), a registered retirement Income fund ("RRIF"), a registered education savings plan ("RESP"), a deferred profit sharing plan, a registered disability savings Plan ("RDSP") and a tax-free savings account ("TFSA") as each of those terms is defined in the Tax Act.

Notwithstanding that the Offered Shares may be a qualified investment for a trust governed by an RRSP, RRIF, RESP, RDSP, or TFSA (each, a "**Registered Plan**"), the annuitant of an RRSP or RRIF, the subscriber under an RESP or the holder of a TFSA or RDSP, as the case may be, (the "**Controlling Individual**") will be subject to a penalty tax in respect of Offered Shares held in the Registered Plan if the Offered Shares are a "prohibited investment" (as defined in the Tax Act) for the particular Registered Plan. The Offered Shares will be a "prohibited investment" for a Registered Plan if the Controlling Individual (i) does not deal at arm's length with the Company for purposes of the Tax Act, or (ii) has a "significant interest" (as defined in subsection 207.01(4) of the Tax Act) in the Company. Generally, a Controlling Individual will not be considered to have a "significant interest" in the Company provided that the Controlling Individual, together with persons with whom the Controlling Individual does not deal at arm's length, does not own, directly or indirectly, at any time in the year 10% or more of the issued shares of any class of the Company or of any corporation related to the Company (for purposes of the Tax Act). In addition, the Offered Shares will not be a "prohibited investment" if the Offered Shares are "excluded property" as defined in the Tax Act for a Registered Plan.

Purchasers of Offered Shares should consult their own advisors to ensure that the Offered Shares would not be a prohibited investment in their particular circumstances.

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:

- (a) The audited financial statements included in this prospectus have been subject to audit Davidson & Company LLP, and their audit report is included herein. Davidson & Company LLP is independent in accordance with the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of British Columbia.

Other than as set forth above, none of the foregoing persons, partnerships or companies or any director, officer, employee, principal or partner thereof holds, have held, received or is to receive any registered or beneficial interests, direct or indirect, in any securities or other property of the Company or of its associates or affiliates when such person, partnership or company prepared the report, valuation, statement or opinion aforementioned or thereafter. No director, officer, partner or employee of any of the aforementioned persons, partnerships or companies is currently expected to be elected, appointed or employed as a director, officer or employee of the Company or any associates or affiliates of the Company.

OTHER MATERIAL FACTS

There are no other material facts other than as disclosed herein.

PURCHASERS' STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

Securities legislation in certain provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal adviser.

SCHEDULE A – FINANCIAL STATEMENTS

(See attached)



MIND CURE HEALTH INC.
FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

For the period March 6, 2020 (incorporation) to May 31, 2020

INDEPENDENT AUDITOR'S REPORT

To the Directors of
Mind Cure Health Inc.

Opinion

We have audited the accompanying financial statements of Mind Cure Health Inc. (the "Company"), which comprise the statement of financial position as at May 31, 2020, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from incorporation on March 6, 2020 to May 31, 2020, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at May 31, 2020, and its financial performance and its cash flows for period from incorporation on March 6, 2020 to May 31, 2020 in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audits 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 in our audits is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the financial statements, which indicates that as at May 31, 2020, the Company's total deficit was \$69,645. As stated in Note 1, these events and conditions indicate that a material uncertainty exists 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.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.



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 IFRS, 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.

“DAVDISON & COMPANY LLP”

Vancouver, Canada

Chartered Professional Accountants

August 27, 2020

Mind Cure Health Inc.**Financial Statements**

For the period from March 6, 2020 (incorporation) to May 31, 2020

(Expressed in Canadian Dollars)

Statement of Financial Position

	Notes	As at May 31, 2020
ASSETS		
CURRENT		
Cash		\$ 609,634
Taxes receivable		1,696
Prepaid expenses and deposits	3	63,330
		674,660
NON-CURRENT ASSETS		
Intangible assets	2, 4	111,829
TOTAL ASSETS		\$ 786,489
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	5	\$ 36,564
TOTAL LIABILITIES		36,564
SHAREHOLDERS' EQUITY		
Share capital	7	827,129
Contributed surplus	7	1,699
Deficit		(78,903)
TOTAL SHAREHOLDERS' EQUITY		749,925
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY		\$ 786,489

Nature and continuance of operations (note 1); Subsequent events (note 11)*The accompanying notes are an integral part of these financial statements***Approved on behalf of the Board:***"Philip Tapley"***Director***"Stephen D Inouye"***Director**

Mind Cure Health Inc.**Financial Statements**

For the period from March 6, 2020 (incorporation) to May 31, 2020

(Expressed in Canadian Dollars)

Statement of Loss and Comprehensive Loss

	Notes	For the period March 6, 2020 (incorporation) to May 31, 2020
EXPENSES		
Advertising and promotion		\$ 12,459
Consulting fees		2,000
Marketing		29,896
Office and general		762
Professional fees	6	30,808
Research expenses	9	2,978
Total expenses		78,903
NET LOSS AND COMPREHENSIVE LOSS, for the period		\$ (78,903)
Loss per share, basic and diluted		\$ (0.016)
Weighted average number of shares outstanding		5,021,035

The accompanying notes are an integral part of these financial statements

2.

Mind Cure Health Inc.

Financial Statements

For the period from March 6, 2020 (incorporation) to May 31, 2020

(Expressed in Canadian Dollars)

Statement of Changes in Shareholders' Equity

	Notes	Share Capital				Total Shareholders' Equity
		Shares	Amount	Contributed Surplus	Deficit	
Balance, March 6, 2020		# 1	\$ 1	\$ -	\$ -	\$ 1
May 15, 2020 - Repurchase of issued share	7	(1)	(1)	-	-	(1)
May 15, 2020 - Issuance of shares	7	1,750,000	17,500	-	-	17,500
May 20, 2020 - Issuance of shares	7	20,250,000	405,000	-	-	405,000
May 28, 2020 - Issuance of shares	7	8,270,000	413,500	1,699	-	415,199
May 29, 2020 - Share issuance costs	7		(8,871)	-	-	(8,871)
Net loss and comprehensive loss			-	-	(78,903)	(78,903)
Balance, May 31, 2020		# 30,270,000	\$ 827,129	\$ 1,699	\$ (78,903)	\$ 749,925

The accompanying notes are an integral part of these financial statements

Mind Cure Health Inc.**Financial Statements**

For the period from March 6, 2020 (incorporation) to May 31, 2020
(Expressed in Canadian Dollars)

Statement of Cash Flow

	Notes	For the period March 6, 2020 (incorporation) to May 31, 2020
OPERATING ACTIVITIES		
Net loss for the period		\$ (78,903)
Change in non-cash working capital items:		
Taxes receivable		(1,696)
Prepaid expenses and deposits	3	(63,330)
Accounts payable and accrued liabilities	5	36,564
Net cash used in operating activities		(107,365)
INVESTING ACTIVITIES		
Intangible assets	2, 4	(111,829)
Net cash used in investing activities		(111,829)
FINANCING ACTIVITIES		
Shares issued (net of issuance costs)	7	828,828
Net cash from financing activities		828,828
INCREASE IN CASH		\$ 609,634
CASH, beginning of the period		-
CASH, end of the period		\$ 609,634
Supplemental cash disclosures		
Cash paid for		
Interest		\$ -
Income taxes		\$ -

The accompanying notes are an integral part of these financial statements

Mind Cure Health Inc.

Notes to the Financial Statements

For the period from March 6, 2020 (incorporation) to May 31, 2020

(Expressed in Canadian Dollars)

1. Nature and continuance of operations

Mind Cure Health Inc. (the "Company") was incorporated on March 6, 2020, pursuant to the Business Corporations Act of British Columbia, Canada. The Company is engaged in the business of identifying, developing, manufacturing, and distributing products that enhance mental health and wellness, ease suffering and increase productivity. The Company's initial product offering is a branded line of organic, functional mushroom powder.

The Company's head office is located at 422 Richards Street, Suite 170, Vancouver, BC V6B 2Z4, and its registered office is located at 2500 – 700 West Georgia Street, Vancouver, British Columbia V7Y 1B3.

The Company's fiscal year end is May 31st.

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. The Company is in the development stage and currently has no sources of cash from operations. Further funds will be required to successfully develop the Company's business and there is no certainty that these funds will be available. As at May 31, 2020, the Company had accumulated losses of \$78,903. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. The Company's continuation as a going concern is dependent upon its ability to raise equity capital or borrowings sufficient to meet current and future obligations and ultimately achieve profitable operations. These factors indicate the existence of a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. Management intends to finance operating costs over the next twelve months with issuance of common shares, loans from directors and companies controlled by directors and or profits from its business activities.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds.

2. Significant accounting policies

Basis of presentation and statement of compliance

Statement of Compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Reporting Interpretation Committee ("IFRIC") for the period presented.

These financial statements were authorized for issue by the Board of Directors on August 27, 2020.

Basis of Presentation

The financial statements of the Company have been prepared on an accrual basis and are based on historical cost, except for financial instruments measured at fair value. The financial statements are presented in Canadian dollars unless otherwise noted.

The functional and presentation currency of the Company is the Canadian dollar.

Intangible assets

Intangible assets are stated at cost less accumulated amortization (note 4). The Company has capitalized direct costs that were directly attributable to the development of its technology platform (note 4). Those capitalized direct costs include costs incurred during the application and infrastructure development and graphical design development stages of its technological platform project.

Mind Cure Health Inc.

Notes to the Financial Statements

For the period from March 6, 2020 (incorporation) to May 31, 2020

(Expressed in Canadian Dollars)

2. Significant accounting policies (continued)**Intangible assets (continued)**

Intangible assets with finite lives are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization periods and the amortization methods for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful lives or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the remaining amortization periods or methods, as appropriate, and are treated as changes in accounting estimates.

Intangible assets are amortized over the following methods and periods:

Type	Amortization method
Technology Platform	Straight-line basis over 5 years

Research and development expenditure

Expenditure on research activities is recognized as an expense in the period in which it is incurred.

Financial instruments

The Company adopted all of the requirements of IFRS 9 Financial Instruments on incorporation. IFRS 9 utilizes a revised model for recognition and measurement of financial instruments in a single, forward-looking "expected loss" impairment model.

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition.

The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading 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. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or if the Company has opted to measure them at FVTPL.

The following table shows the classification under IFRS 9:

Financial assets/liabilities	Classification IFRS 9
Cash	FVTPL
Accounts payable and accrued liabilities	Amortized cost

*Measurement*Financial assets and liabilities at amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of loss and comprehensive loss in the period in which they arise.

Mind Cure Health Inc.

Notes to the Financial Statements

For the period from March 6, 2020 (incorporation) to May 31, 2020

(Expressed in Canadian Dollars)

2. Significant accounting policies (continued)*Measurement (continued)*Debt investments at FVTOCI

These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in other comprehensive income ("OCI"). On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVTOCI

These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are never reclassified to profit or loss.

Impairment of financial assets at amortized cost

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Company shall recognize in the statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

*Derecognition*Financial assets

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

Impairment of assets

The carrying amount of the Company's assets is reviewed at each reporting date to determine whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. Impairment losses are recognized in the statement of loss and comprehensive loss.

The recoverable amount of assets is the greater of an asset's fair value less cost to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

Mind Cure Health Inc.

Notes to the Financial Statements

For the period from March 6, 2020 (incorporation) to May 31, 2020

(Expressed in Canadian Dollars)

2. Significant accounting policies (continued)**Impairment of assets (continued)**

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount, however, not to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits held at call with banks, and short-term highly liquid investments and bank overdrafts. As at May 31, 2020, the Company does not have any cash equivalents.

Loss per Share

The Company presents basic and diluted earnings (loss) per share ("EPS") data for its common shares. Basic EPS is calculated by dividing the profit or loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the year, adjusted for own shares held. Diluted EPS is determined by dividing the profit or loss attributable to common shareholders by the weighted average number of common shares outstanding, adjusted for own shares held and for the effects of all potential dilutive common shares related to outstanding stock options and warrants issued by the Company for the periods presented, except if their inclusion proves to be antidilutive.

Share capital

The Company records proceeds from the issuance of its common shares as equity. Proceeds received on the issuance of common shares are allocated to common share component. 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 most 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 placement was determined to be the more easily measurable component and were valued at their fair value, as determined by cash received. The remaining proceeds, if any, are allocated to the attached warrants. Any fair value attributed to the warrants is recorded as warrant reserve. Management does not expect to record a value to the warrant in most equity issuances as unit private placements are commonly priced at market or at a permitted discount to market. If the warrants are issued as share issuance costs, the fair value of agent's warrants are measured using the Black-Scholes Option Pricing Model and recognized in equity as a deduction from the proceeds.

If the warrants are exercised, the related amount is reclassified as share capital. If the warrants expire unexercised, the related amount remains in warrant reserve.

Incremental costs directly attributable to the issue of new common shares are shown in equity as a deduction, net of tax, from the proceeds. Common shares issued for consideration other than cash are valued based on the last completed private placement.

Income taxes

Income tax expense consists of current and deferred tax expense. Income tax expense is recognized in the statement of loss and comprehensive loss. Current tax expense is the expected tax payable on the taxable income for the period, using tax rates enacted or substantively enacted at the period end, adjusted for amendments to tax payable with regards to previous periods.

Mind Cure Health Inc.

Notes to the Financial Statements

For the period from March 6, 2020 (incorporation) to May 31, 2020

(Expressed in Canadian Dollars)

2. Significant accounting policies (continued)**Income taxes (continued)**

Deferred tax assets and liabilities are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized, or the liability settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, the deferred tax asset is reduced.

Critical Accounting Estimates and Judgments

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Critical accounting estimates:

The assessment of indications of impairment of intangible assets;

Management has determined that intangible asset costs which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including anticipated cash flows and estimated economic life.

The measurement of deferred income tax assets and liabilities.

Deferred tax assets, including those arising from un-utilized tax losses, require management to assess the likelihood that the Company will generate sufficient taxable earnings in future periods in order to utilize recognized deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the reporting date could be impacted.

Critical accounting judgments:

Going Concern.

The preparation of these financial statements requires management to make judgments regarding the going concern of the Company as discussed in Note 1.

New accounting pronouncements

IFRS 16, Leases: This new standard replaces IAS 17 "Leases" and the related interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting is not substantially changed. The standard is effective for annual periods beginning on or after January 1, 2019, with early adoption permitted for entities that have adopted IFRS 16. The Company has no leases as at May 31, 2020.

Mind Cure Health Inc.

Notes to the Financial Statements

For the period from March 6, 2020 (incorporation) to May 31, 2020

(Expressed in Canadian Dollars)

2. Significant accounting policies (continued)**New accounting pronouncements (continued)**

IFRIC Interpretation 23 – Uncertainty over Income Tax Treatments (“IFRIC 23”): IFRIC 23 provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. There was no impact to the Company’s financial statements as a result of adopting this new standard.

3. Prepaid expenses

Prepaid expenses consist of a \$3,000 advance paid to a retail partner for a market research study and a deposit of \$60,330 to produce functional mushroom products.

4. Intangible assets

During the period March 6, 2020 (incorporation) to May 31, 2020, the Company invested \$111,829 in a technology platform that will serve as both the consumer facing interface as well as the administrative backend.

Cost	Technology Platform	Total
Balance, March 6, 2020	\$ -	\$ -
Additions	111,829	111,829
Balance, May 31, 2020	\$ 111,829	\$ 111,829

Accumulated Amortization	Technology Platform	Total
Balance, March 6, 2020	\$ -	\$ -
Additions	-	-
Balance, May 31, 2020	\$ -	\$ -

Net carrying amounts	Technology Platform	Total
Balance, March 6, 2020	\$ -	\$ -
Balance, May 31, 2020	\$ 111,829	\$ 111,829

On May 30, 2020, the technology platform was completed and therefore, given the short time frame since its release, as at May 31, 2020, amortization had yet commenced.

5. Accounts payable and accrued liabilities

	May 31, 2020
Accounts payable	\$ 33,064
Accrued liabilities (note 6)	3,500
Total Accounts payables and accrued liabilities	\$ 36,564

Mind Cure Health Inc.**Notes to the Financial Statements**

For the period from March 6, 2020 (incorporation) to May 31, 2020

(Expressed in Canadian Dollars)

6. Related party transactions

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. Key management personnel compensation for the period from March 6, 2020 (incorporation) to May 31, 2020 was:

		Period from March 6, 2020 (incorporation) to May 31, 2020
Consulting fees charged by a company controlled by the CFO	\$	3,500

Included in accrued liabilities at May 31, 2020, is \$3,500 owed to a company controlled by the CFO of the Company for consulting fees. This amount is due on demand, unsecured, and without interest.

7. Share capital**Authorized share capital**

Unlimited number of common shares without par value.

Issued share capital

On March 6, 2020, the Company issued an incorporation share at \$1 per share.

On May 15, 2020, the Company repurchased and cancelled the incorporation share and issued 1,750,000 founder's shares at \$0.01 per share for total proceeds of \$17,500.

On May 20, 2020, the Company issued 20,250,000 shares at \$0.02 per share for gross proceeds of \$405,000.

On May 29, 2020, the Company issued 8,270,000 shares at \$0.05 per share for gross proceeds of \$413,500.

The Company incurred share issuance costs of \$8,871 in connection with the private placements completed during the period ended May 31, 2020.

Stock option plan

On May 31, 2020, the Company adopted an incentive stock option plan ("the Plan"). Options may be granted under the Plan to such officers, directors, employees, and consultants, of the Company and its affiliates, if any, as the Board may from time to time designate. The exercise price of Options will be determined by the Board, but may not be less than the greater of: (a) the fair market value of the Common Shares at the time of grant, as determined by the Board, in its sole discretion; and (b) the lowest price permitted under the applicable rules and regulations of all regulatory authorities to which the Company is subject, including the Stock Exchange and the Securities Commissions.

The Plan provides that, subject to the requirements of the Securities Commissions and the Exchange, the aggregate number of Common Shares in respect of which Options may be granted pursuant to the Plan shall not exceed 20% of the issued and outstanding Common Shares. Additionally, the Plan provides that, unless disinterested shareholder approval is obtained, the Plan will not result in or allow at any time the issuance to any one director or executive officer, within a 12 month period, of a number of Common Shares exceeding 5% of the outstanding Common Shares at the time of granting the Options.

Mind Cure Health Inc.

Notes to the Financial Statements

For the period from March 6, 2020 (incorporation) to May 31, 2020

(Expressed in Canadian Dollars)

7. Share capital (continued)**Stock option plan (continued)**

Subject to earlier termination in the event of dismissal for cause, termination other than for cause, or in the event of death, all Options granted under the Plan will expire not later than the date that is the earlier of: (i) ten years from the date that such options are granted; and (ii) the latest dated permitted under the applicable rules and regulations of all regulatory authorities to which the Company is subject, including the Exchange and the Securities Commissions. Options granted under the Plan are not transferable or assignable other than by will or other testamentary instrument, pursuant to the laws of succession or by a committee or duly appointed committee by reason that the holder is incapable, by reason of physical or mental infirmity, of managing their affairs. Vesting of stock options is at the discretion of the Board of Directors.

Escrow shares

As at May 31, 2020, 1,750,000 shares are held in escrow and will be released based on the following:

On the date on which the common shares are first listed for trading on the exchange ("Listing Date"), 175,000 common shares (10%) will be released from escrow.

The remaining 1,575,000 common shares will be released pursuant to the following schedule:

6 months after the Listing Date	1/6 of the remaining escrow securities
12 months after the Listing Date	1/5 of the remaining escrow securities
18 months after the Listing Date	1/4 of the remaining escrow securities
24 months after the Listing Date	1/3 of the remaining escrow securities
30 months after the Listing Date	1/2 of the remaining escrow securities
36 months after the Listing Date	the remaining escrow securities

Warrants & Options

As at May 31, 2020, the Company had no outstanding warrants or options.

Contributed Surplus

As at May 31, 2020, the Company received excess funds for a private placement subscription, due to conversion of US dollars received for a CAD subscription. The Company is recognizing the excess funds as contributed surplus.

8. Income Taxes

A reconciliation of the income taxes at statutory rates to reported taxes is as follows:

	Period from March 6, 2020 (incorporation) to May 31, 2020
Net loss	\$ 78,903
Statutory tax rate	27%
Expected income tax recovery at the statutory tax rate	\$ 21,304
Non-deductible items and other	-
Change in unrecognized deductible temporary differences	(21,304)
Income tax recovery	\$ -

Mind Cure Health Inc.

Notes to the Financial Statements

For the period from March 6, 2020 (incorporation) to May 31, 2020

(Expressed in Canadian Dollars)

8. Income taxes (continued)

The Company has the following deductible temporary differences for which no deferred tax asset has been recognized:

	Period from March 6, 2020 (incorporation) to May 31, 2020
Non-capital loss carryforwards	\$ 21,304
Share issuance costs	2,395
Income tax recovery	\$ -

The Company has non-capital losses of approximately \$78,903 that will commence expiring in the year 2040.

9. Research Expenses

The research expenses incurred to date have been industry research studies to assist the Company in the development of their product line.

10. Financial risk and capital management

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The majority of cash is deposited in bank accounts held with a major bank in Canada. As most of the Company's cash is held by one bank there is a concentration of credit risk. This risk is managed by using major banks that are high credit quality financial institutions as determined by rating agencies. Credit risk related to cash is assessed as low.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements on an ongoing basis. The Company ensures that there are sufficient funds to meet its short-term business requirements, taking into account its anticipated cash flows from operations and its holdings of cash. As of May 31, 2020, the Company had working capital of \$638,096 to cover short term obligations.

Historically, the Company's sole source of funding has been loans from related parties and private placements. The Company's access to financing is always uncertain. There can be no assurance of continued access to significant equity funding. Liquidity risk is assessed as moderate.

Foreign exchange risk

Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company is not exposed to foreign exchange risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at May 31, 2020, the Company did not have any financial instruments subject to interest rate risk.

Mind Cure Health Inc.

Notes to the Financial Statements

For the period from March 6, 2020 (incorporation) to May 31, 2020

(Expressed in Canadian Dollars)

10. Financial risk and capital management (continued)Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The capital structure of the Company consists of equity and cash. There were no changes in the Company's approach to capital management during the period. The Company is not subject to any externally imposed capital requirements.

Fair value

The fair value of the Company's financial assets and liabilities approximates the carrying amount. Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. 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 following is an analysis of the Company's financial assets measured at fair value using level inputs as at May 31, 2020:

As at May 31, 2020				
		Level 1	Level 2	Level 3
Cash	\$	609,634	\$ -	\$ -

Accounts payable approximates its fair value due to its short-term maturity.

11. Subsequent Events

On June 10, 2020, the Company granted 1,600,000 options under the terms of the Company's incentive stock option plan to directors, officers, and consultants. The exercise price of the options granted is \$0.20 and they will expire 5 years from the grant date or on June 10, 2025.

On August 27, 2020, the Company submitted a prospectus (the "Prospectus") for an initial public offering of a minimum of 5,000,000 Common Shares of the Company and a maximum 13,000,000 Common Shares (the "Offered Shares") at a price of \$0.20 per Common Share (the "Offering Price") for minimum gross proceeds of \$1,000,000 (the "Minimum Offering") and maximum gross proceeds of \$2,600,000 (the "Maximum Offering", and together with the Minimum Offering, the "Offering") pursuant to the terms of an agency agreement (the "Agency Agreement") dated August 27, 2020, between Haywood Securities Inc. (the "Agent") and the Company.

Pursuant to the terms and conditions of the Agency Agreement, the Company has agreed to pay the Agent a cash fee (the "Agent's Fee") equal to 8% of the gross proceeds of the Offering (\$80,000 in the event of the Minimum Offering, \$208,000 in the event of the Maximum Offering and \$239,200 in the event the Agent exercises the entirety of the Agent's Over-Allotment Option), plus a corporate finance fee of \$22,500 plus GST of \$1,125 (the "Corporate Finance Fee").

As additional consideration for the services rendered by the Agent in connection with the Offering, the Agent will be issued non-transferable share purchase warrants (the "Agent's Options") of the Company, entitling the Agent to subscribe for that number of Common Shares of the Company (the "Agent's Option Shares") equal to 8% of the Offered Shares and Additional Shares sold by the Company pursuant to the Offering (being 400,000 Agent's Option Shares in the event of the Minimum Offering, 1,040,000 Agent's Option Shares in the event of the Maximum Offering, and 1,196,000 Agent's Option Shares in the event the Agent exercises the entirety of the Agent's Over-Allotment Option), at an exercise price of \$0.25 per Agent's Option Share at any time up to twenty-four (24) months from the Listing Date.

Mind Cure Health Inc.

Notes to the Financial Statements

For the period from March 6, 2020 (incorporation) to May 31, 2020

(Expressed in Canadian Dollars)

11. Subsequent Events (continued)

The Company expects to receive net proceeds of \$896,375 from the Minimum Offering and \$2,368,375 from the Maximum Offering (after deducting the portion of Agent's Fee and the Corporate Finance Fee plus GST payable in cash, but before deducting other expenses of the Offering).

On August 3, 2020, the Company incorporated a US subsidiary in the state of Nevada, Mind Cure Health (US) Inc.

12. Segmented information

The Company's operations are currently located in a single geographical location in North America, specifically Canada. As at May 31, 2020, all long-lived assets are located in Canada.

SCHEDULE B – AUDIT COMMITTEE CHARTER



MIND CURE HEALTH INC.

AUDIT COMMITTEE CHARTER

PURPOSE

Mind Cure Health Inc. (the “**Company**”) shall appoint an audit committee (the “**Committee**”) to assist the board of directors (the “**Board**”) of the Company in fulfilling its responsibilities of oversight and supervision of the accounting and financial reporting practices and procedures on behalf of the Company and its direct and indirect subsidiaries, the adequacy of internal accounting controls and procedures, and the quality and integrity of the financial statements of the Company. In addition, the Committee is responsible for overseeing the audits of the financial statements of the Company, for directing the auditors’ examination of specific areas, for the selection of the independent external auditors of the Company and for the approval of all non-audit services for which the auditors of the Company may be engaged.

I. STRUCTURE AND OPERATIONS

The Committee shall be comprised of at least three members, each of whom shall be a director of the Company, and at least a majority of which shall meet the independence requirements of National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”).

Each member of the Committee shall satisfy, or work towards satisfying, the “financial literacy” requirement of NI 52-110, by having the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that can reasonably be expected to be raised by the financial statements of the Company.

The members of the Committee shall be annually appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority of the Board.

II. CHAIR OF THE COMMITTEE

Unless the Board elects a Chair of the Committee, the members of the Committee shall designate a Chair by the majority vote of the full Committee membership.

The Chair of the Committee shall:

- (a) Call and conduct the meetings of the Committee;
- (b) Be entitled to vote to resolve any ties;

- (c) Prepare and forward to members of the Committee the agenda for each meeting of the Committee, and include, in the agenda, any items proposed for inclusion in the agenda by any member of the Committee;
- (d) Review with the Chief Financial Officer (“CFO”) and the auditors for the Company any matters referred to the Chair by the CFO or the auditors of the Company;
- (e) Appoint a secretary, who need not be a member of the Committee, to take minutes of the meetings of the Committee; and
- (f) Act in a manner that the Committee meetings are conducted in an efficient, effective and focused manner.

III. MEETINGS

The Committee shall meet at least quarterly or more frequently as circumstances dictate. As part of its goal to foster open communication, the Committee shall periodically meet with management and the external auditors in separate sessions to discuss any matters that the Committee or each of these groups believes should be discussed privately. The Committee may meet privately with outside counsel of its choosing and the CFO of the Company, as necessary. In addition, the Committee shall meet with the external auditors and management quarterly to review the Company’s financial statements in a manner consistent with that outlined in this Charter.

The Committee may invite to its meetings any partners of the Company, management and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the Committee members, but not less than two, shall constitute a quorum. A majority of members present at any meeting at which a quorum is present may act on behalf of the Committee. The Committee may meet by telephone or videoconference and may take action by unanimous written consent with respect to matters that may be acted upon without a formal meeting.

The Committee shall maintain minutes or other records of meetings and activities of the Committee.

Notice of the time and place of every meeting shall be given in writing or electronic communication to each member of the Committee at least 24 hours prior to the time fixed for such meeting provided however, that a member may in any manner waive a notice of a meeting. Attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

IV. RESPONSIBILITIES, DUTIES AND AUTHORITY

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities outlined in this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal and other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of this Committee.

The Committee in discharging its oversight role is empowered to investigate any matter of interest or concern that the Committee deems appropriate. In this regard, the Committee shall have the authority to retain outside counsel, accounting or other advisors for this purpose, including authority to approve the fees payable to such advisors and other terms of retention. In addition, the Committee shall have the authority to communicate directly with both external and internal auditors of the Company.

The Committee shall be given full access to the Board, management, employees and others, directly and indirectly responsible for financial reporting, and external auditors, as necessary, to carry out these responsibilities. While acting within the scope of this stated purpose, the Committee shall have all the authority of the Board.

The Committee shall be responsible for assessing the range of financial and other risks to the business and affairs of the Company that the Board shall focus on, and make recommendations to the Board about how appropriate responsibilities for continuing to identify, monitor and manage these risks are to be delegated. The Committee shall review and discuss with management and the internal and external auditors all major financial risk exposures and the steps management has taken to monitor/control those exposures. In addition, the Committee shall encourage continuous improvement of, and foster adherence to, the Company's financial policies, procedures and practices at all levels in the organization; and provide an avenue of communication among the external auditors, management and the Board.

Absent actual knowledge to the contrary (which shall promptly reported to the Board), each member of the Committee shall be entitled to rely on: (i) the integrity of those persons or organizations within and outside the Company from which it receives information; (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations; and (iii) representations made by management and the external auditors, as to any information technology, internal audit and other non-audit services provided by the external auditors to the Company and its subsidiaries.

V. SPECIFIC RESPONSIBILITIES AND ACTIVITIES

A. Document Reports/Reviews

1. *Annual Financial Statements.* The Committee shall review with management and the external auditors, both together and separately, prior to public dissemination:

- (a) the annual audited consolidated financial statements;
- (b) the external auditors' review of the annual consolidated financial statements and their report;
- (c) any significant changes that were required in the external audit plan;
- (d) any significant issues raised with management during the course of the audit, including any restrictions on the scope of activities or access to information; and
- (e) those matters related to the conduct of the audit that are required to be discussed under generally accepted auditing standards applicable to the Company.

Following completion of the matters contemplated above and in Section 15, the Committee shall make a recommendation to the Board with respect to the approval of the annual financial statements with such changes contemplated and further recommended, as the Committee considers necessary.

2. *Interim Financial Statements.* The Committee shall review with management and may review with the external auditors, both together and separately, prior to public dissemination, the interim unaudited consolidated financial statements of the Company, including to the extent the Committee considers appropriate, a discussion with the external auditors of those matters required to be discussed under generally accepted auditing standards applicable to the Company.

3. *Management's Discussion and Analysis.* The Committee shall review with management and the external auditors, both together and separately prior to public dissemination, the annual Management's Discussion and Analysis of Financial Condition and Results of Operations ("**MD&A**") and the Committee shall review with management and may review with the external auditors, interim MD&A.

4. *Approval of Annual MD&A, Interim Financial Statements and Interim MD&A.* The Committee shall make a recommendation to the Board with respect to the approval of the annual MD&A with such changes contemplated and further recommended by the Committee as the Committee considers necessary. In addition, the Committee shall approve the interim financial statements and interim MD&A of the Company, if the Board has delegated such function to the Committee. If the Committee has not been delegated this function, the Committee shall make a recommendation to the Board with respect to the approval of the interim financial statements and interim MD&A with such changes contemplated and further recommended as the Committee considers necessary.
5. *Press Releases.* With respect to press releases by the Company:
 - (a) The Committee shall review the Company's financial statements, MD&A and annual and interim earnings press releases before the Company publicly discloses this information.
 - (b) The Committee shall review with management, prior to public dissemination, the annual and interim earnings press releases (paying particular attention to the use of any "pro forma" or "adjusted non-IFRS" information) as well as any financial information and earnings guidance provided to analysts and rating agencies.
 - (c) The Committee shall be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than public disclosure referred to in Section V.A.4 of this Charter, and periodically assess the adequacy of those procedures.
6. *Reports and Regulatory Returns.* The Committee shall review and discuss with management, and the external auditors to the extent the Committee deems appropriate, such reports and regulatory returns of the Company as may be specified by law.
7. *Other Financial Information.* The Committee shall review the financial information included in any prospectus, annual information form or information circular with management and, at the discretion of the Committee, the external auditors, both together and separately, prior to public dissemination, and shall make a recommendation to the Board with respect to the approval of such prospectus, annual information form or information circular with such changes contemplated and further recommended as the Committee considers necessary.
- B. *Financial Reporting Processes*
 8. *Establishment and Assessment of Procedures.* The Committee shall satisfy itself that adequate procedures are in place for the review of the public disclosure of financial information extracted or derived from the financial statements of the Company and assess the adequacy of these procedures annually.
 9. *Application of Accounting Principles.* The Committee shall assure itself that the external auditors are satisfied that the accounting estimates and judgements made by management, and their selection of accounting principles reflect an appropriate application of such accounting principles.
 10. *Practices and Policies.* The Committee shall review with management and the external auditors, together and separately, the principal accounting practices and policies of the Company.

C. External Auditors

11. *Oversight and Responsibility.* In respect of the external auditors of the Company:

- (a) The Committee, in its capacity as a committee of the Board, shall be directly responsible for, or if required by Canadian law shall make recommendations to the Board with respect to, the appointment, compensation, retention and oversight of the work of the external auditors engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditors regarding financial reporting.
- (b) The Committee is directly responsible for overseeing the work of the external auditors engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditors regarding financial reporting.

12. *Reporting.* The external auditors shall report directly to the Committee and are ultimately accountable to the Committee.

13. *Annual Audit Plan.* The Committee shall review with the external auditors and management, together and separately, the overall scope of the annual audit plan and the resources the external auditors will devote to the audit. The Committee shall annually review and approve the fees to be paid to the external auditors with respect to the annual audit.

14. *Non-Audit Services.*

- (a) "Non-audit services" means all services performed by the external auditors other than audit services. The Committee shall pre-approve all non-audit services to be provided to the Company or its subsidiaries by the Company's external auditor and permit all non-audit services, other than non-audit services where:
 - (i) the aggregate amount of all such non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Company and its subsidiaries to the Company's external auditor during the fiscal year in which the services are provided;
 - (ii) the Company or its subsidiary, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and
 - (iii) the services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approvals had been delegated by the Committee.
- (b) The Committee may delegate to one or more members of the Committee the authority to grant such pre-approvals for non-audited services. The decisions of such member(s) regarding approval of "non-audit" services shall be reported by such member(s) to the full Committee at its first scheduled meeting following such pre-approval.
- (c) The Committee shall adopt specific policies and procedures for the engagement of the non-audit services if:
 - (i) the pre-approval policies and procedures are detailed as to the particular services;

- (ii) the Committee is informed of each non-audit service; and
- (iii) the procedures do not include delegation of the Committee's responsibilities to management.

15. *Independence Review.* The Committee shall review and assess the qualifications, performance and independence of the external auditors, including the requirements relating to such independence of the law governing the Company. At least annually, the Committee shall receive from the external auditors, a formal written statement delineating all relationships between the Company the external auditors, actively engage in a dialogue with the external auditors with respect to any disclosed relationships or services that may impact the objectivity and independence of the auditor, and, if necessary, recommend that the Board takes appropriate action to satisfy themselves of the external auditors' independence and accountability to the Committee. In evaluating the performance of the external auditors, the Audit Committee shall evaluate the performance of the external auditors' lead partner, and shall ensure the rotation of lead partners as required by law.

D. Internal Controls.

Management shall be required to provide the Committee, at least annually, a report on internal controls, including reasonable assurance that such controls are adequate to facilitate reliable and timely financial information. The Committee shall also review and follow-up on any areas of internal control weakness identified by the external auditors with the auditors and management.

E. Reports to Board

16. *Reports.* In addition to such specific reports contemplated elsewhere in this Charter, the Committee shall report regularly to the Board regarding such matters, including:

- (a) with respect to any issues that arise with respect to the quality or integrity of the financial statements of the Company, compliance with legal or regulatory requirements by the Company, or the performance and independence of the external auditors of the Company;
- (b) following meetings of the Committee; and
- (c) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

17. *Recommendations.* In addition to such specific recommendations contemplated elsewhere in this Charter, the Committee shall provide such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make such report.

F. Whistle Blowing

18. *Procedures.* The Committee shall establish procedures for:

- (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
- (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

19. *Notice to Employees.*

- (a) To comply with the above, the Committee shall ensure each of the Company and its subsidiaries advises all employees, by way of a written code of business conduct and ethics (the “**Code**”), or if such Code has not yet been adopted by the respective board, by way of a written or electronic notice, that any employee who reasonably believes that questionable accounting, internal accounting controls, or auditing matters have been employed by the Company or their external auditors is strongly encouraged to report such concerns by way of communication directly to the Chair. Matters referred may be done so anonymously and in confidence.
- (b) None of the Company or its subsidiaries shall take or allow any reprisal against any employee for, in good faith, reporting questionable accounting, internal accounting, or auditing matters. Any such reprisal shall itself be considered a very serious breach of this policy.
- (c) All reported violations shall be investigated by the Committee following rules of procedure and process as shall be recommended by outside counsel.

G. General

- 20. *Access to Advisers and Funding.* The Committee shall have the authority to engage independent counsel and other advisers, as it determines necessary to carry out its duties. The Company shall provide appropriate funding, as determined by the Committee, for payment of (a) compensation to any external auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (b) compensation to any advisers employed by the Committee; and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- 21. *Hiring of Partners and Employees of External Auditors.* The Committee shall annually 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.
- 22. *Forward Agenda.* The Committee may annually develop a calendar of activities or forward agenda to be undertaken by the Committee for each ensuing year and to submit the calendar/agenda in the appropriate format to the Board of Directors following each annual general meeting of shareholders.
- 23. *Annual Performance Evaluation.* The Committee shall perform a review and evaluation, annually, of the performance of the Committee and its members, including a review of the compliance of the Committee with this Charter. In addition, the Committee shall evaluate, annually, the adequacy of this Charter and recommend any proposed changes to the Board.
- 24. *Related Party Transactions.* The Committee shall annually review transactions involving directors and officers, including a review of travel expenses and entertainment expenses, related party transactions and any conflicts of interests.
- 25. *General.* The Committee shall perform such other duties and exercise such powers as may, from time to time, be assigned or vested in the Committee by the Board, and such other functions as may be required of an audit committee by law, regulations or applicable stock exchange rules.

This Charter was approved by the Board on May 31, 2020.

CERTIFICATE OF THE COMPANY

Dated: August 27, 2020

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta, and Ontario.

"Philip Tapley"

Philip Tapley
Chief Executive Officer, Chairman, President and
Director

"Stephen D. Inouye"

Stephen D. Inouye
Chief Financial Officer and Director

ON BEHALF OF THE BOARD OF DIRECTORS

"Jason Pamer"

Jason Pamer
Director

"Terese Gieselman"

Terese Gieselman
Director

CERTIFICATE OF PROMOTER

Dated: August 27, 2020

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta, and Ontario.

"Philip Tapley"

Philip Tapley

CERTIFICATE OF THE AGENT

Dated: August 27, 2020

To the best of our knowledge, information and belief, this prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Prospectus as required by the securities legislations of British Columbia, Alberta, and Ontario.

Haywood Securities Inc.

Per:

"Don Wong"

Don Wong

Vice President, Investment Banking

APPENDIX A

MIND CURE HEALTH INC.

Long Form Final Prospectus dated August 27, 2020

See Attached.

APPENDIX B
Item 14 – Capitalization

14. Capitalization

14.1 The following charts are respect of the common shares of the Issuer, which are the securities of the Issuer being listed on Exchange:

Issued Capital

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of Issued (non-diluted)	% of Issued (fully diluted)
<u>Public Float</u>				
Total Outstanding (A)	45,220,000	48,016,000	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	12,000,000	13,000,000	26.54%	27.07%
Total Public Float (A-B)	33,220,000	35,016,000	73.46%	72.93%
<u>Freely-Tradeable Float</u>				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	3,000,000	3,000,000	6.63%	6.25%
Total Tradeable Float (A-C)	42,220,000	45,016,000	93.37%	93.75%

Public Securityholders (Registered)

Instruction: For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

Class of Security

<u>Size of Holding</u>	<u>Number of Holders</u>	<u>Total Number of Securities</u>
1-99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	19	20,500
2,000 – 2,999 securities	45	99,500
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	189	33,100,000

Public Securityholders (Beneficial)

Instruction: Include (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

Class of Security

<u>Size of Holding</u>	<u>Number of Holders</u>	<u>Total Number of Securities</u>
1-99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	19	20,500
2,000 – 2,999 securities	45	99,500
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	192	45,220,000
Unable to Confirm	0	0

Non-Public Securityholders (Registered)

Instruction: For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

Class of Security

<u>Size of Holding</u>	<u>Number of Holders</u>	<u>Total Number of Securities</u>
1-99 securities	0	0
100 – 499 securities	0	0
500 – 999 securities	0	0
1,000 – 1,999 securities	0	0
2,000 – 2,999 securities	0	0
3,000 – 3,999 securities	0	0
4,000 – 4,999 securities	0	0
5,000 or more securities	3	12,000,000

14.2 The Issuer has the following securities convertible or exchangeable into common shares:

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Common shares reserved for issuance upon exercise of incentive stock options granted pursuant to the Plan with an exercise price of \$0.20 and expiring on June 10, 2025	1,600,000	1,600,000
Common shares reserved for issuance upon the exercise of the Agent's Warrants at an exercise price of \$0.25 and expiring 24 months from the Listing Date	1,196,000	1,196,000

14.3 The Issuer does not have any listed securities reserved for issuance that are not included in Section 14.2 above.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, **Mind Cure Health Inc.**, hereby applies for the listing of the above mentioned securities on the Exchange. The foregoing contains full, true and plain disclosure of all material information relating to **Mind Cure Health Inc.** It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at: Vancouver, British Columbia

this 17th day of September, 2020.

"Philip Tapley"

Philip Tapley
Chief Executive Officer, Chairman,
President and Director

"Stephen D. Inouye"

Stephen D. Inouye
Chief Financial Officer and Director

"Jason Pamer"

Jason Pamer
Director

"Terese Gieselman"

Terese Gieselman
Director

"Philip Tapley"

Philip Tapley
Promoter