A copy of this preliminary prospectus has been filed with the securities regulatory authorities in the Provinces of Ontario and British Columbia but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authorities.

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

*These securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act) and may not be offered, sold or delivered, directly or indirectly, in the United States, except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This prospectus does not constitute an offer to sell or solicitation of an offer to buy any of these securities in the United States. See "Plan of Distribution".*

PRELIMINARY PROSPECTUS

Non-Offering Prospectus **August 23, 2021**

TripSitter.CLINIC

1284684 B.C. LTD.
(to be renamed TripSitter Clinic Ltd.)

No securities are being offered pursuant to this Prospectus

This preliminary long form prospectus (the "**Prospectus**") is being filed with the Ontario Securities Commission, as principal regulator, and with the securities regulatory authorities in the Provinces of Ontario and British Columbia to enable TripSitter Clinic Ltd. (the "**Company**", "**TripSitter**", "**we**", "**us**", or "**our**") to become a reporting issuer under the applicable securities legislation in the Provinces of Ontario and British Columbia.

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

There is currently no market through which any of the securities of the Company may be sold, and purchasers may not be able to resell such securities. This, to the extent the Company is able to successfully complete its public listing, may affect the pricing of such securities in the secondary market, the transparency and availability of trading prices, the liquidity of such securities and the extent of issuer regulation. See "*Risk Factors*" and "*Caution Regarding Forward-Looking Information*".

Due to the nature of the Company's business, an investment in the Company's securities is speculative and involves a high degree of risk that should be considered by potential investors. An investment in the Company's securities should only be undertaken by those persons who can afford the total loss of their investment.

Concurrently with the filing of this Prospectus, the Company will list its Common Shares and all other Common Shares issuable as described in this Prospectus on the Canadian Securities Exchange (the "**Exchange**" or the "**CSE**"). As of the date hereof, the Company has not received conditional approval from the Exchange. The listing of the Common Shares on the CSE (the "**Listing**") will be subject to the Company fulfilling all of the listing requirements of the Exchange, which cannot be guaranteed.

As of the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States.

Prospective investors are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding, or disposing of Common Shares, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires Common Shares.

No underwriters or selling agents have been involved in the preparation of this Prospectus or performed any review or independent due diligence investigations in respect of the contents of this Prospectus.

Prospective investors should rely only on the information contained in this Prospectus. Readers should assume that the information appearing in this Prospectus is accurate only as of its date, regardless of its time of delivery. The Company's business, financial condition, results of operations and prospects may have changed since that date.

Agent for Service of Process

John Huber and Mathew Morgan, directors of the Company, reside under the laws of a foreign jurisdiction or reside outside of Canada. John Huber and Matthew Morgan have appointed the following agents(s) for service of process:

Name of Person	Name and Address of Agent
John Huber	McMillan LLP Suite 1500, 1055 West Georgia Street Vancouver, BC V6E 4N7
Matthew Morgan	McMillan LLP Suite 1500, 1055 West Georgia Street Vancouver, BC V6E 4N7

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

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

The Company's registered and head office is located at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, Canada V6E 4N7.

1284684 B.C. Ltd. (to be renamed TripSitter Clinic Ltd.)
1500 – 1055 West Georgia Street
Vancouver, British Columbia V6E 4N7

TABLE OF CONTENTS

Page

CAUTION REGARDING FORWARD-LOOKING INFORMATION **1**
MARKET INDUSTRY AND DATA **4**
GLOSSARY OF TERMS **5**
SUMMARY OF PROSPECTUS **1**
The Company 1
TripSitter Holdings 1
Principal Business 1
The Special Warrant Offering 1
Listing 1
Use of Proceeds 2
Summary of Financial Information 2
Risk Factors 3
CORPORATE STRUCTURE **4**
Name, Address and Incorporation of Company 4
Name, Address and Incorporation of TripSitter Holdings 4
Intercorporate Relationships 4
GENERAL DEVELOPMENT OF THE BUSINESS **5**
The Company 5
History 5
The Amalgamation 6
TripSitter Holdings 6
History 6
The Impact of the COVID-19 Pandemic on our Business 9
DESCRIPTION OF THE BUSINESS **9**
General 9
Principal Products 10
Research and Development 11
Production and Services 11
Specialized Skill and Knowledge 14
Competitive Conditions 14
Intangible Properties 16
Cycles 17
Economic Dependence 17
Expected Changes 17
Environmental Protection 17
Employees and Consultants 17
Foreign Operations 17

Marketing and Sales 17
Lending and Investment Policies and Restrictions 17
Bankruptcy or Receivership Proceedings 18
Social or Environmental Policies 18
MARKET AND REGULATORY OVERVIEW 18
Principal Markets and Regulatory Matters 18
USE OF AVAILABLE FUNDS 19
Proceeds 19
Funds Available 19
Business Objectives and Milestones 20
SELECTED FINANCIAL INFORMATION 21
TripSitter 21
TripSitter Holdings 21
Pro Forma Consolidated Financial Information 22
MANAGEMENT'S DISCUSSION AND ANALYSIS 22
TripSitter 22
TripSitter Holdings 23
DESCRIPTION OF SHARE CAPITAL 23
Authorized Capital 23
Common Shares 23
CONSOLIDATED CAPITALIZATION 23
Fully Diluted Share Capital 24
OPTIONS AND OTHER RIGHTS TO PURCHASE SECURITIES 24
Outstanding Options 24
Option Plan 25
PRIOR SALES 27
ESCROWED SECURITIES AND RESALE RESTRICTIONS 27
PRINCIPAL SHAREHOLDERS 28
DIRECTORS AND EXECUTIVE OFFICERS 29
Share Ownership by Directors and Officers 31
Corporate Cease Trade Orders or Bankruptcies 32
Penalties or Sanctions 32
Personal Bankruptcies 32
Conflicts of Interest 33
EXECUTIVE COMPENSATION 33
Compensation of Named Executive Officers 33
Director and Named Executive Officer Compensation, Excluding Compensation Securities 33
Stock Options and Other Compensation Securities 34
Employment, Consulting and Management Agreements 34
Oversight and Description of Director and Named Executive Officer Compensation 35
DIRECTOR COMPENSATION 35

Directors' and Officers' Liability Insurance....35
INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS....35
PLAN OF DISTRIBUTION....36
AUDIT COMMITTEE....36
Audit Committee....36
Audit Committee's Charter....37
Mandate and Responsibilities of the Audit Committee....37
Audit Committee Oversight....37
Reliance on Certain Exemptions....37
Pre-Approval Policies and Procedures....37
External Auditor Service Fees by Category....37
CORPORATE GOVERNANCE....38
Board of Directors....39
Board Mandate....39
Position Description....39
Other Reporting Issuer Experience....39
Orientation and Continuing Education....40
Ethical Business Conduct....40
Nomination of Directors....41
Compensation....41
Other Board Committees....41
Assessments....41
RISK FACTORS....41
Risks Related to the Business of the Company....42
Risks Relating to the Common Shares....46
CERTAIN FEDERAL INCOME TAX CONSIDERATIONS....48
PROMOTERS....48
LEGAL PROCEEDINGS....48
REGULATORY ACTIONS....48
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS....48
AUDITORS, TRANSFER AGENTS AND REGISTRARS....49
MATERIAL CONTRACTS....49
EXPERTS AND LEGAL MATTERS....49
OTHER MATERIAL FACTS....50
PURCHASERS' STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION....50
CONTRACTUAL RIGHT OF ACTION FOR RESCISSION....50
Financial Statement Disclosure....50
SCHEDULE A AUDIT COMMITTEE CHARTER....A-1
SCHEDULE B 1284684 B.C. LTD. (TO BE RENAMED TRIPSITTER CLINIC LTD.) AUDITED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD FROM JANUARY 19, 2021 (DATE OF INCORPORATION) TO MAY 31, 2021....B-1

SCHEDULE C 1284684 B.C. LTD. (TO BE RENAMED TRIPSITTER CLINIC LTD.) MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE PERIOD FROM JANUARY 19, 2021 (DATE OF INCORPORATION) TO MAY 31, 2021 .... C-1

SCHEDULE D TRIPSITTER CLINIC CORP. AUDITED FINANCIAL STATEMENTS FOR THE PERIOD FROM FEBRUARY 1, 2021 TO MAY 31, 2021 AND FOR THE PERIOD FROM OCTOBER 14, 2020 (DATE OF INCORPORATION) TO JANUARY 31, 2021 .... D-1

SCHEDULE E TRIPSITTER CLINIC CORP. MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE PERIOD FROM FEBRUARY 1, 2021 TO MAY 31, 2021 AND FOR THE PERIOD FROM OCTOBER 14, 2020 (DATE OF INCORPORATION) TO JANUARY 31, 2021 .... E-1

SCHEDULE F 1284684 B.C. LTD. (TO BE RENAMED TRIPSITTER CLINIC LTD.) AND TRIPSITTER CLINIC CORP. PRO FORMA FINANCIAL STATEMENTS AS AT MAY 31, 2021 .... F-1

CERTIFICATE OF 1284684 B.C. LTD. 1

CERTIFICATE OF TRIPSITTER CLINIC CORP. 1

CAUTION REGARDING FORWARD-LOOKING INFORMATION

This Prospectus contains forward-looking statements that relate to the Company's current expectations and views of future events. The forward-looking statements are contained principally in the sections entitled "*Summary of Prospectus*", "*Description of the Business*", "*Selected Financial Information*", "*Management's Discussion and Analysis*" and "*Risk Factors*".

In some cases, these forward-looking statements can be identified by words or phrases such as "may", "might", "will", "expect", "anticipate", "estimate", "intend", "plan", "indicate", "seek", "believe", "predict" or "likely", or the negative of these terms, or other similar expressions intended to identify forward-looking statements. The Company has based these forward-looking statements on its current expectations and projections about future events and financial trends that it believes might affect its financial condition, results of operations, business strategy and financial needs. These forward-looking statements include, among other things, statements relating to:

- the business objectives of the Company and its research and development activities;
- the acceptance in the medical community of ketamine and other psychedelic substances as effective treatment for depression, post-traumatic stress disorder ("**PTSD**"), addiction and other mental health conditions;
- the ability of the Company to operate as a going concern if there are any changes in laws or regulatory requirements;
- the healthcare industry the United States;
- the ability of new clinics to offer technology-enabled, ketamine-enhanced psychotherapy, psychedelic enhanced psychotherapy and psychedelic-integration psychotherapy services;
- the Company's ability to attract new customers and develop and maintain relationships with existing customers;
- the ability of the Company to acquire or develop, introduce and implement new products as well as enhancements or improvements for existing products that respond, in a timely fashion, to customer/product requirements and rapid technological change;
- the Company's ability to identify, attract, hire, train, motivate and retain personnel;
- the Company's technology and data, and expected uses and benefits, including planned strategies to leverage technological assets and capabilities to modernize clinical operations to benefit customers;
- the Company's reliance on digital and internet technologies to conduct and expand its operations, including reliance on information technology to process, transmit and store sensitive and confidential data, and the resulting exposure of the Company and/or its customers to risks related to cybersecurity;
- the Company's intention to complete the Listing and all transactions related thereto;
- the Company's expectation regarding its revenue, expenses and operations;
- the Company's intention to grow its business and its operations;
- the Company's competitive position;
- the Company's business objectives for the next twelve months;
- the Company's anticipated cash needs and its needs for additional financing;
- the Company's ability to obtain necessary financing;
- the performance of the Company's business and operations as it relates to its investments;
- the Company's future liquidity and financial capacity;
- the Company's and/or its investee companies' expected market and the profitability thereof; and
- the impact of the COVID-19 pandemic ("**COVID-19**") on the Company's business and the economy generally.

Forward-looking statements are based on certain assumptions and analyses made by the Company in light of the experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties. In making the forward looking statements included in this Prospectus, the Company has made various material assumptions, including but not limited to (i) general business and economic conditions; (ii) the Company's ability to successfully execute its plans and intentions; (iii) the availability of financing on reasonable terms; (iv) the Company's ability to attract and retain skilled management and staff, as applicable; (v) market competition; (vi) the market for and potential revenues to be derived from the investee companies' products; and (vii) the costs, timing and future plans concerning operations of the Company will be consistent with current expectations.

Although we believe that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and we cannot assure that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties and assumptions, prospective purchasers of Common Shares should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "*Risk Factors*", which include:

- development risks;
- substantial risks of regulatory or political change;
- the ability to obtain necessary government permits and licences;
- the potential reclassification of certain psychedelic drugs, including ketamine, in the United States;
- the acceptance in the medical community of ketamine;
- the products and services in the tele-health industry are advanced, and the Company needs to rapidly and successfully develop and introduce new products in a competitive, demanding and rapidly changing environment;
- the Company relies on various intellectual property rights, including licenses in order to operate its business;
- the Company has limited operating history, and a history of losses and the Company cannot assure profitability;
- the Company has negative cash flows from operations;
- the Company will require additional capital, which may not be available to it when required on attractive terms, or at all;
- the Company is largely dependent upon its board and management for its success;
- conflicts of interest may arise between the Company and its directors and management;
- epidemics/pandemics and other public health crises, such as COVID-19, may have a material adverse effect on the Company;
- the effect of competition on the Company;
- the ability of the Company to retain current customers and/or recruit new customers;
- the Company may become party to litigation;
- the market price of the Common Shares may be adversely affect by stock market volatility;
- there may not be an active or liquid market for the Common Shares;
- it may be difficult, if not impossible, for U.S. holders of the Common Shares to resell them;
- the Company does not anticipate paying cash dividends on the Common Shares in the foreseeable future;
- the Company will be subject to the additional regulatory burden resulting from its public listing on the CSE;
- future sales or issuances of equity securities could dilute the current shareholders; and
- future sales of Common Shares by existing shareholders could reduce the market price of the Common Shares.

If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in those forward-looking statements. The assumptions referred to above and described in greater detail under "*Risk Factors*" should be considered carefully by readers.

The Company's forward-looking statements are based on the reasonable beliefs, expectations and opinions of management on the date of this Prospectus (or as of the date they are otherwise stated to be made). Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There is no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. We do not undertake to update or revise any forward-looking statements, except as, and to the extent required by, applicable securities laws in Canada.

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

MARKET INDUSTRY AND DATA

This Prospectus includes market and industry data that has been obtained from third party sources, including industry publications. The Company believes that the industry data is accurate and that its estimates and assumptions are reasonable, but there is no assurance as to the accuracy or completeness of this data. Third party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there is no assurance as to the accuracy or completeness of included information. Although the data is believed to be reliable, the Company has not independently verified any of the data from third party sources referred to in this Prospectus or ascertained the underlying economic assumptions relied upon by such sources.

Unless otherwise indicated, information contained in this Prospectus concerning the Company's industry and the markets in which it operates, including general expectations and market position, market opportunities and market share, is based on information from independent industry organizations, other third-party sources (including industry publications, surveys and forecasts) and management studies and estimates.

The Company's estimates are derived from publicly available information released by independent industry analysts and third-party sources as well as data from the Company's internal research, and include assumptions made by the Company which management believes to be reasonable based on their knowledge of the Company's industry and markets. The Company's internal research and assumptions have not been verified by any independent source, and it has not independently verified any third-party information. While the Company believes 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 the Company's future performance and the future performance of the industry and markets in which it operates are necessarily subject to a high degree of uncertainty and risk due to a variety of factors, including those described under the headings "*Caution Regarding Forward-Looking Information*" and "*Risk Factors*".

GLOSSARY OF TERMS

The following is a glossary of certain defined terms used throughout this Prospectus. This is not an exhaustive list of defined terms used in this Prospectus and additional terms are defined throughout. Terms and abbreviations used in the financial statements of the Company are defined separately and the terms and abbreviations defined below are not used therein, except where otherwise indicated. Words importing the singular, where the context requires, include the plural and vice versa, and words importing any gender include all genders.

"**$**" means Canadian dollars.

"**Administrator**" has the meaning set forth in "*Options* and Other Rights to Purchase Securities".

"**Affiliate**" means a company that is affiliated with another company as described below:

A company is an "Affiliate" of another company if:

(a) one of them is the subsidiary of the other; or

(b) each of them is controlled by the same Person;

A company is "controlled" by a Person if:

(a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person; and

(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company;

A Person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that Person, or

(b) an Affiliate of that Person, or

(c) an Affiliate of any Company controlled by that Person.

"**Amalgamation**" has the meaning set forth in "The Amalgamation".

"**Amalgamation Agreement**" has the meaning set forth in "The Amalgamation".

"**Applicable Securities Law**" means applicable securities legislation, securities regulation and securities rules, as amended, and the policies, notices, instruments and blanket orders having the force of law, in force from time to time.

"**Associate**" means when used to indicate a relationship with a person or company, means:

(a) an issuer of which the person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer;

(b) any partner of the person or company;

(c) any trust or estate in which the person or company has a substantial beneficial interest or in respect of which a person or company serves as trustee or in a similar capacity;

(d) in the case of a person, a relative of that person, including:

 (i) that person's spouse or child; or

 (ii) any relative of the person or of his spouse who has the same residence as that person; but

(e) where the Exchange determines that two persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member corporation or holding company.

“**Audit Committee**” means the audit committee of the Company.

“**Audit Committee Charter**” means the Audit Committee’s Charter, attached hereto as Schedule “A”.

“**BCBCA**” means the *Business Corporations Act* (British Columbia).

“**Board**” or “**Board of Directors**” means the board of directors of TripSitter.

“**Business Day**” means a day other than Saturday, Sunday or a statutory holiday in British Columbia, Canada.

“**CEO**” means Chief Executive Officer.

“**CFO**” means Chief Financial Officer.

“**Committee**” has the meaning set forth in “*Options* and Other Rights to Purchase Securities”.

“**Common Shares**” means the common shares in the capital of TripSitter.

“**Company**” or “**TripSitter**” means 1284684 B.C. Ltd. (to be renamed TripSitter Clinic Ltd.), a company existing under the BCBCA.

“**company**” means, unless specifically indicated otherwise, a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

“**COVID-19**” has the meaning set forth under the heading “*Caution Regarding Forward-Looking Information*”.

“**CSE**” or the “**Exchange**” means the Canadian Securities Exchange operated by the CNSX Markets Inc.

“**Escrow Agreement**” has the meaning set forth in “*CSE Escrow*”.

“**Escrowed Securities**” has the meaning set forth in “*CSE Escrow*”.

“**Final Prospectus**” means the (final) prospectus of TripSitter, prepared in accordance with NI 41-101.

“**Final Receipt**” means the receipt issued by the Principal Regulator, evidencing that a receipt has been, or has been deemed to be, issued for the Final Prospectus in Ontario.

“**Governance Policy**” has the meaning set forth in “*Corporate Governance.*”

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

“**Insider**” means:

(a) a director or senior officer of TripSitter;

(b) a director or senior officer of TripSitter that is an Insider or subsidiary of TripSitter,

(c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of TripSitter; or

(d) TripSitter itself if it holds any of its own securities.

“**Listing**” means the listing of the Common Shares for trading on the CSE.

"**MD&A**" means management discussion and analysis.

"**Named Executive Officer**" or "**NEO**" means:

(a) the CEO, or comparable position;

(b) the CFO, or comparable position;

(c) each of the issuer's three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total salary and bonus, individually, exceeds CAD$150,000 per year; or

(d) any additional individuals for whom disclosure would have been provided under (c) except that the individual was not serving as an officer of the issuer at the end of the most recently completed financial year.

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

"**NI 45-102**" means National Instrument 45-102 – *Resale of Securities*, of the Canadian Securities Administrators.

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

"**OBCA**" means the *Business Corporations Act* (Ontario).

"**Offering Price**" has the meaning set forth on the face page of this Prospectus.

"**Olympia**" means Olympia Trust Company.

"**Option Certificate**" has the meaning set forth in "*Options* and Other Rights to Purchase Securities".

"**Option Plan**" has the meaning set forth in "*Options* and Other Rights to Purchase Securities".

"**Options**" means the options issued pursuant to the Option Plan.

"**Person**" unless specifically indicated otherwise, means a corporation, incorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

"**Preliminary Prospectus**" means the (preliminary) prospectus of TripSitter, prepared in accordance with NI 41-101, and any amendments thereto.

"**Principal Regulator**" means the Ontario Securities Commission.

"**Promote**r" means (a) a person or company who, acting alone or in conjunction with one or more other persons, companies or a combination thereof, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of an issuer, or (b) a person or company who, in connection with the founding, organizing or substantial reorganizing of the business of an issuer, directly or indirectly, receives in consideration of services or property, or both services and property, 10% or more of any class of securities of the issuer or 10% or more of the proceeds from the sale of any class of securities of a particular issue, but a person or company who receives such securities or proceeds either solely as underwriting commissions or solely in consideration of property shall not be deemed a promoter within the meaning of this definition if such person or company does not otherwise take part in founding, organizing, or substantially reorganizing the business.

"**Prospectus**" means collectively, the Preliminary Prospectus and the Final Prospectus (including any supplemental material thereto).

"**Regulation S**" means Regulation S promulgated under the U.S. Securities Act.

"**SEDAR**" means the System for Electronic Document Analysis and Retrieval maintained by the Canadian Securities Administrators.

"**Shareholders**" means the holders of Common Shares.

"**Special Warrant**" means a special warrant issued by the Company pursuant to the Special Warrant Offering.

"**Special Warrant Offering**" means the non-brokered private placement of 387,000 Special Warrants at a price of $0.05 per Special Warrant for total gross proceeds of $19,350. Each Special Warrant entitled the holder to acquire, without further payment, one Common Share. The Special Warrants were deemed to be converted on August 13, 2021, being the date that was four months and a day following the closing date of the Special Warrant Offering.

"**Subco**" means 2821573 Ontario Inc., a wholly-owned subsidiary of TripSitter incorporated on March 5, 2021 pursuant to the OBCA and formed solely for the purpose of effecting the Amalgamation.

"**Term**" has the meaning set forth in "Options and Other Rights to Purchase Securities".

"**Transfer Agent**" means the transfer agent and registrar of the Company, anticipated to be Olympia Trust Company.

"**TripSitter Financial Statements**" means the audited financial statements of TripSitter for the period from January 19, 2021 (date of incorporation) to May 31, 2021, together with the notes thereto and the auditors' report thereon, as applicable, attached hereto at Schedule "B".

"**TripSitter Holdings**" means TripSitter Clinic Corp., a company existing under the OBCA.

"**TripSitter Holdings Financial Statements**" means the audited financial statements of TripSitter Holdings for the period from February 1, 2021 to May 31, 2021 and for the period from October 14, 2020 (date of incorporation) to January 31, 2021, together with the notes thereto and the auditors' report thereon, as applicable, attached hereto at Schedule "D".

"**Tripsitter Holdings MD&A**" means the management's discussion and analysis of TripSitter Holdings for the period from February 1, 2021 to May 31, 2021 and for the period from October 14, 2020 (date of incorporation) to January 31, 2021, attached hereto at Schedule "E".

"**TripSitter Holdings Shares**" has the meaning set forth in "The Amalgamation".

"**Tripsitter MD&A**" means the management's discussion and analysis of TripSitter for the period from January 19, 2021 (date of incorporation) to May 31, 2021, attached hereto at Schedule "C".

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

"**Warrant**" means warrants to purchase Common Shares.

Certain terms used herein are defined in the "*Glossary of Terms*". Unless otherwise indicated, references to $ are to Canadian dollars and USD$ are to U.S. dollars. All financial information with respect to the Company has been presented in Canadian dollars in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretation Committee.

SUMMARY OF PROSPECTUS

The following is a summary of the principal features of the Common Shares and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus. Capitalized terms used but not defined in this Summary of Prospectus have the meanings ascribed thereto in the Glossary of Terms.

The Company

The Company was incorporated on January 19, 2021 pursuant to the BCBCA under the name "1284684 B.C. Ltd.". Upon completion of the Amalgamation, the Company is expected to change its name to "TripSitter Clinic Ltd.". See "*The Amalgamation*".

The Company's registered and head office is located at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, Canada V6E 4N7. See "*Description of the Business*".

The Company does not carry on any active business or operations. The principal business of the Company is to identify and evaluate businesses and assets with a view to completing a going public transaction and, having identified and evaluated such opportunities, to negotiate an acquisition or participation subject to acceptance by the Exchange.

Upon completion of the Amalgamation, the principal business of the Company is expected to become the business of TripSitter Holdings.

TripSitter Holdings

TripSitter Holdings was incorporated on October 14, 2020, pursuant to the OBCA under the name "TripSitter Clinic Corp." See "*The Amalgamation*".

The Company's registered and head office is located at 77 King Street West, Suite 700, Toronto, Ontario M5K 1G8. See "*Description of the Business*".

Principal Business

TripSitter Holdings is a consultative virtual clinic and tele-health platform that connects prospective patients to a licensed physician in the United States who can evaluate for a prescribed treatment program of low-dose, oral ketamine medication. The licensed physicians within the platform consult and coordinate with the primary care physician ("**PCP**") of the prospective patient, if they are approved for treatment. TripSitter Holdings is not a PCP and requires each prospective patient to provide their information to their PCP during the initial intake process. TripSitter Holdings is proud to be at the forefront of the emerging wave of consultative medicine that prioritizes patient access and quality of care while leveraging an internationally recognized platform of remote diagnostic and patient monitoring.

The Special Warrant Offering

The special warrants (the "**Special Warrants**") were issued on April 12, 2021 at a price of $0.05 (the "**Offering Price**") per Special Warrant (the "**Special Warrant Offering**"). Under the Special Warrant Offering, the Special Warrants were issued to purchasers in certain provinces of Canada on a non-brokered private placement basis pursuant to prospectus exemptions under applicable securities legislation and in jurisdictions outside of Canada in compliance with laws applicable to each subscriber. Pursuant to the Special Warrant Offering, the Company issued 387,000 Special Warrants at the Offering Price for gross proceeds of $19,350. The Special Warrants were deemed to be converted on August 13, 2021, being the date that was four months and a day following the closing date of the Special Warrant Offering.

Listing

The Company intends to list its Common Shares on the CSE. Listing is subject to the Company fulfilling all of the requirements of the Exchange, including minimum public distribution requirements. See "*Plan of Distribution*".

Use of Proceeds

Proceeds received from the exercise of the Special Warrants and other available proceeds will be used to further its business objectives. Specifically, the Company will use the funds available to it as follows: See "*Funds Available*".

Principal Purpose	Amount to be Expended
Marketing(1)	$1,500,000
Consultant Fees and Salaries	$576,000
General and Administrative Expenses(2)	$251,200
Costs related to Listing	$205,000
Unallocated Working Capital	$129,592
TOTAL	**$2,661,792**

Notes:

(1) Marketing expenses are estimated to total approximately $1,500,000 in the upcoming year, comprising: Google ads of approximately $720,000, Instagram and Facebook ads of approximately $240,000, other display networks (discovery and retargeting) of approximately $150,000, content marketing and sear engine optimization of approximately $120,000, public relations and traditional media of approximately $120,000, and video and influencer marketing of approximately $120,000. See "*Use of Available Funds – Business Objectives and Milestones*".

(2) General and administrative expenses are estimated to total $251,200 for the upcoming year, comprising: transfer agent and regulatory fees of $62,400; audit and related fees of $50,000; legal and related fees of $70,000; office and administrative expenses of $1,700; IT and related costs of $1,700; annual general meetings and associated costs of $40,000; and news release, investor relations and associated costs of $25,000.

There may be circumstances, where for business reasons, a reallocation of funds may be necessary in order for the Company to achieve its stated business objectives. See "*Use of Available Funds*".

Summary of Financial Information

TripSitter

The following table sets forth the selected financial information for the period from January 19, 2021 (date of incorporation) to May 31, 2021 and has been derived from the TripSitter Financial Statements, prepared in accordance with IFRS and attached as Schedule "B" to this Prospectus. The selected financial information should be read in conjunction with the TripSitter MD&A and the TripSitter Financial Statements contained elsewhere in this Prospectus.

	For the period from January 19, 2021 (date of incorporation) to May 31, 2021
Statement of Operations Data	
Total revenues	$nil
Total expenses	$40,702
Loss and comprehensive loss	$40,702
Net loss per share (basic and diluted)	$(0.01)
Balance Sheet Data	

	For the period from January 19, 2021 (date of incorporation) to May 31, 2021
Current assets	$1,086,631
Total assets	$1,086,631
Current liabilities	$1,086,733
Total liabilities	$1,086,733

TripSitter Holdings

The following table sets forth the selected financial information for the period from February 1, 2021 to May 31, 2021 and for the period from October 14, 2020 (date of incorporation) to January 31, 2021 and has been derived from the TripSitter Holdings Financial Statements, prepared in accordance with IFRS and attached as Schedule "D" to this Prospectus. The selected financial information should be read in conjunction with the TripSitter Holdings MD&A and the TripSitter Holdings Financial Statements contained elsewhere in this Prospectus.

	For the period from February 1, 2021 to May 31, 2021	For the period from October 14, 2020 (date of incorporation) to January 31, 2021
Statement of Operations Data		
Total revenues	$nil	$nil
Total expenses	$497,800	$178,749
Loss and comprehensive loss	$528,089	$178,749
Net loss per share (basic and diluted)	$0.02	$0.01
Balance Sheet Data		
Current assets	$531,769	$772,393
Total assets	$548,316	$780,682
Current liabilities	$105,310	$75,484
Total liabilities	$123,185	$93,359

Risk Factors

An investment in the Company involves a substantial degree of risk and should be regarded as highly speculative due to the nature of the business of the Company.

Due to the nature of the Company's business and the present stage of development of its business, the Company is subject to significant risks. Readers should carefully consider all such risks. The risks described herein are not the only risks that affect the Company. Risk factors include, but are not limited to: development risks; substantial risks of regulatory or political change; the ability to obtain necessary government permits and licences; the potential reclassification of certain psychedelic drugs, including ketamine, in the United States; the acceptance in the medical community of ketamine; the products and services in the tele-health industry are advanced, and the Company needs to rapidly and successfully develop and introduce new products in a competitive, demanding and rapidly changing environment; the Company relies on various intellectual property rights, including licenses in order to operate its business; the Company has limited operating history, and a history of losses and the Company cannot assure profitability; the Company has negative cash flows from operations; the Company will require additional capital, which may not be available to it when required on attractive terms, or at all; the Company is largely dependent upon its board and management for its success; conflicts of interest may arise between the Company and its directors and management; epidemics/pandemics and other public health crises, such as COVID-19, may have a material adverse effect on the Company; the effect of competition on the Company; the ability of the Company to retain current customers and/or recruit new customers; the Company may become party to litigation; the market price of the Common Shares may be adversely affect by stock market volatility; there may not be an active or liquid market for the Common Shares; it may be difficult, if not impossible, for U.S. holders of the Common Shares to resell them; the Company does not anticipate paying cash dividends on the Common Shares in the foreseeable future; the Company will be subject to the additional regulatory burden resulting from its public listing on the CSE; future sales or issuances of equity securities could dilute the current shareholders; and future sales of Common Shares by existing shareholders could reduce the market price of the Common Shares.

Other risks and uncertainties that the Company does not presently consider to be material, or of which the Company is not presently aware, may become important factors that affect the Company's future business prospectus, financial condition and results of operations. For a detailed description of these risks, see "*Risk Factors*".

CORPORATE STRUCTURE

Name, Address and Incorporation of Company

The Company was incorporated on January 19, 2021, under the BCBCA under the name "1284684 B.C. Ltd.". Upon completion of the Amalgamation, the Company is expected to change its name to "TripSitter Clinic Ltd.". See "The Amalgamation".

The head office is located at 1570 – 505 Burrard Street, Vancouver, British Columbia V7X 1M5 and the registered and records office of the Company is located at 1500 – 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7.

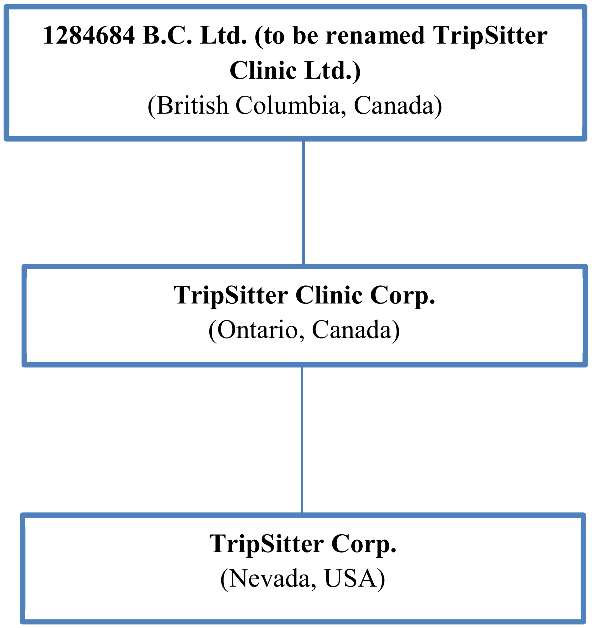
Name, Address and Incorporation of TripSitter Holdings

TripSitter Holdings was incorporated on October 14, 2020, under the OBCA under the name "TripSitter Clinic Corp.". See "The Amalgamation".

The registered and head office of TripSitter Holdings is located at 77 King Street West, Suite 700, Toronto, Ontario M5K 1G8.

Intercorporate Relationships

The Company has one wholly-owned subsidiary, being "Subco", formed for the purpose of completing the Amalgamation. See "The Amalgamation". Set forth below is an organizational chart for the Company upon completion of the Amalgamation:



GENERAL DEVELOPMENT OF THE BUSINESS

The Company

The Company was incorporated on January 19, 2021, under the BCBCA for purpose of undergoing a transaction to become a reporting issuer and to list on a Canadian stock exchange. See "*Description of the Business*".

History

Private Placements

- On April 1, 2021, the Company issued 4,249,998 units of the Company ("**Units**") at a price of $0.005 per Unit for gross proceeds of $21,250 (the "**Seed Financing**"). Each Unit consists of one Common Share and one common share purchase warrant (a "**Warrant**"). Each Warrant is exercisable by the holder thereof to acquire one Common Share (a "**Warrant Share**") at a price of $0.05 per Warrant Share until April 1, 2023.

- On April 12, 2021, the Company issued 387,000 Special Warrants pursuant to the Special Warrant Offering for gross proceeds of $19,350. The Special Warrants were deemed to be converted on August 13, 2021, being the date that was four months and a day following the closing date of the Special Warrant Offering.

- On June 1, 2021, the Company issued 866,539 subscription receipts ("**Subscription Receipts**") at a price of $1.15 per Subscription Receipt for gross proceeds of $996,520 (the "**First Tranche**"). Each Subscription Receipt will be deemed converted for one unit ("**Subscription Receipt Unit**") of the Company upon satisfaction of certain escrow release conditions. Each Subscription Receipt Unit will consist of one Common Share and one-half of one common share purchase warrant (each whole warrant, a "**Subscription Receipt Warrant**"). Each Subscription Receipt Warrant is exercisable to acquire one Common Share (a "**Subscription Receipt Warrant Share**") at a price of $1.60 per Subscription Receipt Warrant Share for a period of 24 months from the date of issue.

- On August 23, 2021, the Company issued 1,262,331 Subscription Receipts at a price of $1.15 per Subscription Receipt for gross proceeds of $1,451,681 (the "**Second Tranche**", and together with the First Tranche, the "**Subscription Receipt Offering**"). Each Subscription Receipt will be deemed converted for

Subscription Receipt Unit upon satisfaction of certain escrow release conditions. Each Subscription Receipt Unit will consist of one Common Share and one-half of one Subscription Receipt Warrant. Each whole Subscription Receipt Warrant is exercisable to acquire one Subscription Receipt Warrant Share at a price of $1.60 per Subscription Receipt Warrant Share or a period of 24 months from the date of issue.

The Amalgamation

On March 11, 2021, the Company, TripSitter Holdings, and 2821573 Ontario Inc. ("**Subco**"), a wholly-owned subsidiary of the Company formed for the sole purpose of effecting the Amalgamation, entered into an amalgamation agreement (the "**Amalgamation Agreement**"). Pursuant to the terms of the Amalgamation Agreement, the Company agreed to acquire all of the issued and outstanding common shares in TripSitter Holdings (the "**TripSitter Holdings Shares**") by way of a three-cornered amalgamation involving TripSitter Holdings and Subco (the "**Amalgamation**") in consideration for common shares in the capital of the Company. Upon completion of the Amalgamation and as a consequence thereof:

- TripSitter Holdings and Subco will be amalgamated and continue as one corporation named "TripSitter Clinic Corp." ("**Amalco**");
- each of TripSitter Holdings and Subco will cease to exist as separate entities;
- the property of each of TripSitter Holdings and Subco will become the property of Amalco;
- Amalco will continue to be liable for the obligations of each of TripSitter Holdings and Subco; and
- Amalco will become a wholly-owned subsidiary of the Company.

Immediately prior to the Amalgamation, TripSitter will have (i) 4,636,998 Common Shares (inclusive of the 387,000 Common Shares issued upon deemed exercise of the Special Warrants), (ii) 4,249,998 Warrants; and (iii) 2,128,870 Subscription Receipts outstanding.

Immediately prior to the Amalgamation, TripSitter Holdings will have (i) 23,475,000 TripSitter Holdings Shares, and (ii) 2,268,000 stock options ("**TripSitter Holdings Options**") exercisable to acquire up to 2,268,000 TripSitter Holdings Shares at a price of US$0.20 per share outstanding.

In consideration for the Amalgamation, the Company will issue to the former TripSitter Holdings shareholders one Common Share in exchange for each TripSitter Holdings Share. Additionally, the Company agreed to issue to the former TripSitter Holdings optionholders one equivalent option to purchase Common Shares ("**TripSitter Replacement Options**"). Each TripSitter Replacement Option will have the same exercise price and expiry time as the TripSitter Holdings Options it replaces.

TripSitter Holdings

TripSitter Holdings was incorporated on October 14, 2020, under the OBCA. Since that date, it has pursued the activities described below.

TripSitter Holdings one wholly-owned subsidiary, TripSitter Corp, a corporation formed under Chapter 78 of Nevada Revised Statutes on February 24, 2021 in the State of Nevada under the name "TripSitter Corp.". TripSitter Corp.'s head office and registered office are located at 321 W. Winnie Lane #104, Carson City, Nevada 89703, USA.

History

TripSitter Holdings was incorporated as a response to the mental health crisis, aggravated by the COVID-19 pandemic, in order to provide patients with access to affordable ketamine-based mental health treatment from the comfort of their own home, prescribed by licensed medical professionals. Since incorporation, TripSitter Holdigs has successfully completed the following objectives:

- recruited a team of medical experts with significant experience in ketamine assisted therapy;

- recruited a team of technology professionals to develop a proprietary SaaS based platform to connect patients with doctors and back-end payment processor;
- assembled an advisory board of thought leaders including: Jim Kwik, Dwight Howard, Mike Manias and Richard Dolan;
- developed the company's website, with patient, Tripsitter and doctor portal;
- commenced Google Ads, Facebook and other social media campaign;
- developed social media marketing campaign to coincide with formal launch of our platform;
- comprehensive beta testing of virtual patient platform;
- development of back-end payment portal;
- commencement of recruitment of doctors in California;
- developed a subscription list of over 1,400 potential patients interested in receiving ketamine-based mental health treatment; and
- launched patient portal and scheduled first appointment with patients.

Financings

On October 14, 2020, TripSitter Holdings issued 20,000,000 common shares at a price of US$0.001 per share for gross proceeds of US$20,000.

On December 14, 2020, TripSitter Holdings entered into a promissory note with Cambridge Capital Ltd. ("**Cambridge Capital**"), pursuant to which Cambridge Capital agreed to loan TripSitter Holdings the principal sum of US$12,500, without interest payable on the unpaid principal. The promissory note is repayable by TripSitter Holdings upon 30 days' notice by Cambridge Capital. As at the date hereof, the remaining balance on the promissory note is nil.

On December 14, 2020, TripSitter Holdings entered into a promissory note with ZSP Capital LLC. ("**ZSP Capital**"), pursuant to which ZSP Capital agreed to loan TripSitter Holdings the principal sum of US$1,500, without interest payable on the unpaid principal. The promissory note is repayable by TripSitter Holdings upon 30 days' notice by Cambridge Capital. As at the date hereof, the remaining balance on the promissory note is nil.

On December 18, 2020, TripSitter Holdings issued 1,850,000 common shares at a price of US$0.20 per share for gross proceeds of US$370,000.

On January 27, 2021, TripSitter Holdings issued 1,500,000 common shares at a price of US$0.20 per share for gross proceeds of US$300,000.

On February 19, 2021, TripSitter Holdings issued 125,000 common shares at a price of US$0.20 per share for gross proceeds of US$25,000.

Software Development Agreement and License Agreement

On December 15, 2020, TripSitter Holdings and Iotasol Pty Ltd. ("**Iotasol**") entered into a software development agreement (the "**Software Development Agreement**"), pursuant to which TripSitter Holdings retained Ioatasol to develop and design software and provide related services. The services to be provided by Iotasol under the Software Development Agreement include: (a) white labelling of the existing platform which is limited to changing the logo, email details, privacy policy and other brand related text changes; and (b) custom development to support the smooth start of the project that is limited to 80 hours of work. All initial white labelling and items are part of a one-time initial license fee of US$25,000. Any additional work that helps the platform will cost US$24 per hour and any additional work that is specific to the new licensed platform will cost US$32 per hour. The Software Development Agreement also grants TripSitter a royalty free non-exclusive, non-transferable license to use the intellectual property rights proprietary to Iotasol that are used by Iotasol in the course of providing services pursuant to the agreement. The Software Development Agreement will continue unless terminated in accordance with its terms. The Software Development Agreement may be terminated by written notice if one of more of the following circumstances occur: (a) Iotasol has committed a material breach of an obligation under the agreement which is irremediable; (b) TripSitter Holdings has given written notice and Iotasol has failed to remedy a breach of an obligation that is remediable within a reasonable time period; or (c) Iotasol is insolvent. In addition, TripSitter Holdings may terminate the agreement for convenience at any time by giving written notice to Iotasol. Iotasol may terminate the agreement by giving the TripSitter Holdings 60 days' written notice if TripSitter Holdings has failed to pay undisputed charges. Neither party may use any of the other party's names, logos or trademarks on any of its products or services without the other party's prior written consent. The Software Development Agreement or any of its rights or obligations cannot be assigned without the prior written consent of the other party.

On December 16, 2020, TripSitter Holdings and iPraktice Pty Ltd. ("**iPraktice**"), an affiliate of Iotasol, entered into a White Label Platform License Agreement (the "**License Agreement**"), pursuant to which iPraktice granted TripSitter Holdings a limited, non-exclusive, non-transferable license to use the iPraktice Management platform ("**iPraktice Platform**") during the term of the agreement, solely for the operation of the iPraktice Platform. The iPraktice Platform is a proprietary software platform that manages a doctor's practice. The iPraktice Platform is used to schedule telehealth and face-to-face patient appointments as well as to manage patient data and billing. Pursuant to Exhibit 2 of the License Agreement, the applicable fees and expenses to be paid by TripSitter Holdings to iPraktice will be set out under the applicable statement(s) of work to be executed from time to time by the parties. The License Agreement will continue unless terminated in accordance with its terms. The License Agreement may be terminated if either party fails to perform any of its material obligations and such failure continues for 15 days following written notice from the non-breaching party. However, any obligation of TripSitter Holdings to pay any amount to iPraktice will be treated as a material obligation that does not require written notice of failure. Therefore, in the event of a failure to pay and failure to remedy the situation within 15 days, iPraktice will be able to terminate the License Agreement without notice. TripSitter Holdings may not assign its rights or obligations under the License Agreement without the prior written consent of iPraktice. However, TripSitter Holdings may assign its interest in the License Agreement to an entity acquiring (by sale, merger, reorganization, or otherwise) substantially all of the transferor's assets or business, if: (a) the transferee agrees to assume and perform all obligations of the transferor for periods following the transfer; (b) the transferor remains liable for all obligations prior to the transfer; and (c) the transferee will not be engaged in the business of developing, marketing or supporting an electronic platform or related services in competition with the iPraktice Platform.

Trends, Commitments, Events or Uncertainties

In the United States, the number of people looking for help with anxiety and depression has increased due to the COVID-19 pandemic.[1] From January to September 2020, 93 percent in anxiety screens and a 62 percent increase over the 2019 total number of depression screens.[2] The number of people screening with moderate to severe symptoms of depression and anxiety has continued to increase throughout 2020 and remains higher than rates prior to COVID-19.[3] In addition, more people are reporting frequent thoughts of suicide and self-harm than have ever been recorded in the Mental Health America Screening program since its launch in 2014.[4] Based on these trends, management of TripSitter Holdings expects the demand for the company's services to increase.

TripSitter Holdings was incorporated as a response to the mental health crisis, aggravated by the COVID-19 pandemic, in order to provide patients with access to affordable ketamine-based mental health treatment from the comfort of their own home, prescribed by licensed medical professionals.

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[1] Reinert, M., Fritze, D., & Nguyen, T. (n.d.). (rep.). "2021: The State of Mental Health in America", *Mental Health America, Inc.* Retrieved from: https://mhanational.org/issues/state-mental-health-america

[2] *Ibid*.

[3] *Ibid*.

[4] *Ibid*.

The Impact of the COVID-19 Pandemic on our Business

The outbreak of the novel strain of coronavirus, specifically identified as "COVID-19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown. Global equity markets have experienced significant volatility and weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of TripSitter Holdings and its operating subsidiaries in future periods. However, depending on the length and severity of the pandemic, COVID-19 could interrupt TripSitter Holdings' operations; increase operating expenses; cause delayed performance of contractual obligations; impair TripSitter Holdings' ability to raise funds depending on COVID-19s effect on capital markets; adversely affect TripSitter Holdings' supply partners, contractors, customers and/or transportation carries; and cause fluctuations in the price and demand for TripSitter Holdings' products.

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

DESCRIPTION OF THE BUSINESS

General

TripSitter Holdings is a consultative virtual clinic and tele-health platform that connects prospective patients to a licensed physician in the United States who can evaluate for a prescribed treatment program of low-dose, oral ketamine medication. The licensed physicians within the platform consult and coordinate with the PCP of the prospective patient, if they are approved for treatment. TripSitter Holdings is not a PCP and requires each prospective patient to provide their information to their PCP during the initial intake process. TripSitter Holdings is proud to be at the forefront of the emerging wave of consultative medicine that prioritizes patient access and quality of care while leveraging an internationally recognized platform of remote diagnostic and patient monitoring.

TripSitter Holdings' platform, TripSitter.Clinic, is a mobile-first, responsive webapp that acts as a virtual clinic, connecting patients with licensed medical practitioners. TripSitter.Clinic operates as a SaaS platform, functioning as the intermediary between patient and practitioner.

Ketamine was created in 1956 and approved for medical use in the United States in 1970 by the United States Food and Drug Administration ("**FDA**"). It was extensively used as a surgical anesthesia in the Vietnam War and continues to be utilized today in a number of medical applications. Due to its safety record and low side effect profile, Ketamine has received significant interest from the medical world, studied extensively, and proven as a powerful therapeutic in providing both immediate and sustained relief in patients with depression, generalized anxiety, other forms of anxiety, PTSD, as well as some chronic pain conditions.

Under TripSitter Holdings’ treatment program, low doses of ketamine can produce shifts in consciousness that can help neurons rebuild lost connections allowing individuals to view their own patterned behavior with a renewed clarity, broaden awareness, and suppress networks in the brain responsible for producing persistent and obstructive thoughts. It has an excellent success rate among mental health and chronic pain patient populations.

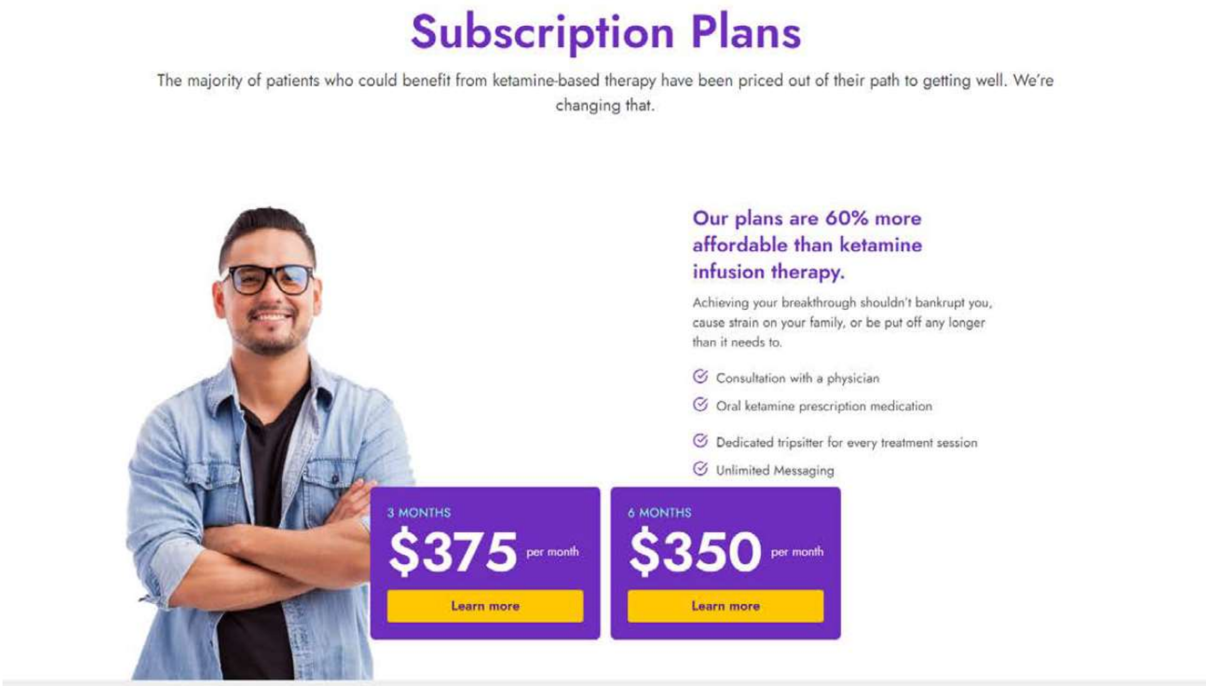
TripSitter Holdings was engineered by experienced mental health physicians and pioneering psychedelics advocates who share a professional and personal stake in helping to evolve the state of mental healthcare. Moreover, TripSitter Holdings’ network of prescribing physicians are licensed and collectively bring decades of in-the-field practitioner experience from all corners of the greater ketamine therapy industry.

In the opinion of management, the traditional model of outpatient mental health treatment has not kept up pace with the ways in which we live. TripSitter Holdings is part of an emerging wave of consultative medicine that prioritizes patient access and quality of care while leveraging a proprietary world-class telehealth platform of easy scheduling and comprehensive patient monitoring. Access to high quality care should harmonize around the schedule and life circumstances of each prospective patient.

Principal Products

TripSitter Holdings’ principal product is its platform, TripSitter.Clinic. The platform is a mobile-first, responsive webapp that acts as a virtual clinic, connecting patients with licensed medical practitioners. TripSitter.Clinic operates as a SaaS platform, functioning as the intermediary between patient and practitioner. See “Production and Services”

While the Company intends to launch its virtual platform across the entire United States, at present it is focused solely on California.



Research and Development

In October 2020, extensive due diligence, TripSitter Holdings contracted with a technology development team to build out the platform. In November 2020, in conjunction with the medical team, the development team commenced work to create a business technology framework that addresses functionality requirements, cost measurements, timelines, and priorities. In January 2021, TripSitter Holdings commenced build-out of the tele-health platform in the areas of scheduling and telehealth conferencing. In March 2021, TripSitter Holdings commenced the build-out of the tele-health platform in the areas of payments and invoicing. In May 2021, TripSitter Holdings commenced experience testing of the platform by physicians, TripSitter and patient perspectives. In June 2021, TripSitter Holdings commenced integrations of its platform with external business applications (e.g. E-Sign, Marketing & Communication). See "*General Development of the Business – TripSitter Holdings – Software Development Agreement and Licence Agreement*".

Production and Services

TripSitter Holdings has developed a proprietary SaaS platform, functioning as the intermediary between patient and practitioner. TripSitter Holdings charges services fees for the services rendered.

TripSitter Holdings grants licensed physicians access to the company's telehealth and prescription writing platform. Through a single platform, TripSitter Holdings connect physicians with prospective patients who are in queue to schedule a consultation with a prescribing physician who will evaluate the patient to participate in a subscription-based treatment program of at-home, evidence-based ketamine therapy (oral tablets).

Partnering physicians will evaluate prospective patients based on a comprehensive physical and psychological intake form that is generated in the platform, as well as consulting with the prospective patient during the initial telehealth appointment.

Prospective patients are generated as leads to the website and other digital TripSitter Holdings entities (landing pages, social media profiles). We utilize a combination of several marketing channels to drive traffic to the website and our other digital entities including paid search, display advertising, social media marketing, content marketing (blogging, SEO/SEM, video), traditional PR and media, automation & email marketing, and influencer marketing.

Leads are driven to landing pages to create an account within our telehealth platform which includes completing an intake form and paying $50 to secure an appointment with a physician in our provider network to determine their eligibility for a treatment plan.

If the patient is approved, they select one of the two treatment subscription plans: (a) a three-month subscription plan; or (b) a six-month subscription plan.

Each treatment subscription plan includes:

- Consultation with a physician
- Oral ketamine prescription medication
- Dedicated Tripsitter for every treatment session
- Unlimited Messaging

At the point of approval, the patient and physician decide which treatment subscription plan is better suited to yield the best results, in addition to determining dosage and frequency of treatment. The physician will fill a prescription for the patient's oral ketamine medication, which will be delivered to them within 3-5 days via partnering compounding pharmacies.

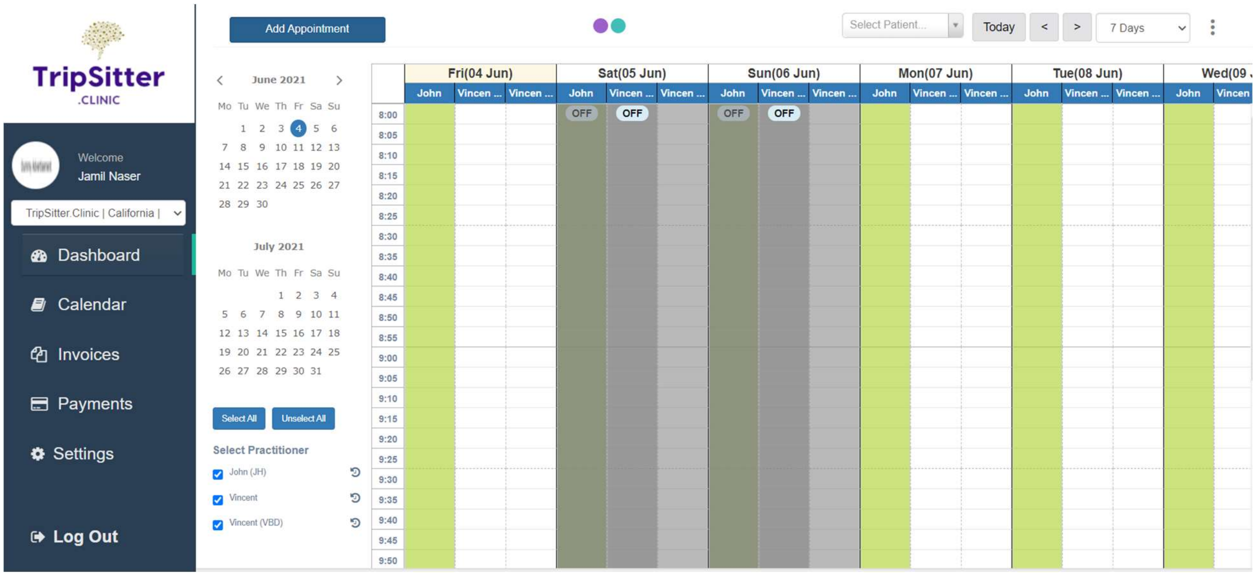
Once the medication arrives, patients are sent sms/email reminders to access the TripSitter Holdings portal to schedule their first treatment session with an attentive and experienced TripSitter. On treatment day, the patient will be immediately connected to their treatment session's dedicated Tripsitter, who will provide instructions on how to take the oral ketamine medication, what to expect, and how to create an ideal treatment environment.

After completing two weeks of treatment sessions, the patient will begin to settle into the flow of the therapy, notice shifts within themselves, and be able to process their experiences with a heightened clarity. The prescribing physician will follow up with the patient at the conclusion of their treatment subscription plan to determine if any adjustments are needed or any concerns arise. Patients will always be able to speak to a member of the Tripsitter Support Team regarding questions about their entire experience.

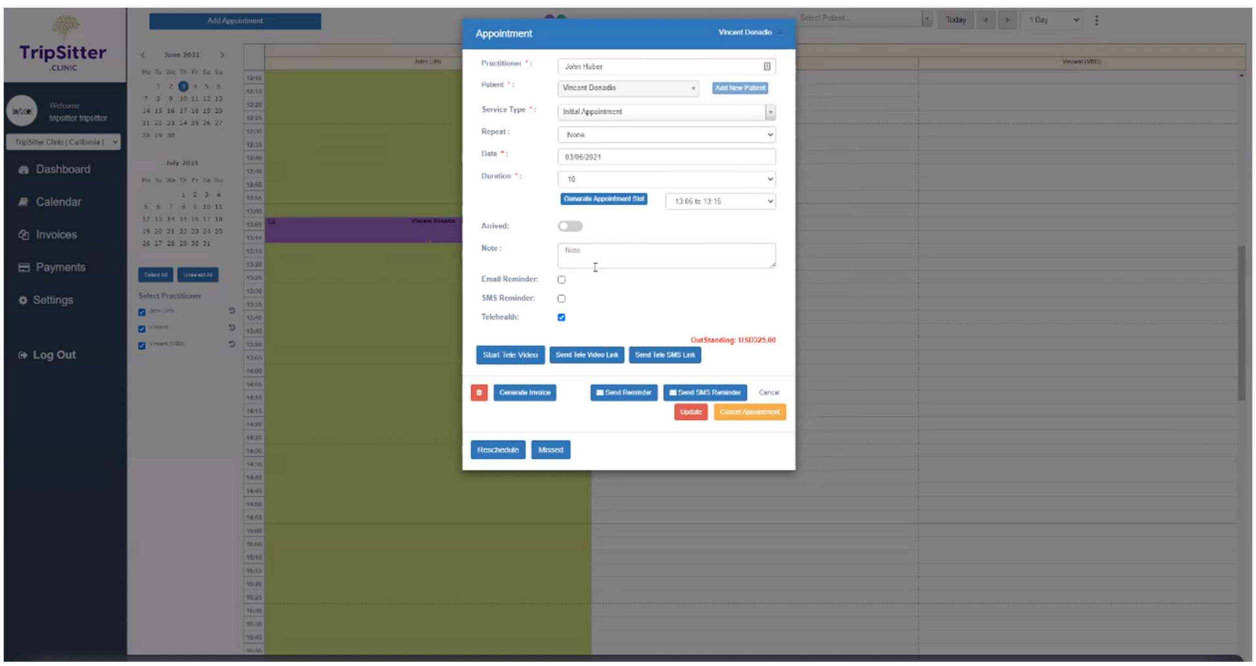
TripSitter Holdings currently has over 1,400 leads on our waiting list, which was launched in April 2021.

Platform Screenshots

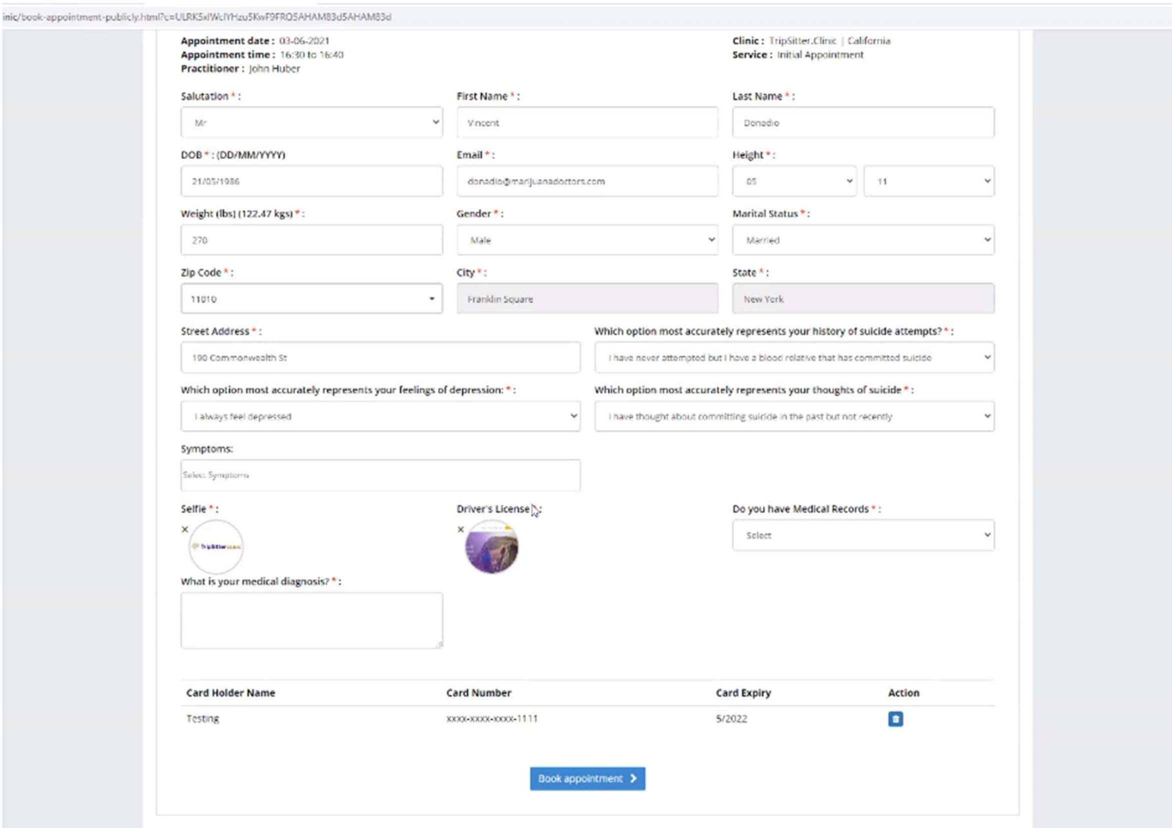
Patient View: Appointment Creation:



Physician View: Starting a Telehealth Appointment with a Prospective Patient



Physician View: Patient Profile:



Specialized Skill and Knowledge

The nature of TripSitter Holdings' business requires specialized skill and knowledge, including expertise in medicine and healthcare, finance, operations, software development and programming, application security, payment processing, mobile applications, marketing, design and content creation. The required skills and knowledge to succeed in these industries are available to TripSitter Holdings through certain members of the company's management, directors, officers, and advisory teams. See "*Directors and Executive Officers*".

Increased competition for medical and technology personnel may make it more difficult to hire and retain competent employees and consultants and may affect TripSitter Holdings' ability to grow at the pace it desires. However, TripSitter Holdings does not currently anticipate any significant difficulties in locating and retaining appropriate personnel by offering them competitive benefits.

Competitive Conditions

TripSitter Holdings has identified the following companies as competitors:

Competitor	Description of Business	Operations Location	Exchange
Teladoc Health Inc.	Teladoc Health, Inc. is a technology company, which delivers, enables and empowers virtual care services that span every state in a person's health journey – from wellness and prevention to acute care to complex healthcare needs.	• Purchase. NY	• NYSE:TDOC
Field Trip Health	Field Trip Health is a global leader in the development and delivery of psychedelic therapies.	• Toronto, ON	• CSE:FTRP • OTC: FTRPF
KetamineOne Capital Limited	Ketamine One is a healthcare organization focused on becoming a North American leader in mental health. The Company has acquired 14 national medical cannabis clinics.	• Vancouver, BC	• NEO: MEDI
American Well Corp.	American Well, also known as Amwell, is a privately held telemedicine company based in Boston, Massachusetts, that connects patients with doctors over secure video. The company provides urgent care web teleconferences for patients in 44 states.	• Seaford, DE	• Private Company

TeleSpecialists, LLC	TeleSpecialists, LLC is a physician-owned management service organization providing emergent and non-emergent neurology patient care via telemedicine. Its partnerships with over 30 health systems have increased patient access to acute neurology expertise.	• Fort Myers, FL	• Private Company
CloudMD Software & Services Inc.	CloudMD Software & Services Inc., offers software-as-a-service based health technology solutions to medical clinics across Canada. CloudMD Software & Services Inc. has developed proprietary technology to deliver quality healthcare through the combination of connected primary care clinics, telemedicine, and artificial intelligence.	• Vancouver, BC	• TSX-V: DOC • OTCQB: DOCRF
WELL Health Technologies Corp.	WELL Health Technologies Corp. is the owner and operator of the largest single chain network of primary care clinics in British Columbia. In addition, WELL Health Technologies Corp. provides electronic medical record services that support hundreds of medical clinics.	• Vancouver, BC	• TSX:WELL

Source: Company details in the table below were sourced from the websites of each respective company.

Upon completion of the Amalgamation, management believes that TripSitter Holdings will be the only virtual platform providing ketamine assisted therapy to qualified patients in the United States. Whilst the foregoing companies operate in a similar space, they are not direct competitors as of the date hereof.

Intangible Properties

TripSitter Holdings has numerous trade secrets which are imbedded in its platform. In addition, TripSitter Holdings intends to file for trademark protection for the Tripsitter name and associated brands. TripSitter Holdings also has a subscription list of over 1,400 patients interested in ketamine-based mental health treatment.

Cycles

The business of psychedelic therapy and patient services is neither cyclical nor seasonal. Patient demand is based on medical need and this need is not a factor of season or markets. However, the business is subject to physician availability and the acceptance in the medical community of ketamine and other psychedelic substances as effective treatments for depression, PTSD, addiction, and other mental health conditions.

Economic Dependence

TripSitter Holdings' business model is dependent upon the availability of doctors willing to prescribe ketamine-based mental health treatments and the demand from patients for such treatments. However, TripSitter Holdings expects to develop relationships with hundreds doctors in the United States, and does not anticipate have economic dependence on any one doctor or group of doctors.

Expected Changes

TripSitter Holdings intends to move forward in carrying out its strategies, meeting its business objectives and developing its business as described elsewhere in this Prospectus – see information under the heading "*Description of the Business*" for a description of TripSitter Holdings' business. However, TripSitter Holdings' strategies and business objectives may be impacted by changes in the global economy, changes in legislation, changes in the industry it is in, unanticipated costs and adverse novel discoveries regarding the software and materials TripSitter Holdings intends to use in its operations.

Management also is keeping apprised of the latest developments and is currently in the process of evaluating the impact of the COVID-19 pandemic on its business, including, but not limited to, the impact on TripSitter Holdings' operations, personnel and financial condition, the impact on the operations, personnel and financial condition of the research partners and suppliers of TripSitter Holdings, and TripSitter Holdings' eligibility to receive benefits made available through announced government relief programs. In addition, due to the potential impact of COVID-19 on the overall economic environment, there is a risk that TripSitter Holdings may require further financial support to fund its operations in the future should COVID-19 impact its profitability and/or cash flows. At this time management is unable to quantify the potential financial impact associated with this event. See "*General Development of the Business – Impact of COVID-19 on Our Business*" and "*Risk Factors – Impact of the COVID-19 Pandemic*".

Environmental Protection

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

Employees and Consultants

TripSitter Holdings currently has two (2) employees, which are its Chief Executive Officer and its Vice President of Operations.

Foreign Operations

The Company's operations are limited to the United States. While the Company intends to launch its virtual platform across the entire United States, at present it is focused solely on California.

Marketing and Sales

TripSitter Holdings markets its virtual therapy services via Google Ads, Facebook and social media platforms such as Instagram and Twitter which may involve the use of influencers. The marketing and sales program is primarily driven by data analytics. See "*Use of Available Funds – Business Objectives and Milestones*".

Lending and Investment Policies and Restrictions

TripSitter Holdings has no lending operations.

Bankruptcy or Receivership Proceedings

There have been no bankruptcy or receivership proceedings against TripSitter Holdings.

Social or Environmental Policies

TripSitter Holdings has not implemented any social or environmental policies.

MARKET AND REGULATORY OVERVIEW

Principal Markets and Regulatory Matters

The Company's operations are limited to the United States. The United States federal governments regulate drugs through the *Controlled Drugs and Substances Act* (Canada) (the "**CDSA**") and the *Controlled Substances Act* (21 U.S.C. § 811) (the "**CSA**"), respectively, which place controlled substances in a schedule. Under the CDSA, ketamine is currently a Schedule I drug. Under the CSA, ketamine is currently a Schedule III drug as well as being listed under the associated Narcotic Control Regulations.

In the United States, facilities holding or administering controlled substances must be registered with the US Drug Enforcement Agency ("**DEA**") to perform this activity. As such, medical professionals or the clinics in which they operate, as applicable, are also required to have a DEA license to obtain and administer ketamine (a "**DEA License**"). To the Company's knowledge, the Company's platforms in the United States and the required medical professionals hold all required DEA Licenses. Furthermore, the Company's platforms have in place security, control, recordkeeping, reporting and inventory mechanisms required by the DEA to prevent drug loss and diversion. All staff on the Company's virtual platforms in the United States, including the medical doctors and/or the nurse practitioner(s), advanced practice registered nurse(s) or other medical professionals who report to them, hold the required DEA Licenses and the Company has put in place policies designed to adhere to DEA requirements.

The FDA has approved ketamine as a legally permissible medication for the treatment of certain psychological conditions. However, it is illegal to possess ketamine without a prescription. In the United States, the applicable federal government is responsible for regulating, among other things, the approval, import, sale and marketing of drugs such as ketamine and other psychedelic substances, whether natural or novel.

Under the Company's business model, there are no state-specific licenses required to (a) operate a mental health virtual platform prescribing and/or administering ketamine, (b) that apply to the storage and/or administration of ketamine, other than those which mirror the CDSA requirements, and (c) operate or provide management services to the platform, other than standard business licenses for out-of-state companies.

While the treatments that occur pursuant to the virtual platform of the Company are novel in some respects, the prescription of ketamine and the dispensing of ketamine are not novel and are subject to the same restrictions as would apply to any medical professional who prescribes other controlled substances to its patients. There are no special licenses, permits, authorizations or approvals required that are different from any other ordinary course approvals required by applicable governmental authorities for any medical platform.

The platform may facilitate, in addition to physicians, the interaction of mid-level practitioners such as physician assistants and nurse practitioners and mental health practitioners such as psychologists and psychotherapists, with patients.

While the Company intends to launch its virtual platform across the entire United States, at present it is focused solely on California.

California	Medical Doctors	Business and Professions Code, §2190.5 ("**CA BPC**")	Medical Board of California
	Psychologists	CA BPC	California Board of Psychology

	Licensed Professional Platformal Counselor	CA BPC	California Board of Behavioural Science
	Nurses	CA BPC	Board of Registered Nursing

Some states have legislation or policies relating to the "Corporate Practice of Medicine" doctrine ("**CPOM**") that govern business relationships between licensed medical professionals and unlicensed individuals or companies. The following states have CPOM legislation: New York, California, Illinois, and Texas.

USE OF AVAILABLE FUNDS

Proceeds

No proceeds will be raised, as no securities are being sold pursuant to this Prospectus.

Funds Available

As at July 31 2021, the estimated combined working capital (cash) of the Company and TripSitter Holdings was approximately $1,210,111. The net proceeds paid to the Company from the sale of Subscription Receipts pursuant to the Second Tranche of the Subscription Receipt Offering (closed on August 23, 2021) were $1,451,691.

The Company has used, or intends to use, the net proceeds of the Special Warrant Offering, Subscription Receipt Offering and its other available funds as follows:

Item	Funds Allocated
Funds Available	
Estimated combined working capital (cash) of the Company and TripSitter Holdings as at July 31, 2021	$1,210,111(1)
Net Proceeds from the Second Tranche of the Subscription Receipt Offering (closed on August 23, 2021)	$1,451,681
Total Available Funds	**$2,661,792**
Principal Purposes for the Available Funds	
Marketing(2)	1,500,000
Consultant Fees and Salaries	$576,000
General and Administrative Expenses(3)	$251,200
Costs related to Listing	$205,000
Unallocated working capital and reserve for future investments	$129,592
Total	**$2,661,792**

Notes:

(1) Includes the net funds received by the Company from the Special Warrant Offering and the First Tranche of the Subscription Receipt Offering.

(2) Marketing expenses are estimated to total approximately $1,500,000 in the upcoming year, comprising: Google ads of approximately $720,000, Instagram and Facebook ads of approximately $240,000, other display networks (discovery and

retargeting) of approximately $150,000, content marketing and sear engine optimization of approximately $120,000, public relations and traditional media of approximately $120,000, and video and influencer marketing of approximately $120,000. See "*Use of Available Funds – Business Objectives and Milestones*".

(3) General and administrative expenses are estimated to total $251,200 for the upcoming year, comprising: transfer agent and regulatory fees of $62,400; audit and related fees of $50,000; legal and related fees of $70,000; office and administrative expenses of $1,700; IT and related costs of $1,700; annual general meetings and associated costs of $40,000; and news release, investor relations and associated costs of $25,000.

The Company has a negative operating cash flow for the period ended May 31, 2021. The Company has allocated a certain percentage of the proceeds from the Subscription Receipt Offering to fund negative cash flow from its most recently completed financial year. To the extent that the Company has negative operating cash flow in future periods, it may need to allocate a portion of its cash reserves to fund such negative cash flow. The Company may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that the Company will be able to generate a positive cash flow from its operations, that additional capital or other types of financing will be available when needed or that these financings will be on terms favourable to the Company (see "*Risk Factors"*).

The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances however, where, for sound business reasons, a reallocation of funds may be necessary. Due to the uncertain nature of the industry in which the Company's investee companies operate, investments may be frequently reviewed and reassessed. Accordingly, while it is currently intended by management that the available funds will be expended as set forth above, actual expenditures may in fact differ from these amounts and allocations (see "*Risk Factors"*).

Business Objectives and Milestones

The Company intends to accomplish the following business objectives and milestones in the following 12 months. While there is no particular event that must occur for the Company's business objectives to be accomplished, the Company currently aims to achieve significant milestones in connection with the development of the Company's business.

Key elements of the Company's growth strategy include: (i) increasing public awareness on the benefits of using ketamine therapy patients with mental health issues; (ii) expanding patient coverage geographically in the United States, (iii) adding additional health care practitioners to our platform, which will require educating physicians on the benefits and medical developments of ketamine therapy, and (iv) supplementary educational programs to help other health care practitioners book more appointments.

Business Objective	**Significant Events or Major Components**	**Time Period**	**Anticipated Costs Related to the Event**
Launch of the TripSitter platform and related website.	Finalize development work and finalize beta testing payment processing solution	August 2021 – October 2021	$50,000
Launch of the TripSitter Patient Portal in California	Sign up of medical doctor in California, marketing related to launch	September 2021 – November 2021	$500,000(1)
Expand our patient coverage to over 50% of the states of the United States	Marketing costs related to signing up medical doctors licensed to practise in each of the targeted states	August 2021 – July 2022	$500,000(1)
Become cash flow positive.	Patients to be signed up to the platform by augmenting social media and online marketing program	August 2021 – July 2022	$500,000(1)

Note:

(1) Marketing expense. See "*Use of Available Funds – Funds Available*".

The Company anticipates that it will have sufficient cash available to execute its business plan and to pay its operating and administrative costs for at least twelve months after Listing.

The Company's medium & long-term objectives for the following 12 months (June 2022 through May 2022) include:

1. Expand our coverage to 100% of the states of the United States.
2. Add additional therapies as warranted.
3. Offer complimentary supplements to patients.

SELECTED FINANCIAL INFORMATION

TripSitter

The following table sets forth the selected financial information for the period from January 19, 2021 (date of incorporation) to May 31, 2021 has been derived from the TripSitter Financial Statements, prepared in accordance with IFRS and attached as Schedule "B" to this Prospectus. The selected financial information should be read in conjunction with the TripSitter MD&A and the financial statements contained elsewhere in this Prospectus.

	For the period from January 19, 2021 (date of incorporation) to May 31, 2021
Statement of Operations Data	
Total revenues	$nil
Total expenses	$40,702
Loss and comprehensive loss	$40,702
Net loss per share (basic and diluted)	$(0.01)
Balance Sheet Data	
Current assets	$1,086,631
Total assets	$1,086,631
Current liabilities	$1,086,733
Total liabilities	$1,086,733

TripSitter Holdings

The following table sets forth the selected financial information for the period from February 1, 2021 to May 31, 2021 and for the period from October 14, 2020 (date of incorporation) to January 31, 2021, has been derived from the TripSitter Holdings Financial Statements, prepared in accordance with IFRS and attached as Schedule "D" to this Prospectus. The selected financial information should be read in conjunction with the TripSitter Holdings MD&A and the financial statements contained elsewhere in this Prospectus.

	For the period from February 1, 2021 to May 31, 2021	For the period from October 14, 2020 (date of incorporation) to January 31, 2021
Statement of Operations Data		
Total revenues	$nil	$nil
Total expenses	$497,800	$178,749
Loss and comprehensive loss	$528,089	$178,749
Net loss per share (basic and diluted)	$0.02	$0.01
Balance Sheet Data		
Current assets	$531,769	$772,393
Total assets	$548,316	$780,682
Current liabilities	$105,310	$75,484
Total liabilities	$123,185	$93,359

Pro Forma Consolidated Financial Information

The following table contains certain unaudited pro forma consolidated financial information for the Company as at and for the period ended May 31, 2021 and gives effect to completion of the Amalgamation as if it had occurred as of May 31, 2021. This information should be read together with the Pro Forma Financial Statements of the Company, attached as Schedule F, along with the TripSitter Financial Statements and the TripSitter Holdings Financial Statements contained elsewhere in this Prospectus.

	As at May 31, 2021 (unaudited)
Balance Sheet Data	
Current assets	$2,781,213
Total assets	$2,781,213
Current liabilities	$156,022
Total liabilities	$156,022
Total equity	$2,625,191
Deficit	($6,799,674)

MANAGEMENT'S DISCUSSION AND ANALYSIS

TripSitter

The Management's Discussion and Analysis for TripSitter is attached to this Prospectus as Schedule "C". TripSitter's MD&A provides an analysis of TripSitter's financial results for the period from January 19, 2021 (date of incorporation) to May 31, 2021should be read in conjunction with the financial statements of TripSitter for the corresponding period, and the notes thereto respectively.

Certain information included in TripSitter's MD&A is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "*Caution Regarding Forward-Looking Information*" for further details.

TripSitter Holdings

The Management's Discussion and Analysis for TripSitter Holdings is attached to this Prospectus as Schedule "E". TripSitter Holdings' MD&A provides an analysis of TripSitter Holdings' financial results for the period from February 1, 2021 to May 31, 2021 and for the period from October 14, 2020 (date of incorporation) to January 31, 2021 should be read in conjunction with the financial statements of TripSitter Holdings for the corresponding period, and the notes thereto respectively.

Certain information included in TripSitter Holdings' MD&A is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "*Caution Regarding Forward-Looking Information*" for further details.

DESCRIPTION OF SHARE CAPITAL

Authorized Capital

The Company is authorized to issue an unlimited number of Common Shares without par value. As of the date of this Prospectus, there were 4,636,998 Common Shares (inclusive of the 387,000 Common Shares issued upon deemed exercise of the Special Warrants) issued and outstanding as fully paid and non-assessable common shares. The Company expects to issue 2,128,870 Common Shares upon conversion of the Subscription Receipts pursuant the Subscription Receipt Offering.

Common Shares

Holders of Common Shares are entitled to receive notice of, and to attend and vote at, all meetings of the shareholders of the Company, and each Common Share confers the right to one vote, provided that the shareholder is a holder on the applicable record date declared by the Board. The holders of Common Shares, subject to the prior rights, if any, of any other class of shares of the Company with special rights as to dividends, are entitled to receive such dividends in any financial year as the Board may 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. The Common Shares are not subject to call or assessment rights, redemption rights, rights regarding purchase for cancellation or surrender, or any pre-emptive or conversion rights.

CONSOLIDATED CAPITALIZATION

The following table sets forth the Company's capitalization after giving effect to the Special Warrant Offering, the Subscription Receipt Offering and the Amalgamation.

This table should be read in conjunction with TripSitter's financial statements and notes thereto included elsewhere in this Prospectus.

Description of the Security	Securities Authorized	As at the date of this Prospectus	After giving effect to the Offerings and Amalgamation(1)
Common Shares	Unlimited	4,636,998	30,240,868

Note:

(1) Includes 4,636,998 Common Shares currently outstanding (inclusive of the 387,000 Common Shares issued upon deemed exercise of the Special Warrants), 2,128,870 Common Shares to be issued pursuant to the conversion of the Subscription Receipts and 23,475,000 Common Shares to be issued pursuant to the Amalgamation.

Fully Diluted Share Capital

The following table sets out the anticipated fully diluted share capital of the Company:

Shares to be Issued	Number of Securities as at the date of this Prospectus	% of total issued and outstanding (non-diluted)	% of total issued and outstanding (fully-diluted)
Common Shares issued as at the date of this Prospectus	4,636,998 (1)	15.33%	12.26%
Common Shares issued on conversion of outstanding Subscription Receipts	2,128,870 (2)	7.04%	5.63%
Common Shares issued on closing of the Amalgamation	23,475,000 (3)	77.63	62.06%
Total Common Shares	**30,240,868**	**100%**	**79.95%**
Common Shares to be issued on exercise of Warrants	4,249,998 (4)	N/A	11.24%
Common Shares to be issued on exercise of Options (excluding the TripSitter Replacement Options)	0	N/A	0%
Common Shares to be issued on exercise of TripSitter Replacement Options	2,268,000 (5)	N/A	6%
Common Shares to be issued on exercise of Subscription Receipt Warrants	1,064,435 (6)	N/A	2.81%
Total Common Shares reserved for issuance	**7,582,433**	**N/A**	**20.05%**
Fully diluted securities	**37,823,301**		

Notes:

(1) For further details see "*General Development of the Business*".
(2) For further details see "*General Development of the Business*".
(3) For further details see "*General Development of the Business*".
(4) For further details see "*General Development of the Business*".
(5) For further details see "*General Development of the Business*".
(6) For further details see "*General Development of the Business*".

OPTIONS AND OTHER RIGHTS TO PURCHASE SECURITIES

Outstanding Options

The Company currently does not have any options outstanding.

Option Plan

The Board approved a rolling stock option plan on July 9, 2021 (the "**Option Plan**"), which provides for a total of 10% of the issued and outstanding Common Shares available for issuance thereunder.

The purpose of the Option Plan is to allow the Company to grant stock options to directors, officers, employees and consultants, as additional compensation, and as an opportunity to participate in the success of the Company. The granting of such Options is intended to align the interests of such persons with that of the Company's shareholders.

The tables below summarize information about the options expected to be issued prior to Listing:

	Shares under Option	Exercise Price	Expiry Date
Executive Officers	75,000(1)(4)	US$0.20	February 28, 2026
Directors	200,000(2)(4)	US$0.20	February 28, 2026
Employees	nil	n/a	n/a
Consultants	1,993,000(3)(4)	US$0.20	February 28, 2026
Total:	**2,268,000**		

Notes:

(1) Consists of 75,000 Options held by Douglas Harris.
(2) Consists of 75,000 Options held by Roger Daher, 75,000 Options held by Andrew Parks and 50,000 Options held by Matthew Morgan.
(3) Consists of 693,000 Options held by Cabazon Capital Corp., 20,000 Options held by Charles Briscoe, 180,000 Options held by Dwight Howard, 400,000 Options held by Jim Kwik LLC, 400,000 Options held by Life Rich Corp., 200,000 Options held by Mancias Management Group LLC, 50,000 Options held by Chris Adamkowski and 50,000 Options held by Ekard Corp.
(4) TripSitter Replacement Options. See "*The Amalgamation*".

Terms of the Plan

The full text of the Option Plan is available upon written request made directly to the Company at its registered office located at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, Canada V6E 4N7.

Administration

The Option Plan shall be administered by the Board, a special committee of the Board (the "**Committee**") or by an administrator appointed by the Board or the Committee (the "**Administrator**") either of which will have full and final authority with respect to the granting of all Options thereunder. Options may be granted under the Option Plan to such directors, officers, employees or consultants of the Company, as the Board, the Committee or the Administrator may from time to time designate.

Number of Common Shares Reserved

Subject to adjustment as provided for in the Option Plan, the aggregate number of Common Shares which will be available for purchase pursuant to Options granted under the Option Plan will not exceed 15% of the number of Common Shares which are issued and outstanding on the particular date of grant. If any Option expires or otherwise terminates for any reason without having been exercised in full, the number of Common Shares in respect of such expired or terminated Option shall again be available for the purposes of granting Options pursuant to the Option Plan.

Exercise Price

The exercise price at which an Option holder may purchase a Common Share upon the exercise of an Option shall be determined by the Committee and shall be set out in the Option certificate (an "**Option Certificate**") issued in respect of the Option. The exercise price shall not be less than the price determined in accordance with CSE policies while, and if, the Company's Common Shares are listed on the CSE.

Maximum Term of Options

The term of any Option granted under the Option Plan (the "**Term**") shall be determined by the Board, the Committee or the Administrator, as applicable, at the time the Option is granted but, subject to earlier termination in the event of termination, or in the event of death or disability of the Option holder. In the event of death or disability, the Option shall expire on the earlier of the date which is one year following the date of disability or death and the applicable expiry date of the Option. Options granted under the Option Plan are not to be transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession.

Termination

Subject to such other terms or conditions that may be attached to Options granted under the Option Plan, an Option holder may exercise a Option in whole or in part at any time and from time to time during the Term. Any Option or part thereof not exercised within the Term shall terminate and become null, void and of no effect as of the date of expiry of the Option. The expiry date of an Option shall be the date so fixed by the Committee at the time the Option is granted as set out in the Option Certificate or, if no such date is set out in the Option Certificate the applicable circumstances, the date established, if applicable, in paragraphs (a) or (b) below or in the event of death or disability (as discussed above under "Maximum Term of Options") or in the event of certain triggering events occurring, as provided for under the Option Plan:

(a) *Ceasing to Hold Office* - In the event that the Option holder holds his or her Option as an executive and such Option holder ceases to hold such position other than by reason of death or disability, the expiry date of the Option shall be, unless otherwise determined by the Committee, the Board or the Administrator, as applicable and expressly provided for in the Option certificate, the 30th day following the date the Option holder ceases to hold such position unless the Option holder ceases to hold such position as a result of:

(i) ceasing to meet the qualifications set forth in the corporate legislation applicable to the Company;

(ii) a special resolution having been passed by the shareholders of the Company removing the Option holder as a director of the Company or any subsidiary; or

(iii) an order made by any regulatory authority having jurisdiction to so order;

in which case the expiry date shall be the date the Option holder ceases to hold such position; or

(b) *Ceasing to be Employed or Engaged* - In the event that the Option holder holds his or her Option as an employee or consultant and such Option holder ceases to hold such position other than by reason of death or disability, the expiry date of the Option shall be, unless otherwise determined by the Committee, the Board or the Administrator, as applicable, and expressly provided for in the Option Certificate, the 30th day following the date the Option holder ceases to hold such position as a result of:

(i) termination for cause;

(ii) resigning or terminating his or her position; or

(iii) an order made by any regulatory authority having jurisdiction to so order;

in which case the expiry date shall be the date the Option holder ceases to hold such position.

In the event that the Option holder ceases to hold the position of executive, employee or consultant for which the Option was originally granted, but comes to hold a different position as an executive, employee or consultant prior to the expiry of the Option, the Committee, the Board or the Administrator, as applicable, may, in its sole discretion, choose to permit the Option to stay in place for that Option holder with such Option then to be treated as being held by that Option holder in his or her new position and such will not be considered to be an amendment to the Option in question requiring the consent of the Option holder. Notwithstanding anything else contained in the Option Plan, in no case will an Option be exercisable later than the expiry date of the Option.

PRIOR SALES

This table sets out particulars of the Common Shares that have been issued or sold since the incorporation of TripSitter.

Date of Issuance/Sale	Security Type	Number of Securities	Issue/Sale Price
January 19, 2021	Common Share	1(1)	$0.01
April 1, 2021	Common Share	4,249,998(2)	$0.005
August 13, 2021	Common Share	387,000(3)	$0.05

Notes:

(1) Incorporator's share was issued and subsequently repurchased.
(2) Issued in connection with the Seed Financing.
(3) Issued in connection with the Special Warrant Offering. The Special Warrants were deemed to be converted on August 13, 2021, being the date that was four months and a day following the closing date of the Special Warrant Offering.

This table sets out particulars of the TripSitter securities exercisable for or exchangeable into Common Shares issued since incorporation.

Date of Issuance	Security Type	Number of Securities	Issue/Exercise Price
April 1, 2021	Warrants	4,249,998(1)	-
April 16, 2021	Special Warrants	387,000(2)	$0.05
June 1, 2021	Subscription Receipts	866,539(3)	$1.15
August 23, 2021	Subscription Receipts	1,262,331 (3)	$1.15

(1) Issued in connection with the Seed Financing.
(2) Issued in connection with the Special Warrant Offering. The Special Warrants were deemed to be converted on August 13, 2021, being the date that was four months and a day following the closing date of the Special Warrant Offering.
(3) Issued in connection with the Subscription Receipt Offering.

ESCROWED SECURITIES AND RESALE RESTRICTIONS

CSE Escrow

As of the date of this Prospectus, none of the Company's securities are held in escrow or are subject to a contractual restriction on transfer.

In connection with the proposed Listing, the following securities are expected to be subject to escrow upon completion of the Listing as shown in the following table:

Designation of Class	Number of securities held in escrow	Percentage of class
Common Shares	18,460,000(1)(2)	61.04%(3)
Warrants	0(1)(4)	0%(5)
Options	968,000(1)(6)	30.56%(7)

Notes:

(1) Common Shares, Options and Warrants (the "**Escrowed Securities**") held in escrow and released over a 36-month period pursuant to an escrow agreement to be entered into (the "**Escrow Agreement**") between directors and officers of the Company and Olympia Trust Company ("**Olympia**"), as escrow agent. The release of the Escrowed Securities under the Escrow Agreement is as follows: 10% on date of listing on the CSE and thereafter 15% released every six months over a 36-month period.
(2) Consists of 1,540,000 Common Shares expected to be held by Dr. John Huber, 5,640,000 Common Shares expected to be held by Cabazon Capital Corp., 5,640,000 Common Shares expected to be held by PF Capital Partners LLC and 5,640,000 Common Shares expected to be held by Jason Draizin as at the listing on the CSE.
(3) Percentage is based on 30,240,868 Common Shares expected to be outstanding as at listing on the CSE.
(4) No Warrants are held or expected to be held by escrowed securityholders on or prior to the listing on the CSE.
(5) Percentage is based on 5,314,433 Warrants expected to be outstanding as at listing on the CSE.
(6) Consists of 75,000 Options expected to be held by Douglas Harris, 75,000 Options expected to be held by Roger Daher, 75,000 Options expected to be held by Andrew Parks, 50,000 Options expected to be held by Matthew Morgan and 693,000 Options expected to be held by Cabazon Capital Corp. as at the listing on the CSE.
(7) Percentage is based on 2,268,000 Options expected to be outstanding as at listing on the CSE.

Section 3.5 of National Policy 46-201 - *Escrow for Initial Public Offerings* provides that all securities of a company owned or controlled by principals will be escrowed at the time of the company's initial public offering, unless the securities held by the principal or issuable to the principal upon conversion of convertible securities held by the principal collectively represent less than 1% of the total issued and outstanding shares of the company after giving effect to the initial public offering.

Directors, executive officers and certain shareholders of the Company (the "**Escrow Shareholders**") have entered into the Escrow Agreement with the Company pursuant to which the Escrow Shareholders have agreed to deposit the securities of the Company which they hold with Computershare Trust Company of Canada, as escrow agent once appointed, until they are released in accordance with terms of their respective Escrow Agreements, CSE polices and Applicable Securities Law as follows:

Release Date	Amount of Securities to be Released
On the date the Company's securities are listed on the CSE	10% of Escrowed Securities
6 months after the listing date	15% of Escrowed Securities
12 months after the listing date	15% of Escrowed Securities
18 months after the listing date	15% of Escrowed Securities
24 months after the listing date	15% of Escrowed Securities
30 months after the listing date	15% of Escrowed Securities
36 months after the listing date	15% of Escrowed Securities

PRINCIPAL SHAREHOLDERS

The following table sets forth information regarding the beneficial ownership of securities as of the date of this Prospectus and immediately after the conversion of the Subscription Receipts by each person or entity known to the Company to beneficially own, or control or direct, 10% or more of the outstanding Common Shares. Other than as set forth below, to the knowledge of the Company, no other person or entity beneficially owns, or controls or directs, 10% or more of the outstanding Common Shares as of the date of this Prospectus.

	As of the date of this Prospectus			Following the Conversion of the Subscription Receipts and Closing of the Amalgamation		
Name	**Number of Common Shares Held and Type of Ownership**	**Percentage of Common Shares Held(1)**	**Percentage of Common Shares Held on a Fully Diluted Basis(2)**	**Number of Common Shares Held and Type of Ownership**	**Percentage of Common Shares Held(3)**	**Percentage of Common Shares Held on a Fully Diluted Basis(4)**
Cabazon Capital Corp.	0	0%	0%	5,640,000 Common Shares (Registered)	18.65%	14.91%
PF Capital Partners LLC	0	0%	0%	5,640,000 Common Shares (Registered)	18.65%	14.91%
Jason Draizin	0	0%	0%	5,640,000 Common Shares (Registered)	18.65%	14.91%

Notes:

(1) Based on 4,636,998 Common Shares issued and outstanding as at the date of this Prospectus.
(2) Based on 11,154,996 Common Shares issued and outstanding as at the date of this Prospectus (assuming the exercise of 2,268,000 Options and 4,249,998 Warrants).
(3) Based on 30,240,868 Common Shares expected to be outstanding as at listing on the CSE.
(4) Based on 37,823,301 Common Shares expected to be outstanding as at listing on the CSE (assuming the exercise of 2,268,000 Options and 5,314,433 Warrants).

DIRECTORS AND EXECUTIVE OFFICERS

The following table sets out the name, jurisdiction of residence of the Company's directors and executive officers as well as their positions with the Company and principal occupation for the previous five years, and the number and percentage of the Common Shares owned, directly or indirectly, or over which control or direction is exercised, by each of our directors and executive officers. All officers and employees are required to sign standard confidentiality and non-disclosure agreements with the Company.

Name and Municipality of Residence(1)	Position to be held with the Company(2)	Principal Occupation for the Past Five Years(3)	Number of Securities	Class of Securities	Percentage of class(5)(6)
Dr. John Huber *Texas, United States*	Chief Executive Officer and Director	Medical doctor.	1,540,000	Common Shares	5.09%
Douglas Harris *Ontario, Canada*	Chief Financial Officer	President of Harris Capital Corporation; CFO of various companies.	0	Common Shares	0%
			75,000	Options	3.31%
Roger Daher(4) *Ontario, Canada*	Director	Licensed Pharmacist; director of various public companies.	0	Common Shares	0%
			75,000	Options	3.31%
Andrew Parks(4) *Ontario, Canada*	Director	Director of various public companies; portfolio manager.	0	Common Shares	0%
			75,000	Options	3.31%
Matthew Morgan(4) *Florida, United States*	Director	Entrepreneur; self-employed.	0	Common Shares	0%
			50,000	Options	2.20%

Notes:

(1) Information as to municipality of residence, principal occupation, securities beneficially owned or over which a director or officer exercises control or direction has been furnished by the respective individuals as of the date of this Prospectus.
(2) The term of office of each of the directors expires on the earlier of the Company's next annual general meeting or upon resignation. The term of office of the officers expires at the discretion of the directors.
(3) See "*Biographies*" for additional information regarding the principal occupations of the Company's directors and officers.
(4) Member of the Audit Committee.
(5) Percentage is based on 30,240,868 Common Shares expected to be outstanding as at listing on the CSE.
(6) Percentage is based on 2,268,000 Options expected to be outstanding as at listing on the CSE.

Biographies

The following are brief profiles of our executive officers and directors, including a description of each individual's principal occupation within the past five years.

Dr. John Huber (Age 52) – CEO

Dr. John Huber is a Clinical Forensic Psychologist with over 27 years experience in the mental health field. He taught at universities in both graduate and undergraduate programs for over 21 years. He worked as a School Psychologist before becoming a clinical forensic psychologist. He graduated with a BS in Psychology from Southwest Texas State University and has advance degrees in School Psychology, General Psychology and Clinical Forensic Psychology. Both the General Psychology (MA) and the Clinical Forensic Psychology (PsyD) are from Carlos Albizu University in Miami Florida. He has had privileges in both state psychiatric hospitals and two medical hospitals as well as working in private practice for over 11 years. Through his practice he began integrating ketamine assisted psychotherapy with the general, adolescent and forensic populations and has spoken about its benefits on national radio and television.

Dr. Huber has worked as an expert witness in both state and federal level and has experience in both civil and criminal court. He has been seen as Law and Crime TV as well as 3 years on American Trends Television show appearing at least once a week.

Dr Huber started a non-profit organization in 2015, Mainstream Mental Health, trying to help destigmatize mental health issues and has appeared on over 300 nationally syndicated radio shows and multiple television programs in 9 countries. He is the host of Mainstream Mental Health Radio show and his last active month, June 2020, of the show he had over 400 thousand downloads. His shows are found across the internet at sites like Spotify and Spreaker with close to 300 shows over4 years. He has also been a part of the mental health radio network. He has been in the Huffington post as well as Parenting magazine and has additional publications in the National Enquirer and Ammo.Com.

Dr. Huber began his consultation career while in college where he worked for a venture capitalist out of Delaware and after 3 years did independent consultation from Texas to Florida. He has had numerous small businesses before starting his private practice. Since the Fall of 2020 Dr Huber has been working on creating and running Tripsitter.Clinic assisting the issuer since October 2020.

Dr. Huber is an employee of the Company and has entered into a non-competition or confidentiality agreement with the Company. It is expected that he will devote approximately 100% of his time to the business of the Company to effectively fulfill his duties as the CEO of the Company.

Douglas Harris, CA, CPA, CBV (Age 57) – CFO

Douglas Harris is a Chartered Accountant and a Chartered Business Valuator with over 20 years of experience in the financial services sector, including accounting, operations, corporate finance, equity research, private equity and mergers and acquisitions. Mr. Harris has a BSc. in Physical Geography from the University of Guelph and an MBA (Accg) from the University of Toronto – Rotman School of Management. In addition to serving as Chief Financial Officer ("**CFO**") of the Company, Mr. Harris has been the President of Harris Capital Corporation since 2016, a private company solely owned by Mr. Harris. Through Harris Capital Corporation, Mr. Harris is currently the CFO of Aux Mode Inc., a private Canadian technology company (2019 – present), Braingrid Limited (2018 – present), Midex Resources Ltd. (2021 – present) and Cypherpunk Holdings Ltd (2021-present). Prior to founding Harris Capital

Corporation, Mr. Harris was Vice President of Investment Banking at, Jacob Securities Inc. from 2014 to 2016, Jennings Capital Inc. (2011 – 2014), Salman Partner Inc. (2009 – 2011), Desjardins Securities Inc. (2008 - 2009), and Northern Securities Inc. (2005 – 2008), Vice President at Integrated Asset Management (1999 – 2005), and Associate Director, M&A at Yorkton Securities Inc. (2006 – 2009). Prior to joining Yorkton Securities Inc. Mr. Harris was employed at Arthur Andersen LLP and KPMG LLP.

Mr. Harris will not be an employee of the Company and has entered into a non-competition or confidentiality agreement with the Company. It is expected that he will devote approximately 25% of his time to the business of the Company to effectively fulfill his duties as CFO of the Company.

Roger Daher (Age 55) – Director

Roger Daher has been a licensed pharmacist for 31+ years and he is currently a practicing owner/partner in seven Ontario Pharmasave pharmacies. From 2010 to 2020, Mr. Daher, served as a member of the Pharmasave Ontario Board of Directors, as well as a member of the audit committee (audit committee chair). Mr. Daher also serves as a Independent Director on a number of public companies, including Fountain Asset Corp, Cansortium Inc., Aumento VIII, and SkyScape Capital Inc. (TSXV) where he is Chief Executive Officer and Board Chairman. Mr. Daher obtained his Bachelor Science, Pharmacy, from the University of Toronto in 1989.

Mr. Daher will not be an employee of the Company and will not enter into a non-competition or confidentiality agreement with the Company. It is expected that he will devote approximately 5% of his time to the business of the Company to effectively fulfill his duties as Director of the Company.

Andrew Parks (Age 35) – Director

Andrew Parks is currently the CEO and a director of Fountain Asset Corp., a TSXV-listed investment issuer. He is also a director of The BRN Group Inc., Pesorama Inc., and a director of Prominex Resource Corp. Prior to joining Fountain Asset Corp., Mr. Parks was a partner and registered portfolio manager at a successful Toronto based asset manager. Mr. Parks is a Chartered Financial Analyst and holds an Honours Bachelor of Business Administration from Wilfrid Laurier University.

Mr. Parks will not be an employee of the Company and will not enter into a non-competition or confidentiality agreement with the Company. It is expected that he will devote approximately 5% of his time to the business of the Company to effectively fulfill his duties as a director of the Company.

Matthew Morgan (Age 36) – Director

Matthew Morgan was instilled with an entrepreneurial mindset and hardworking ethics at an early age in his hometown of Missoula, Montana. Over the years, Mr. Morgan has carried these values with him into each and every business endeavor. For example, Mr. Morgan helped grow Bloom Dispensaries into a multimillion-dollar operation in less than a year, and helped grow Reef Industries to a 400-employee, multi-state empire (which he later sold for an undisclosed amount as the CEO of Tryke Industries), and co-founded Ignite International before departing for pharmaceutical pastures as the co-founder and CEO of OneQor Pharmaceuticals. Now, with a proven track record of success and savvy industry acumen, Matthew is focused on the strategic implementation of capital for the purpose of acquisitions and new business development in order to build the world's finest cannabis conglomerate.

Mr. Morgan will not be an employee of the Company and will not enter into a non-competition or confidentiality agreement with the Company. It is expected that he will devote approximately 5% of his time to the business of the Company to effectively fulfill his duties as a director of the Company.

Share Ownership by Directors and Officers

The Company's directors and officers as a group, will beneficially own, directly and indirectly, or exercise control or direction over, 1,540,000 Common Shares, representing approximately 5.09% of the issued and outstanding Common Shares expected to be outstanding as at listing on the CSE.

Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed below, to the Company's knowledge, no existing or proposed director, officer or promoter of the Company or a securityholder anticipated to hold a sufficient number of securities of the Company to affect materially the control of the Company, within 10 years of the date of this Prospectus, has been a director, officer or promoter of any person or company that, while that person was acting in that capacity,

(a) was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under Applicable Securities Law, for a period of more than 30 consecutive days; or

(b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

On July 22, 2020, the Ontario Securities Commission issued a cease trade order (the "**CTO**") against Braingrid Limited ("**Braingrid**") for failure to file its annual financial statements, MD&A and related certificates for the year ended January 31, 2020 (the "**Annual Filings**") and its interim financial statements, MD&A and related certifications for the three-month period ended April 30, 2020 (the "**Interim Filings**"). Braingrid subsequently filed the Annual Filings on August 28, 2020 and its Interim Filings on September 9, 2020, and the CTO was lifted by the Ontario Securities Commission on September 9, 2020.

On July 23, 2020 the CSE suspended trading of Braingrid's common shares as a result of the CTO and certain outstanding quarterly and monthly CSE filings. On September 9, 2020 the CTO was lifted and on October 26, 2020 Braingrid completed the outstanding CSE filings and the suspension was lifted. During this time, Mr. Parks was a director and the Interim Chief Executive Officer of Brangrid and Mr. Harris was the Chief Financial Officer of Braingrid.

Penalties or Sanctions

To the Company's knowledge, no existing or proposed director, officer or promoter of the Company, or a securityholder anticipated to hold sufficient 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 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, including a self-regulatory body that would be likely to be considered important to a reasonable securityholder making a decision in regards to the Company.

Personal Bankruptcies

Other than as disclosed below, to the Company's knowledge, no existing or proposed director, officer or promoter of the Company, or a securityholder anticipated to hold sufficient securities of the Company to affect materially the control of the Company, or a personal holding company of such persons 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, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to holder the assets of the director, officer or promoter.

On August 30, 2011, Douglas Harris consented to judgement regarding claim by Royal Bank of Canada pertaining to $22,717.21 of debt which has been fully repaid. On December 28, 2012, Mr. Harris entered into a settlement agreement to repay $20,354.74 of debt owing to CCL Financial Inc., $2,000 of which was payable on January 1, 2012, the remainder of which was payable in installments of $250 per month thereafter plus 10% of after-tax bonus. On June 17, 2013, Mr. Harris entered into a settlement agreement with Canadian Imperial Bank of Commerce to pay $19,000 to settle $26,714.37 of debt. On November 25, 2013, Mr. Harris entered into a settlement agreement with Capital One Bank (Canada Branch) to settle $7,658.73 of debt for $7,000 on or before February 28, 2014. On January 24, 2014, Mr. Harris entered into a settlement agreement with Land Rover Financial to settle approximately $19,000 of outstanding debt for minimum payments of $100 per month.

The foregoing items all arose in relation to a single informal restructuring completed by Mr. Harris and resulted from financial difficulties associated with the 2008 financial crisis.

Conflicts of Interest

Members of management are, and may in future be, associated with other firms involved in a range of business activities. Consequently, there are potential inherent conflicts of interest in their acting as officers and directors of the Company. Although the officers and directors are engaged in other business activities, the Company anticipates they will devote an important amount of time to our affairs.

The Company's officers and directors are now and may in the future become shareholders, officers or directors of other companies, which may be formed for the purpose of engaging in business activities similar to the Company's. Accordingly, additional direct conflicts of interest may arise in the future with respect to such individuals acting on behalf of us or other entities. Moreover, additional conflicts of interest may arise with respect to opportunities which come to the attention of such individuals in the performance of their duties or otherwise. Currently, the Company does not have a right of first refusal pertaining to opportunities that come to their attention and may relate to our business operations.

The Company's directors and officers are subject to fiduciary obligations to act in the best interest of the Company. Conflicts, if any, will be subject to the procedures and remedies of the BCBCA or CBCA, as applicable, or other applicable corporate legislation, securities law, regulations and policies. See "*Risk Factors*".

EXECUTIVE COMPENSATION

Prior to obtaining a receipt for this Prospectus from securities regulatory authority in Ontario, the Company was not a reporting issuer in any jurisdiction. As a result, certain information required by Form 51-102F6 – *Statement of Executive Compensation* ("**Form 51-102F6**") has been omitted pursuant to Section 1.3(8) of Form 51-102F6.

Compensation of Named Executive Officers

Securities legislation requires the disclosure of the compensation received by each Named Executive Officer of the Company. "Named Executive Officer" is defined by securities legislation to mean: (i) the CEO; (ii) the CFO; (iii) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually more than $150,000 for that financial year; and (iv) each individual who would be a "Named Executive Officer" under paragraph (iii) but for the fact that the individual was neither an executive officer of the Company, TripSitter Holdings or its subsidiaries, nor acting in similar capacity, at the end of the most recently completed financial year. The Company will have the following Named Executive Officers (collectively, the "**Named Executive Officers**" or "**NEOs**"):

- Dr. John Huber, CEO of the Company; and
- Douglas Harris, CFO of the Company.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth information with respect to the anticipated compensation of each Named Executive Officer and director of the Company for the 12-month period subsequent to becoming a reporting issuer:

Table of Compensation Excluding Compensation Securities

Name and Principal Position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Long-term incentive plans ($)	Value of all other compen-sation ($)	Total compen-sation ($)
Dr. John Huber, CEO	2021	US$120,000	$nil	$nil	$nil	$nil	$nil	US$120,000
Douglas Harris, CFO	2021	$60,000	$nil	$nil	$nil	$nil	$nil	$60,000

The anticipated compensation set out above is based on current conditions in the industry and on the associated approximate allocation of time for each NEO and director, and is subject to adjustments based on changing market conditions and corresponding changes to required time commitments. Following the Listing, the Company will review its compensation policies and may adjust them if warranted by factors such as market conditions.

Stock Options and Other Compensation Securities

The following table discloses all anticipated compensation securities the Company expects to grant or issue to each Named Executive Officer and director once the Company becomes a reporting issuer:

Compensation Securities

Name and Position	Type of compensation security	Number of compensation securities and percentage of class(1)(2)	Date of issue or grant	Issue conversion of exercise price	Expiry Date
Dr. John Huber CEO	Options	0 (0%)	n/a	n/a	n/a
Douglas Harris CFO	Options	75,000 (3.31%)	February 28, 2021	US$0.20	February 28, 2026
Andrew Parks Director	Options	75,000 (3.31%)	February 28, 2021	US$0.20	February 28, 2026
Roger Daher Director	Options	75,000 (3.31%)	February 28, 2021	US$0.20	February 28, 2026
Matthew Morgan Director	Options	50,000 (2.20%)	February 28, 2021	US$0.20	February 28, 2026

Notes:

(1) Based on 2,268,000 Options expected to be outstanding as at listing on the CSE. See "*Options and Other Rights to Purchase* Securities".

Employment, Consulting and Management Agreements

Other than as disclosed below, the Company is not party to any other employment, consulting or management agreement with a Named Executive Officer or a person performing services of a similar capacity and there are no arrangements for compensation with respect to the termination of Named Executive Officers in the event of a change of control.

- The Company entered into a management consulting agreement with Harris Consulting Corporation, a private company controlled by Douglas Harris, effective December 15, 2020 (the "**Harris Agreement**").

Under the terms of the Harris Agreement, Mr. Harris agreed to management services and act as Chief Financial Officer of the Company at a base rate of $2,500 per month plus applicable tax, which was increased to $5,000 per month, plus applicable taxes, on March 30, 2021. Either party may terminate the Harris Agreement by providing 90 days' written notice to that effect. If a change of control should occur and the parties newly in control of the Company do not wish to retain Mr. Harris, Mr. Harris is entitled to an immediate pay out of 12 months' base pay (equal to $60,000). If all of the issued and outstanding shares of the Company are acquired, Mr. Harris is entitled to an immediate pay out of 12 months' base pay (equal to $60,000).

Oversight and Description of Director and Named Executive Officer Compensation

The Company does not have a compensation committee or a formal compensation policy. The Company relies solely on the directors 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.

In establishing compensation for executive officers, the Board as a whole seeks to accomplish the following goals:

- To recruit and subsequently retain highly qualified executive officers by competitive offering overall compensation;

- To motivate executives to achieve important corporate and personal performance objectives and reward them when such objectives are met; and

- To align the interests of executive officers with the long-term interests of shareholders through participation in the Option Plan.

When considering the appropriate executive compensation to be paid to our officers, the Board have regard to a number of factors including: (i) recruiting and retaining executives critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the Company's shareholders; (iv) rewarding performance, both on an individual basis and with respect to operations generally; and (v) available financial resources.

The Board did not use any formal peer group evaluation to determine executive compensation.

DIRECTOR COMPENSATION

As of the date hereof, no compensation has been paid to directors.

The Company contemplates that each independent director, if any, will be entitled to participate in any security based compensation arrangement or other plan adopted by the Company with the approval of the Board and/or the Company's shareholders, as may be required by applicable law or CSE policies.

Directors' and Officers' Liability Insurance

The Company does not carry directors' and officers' liability insurance for any of our directors or officers. We anticipate obtaining directors' and officers' liability insurance prior to becoming a reporting issuer.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of this Prospectus none of the directors and executive officers of the Company, proposed directors and officers for the Company, or associates of such persons is indebted to the Company or another entity where the indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

PLAN OF DISTRIBUTION

This is a non-offering prospectus. No securities are offered pursuant to this Prospectus.

The Company has applied to list the Common Shares on the Exchange. The Listing will be subject to the Company fulfilling all of the listing requirements of the Exchange, which cannot be guaranteed.

As at the date of this Prospectus, TripSitter 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 Canada and the United States.

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Company's securities within the U.S. or to, or for the account or benefit of, U.S. Persons. None of the Common Shares have been or will be registered under the U.S. Securities Act or the securities laws of any state of the U.S. and may not be offered or sold within the U.S. or to, or for the account or benefit of, U.S. Persons, except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, unless an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws is available, all Common Shares held by or on behalf of a U.S. Person or a person in the U.S. will bear appropriate legends evidencing the restrictions on the offering, sale and transfer of such securities.

The Company is not currently a reporting issuer in any province or territory of Canada.

AUDIT COMMITTEE

Audit Committee

Upon the Company becoming a reporting issuer in a jurisdiction in Canada, the Company will form the audit committee (the "**Audit Committee**"). The Audit Committee will be comprised as follows:

Member	Independence	Financially Literacy
Roger Daher	Independent(1)	Financially Literate
Andrew Parks	Independent(1)	Financially Literate
Matthew Morgan	Independent(1)	Financially Literate

Notes:

(1) Within the meaning of National Instrument 52-110 – Audit Committees ("**NI 51-110**").

The Audit Committee shall consist of a minimum of three directors of the Company. All Audit Committee members shall, to the satisfaction of the Board, be "financially literate" as such term is defined in NI 52-110.

Of the proposed members of the Audit Committee, Roger Daher, Andrew Parks and Matthew Morgan are independent. In accordance with section 6.1.1(3) 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 considered to be financially literate as required by section 1.6 of NI 52-110.

Each proposed member of the Audit Committee has had extensive experience reviewing financial statements. Each proposed member of the Audit Committee has an understanding of the Company's business and an appreciation for the relevant accounting principles for that business. In particular, the Company believes that each of the members of the proposed Audit Committee possesses: (a) an understanding of the accounting principles used by the Company to prepare its financial statements; (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves; (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities; and (d) an understanding of internal controls and procedures for financial reporting.

A description of the education and experience of each Audit Committee member that is relevant to the performance of their responsibilities as an Audit Committee member may be found above under the heading "*Directors and Executive Officers*".

Audit Committee's Charter

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

Mandate and Responsibilities of the Audit Committee

The Audit Committee's mandate and responsibilities include: (i) reviewing and recommending for approval to the Board the financial statements, accounting policies that affect the statements, annual MD&A and associated press releases; (ii) being 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 and periodically assessing those procedures; (iii) establishing and maintaining complaint procedures regarding accounting, internal accounting controls, or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; (iv) overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing such other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting; (v) pre-approving all non-audit services to be provided to the Company or its subsidiary entities by the external auditor; (vi) reviewing and monitoring the processes in place to identify and manage the principal risks that could impact the financial reporting of the Company; and (vii) reviewing and approving the Company's hiring policies regarding partners, employees, and former partners and employees of the present and former external auditor of the Company.

The Audit Committee is to meet at least quarterly to review financial statements and MD&A and to meet with the Company's external auditors at least once a year.

Audit Committee Oversight

Under section 223 of the BCBCA, TripSitter has not appointed an audit committee at this time.

The Company intends to ensure that all recommendations of the Audit Committee to nominate or compensate an external auditor will be adopted by the Board.

Reliance on Certain Exemptions

At no time since the date of TripSitter's incorporation has the Company relied on the exemption in section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. It is not anticipated that the Company will rely on any of the above exemptions.

Pre-Approval Policies and Procedures

The Audit Committee of TripSitter has not adopted specific policies and procedures for the engagement of non-audit services but all such services are subject to the prior approval of the Audit Committees. It is not anticipated that the Company will adopt specific policies and procedures for the Audit Committee.

External Auditor Service Fees by Category

The Company

The aggregate audit fees incurred by the Company from January 19, 2021 (date of incorporation) to May 31, 2021 are set out in the table below. After Listing, the Company intends to appoint MNP LLP as its auditor (see "*Auditors, Transfer Agents and Registrars*").

Entity	Financial Year Ended	Audit Fees(1)	Audit Related Fees(2)	Tax Fees(3)	All Other Fees(4)
1284684 B.C. LTD.	May 31, 2021	$5,500	$nil	$nil	$nil

Notes:

(1) "Audit Fees" includes fees necessary to perform the annual audit of the Company's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
(4) "All Other Fees" include review of the Prospectus and all other non-audit services.
(5) Harbourside CPA LLP is the auditor of the Company.

TripSitter Holdings

The aggregate audit fees incurred by TripSitter Holdings from incorporation on October 14, 2020 to January 31, 2021 are set out in the table below.

Entity	Financial Year Ended	Audit Fees(1)	Audit Related Fees(2)	Tax Fees(3)	All Other Fees(4)
TripSitter Clinic Corp.	January 31, 2021	18,000	1,260	$nil	$nil

Notes:

(1) "Audit Fees" includes fees necessary to perform the annual audit of TripSitter's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
(4) "All Other Fees" include review of the Prospectus and all other non-audit services.
(5) MNP LLP is the auditor of TripSitter Holdings.

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, 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. The Board is of the view that the Company's general approach to corporate governance, summarized below, is appropriate and substantially consistent with objectives reflected in the guidelines for improved corporate governance in Canada adopted by the Canadian Securities Administrators (the "**Governance Policy**").

Board of Directors

The Board will be composed of four directors.

The Governance Policy suggests that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "unrelated", or "independent", directors. An "unrelated" director is a director who is independent of management and is free from any interest and any business or other relationship which could or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding. In addition, where a company has a significant shareholder, the Governance Policy suggests that the Board should include a number of directors who do not have interests in either the company or the significant shareholder.

The Company will have three (3) "unrelated" directors within the meaning of the Governance Policy: Roger Daher, Andrew Parks and Matthew Morgan. The remaining director, Dr. John Huber, is not considered "unrelated" within the meaning of the Governance Policy**.** In assessing the Governance Policy and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors.

Directors are expected to attend Board meetings and meetings of committees on which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities.

Board Mandate

The Board will facilitate independent supervision of management through meetings of the Board and through frequent informal discussions among independent members of the Board and management. In addition, the Board will have access to the Company's external auditors, legal counsel and to any of the Company's officers.

The Board will have a stewardship responsibility to supervise the management of and oversee the conduct of the business of the Company, provide leadership and direction to management, evaluate management, set policies appropriate for the business of the Company and approve corporate strategies and goals.

The day-to-day management of the business and affairs of the Company will be delegated by the Board to the senior officers of the Company. The Board will give direction and guidance through the CEO to management and will keep management informed of its evaluation of the senior officers in achieving and complying with goals and policies established by the Board.

The Board will recommend nominees to the shareholders for election as directors, and immediately following each annual general meeting will appoint an Audit Committee.

The Board will exercise its independent supervision over management by: (a) holding periodic meetings of the Board be to obtain an update on significant corporate activities and plans; and (b) ensuring all material transactions of the Company are subject to prior approval of the Board. To facilitate open and candid discussion among its independent directors, such directors will be encouraged to communicate with each other directly to discuss ongoing issues pertaining to the Company.

Position Description

Because the Board is a small, working board, it has not developed written position descriptions and does not have a process for assessing the performance of the directors or the chair of the Board committees. It is not anticipated that the Board will perform formal assessments of its members in the 12 months following Listing.

Other Reporting Issuer Experience

The following table sets out the proposed directors, officers and promoters of the Company that are, or have been within the last five years, directors, officers or promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

	Issuer	Exchange	Position	Period Position Was Held

Douglas Harris	Jaguar Financial Corporation	TSXV	Director	March 2020 – July 2020
	Cypherpunk Holdings Inc.	CSE	CFO	April 2020 – Present
	Braingrid Ltd.	CSE	CFO	February 2018 – Present
Roger Daher	Aumento Capital VIII Corp.	TSXV	Director, CEO, CFO and Secretary	November 2020 – Present
	Cansortium Inc.	TSXV	Director	April 2020 – Present
	Skyscape Capital Inc.	TSXV	Director, CEO, CFO and Secretary	February 2018 – Present
	Fountain Asset Corp.	TSXV	Director	November 2017 – Present
	Emerge Commerce Ltd.	TSXV	Director	March 2018 – December 2020
	Greenspace Brands Inc.	TSXV	Director	September 2013 – February 2020
	Cryptostar Corp.	TSXV	Director	January 2017 – September 2018
	Sweet Natural Trading Co Limited	TSXV	Director	September 2008 – April 2018
	WeedMD Inc.	TSXV	Director	October 2014 – April 2017
Andrew Parks	Fountain Asset Corp.	TSXV	CEO and Director	October 2017 – Present
	Braingrid Ltd.	CSE	CEO and Director	April 2020 – Present
	Prominex Resource Corp.	TSXV	Director	April 2020 – Present

Orientation and Continuing Education

The Board has not adopted formal policies respecting continuing education for Board members. Board members are encouraged to communicate with management, legal counsel, auditors and consultants of the Company, to keep themselves current with industry trends and developments and changes in legislation with management's assistance, and to attend related industry seminars and visit the Company's operations. Board members will have full access to the Company's records. It is not anticipated that the board of the Company will adopt formal guidelines in the 12 months following Listing.

Ethical Business Conduct

The Board has not adopted formal guidelines to encourage and promote a culture of ethical business conduct but does promote ethical business conduct by nominating board members it considers ethical, by avoiding or minimizing conflicts of interest and by having a sufficient number of its board members independent of corporate matters. It is not anticipated that the Board will adopt formal guidelines in the 12 months following Listing.

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

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of a company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, if a director of a company also serves as a director or officer of another company engaged in similar business activities to the first company, that director must comply with the conflict of interest provisions of the BCBCA, as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors that evoke such a conflict.

Nomination of Directors

The Company will not have a stand-alone nomination committee. The full Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the industry are consulted for possible candidates. It is not anticipated that the nomination committee of the Company will adopt a formal process to determine new nominees in the 12 months following Listing.

Compensation

The Board will conduct reviews with regard to directors' and officers' compensation at least once a year. For information regarding the steps taken to determine compensation for the directors and the executive officers, see "*Executive Compensation*".

Other Board Committees

The Board has no other committees other than the Audit Committee. It is not anticipated that the Board will establish any committee other than its Audit Committee in the 12 months following Listing.

Assessments

The Board will monitor the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees. On an ongoing annual basis, the Board will assess the performance of the Board as a whole, each of the individual directors and each committee of the Board in order to satisfy itself that each is functioning effectively.

RISK FACTORS

The Company's business as a consultative virtual clinic and tele-health platform is subject to a number of significant risk factors. The following are certain risk factors related to the Company, its business, and ownership of the Common Shares. If any event arising from the risk factors set forth below occurs, the Company's business, prospects, financial conditions, results of operation or cash flows and in come cases, its reputation, could be materially adversely affected. Although the Company believes that the risk factors described below are the most material risks that the Company faces, they are not the only ones. Additional risk factors not presently known to the Company or that the Company currently believes are immaterial could also materially and adversely affect the Company's investments, prospects, cash flows, results of operations or financial conditions and negatively affect the value of the Common Shares. An investment in the Company involves a high degree of risk and should be considered speculative. An investment in the Company should only be undertaken by those persons who can afford the total loss of their investment. Readers should carefully consider each of the risks and uncertainties described bellows, as well as all of the other information contained in this Prospectus, including the financial statement and accompanying notes, before investing in the Company.

Risks Related to the Business of the Company

Risks inherent in the nature of the health clinic industry.

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

Unfavourable publicity or consumer perception.

The success of the psychedelic therapy industry may be significantly influenced by the public's perception of psychedelic medicinal applications. Psychedelic therapy is a controversial topic, and there is no guarantee that future scientific research, publicity, regulations, medical opinion, and public opinion relating to psychedelic therapy will be favourable. The psychedelic therapy industry is an early-stage business that is constantly evolving, with no guarantee of viability. The market for psychedelic therapy is uncertain, and any adverse or negative publicity, scientific research, limiting regulations, medical opinion and public opinion relating to the consumption of psychedelic therapy may have a material adverse effect on the Company's operational results, consumer base and financial results.

Social media.

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

Substantial risk of regulatory or political change.

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

The potential reclassification of certain psychedelic drugs, including ketamine, in the United States could create additional regulatory burdens on the Company's operations and negatively affect the Company's results of operations.

If certain psychedelic drugs, including ketamine, are rescheduled under the CDSA as a Schedule II or lower controlled substance (i.e., Schedule III, IV or V), it may materially alter enforcement policies across many federal agencies, primarily the FDA and DEA. The FDA is responsible for ensuring public health and safety through regulation of food, drugs, supplements, and cosmetics, among other products, through its enforcement authority pursuant to the Federal Food, Drug, and Cosmetic Act. The FDA's responsibilities include regulating the ingredients as well as the marketing and labeling of drugs sold in interstate commerce. Since it is currently illegal under federal law to produce and sell certain psychedelic drugs other than ketamine and as there are no federally recognized medical uses, the FDA has historically deferred enforcement related to these products to the DEA. If certain psychedelic drugs, including ketamine, were to be rescheduled to a federally controlled, yet legal, substance, the FDA would likely play a more active regulatory role. The DEA would continue to be active in regulating manufacturing, distribution and dispensing of such substances. Multi-agency regulation and enforcement could materially effect the Company's costs associated with research and/or therapeutic uses of these substances in its business.

Cybersecurity.

The Company relies on digital and internet technologies to conduct and expand its operations, including reliance on information technology to process, transmit and store sensitive and confidential data, including protected health information, personally identifiable information, and proprietary and confidential business performance data. As a result, the Company and/or its customers are exposed to risks related to cybersecurity. Such risks may include unauthorized access, use, or disclosure of sensitive information (including confidential patient health records), corruption or destruction of data, or operational disruption resulting from system impairment (e.g., malware). Third parties to whom the Company outsources certain functions, or with whom their systems interface, are also subject to the risks outlined above and may not have or use appropriate controls to protect confidential information. A breach or attack affecting a third-party service provider or partner could harm the Company's business even if the Company does not control the service that is attacked.

The Company's operations depend, in part, on how well it protects networks, equipment, information technology systems and software against damage from a number of threats, including, but not limited to damage to hardware, computer viruses, hacking and theft. The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, information technology systems and software, as well as pre-emptive expenses to mitigate the risks of failures. A compromise of the Company's information technology or confidential information, or that of the Company's patients and third parties with whom the Company interacts, may result in negative consequences, including the inability to process patient transactions, reputational harm affecting patient and/or investor confidence, potential liability under privacy, security, consumer protection or other applicable laws, regulatory penalties and additional regulatory scrutiny, any of which could have a material adverse effect on the Company's business, financial position, results of operations or cash flows. As the Company has access to sensitive and confidential information, including personal information and personal health information, and since the Company may be vulnerable to material security breaches, theft, misplaced, lost or corrupted data, programming errors, employee errors and/or malfeasance (including misappropriation by departing employees), there is a risk that sensitive and confidential information, including personal information and personal health information, may be disclosed through improper use of Company systems, software solutions or networks or that there may be unauthorized access, use, disclosure, modification or destruction of such information. The Company's on-going risk and exposure to these matters is partially attributable to, among other things, the evolving nature of these threats. As a result, cybersecurity and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage, malfunction, human error, technological error or unauthorized access is a priority. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Confidentiality of personal and health information.

The Company and its subsidiaries' employees and consultants have access, in the course of their duties, to personal information of clients of the Company and specifically their medical histories. There can be no assurance that the Company's existing policies, procedures and systems will be sufficient to address the privacy concerns of existing and future clients whether or not such a breach of privacy were to have occurred as a result of the Company's employees or arm's length third parties. If a client's privacy is violated, or if the Company is found to have violated any law or regulation, it could be liable for damages or for criminal fines and/or penalties.

Technological change.

The Company operates in a highly competitive environment where its software and other products and services are subject to rapid technological change and evolving industry standards. The Company's future success partly depends on its ability to acquire, design and produce new products and services, deliver enhancements to its existing products and services, accurately predict and anticipate evolving technology and respond to technological advances in its industry and its customers' increasingly sophisticated needs.

Potential for software system, database or network related failures or defects.

The Company relies on software systems, databases and networks to process, transmit and store digital information. The Company also relies on technological solutions from a number of vendors and business units to effectively work together in order deliver its digital solutions and services to its customers. A software bug, failure or defect may negatively impact software systems, databases and networks from operating properly which could result in the inability of our customers from receiving our products for an indeterminate period of time.

The products and services in the telemedicine industry are advanced, and the Company needs to rapidly and successfully develop and introduce new products in a competitive, demanding and rapidly changing environment.

To succeed in the intensely competitive telemedicine industry, the Company must continually improve, refresh and expand its product and services offerings to include newer features, functionality or solutions, and keep pace with price-to-performance gains in the industry. Shortened product life cycles due to customer demands and competitive pressures impact the pace at which the Company must introduce and implement new technology. This requires a high level of innovation by both the software developers and the suppliers of the third-party software components included in the Company's platform. In addition, bringing new solutions to the market entails a costly and lengthy process, and requires the Company to accurately anticipate customer needs and technology trends. The Company must continue to respond to market demands, develop leading technologies and maintain leadership in analytic data solutions performance and scalability, or the business operations may be adversely affected. The Company must also anticipate and respond to customer demands regarding the compatibility of the Company's platform. These demands could hinder the pace of introducing and implementing new technology. Future results may be affected if the Applications cannot effectively interface and perform well with software products of other companies and with the Company's customers' existing IT infrastructures, or if unsuccessful in efforts to enter into agreements allowing integration of third-party technology with the Company's database and software platforms. Efforts to develop the interoperability of the Company's platform may require significant investments of capital and employee resources. In addition, in certain circumstances, the Company's platform is used with products offered by third parties and, in the future, some vendors of non-Company products may become less willing to provide the Company with access to their products, technical information and marketing and sales support. As a result of these and other factors, the ability to introduce new or improved solutions could be adversely impacted and the business would be negatively affected.

The Company relies on various intellectual property rights, including licenses in order to operate its business.

The Company relies on certain intellectual property rights to operate its business. The Company's intellectual property rights may not be sufficiently broad or otherwise may not provide it a significant competitive advantage. In addition, the steps that the Company has taken to maintain and protect its intellectual property may not prevent it from being challenged, invalidated, circumvented or designed around, particularly in countries where intellectual property rights are not highly developed or protected. In some circumstances, enforcement may not be available to the Company because an infringer has a dominant intellectual property position or for other business reasons, or countries may require compulsory licensing of the Company's intellectual property. The Company's failure to obtain or maintain intellectual property rights that convey competitive advantage, adequately protect its intellectual property or detect or prevent circumvention or unauthorized use of such property, could adversely impact its competitive position and results of operations. The Company also relies on nondisclosure and noncompetition agreements with employees, consultants and other parties to protect, in part, trade secrets and other proprietary rights. There can be no assurance that these agreements will adequately protect its trade secrets and other proprietary rights and will not be breached, that it will have adequate remedies for any breach, that others will not independently develop substantially equivalent proprietary information or that third parties will not otherwise gain access to the Company's trade secrets or other proprietary rights. As the Company expands its business, protecting its intellectual property will become increasingly important. The protective steps the Company has taken may be inadequate to deter its competitors from using its proprietary information. In order to protect or enforce its patent rights, the Company may be required to initiate litigation against third parties, such as infringement lawsuits. Also, these third parties may assert claims against the Company with or without provocation. These lawsuits could be expensive, take significant time and could divert management's attention from other business concerns. The law relating to the scope and validity of claims in the technology field in which the Company operates is still evolving and, consequently, intellectual property positions in the telemedicine industry are generally uncertain. The Company cannot assure any investor that it will prevail in any of these potential suits or that the damages or other remedies awarded, if any, would be commercially valuable.

The Company has a limited operating history and no history of earnings.

The Company has no history of earnings. There is no assurance that the Company will earn profits in the future, or that profitability will be sustained. There is no assurance that future revenues will be sufficient to generate the funds required to continue the Company's business development and investment activities. If the Company does not have sufficient capital to fund its operations, it may be required to reduce its operations or cease operations entirely, in which case, the value of the Common Shares may decline very significantly.

The Company has negative cash flow from operations and it may never have positive cash flow from operations.

Since incorporation the Company has had negative cash flow from operating activities. The Company does not expect to have positive cash flow from operating activities for the foreseeable future, if ever, and to the extent that the Company has negative cash flow in any future period, it will need to raise additional funds to cover this short-fall.

The Company has just commenced its business as an investment issuer and has limited or no history of successful investments.

The Company has no record of operations and historical financial information on which a holder of Common Shares can base an evaluation of the Company. The Company commenced its operations as an investment issuer in 2019 and has only recently made its first investments. Therefore, the Company is subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that the Company will not achieve its financial objectives as estimated by management. Furthermore, past successes of the management or the Board in other ventures do not guarantee future success.

The Company will require additional capital, which may not be available to it when required on attractive terms, or at all.

The Company has no history of earnings and, due to the nature of its business, there can be no assurance that the Company will be profitable. The only present source of funds available to the Company is through the sale of its securities. The Company's investments will in all likelihood not generate current income and the ultimate returns even from a successful investment are long term. The Company may not have sufficient funds to continue its operations until its investment returns are received. While the Company may generate additional working capital through further equity offerings, there is no assurance that the capital markets will be accessible to the Company when needed on advantageous terms or at all. At present it is impossible to determine what amounts of additional funds, if any, the Company may require.

Conflicts of interest may arise between the Company and its directors and management.

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

Impact of the COVID-19 Pandemic

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

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. 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, escrow 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 Company's securities. An active public market for the Common Shares might not develop or be sustained following the filing of this Prospectus. 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 shareholder's initial investment.

It may be difficult, if not impossible, for U.S. holders of the Company's Common Shares to resell them over the CSE or other stock exchange.

It has recently come to management's attention that all major securities clearing firms in the United States have ceased U.S. residents who acquire Common Shares as "restricted securities" (including any Common Shares pursuant to the exercise of convertible securities) may find it difficult – if not impossible – to resell such shares over the facilities of any Canadian stock exchange on which the shares may then be listed. It remains unclear what impact, if any, this and any future actions among market participants in the United States will have on the ability of U.S. residents to resell any Common Shares that they may acquire in open market transactions. Our understanding is that all U.S. brokers must use a clearing service to facilitate resale transactions over Canadian securities exchanges. Some U.S. brokers have self-clearing capabilities; those that do not must use third party clearing firms. This issue does not apply to the Depositary Trust Company.

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. 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.

The Company will be subject to additional regulatory burden resulting from its public listing on the CSE.

Prior to the filing of this Prospectus, the Company has not been subject to the continuous and timely disclosure requirements of Canadian securities laws or other rules, regulations and policies of the CSE or other stock exchange. We are working with our legal, accounting and financial advisors to identify those areas in which changes should be made to our financial management control systems to manage our obligations as a public company. These areas include corporate governance, corporate controls, disclosure controls and procedures and financial reporting and accounting systems. We have made, and will continue to make, changes in these and other areas, including our internal controls over financial reporting. However, we cannot assure purchasers of Common Shares that these and other measures that we might take will be sufficient to allow us to satisfy our obligations as a public company on a timely basis. In addition, compliance with reporting and other requirements applicable to public companies will create additional costs for us and will require the time and attention of management. We cannot predict the amount of the additional costs that we might incur, the timing of such costs or the impact that management's attention to these matters will have on our business.

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. We cannot predict the size of future sales or issuances of equity securities or the effect, if any, that future sales or 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.

Transactions Engaged in by our Largest Shareholders, our Directors or Officers

Our officers, directors and principal shareholders (greater than 10% shareholders) collectively control approximately 61.04% of the Company (based on 30,240,868 Common Shares expected to be outstanding as at listing on the CSE). Subsequent sales of our Common Shares by these shareholders could have the effect of lowering the market price of our Common Shares. The perceived risk associated with the possible sale of a large number of Common Shares by these shareholders, or the adoption of significant short positions by hedge funds or other significant investors, could cause some of our shareholders to sell their Common Shares, thus causing the market price of our Common Shares to decline. In addition, actual or anticipated downward pressure on our stock price due to actual or anticipated sales of

Common Shares by our directors or officers could cause other institutions or individuals to engage in short sales of the Common Shares, which may further cause the market price of our Common Shares to decline.

From time to time our directors and executive officers may sell Common Shares on the open market. These sales will be publicly disclosed in filings made with securities regulators. In the future, our directors and executive officers may sell a significant number of Common Shares for a variety of reasons unrelated to the performance of our business. Our shareholders may perceive these sales as a reflection on management's view of the business and result in some shareholders selling their Common Shares. These sales could cause the market price of our Common Shares to drop.

CERTAIN FEDERAL INCOME TAX CONSIDERATIONS

The Company encourages each security holder to consult with its own tax or professional advisor to under the tax considerations generally applicable with purchasing or owning Common Shares.

PROMOTERS

Karamveer Thakur, a former director and officer of the Company, may be considered to be a promoter of the Company in that he took the initiative in founding and organizing the Company. Dr. John Huber, the CEO of TripSitter Holdings, may be considered to be a promoter of TripSitter Holdings in that he took the initiative in founding and organizing TripSitter Holdings. For information on the securityholdings and consideration received by each of the promoters see "Directors and Executive Officers" and "Executive Compensation".

Karamveer Thakur holds nil Common Shares. Dr. John Huber is expected to hold 1,540,000 Common Shares, representing approximately 5.09% of the issued and outstanding Common Shares expected to be outstanding as at listing on the CSE.

LEGAL PROCEEDINGS

The Company is not aware of any material legal proceedings involving the Company nor are any such proceedings known by the Company to be contemplated.

REGULATORY ACTIONS

Neither the Company nor TripSitter Holdings know of any:

(a) penalties or sanctions imposed against the Company or TripSitter Holdings by a court relating to provincial and territorial securities legislation or by a securities regulatory authority within the three years preceding the date of this Prospectus;

(b) any other penalties or sanctions imposed by a court or regulatory body against the Company or TripSitter Holdings 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 or TripSitter Holdings entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority within the three years preceding the date of this Prospectus.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set forth in this Prospectus, none of (i) the directors or executive officers of the Company, (ii) the shareholders who beneficially own or control or direct, directly or indirectly, more than ten (10%) percent of the Company's outstanding voting securities, or (iii) any Associate or Affiliate of the foregoing Persons, has or has had any material interest, direct or indirect, in any transaction in which the Company has participated within the three years before the date of this Prospectus, that has materially affected or is reasonably expected to materially affect the Company.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

The auditor of the Company is Harbourside CPA LLP, located at Suite 1400 – 1185 West Georgia St, Vancouver, BC V4E 4E6.

The auditor of TripSitter Holdings is MNP LLP, located at 1021 Hastings St W Suite 2200 - MNP Tower, Vancouver, BC V6E 0C3.

TripSitter is expected to retain Olympia to act as transfer agent and registrar for the Company.

MATERIAL CONTRACTS

The only material contracts, other than those contracts entered into in the ordinary course of business, which the Company has entered into since the beginning of the last fiscal year before the date of this Prospectus are as follows:

- The Amalgamation Agreement;
- the Escrow Agreement, referred to under "*Escrowed Securities*";
- the Software Development Agreement, referred to under "*General Development of the Business – TripSitter Holdings*"; and
- the License Agreement, referred to under "*General Development of the Business – TripSitter Holdings*".

EXPERTS AND LEGAL MATTERS

No person or company whose profession or business gives authority to a report, valuation, statement or opinion made by such person or company and who is named in this Prospectus as having prepared or certified a part of this Prospectus, or a report, valuation, statement or opinion described in this Prospectus, has received or shall receive a direct or indirect interest in any securities or other property of the Company or any associate or affiliate of the Company. The following are persons or companies whose profession or business gives authority to a statement made in this Prospectus as having prepared or certified a part of that document or report described in the Prospectus:

- Harbourside CPA LLP is the external auditor of TripSitter and reported on TripSitter's audited financial statements as at and for the period from January 19, 2021 (date of incorporation) to May 31, 2021 attached as Schedule "B"; and
- MNP LLP is the external auditor of TripSitter Holdings and reported on TripSitter Holdings' audited financial statements as at and for the period from February 1, 2021 to May 31, 2021 and for the period from October 14, 2020 (date of incorporation) to January 31, 2021, attached as Schedule "D".

Harbourside CPA LLP are independent auditors with respect to the Company within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulation.

MNP LLP, Chartered Professional Accountants are independent auditors with respect to TripSitter Holdings within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulation.

Certain legal matters in respect of this Prospectus have been passed upon on behalf of TripSitter by McMillan LLP. As of the date hereof, the partners and associates of McMillan LLP, as a group, own, directly or indirectly, in the aggregate, less than one percent of the outstanding securities of the Company.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts relating to the Company that are not otherwise disclosed in this Prospectus or are necessary for the Prospectus to contain full, true and plain disclosure of all material facts relating to the Company.

PURCHASERS' STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces 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 for the particulars of these rights or consult with a legal adviser.

CONTRACTUAL RIGHT OF ACTION FOR RESCISSION

The Company has granted to each holder of Special Warrants a contractual right of recession of the prospectus-exempt transaction under which the Special Warrants were initially acquired. The contractual right of rescission provides that if a holder of Special Warrants who acquires Common Shares on exercise of the Special Warrants as provided for in this Prospectus is, and becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because of this Prospectus or an amendment to this Prospectus containing a misrepresentation: (a) the holder is entitled to rescission of both the holder's exercise of its Special Warrant and the Special Warrant Offering under which the Special Warrant was initially acquired, (b) the holder is entitled in connection with the rescission to a full refund of all consideration paid to the Company and on the acquisition of the Special Warrants, and (c) if the holder is a permitted assignee of the interest of the original Special Warrant subscriber, the holder is entitled to exercise the rights of rescission and a refund as if the holder was the original subscriber.

The contractual rights of action described above are in addition to and without derogation from any other right or remedy that a purchaser of Special Warrants may have at law.

Financial Statement Disclosure

SCHEDULE "A" AUDIT COMMITTEE CHARTER

SCHEDULE "B" 1284684 B.C. LTD. (TO BE RENAMED TRIPSITTER CLINIC LTD.) AUDITED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD FROM JANUARY 19, 2021 (DATE OF INCORPORATION) TO MAY 31, 2021

SCHEDULE "C" 1284684 B.C. LTD. (TO BE RENAMED TRIPSITTER CLINIC LTD.) MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE PERIOD FROM JANUARY 19, 2021 (DATE OF INCORPORATION) TO MAY 31, 2021

SCHEDULE "D" TRIPSITTER CLINIC CORP. AUDITED FINANCIAL STATEMENTS FOR THE PERIOD FROM FEBRUARY 1, 2021 TO MAY 31, 2021 AND FOR THE PERIOD FROM OCTOBER 14, 2020 (DATE OF INCORPORATION) TO JANUARY 31, 2021

SCHEDULE “E” TRIPSITTER CLINIC CORP. MANAGEMENT’S DISCUSSION AND ANALYSIS FOR THE PERIOD FROM FEBRUARY 1, 2021 TO MAY 31, 2021 AND FOR THE PERIOD FROM OCTOBER 14, 2020 (DATE OF INCORPORATION) TO JANUARY 31, 2021

SCHEDULE “F” 1284684 B.C. LTD. (TO BE RENAMED TRIPSITTER CLINIC LTD.) AND TRIPSITTER CLINIC CORP. PRO FORMA FINANCIAL STATEMENTS AS AT MAY 31, 2021

SCHEDULE A

AUDIT COMMITTEE CHARTER

1284684 B.C. LTD.
(to be renamed TripSitter Clinic Ltd.)
(the "**Company**")

AUDIT COMMITTEE CHARTER

1. PURPOSE

This charter sets out the Audit Committee's purpose, composition, member qualification, member appointment and removal, responsibilities, operations, manner of reporting to the Board of Directors (the "**Board**"), annual evaluation and compliance with this charter. The primary responsibility of the Audit Committee is that of oversight of the financial reporting process on behalf of the Board. This includes oversight responsibility for financial reporting and continuous disclosure, oversight of external audit activities, oversight of financial risk and financial management control, and oversight responsibility for compliance with tax and securities laws and regulations as well as whistle blowing procedures. The Audit Committee is also responsible for the other matters as set out in this charter and/or such other matters as may be directed by the Board from time to time. The Audit Committee should exercise continuous oversight of developments in these areas.

2. COMPOSITION

A majority of the members of the Audit Committee must not be executive officers, as defined in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), or employees or control persons of the Company or of an affiliate of the Company, as these terms are otherwise defined under applicable securities legislation, provided that should the Company become listed on a more senior exchange, each member of the Audit Committee will also satisfy the independence requirements of such exchange and of NI 52-110.

The Audit Committee will consist of at least three members, all of whom must be directors of the Company. Upon graduating to a more senior stock exchange, if required under the rules or policies of such exchange, each member of the Audit Committee will also satisfy the financial literacy requirements of such exchange and of NI 52-110.

The Chair of the Audit Committee will be appointed by the Board.

3. AUTHORITY

In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:

A. engage, set and pay the compensation for independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities, and any such consultants or professional advisors so retained by the Audit Committee will report directly to the Audit Committee;

B. communicate directly with management and any internal auditor, and with the external auditor without management involvement; and

C. incur ordinary administrative expenses that are necessary or appropriate in carrying out its duties, which expenses will be paid for by the Company.

4. DUTIES AND RESPONSIBILITIES

A. The duties and responsibilities of the Audit Committee include:

(i) recommending to the Board the external auditor to be nominated by the Board;

(ii) recommending to the Board the compensation of the external auditor to be paid by the Company in connection with (i) preparing and issuing the audit report on the Company's financial statements, and (ii) performing other audit, review or attestation services;

(iii) reviewing the external auditor's annual audit plan, fee schedule and any related services proposals (including meeting with the external auditor to discuss any deviations from or changes to the original audit plan, as well as to ensure that no management restrictions have been placed on the scope and extent of the audit examinations by the external auditor or the reporting of their findings to the Audit Committee);

(iv) overseeing the work of the external auditor;

(v) ensuring that the external auditor is independent by receiving a report annually from the external auditors with respect to their independence, such report to include disclosure of all engagements (and fees related thereto) for non-audit services provided to Company;

(vi) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board by receiving, at least annually, a report by the external auditor on the audit firm's internal quality control processes and procedures, such report to include any material issues raised by the most recent internal quality control review, or peer review, of the firm, or any governmental or professional authorities of the firm within the preceding five years, and any steps taken to deal with such issues;

(vii) ensuring that the external auditor meets the rotation requirements for partners and staff assigned to the Company's annual audit by receiving a report annually from the external auditors setting out the status of each professional with respect to the appropriate regulatory rotation requirements and plans to transition new partners and staff onto the audit engagement as various audit team members' rotation periods expire;

(viii) reviewing and discussing with management and the external auditor the annual audited and quarterly unaudited financial statements and related Management Discussion and Analysis ("**MD&A**"), including the appropriateness of the Company's accounting policies, disclosures (including material transactions with related parties), reserves, key estimates and judgements (including changes or variations thereto) and obtaining reasonable assurance that the financial statements are presented fairly in accordance with IFRS and the MD&A is in compliance with appropriate regulatory requirements;

(ix) reviewing and discussing with management and the external auditor major issues regarding accounting principles and financial statement presentation including any significant changes in the selection or application of accounting principles to be observed in the preparation of the financial statements of the Company and its subsidiaries;

(x) reviewing and discussing with management and the external auditor the external auditor's written communications to the Audit Committee in accordance with generally accepted auditing standards and other applicable regulatory requirements arising from the annual audit and quarterly review engagements;

(xi) reviewing and discussing with management and the external auditor all earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies prior to such information being disclosed;

(xii) reviewing the external auditor's report to the shareholders on the Company's annual financial statements;

(xiii) reporting on and recommending to the Board the approval of the annual financial statements and the external auditor's report on those financial statements, the quarterly unaudited financial statements, and the related MD&A and press releases for such financial statements, prior to the dissemination of these documents to shareholders, regulators, analysts and the public;

(xiv) satisfying itself on a regular basis through reports from management and related reports, if any, from the external auditors, that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements that such information is fairly presented;

(xv) overseeing the adequacy of the Company's system of internal accounting controls and obtaining from management and the external auditor summaries and recommendations for improvement of such internal controls and processes, together with reviewing management's remediation of identified weaknesses;

(xvi) reviewing with management and the external auditors the integrity of disclosure controls and internal controls over financial reporting;

(xvii) reviewing and monitoring the processes in place to identify and manage the principal risks that could impact the financial reporting of the Company and assessing, as part of its internal controls responsibility, the effectiveness of the over-all process for identifying principal business risks and report thereon to the Board;

(xviii) satisfying itself that management has developed and implemented a system to ensure that the Company meets its continuous disclosure obligations through the receipt of regular reports from management and the Company's legal advisors on the functioning of the disclosure compliance system, (including any significant instances of non-compliance with such system) in order to satisfy itself that such system may be reasonably relied upon;

(xix) resolving disputes between management and the external auditor regarding financial reporting;

(xx) establishing procedures for:

a. the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practises relating thereto, and

b. the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

(xxi) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;

(xxii) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor;

(xxiii) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities;

(xxiv) establishing procedures for:

a. reviewing the adequacy of the Company's insurance coverage, including the Directors' and Officers' insurance coverage;

b. reviewing activities, organizational structure, and qualifications of the Chief Financial Officer ("**CFO**") and the staff in the financial reporting area and ensuring that matters related to succession planning within the Company are raised for consideration at the Board;

c. obtaining reasonable assurance as to the integrity of the Chief Executive Officer ("**CEO**") and other senior management and that the CEO and other senior management strive to create a culture of integrity throughout the Company;

d. reviewing fraud prevention policies and programs, and monitoring their implementation;

e. reviewing regular reports from management and others (e.g., external auditors, legal counsel) with respect to the Company's compliance with laws and regulations having a material impact on the financial statements including:

i. tax and financial reporting laws and regulations;

ii. legal withholding requirements;

iii. environmental protection laws and regulations;

iv. other laws and regulations which expose directors to liability; and

B. A regular part of Audit Committee meetings involves the appropriate orientation of new members as well as the continuous education of all members. Items to be discussed include specific business issues as well as new accounting and securities legislation that may impact the organization. The Chair of the Audit Committee will regularly canvass the Audit Committee members for continuous education needs and in conjunction with the Board education program, arrange for such education to be provided to the Audit Committee on a timely basis.

C. On an annual basis the Audit Committee shall review and assess the adequacy of this charter taking into account all applicable legislative and regulatory requirements as well as any best practice guidelines recommended by regulators or stock exchanges with whom the Company has a reporting relationship and, if appropriate, recommend changes to the Audit Committee charter to the Board for its approval.

5. TERM

The members of the Audit Committee shall be appointed by designation of the Board and shall continue to be a member thereof until the earlier of (i) the Board, at its discretion, decides to remove the member from the Committee, or (ii) the expiration of his or her term of office as a Director. Vacancies at any time occurring shall be filled by designation of the Board.

6. MEETINGS

The Committee shall meet at least once per year or more frequently as circumstances dictate. A majority of the members appearing at a duly convened meeting shall constitute a quorum and the Committee shall maintain minutes or other records of its meetings and activities. The Chair shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, preparing agendas, overseeing the preparation of briefing documents to circulate during the meetings as well as pre-meeting materials, and making regular reports to the Board. These documents will be shared with the Board as needed to discharge the Committee's delegated responsibilities and stored in a centralized electronic archive administered by the Corporate Secretary. In case of absence of the Chair, the participating Audit Committee members will designate an interim Chair. The Committee may invite members of Management or others to attend their meetings and they will be asked to step-out during sensitive conversations. As part of its responsibility to foster open communication, the Committee should meet at least annually with each of the CEO and Chief Financial Officer in separate executive sessions to discuss any matters that the Committee or the executive officers believe should be discussed privately with the Committee.

7. REPORTS

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

The Audit Committee will report its activities to the Board to be incorporated as a part of the minutes of the Board meeting at which those activities are reported.

8. MINUTES

The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

9. ANNUAL PERFORMANCE EVALUATION

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

SCHEDULE B

1284684 B.C. LTD. (TO BE RENAMED TRIPSITTER CLINIC LTD.) AUDITED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD FROM JANUARY 19, 2021 (DATE OF INCORPORATION) TO MAY 31, 2021

1284684 B.C. LTD.

Financial Statements

For the period from incorporation on January 19, 2021 to May 31, 2021

Expressed in Canadian Dollars

1284684 B.C LTD.

Index | **Page**

Index	Page
Financial Statements	
Statement of Financial Position	1
Statement of Changes in Equity	2
Statement of Loss and Comprehensive Loss	3
Statement of Cash Flows	4
Notes to the Financial Statements	5-12

INDEPENDENT AUDITORS' REPORT

To the Shareholders of 1284684 B.C. Ltd.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of 1284684 BC Ltd. (the "Company"), which comprise the statement of financial position as at May 31,2021 and the statement of changes in equity (deficiency), statement of loss and comprehensive loss, and statement of cash flows for the period of incorporation on January 19, 2021 to May 31, 2021, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at May 31, 2021, and its financial performance and its cash flows for the period of incorporation on January 19, 2021 to May 31, 2021 in accordance with International Financial Reporting Standards (IFRS).

Basis for Opinion

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

Material Uncertainty Related to Going Concern

Without qualifying our opinion, we draw attention to Note 1 to the financial statements which indicates the existence of a material uncertainty that may cast significant doubt about 1284684 BC Ltd.'s ability to continue as a going concern.

Information other than the Consolidated Financial Statements and the Auditor's Report thereon

Management is responsible for the other information. The other information comprises the information, other than the consolidated financial statements and our auditor's report thereon, included in Management's discussion and analysis report.

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 identified above 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 report prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. 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.

t 604.688.7227
f 604.681.7716
harboursidecpa.com
SUITE 1140–1185
WEST GEORGIA STREET,
VANCOUVER, BC V6E 4E6

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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor’s report is Mickey Goldstein.

Vancouver, British Columbia
Audit report date

Harbourside CPA, LLP
Chartered Professional Accountants

1284684 B.C. LTD.

Statement of Financial Position
As at May 31, 2021
(Expressed in Canadian Dollars)

			May 31, 2021
Assets			
Current assets:			
Cash and cash equivalents (Note 3)	3	$	1,086,631
		$	**1,086,631**
Liabilities and Shareholders' Equity			
Current liabilities:			
Accounts payable and accrued liabilities		$	34,799
Share subscription receipts (Note 4)			1,051,934
			1,086,733
Shareholders' equity:			
Share Capital		$	21,250
Special warrants			19,350
Deficit			(40,702)
		$	**(102)**
		$	**1,086,631**

Nature of business (Note 1)
Subsequent events (Note 8)

Approved on behalf of the board of directors:

"John Huber"
John Huber, Director

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

1284684 B.C. LTD.

Statement of Changes in Equity (Deficiency)
For the period from incorporation on January 19, 2021 to May 31, 2021
(Expressed in Canadian Dollars)

	Note	Number of Shares	Number of Special Warrants	Capital Stock Amount $	Special Warrants Amount $	Deficit $	Total Deficiency $
Balance, January 19, 2021 (date of incorporation)		1	-	-	-	-	-
Issuance of common shares		4,249,998	-	21,250	-	-	21,250
Special warrants issued		-	387,000	-	19,350	-	19,350
Net loss for the period		-	-	-	-	(40,702)	(40,702)
Balance, May 31, 2021		**4,249,999**	**387,000**	**21,250**	**19,350**	**(40,702)**	**(102)**

The accompanying notes form an integral part of these financial statements

1284684 B.C. LTD.

Statement of Loss and Comprehensive Loss
For the period from Incorporation on January 19, 2021 to May 31, 2021
(Expressed in Canadian Dollars)

		For the period from January 19, 2021 to May 31, 2021
Expenses:		
Interest and bank charges	$	149
Office and miscellaneous		6,179
Legal and professional fees		34,374
Net and comprehensive loss	$	(40,702)
Loss per common share – basic and diluted	$	(0.02)
Weighted average number of common shares outstanding – basic and diluted		2,075,477

The accompanying notes form an integral part of these financial statements

1284684 B.C. LTD.

Statement of Cash Flows
For the period from incorporation on January 19, 2021 to May 31, 2021
(Expressed in Canadian Dollars)

		For the period from January 19, 2021 to May 31, 2021
Cash provided by (used in):		
Operating activities		
Net loss for the period	$	(40,702)
Changes in non-cash working capital:		
Accounts payable and accrued liabilities		34,799
		(5,903)
Financing activities		
Proceeds from common share issuances		21,250
Share subscription receipts		1,051,934
Proceeds from special warrants		19,350
		1,092,534
Change in cash		1,086,631
Cash, beginning of period		**-**
Cash, end of period	**$**	**1,086,631**

The accompanying notes form an integral part of these financial statements

1. NATURE OF BUSINESS

1284684 B.C. Ltd. (the "Company") was incorporated on January 19, 2021 under the laws of the Province of British Columbia, Canada by a Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act (British Columbia). The Company's registered and head office is located at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, Canada V6E 4N7.

On March 11, 2021, the Company entered into a definitive agreement with TripSitter Clinic Corp. ("TripSitter") whereby the Company will acquire all of the issued and outstanding ordinary shares in the capital of TripSitter (the "Transaction") by way of a reverse takeover ("RTO"). It is contemplated that the Transaction will take place whereby the Company will acquire all of the issued and outstanding securities of TripSitter in exchange for the issuance of 23,347,500 shares in the Company to former TripSitter Shareholders on a pro rata basis, which will result in TripSitter becoming a 100% wholly-owned subsidiary of the Company.

Following the closing of the acquisition of TripSitter by the Company pursuant to the terms of the Securities Exchange Agreement, TripSitter will become a wholly owned subsidiary of the Company that will result in it becoming a reporting issuer and will apply to list (the "Listing") its common shares on the Canadian Stock Exchange ("CSE"). The Company will carry on the business of TripSitter.

These financial statements have been prepared on a going concern basis, which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company incurred a loss of $40,702 during the period ended May 31, 2021 and has a working deficiency as at May 31, 2021 of $102, and has accumulated deficit as at May 31, 2021 of $40,702. The Company does not earn revenue and is reliant on share issuances for its funding. There is no assurance that sufficient funding (including adequate financing) will be available to conduct its business. These factors present a material uncertainty over the Company's ability to continue as a going concern. The application of the going concern concept is dependent upon the Company's ability to generate future profitable operations and receive continued financial support from its creditors and shareholders. These financial statements do not give effect to any adjustments that might be required should the Company be unable to continue as a going concern. These adjustments could be material.

Global outbreak of COVID-19

In March 2020 there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

Statement of compliance

The 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 Financial Reporting Interpretations Committee ("IFRIC"). These financial statements were reviewed, approved and authorized for issuance by the Company's Board of Directors on August 23, 2021.

1. NATURE OF BUSINESS (continued)

Basis of presentation

The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. These financial statements are presented for the period from incorporation on January 19, 2021 to May 31, 2021. All amounts in the financial statements are presented in Canadian dollars, unless otherwise noted, which is also the Company's functional currency.

2. SIGNIFICANT ACCOUNTING POLICIES

Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the fair value measurements for financial instruments and the recoverability and measurement of deferred tax assets.

Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments applying to the Company's financial statements include the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

Cash and cash equivalents

The Company considered all highly liquid instruments with a maturity of three months or less at the time of issuance, are readily convertible to known amounts of cash, and which are subject to insignificant risk of changes in value to be cash equivalents.

Share capital

Common shares and special warrants are classified as equity. Transaction costs directly attributable to the issue of common shares and special warrants are recognized as a deduction from equity as share issue costs, net of any tax effects. Common shares issued for consideration other than cash are valued based on their fair value at the date the shares are issued. The Company has adopted the residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The fair value of the common shares issued in private placements is determined based on the share price subscribed for in the private placement. The residual amount, if any, is allocated to attached warrants. Any fair value attributed to the warrants is recorded in reserves.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Share issue costs and other legal fees related to and incurred in advance of share subscriptions are recorded as deferred financing costs. Share issue costs related to uncompleted share subscriptions are charged to profit or loss.

Share-based payments

The Company grants stock options to buy common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee. The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to share capital. When vested options are forfeited or are not exercised at the expiry date, the amount previously recognized is transferred to deficit. In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Loss per share

Basic earnings (loss) per share is computed by dividing net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. If these computations prove to be anti-dilutive, diluted loss per share is the same as basic loss per share.

Income taxes

Current income tax:
Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the country where the Company operates and generates taxable income. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax:
Deferred income tax is based on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Income taxes *(cont'd)*

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Provisions

Provisions are recorded when a present legal or constructive obligation exists as a result of past events where it is probable that an outflow of economic resources will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation estimated at the end of each reporting period, taking into account the risks and uncertainties surrounding the obligation.

Financial instruments

The Company recognizes financial assets and financial liabilities at fair value on the date the Company becomes a party to the contractual provisions of the instruments.

The Company classifies its financial assets into the following categories: fair value through profit or loss ("FVTPL"), fair value through other comprehensive income ("FVOCI"), or amortized cost.

The Company classifies its financial liabilities at amortized cost. Financial liabilities are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, financial liabilities are measured at amortized cost using the effective interest method. Interest expense is recorded to profit or loss.

The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at FVTPL (an irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or accumulated other comprehensive income (loss).

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

The Company's financial assets and financial liabilities are classified and measured as follows:

Asset/Liability	Measurement Category
Cash and cash equivalents	FVTPL
Accounts payable and accrued liabilities	Amortized cost
Share subscription receipts	Amortized cost

(Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Standards issued but not yet effective

Certain pronouncements have been issued by the IASB or IFRIC that are effective for accounting periods beginning on or after January 1, 2021. These updates are not applicable or consequential to the Company and have been omitted from discussion herein.

3. CASH AND CASH EQUIVALENTS

		May 31, 2021
Cash	$	1,079,548
Funds held in trust		7,083
	$	1,086,631

4. SHARE CAPITAL

a. Authorized

Unlimited number of common shares without par value.

b. Issued and outstanding

During the period from January 19, 2021, date of incorporation, to May 31, 2021, the Company completed the following transactions:

i) On January 19, 2021, 1 common share was issued to the incorporator of the Company for $0.01.

ii) On March 23, 2021, the Company issued 4,249,998 units at a price of $0.005 per unit as part of a seed round financing for aggregate proceeds of $21,250. Each unit consisted of one Common Share and one common share purchase warrant with each warrant exercisable to acquire one additional Common Share at a price of $0.05 per share for a period of 24 months from the date of issuance. The fair value of the warrants was determined to be $Nil, using the residual value method.

c. Special warrants

On April 12, 2021, the Company issued a total of 387,000 Special Warrants at the $0.05 per Special Warrant for gross proceeds of $19,350. The special warrants automatically convert to common shares on the date that is earlier of: (i) the third business day after receipt for a final Prospectus qualifying the distribution of the Special Warrant Shares; and (ii) August 13, 2021.

(Expressed in Canadian Dollars)

4. SHARE CAPITAL (continued…)

d. Subscription receipts

As at May 31, 2021, the Company collected $1,051,934 in subscription receipts. Upon and subject to the satisfaction of the release conditions, each subscription receipt shall be deemed to be exercised for one subscription receipt unit (Note 8). Each subscription receipt will entitle the holder to acquire, without further payment, one unit of the Company ("Unit"). Each Unit consists of one common share of the Company (a "Share") and one-half of one share purchase warrant (each whole share purchase warrant, a "Warrant"), with each whole Warrant exercisable at $1.60 per share for a period of twenty-four months from the date of issue. If the subscription receipt exercise date does not occur on or before October 31, 2021, the subscription receipts will immediately become null, void and of no further force or effect and the proceeds will be returned to the holders of subscription receipts.

e. Warrants

During the period from January 19, 2021, date of incorporation, to May 31, 2021, the Company issued the following share purchase warrants:

	Number of warrants	Weighted average exercise price
		$
Balance, January 19, 2021	-	-
Issued	4,249,998	0.05
Balance, May 31, 2021	4,249,998	0.05

As at May 31, 2021, the Company had the following share purchase warrants outstanding:

Date of expiry	Exercise price	Number of warrants	Weighted average life (years)
	$		
March 23, 2023	0.05	4,249,998	1.81

(Expressed in Canadian Dollars)

5. INCOME TAXES

A reconciliation of combined federal and provincial corporate income taxes of statutory rates of 27% and the Company's effective income tax expense is as follows:

		2021
Earnings (loss) for the year	$	**(40,702)**
Combined federal and provincial rate		**27%**
Expected income tax (recovery)		**(10,990)**
Change in unrecognized deductible temporary differences		**10,990**
Total income tax expense (recovery)	$	**-**

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax values. The unrecognised deductible temporary differences at May 31, 2021 are as follows:

		2021
Non-capital losses	$	10,990
Total unrecognized temporary differences	**$**	**10,990**

As at May 31, 2021, the Company has a non-capital loss for income tax purposes of approximately $40,702 which may be carried forward to apply against future year income tax for Canadian income tax purposes, subject to the final determination by taxation authorities, expiring in the following years:

Expiry		**May 31, 2021**
2041	$	40,702
Total	$	40,702

The Company has not recorded deferred tax assets related to these unused non-capital loss carryforwards as it is not probable that future taxable profits will be available to utilize these losses.

6. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at May 31, 2021, the fair value of cash and cash equivalents held by the Company was based on level 1 inputs of the fair value hierarchy. The Company's accounts payable and share subscription receipts approximate their fair value due to their short terms to maturity.

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

Credit risk
Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

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's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash and seeking equity financing when needed.

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

(a) 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 the market interest rates. The Company's cash is held in an account with a major Canadian financial institution. The funds may be withdrawn at any time without penalty.

(b) Foreign currency risk
The Company does not have assets or liabilities in a foreign currency and therefore is not exposed to foreign currency risk.

(c) Price risk
The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potentially adverse impact on the Company's ability to obtain equity financing due to movements in individual equity prices. The Company closely monitors individual equity movements to determine the appropriate course of action to be taken by the Company.

7. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity (deficiency). As at May 31, 2021, the Company's shareholders' equity (deficiency) was $(102) and current liabilities was $1,086,733. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its future liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels. The Company currently is not subject to externally imposed capital requirements.

8. SUBSEQUENT EVENTS

On June 1, 2021, the Company closed an initial tranche of a non-brokered private placement for 866,539 subscription receipts at $1.15 per subscription receipt for gross proceeds of $996,520 and on August 23, 2021 closed a second tranche of 1,262,331 subscription receipts for gross proceeds of $1,451,681. Of the gross proceeds received, $1,051,934 was received during the period ended May 31, 2021 (Note 4). Each subscription receipt will entitle the holder to acquire, without further payment, one unit of the Company (“Unit”). Each Unit consists of one common share of the Company (a “Share”) and one-half of one share purchase warrant (each whole share purchase warrant, a “Warrant”), with each whole Warrant exercisable at $1.60 per share for a period of twenty-four months from the date of issue.

Subsequent to the period, the Company issued 387,000 common shares on the conversion of special warrants (Note 4(c)).

SCHEDULE C

1284684 B.C. LTD. (TO BE RENAMED TRIPSITTER CLINIC LTD.) MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE PERIOD FROM JANUARY 19, 2021 (DATE OF INCORPORATION) TO MAY 31, 2021

1284684 B.C. LTD.

Management's Discussion and Analysis
For the period from incorporation on January 19, 2021 to May 31, 2021

Management's Discussion and Analysis

Period of incorporation on January 19, 2021 to May 31, 2021

The following management's discussion and analysis ("MD&A") has been prepared by Management. The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited annual financial statements and related notes thereto for the period from incorporation on January 19, 2021 to May 31, 2021 of 1284684 B.C. Ltd. (the "Company") and notes thereto. The information provided herein supplements but does not form part of the financial statements. This discussion covers the year ended May 31, 2021 and the subsequent period up to the date of issue of this MD&A. Unless otherwise noted, all dollar amounts are stated in Canadian dollars.

The Company's audited annual financial statements from the period from incorporation on January 19, 2021 to May 31, 2021, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

This MD&A is intended to help the reader understand the Company, its operations, financial performance, current and future business environment and opportunities and risks facing the Company. Certain statements in this report incorporate forward looking information and readers are advised to review the cautionary note regarding such statements in Appendix 1 of this MD&A.

Description of Business and Overview

1284684 B.C. Ltd. (the "Company") was incorporated on January 19, 2021 under the laws of the Province of British Columbia, Canada by a Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act (British Columbia). The Company's registered and head office is located at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia, Canada V6E 4N7.

The Company has not commenced commercial operations. At present, the Company has no current operating income. Without additional financing, the Company may not be able to fund its ongoing operations and complete its development activities. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favourable terms. These uncertainties may cast significant doubt on the Company's ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations.

Global outbreak of COVID-19

In March 2020 there was a global outbreak of COVID-19 (coronavirus), which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

Proposed Transaction

On March 11, 2021, the Company entered into a definitive agreement with TripSitter Clinic Corp. (“TripSitter”) whereby the Company will acquire all of the issued and outstanding ordinary shares in the capital of TripSitter (the “Transaction”) by way of a reverse takeover (“RTO”). It is contemplated that the Transaction will take place whereby the Company will acquire all of the issued and outstanding securities of TripSitter in exchange for the issuance of 23,347,500 shares in the Company to former TripSitter Shareholders on a pro rata basis, which will result in TripSitter becoming a 100% wholly-owned subsidiary of the Company.

Following the closing of the acquisition of TripSitter by the Company pursuant to the terms of the Securities Exchange Agreement, TripSitter will become a wholly owned subsidiary of the Company that will result in it becoming a reporting issuer and will apply to list (the “Listing”) its common shares on the Canadian Stock Exchange (“CSE”). The Company will carry on the business of TripSitter.

Financial Results of Operations

Selected Financial Information

The following selected financial data is derived from the financial statements prepared in accordance with IFRS:

	Period from incorporation on January 19, 2021 to May 31, 2021
Total revenue	$Nil
Net Loss	$40,702
Loss per common share, basic and diluted	$0.01
Total assets	$1,086,631
Long term debt	$Nil
Dividends paid/payable	$Nil

Quarterly Financial Results

Quarterly financial information for interim periods preceding the date of this MD&A have been omitted as the Company was incorporated on January 19, 2021.

Results of Operations

Period from incorporation on January 19, 2021 to May 31, 2021

During the period from incorporation on January 19, 2021 to May 31, 2021, the Company reported a net loss of $40,702. The loss in 2021 can be attributed mainly to accounting and audit fees and legal fees.

For the year ended May 31, 2021, the Company incurred accounting and audit fees of $5,000. Costs incurred in 2021 were for fees incurred for the financial audit of the period ended May 31, 2021.

For the year ended May 31, 2021, the Company incurred legal fees of $29,374. Costs incurred in 2021 were for regulatory and filing fees.

Liquidity and Capital Resources

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements.

At May 31, 2021 the Company had a working deficiency[1] of $102 which included cash of $1,086,631 available to meet short-term business requirements and liabilities of $1,086,732. The Company's accounts payable and accrued liabilities have contractual maturities of less than 90 days and are subject to normal trade terms. The Company has no long term debt.

[1] Non-GAAP Financial Measure:
The Company uses "working capital" to assess liquidity and general financial strength and is calculated as current assets less current liabilities. Working capital does not have any standardized meaning prescribed by IFRS and is referred to as a "Non-GAAP Financial Measure." It is unlikely for Non-GAAP Financial Measures to be comparable to similar measures presented by other companies. Working capital is calculated as current assets (May 31, 2021 – $1,086,631), less current liabilities (May 31, 2021 – $1,086,732).

At present, the Company has no current operating income. Without additional future financing, the Company may not be able to fund its ongoing operations and complete future development activities. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favourable terms. These uncertainties cast significant doubt on the Company's ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations.

Current year financing

During the period from January 19, 2021, date of incorporation, to May 31, 2021, the Company completed the following transactions:

i) On January 19, 2021, 1 common share was issued to the incorporator of the Company for $0.01.
ii) On March 23, 2021, the Company issued 4,249,998 common shares at $0.005 per unit as part of a seed round financing for aggregate proceeds of $21,250. Each unit consisted of one Common Share and one common share purchase warrant with each warrant exercisable to acquire one additional Common Share at a price of $0.05 per share.
iii) On April 12, 2021, the Company collected gross proceeds of $19,350 and issued a total of 387,000 special warrants at the $0.05 Offering Price pursuant to the Offering. Each Special Warrant will be exercisable to acquire one Common Share of the Company at no additional cost.

Prior year financing

No financings conducted in the prior fiscal year as this is the first year of operations.

Outstanding Share Data

As at May 31, 2021 and the date of this report, the Company had 4,636,999 issued and outstanding common shares and nil options outstanding.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements.

Transactions with Related Parties

There are no transactions with related parties.

Subsequent Event

On June 1, 2021, the Company closed an initial tranche of a non-brokered private placement for 866,539 subscription receipts at $1.15 per Subscription Receipt for gross proceeds of $996,519.85 and on August 23, 2021 closed a second tranche of 1,262,331 subscription receipts for gross proceeds of $1,451,680.65. Each Subscription Receipt will entitle the holder to acquire, without further payment, one unit of the Company ("Unit"). Each Unit consists of one common share of the Company (a "Share") and one-half of one share purchase warrant (each whole share purchase warrant, a "Warrant"), with each whole Warrant exercisable at $1.60 per share for a period of twenty-four months from the date of issue.

Critical Accounting Estimates and Judgments

The preparation of the financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may vary from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

Significant areas requiring the use of management estimates and judgments include:

Going concern
The assessment of whether the concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties exist related to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

Accounting Policies

The Company's significant accounting policies are disclosed in note 3 of the Company's audited financial statements for the year ended May 31, 2021.

Financial Instruments

The Company's financial instruments as at May 31, 2021 include cash, accounts payable and accrued liabilities.

The Company's financial assets and financial liabilities are classified and measured as follows:

Financial instrument	Category
Cash	Fair value through profit or loss
Accounts payable and accrued liabilities	Amortized cost

The carrying values of financial assets and liabilities approximate their fair values due to the short-term maturity of these financial instruments.

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

(a) Credit risk
Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk for the Company is associated with its cash. The Company is not exposed to significant credit risk as its cash is placed with a major Canadian financial institution.

(b) Liquidity risk
Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

As at May 31, 2021, the Company has cash of $1,086,631 available to apply against short-term business requirements and current liabilities of $1,086,732. All of the liabilities presented as accounts payable and accrued liabilities are due within 90 days of May 31, 2021.

(c) Market risk
Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk. The Company is not exposed to significant market risk.

(d) Interest rate risk
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's exposure to interest rate risk arises primarily from their cash in bank.

The Company does not expect any significant effect on the Company's loss arising from the effects of reasonably possible changes to interest rates on interest bearing financial instruments at the of the financial year.

Management's responsibility for financial statements

The information provided in this report, including the financial statements is the responsibility of Management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgements and have been properly reflected in the accompanying financial statements.

On behalf of Management and the Board of Directors,

"Dr. John Huber"
Chief Executive Officer, President and Director

APPENDIX 1

Cautionary Note Regarding Forward-Looking Statements

This MD&A contains "forward-looking statements". Forward-looking statements reflect the Company's current views with respect to future events, are based on information currently available to the Company and are subject to certain risks, uncertainties, and assumptions, including those discussed elsewhere in this MD&A. Forward-looking statements include, but are not limited to, statements with respect to the success of mining exploration work, title disputes or claims, environmental risks, unanticipated reclamation expenses, the estimation of mineral reserves and resources and capital expenditures. In certain cases, forward-looking statements can be identified by the use of words such as “intends”, “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “anticipates” or “does not anticipate”, or “believes”, or various of such words and phrases or state certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved”. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors which may cause the actual results, performance or achievements expressed or implied by the forward-looking statements to differ. Such factors include, among others, risks related to actual results of current exploration activities, changes in project parameters as plans are refined over time, the future price of gold and other precious or base metals, possible variations in minerals resources, grade or recovery rates, accidents, labour disputes, title disputes and other risks of the mining industry, fluctuation of currency exchange rates, delays in obtaining, or inability to obtain, required governmental approvals or financing or in the completion of development or construction activities, claims limitations on insurance coverage, as well as other factors discussed under “Risk Factors”. Although the Company has attempted to identify material factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained in this MD&A are made as of the date of this MD&A. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not assume the obligations to update forward-looking statements, except as required by applicable law.

SCHEDULE D

TRIPSITTER CLINIC CORP. AUDITED FINANCIAL STATEMENTS FOR THE PERIOD FROM FEBRUARY 1, 2021 TO MAY 31, 2021 AND FOR THE PERIOD FROM OCTOBER 14, 2020 (DATE OF INCORPORATION) TO JANUARY 31, 2021

TripSitter.CLINIC

TRIPSITTER CLINIC CORP.

Consolidated Financial Statements

For the period from February 1, 2021 to May 31, 2021 and for the period from October 14, 2020 (date of incorporation) to January 31, 2021

(Expressed in Canadian Dollars)

Independent Auditor's Report

To the Directors of Tripsitter Clinic Corp.:

Opinion

We have audited the consolidated financial statements of Tripsitter Clinic Corp. and its subsidiary (the "Company"), which comprise the consolidated statements of financial position as at May 31, 2021 and January 31, 2021, and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the periods from February 1, 2021 to May 31, 2021 and from October 14, 2020 (date of incorporation) to January 31, 2021, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at May 31, 2021 and January 31, 2021, and its consolidated financial performance and its consolidated cash flows for the periods from February 1, 2021 to May 31, 2021 and from October 14, 2020 to January 31, 2021 in accordance with International Financial Reporting Standards.

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 Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the consolidated financial statements, which indicates that as at May 31, 2021, the Company had not yet achieved profitable operations and as at that date, had an accumulated deficit. As stated in Note 2, these events or conditions, along with other matters, 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 comprises Management's Discussion and Analysis.

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

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits 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 on this other information, 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 Consolidated Financial Statements

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

In preparing the consolidated 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 Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated 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 audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

Toronto, Ontario
July ●, 2021

Chartered Professional Accountants
Licensed Public Accountants

Tripsitter Clinic Corp.

Consolidated Statements of Financial Position
As at May 31, 2021 and January 31, 2021
(in Canadian dollars)

	Note		May 31, 2021		January 31, 2021
ASSETS					
Current Assets					
Cash		**$**	**531,769**	$	772,393
Other receivables	4		**15,538**		8,289
Prepaid expenses			**1,009**		-
TOTAL ASSETS		**$**	**548,316**	$	780,682
LIABILITIES AND EQUITY					
Liabilities					
Current liabilities					
Accounts payable & accrued liabilities		**$**	**105,310**	$	75,484
Promissory notes payable	8		**17,875**		17,875
Total Liabilities			**123,185**		93,359
Equity					
Share capital	5		**897,611**		866,072
Contributed surplus			**234,357**		-
Accumulated other comprehensive loss			**(30,288)**		-
Accumulated deficit			**(676,549)**		(178,749)
Total Equity			**425,131**		687,323
TOTAL LIABILITIES AND EQUITY		**$**	**548,316**	$	780,682

Nature of Operations (Note 1)
Going Concern Assumption (Note 2)
Subsequent Events (Note 12)

Approved by the Board of Directors

signed "John Huber"
Chief Executive Officer and Director

signed "Andrew Parks"
Director

Tripsitter Clinic Corp.

Consolidated Statements of Loss and Comprehensive Loss
For the period from February 1, 2021 to May 31, 2021 and the period from October 14, 2020 (date of incorporation) to January 31, 2021
(in Canadian dollars)

	From February 1, 2021 to May 31, 2021	From October 14, 2020 (date of incorporation) to January 31, 2021
EXPENSES		
Stock based compensation	**$ 234,357**	$ -
Consultants	**112,289**	121,968
Professional fees	**67,211**	23,742
Salaries & Wages	**64,494**	-
Marketing & Advertising	**11,782**	-
Foreign exchange	**3,918**	580
Office & general	**3,749**	242
License fees	**-**	32,218
Net loss	**$ 497,800**	$ 178,749
Foreign currency translation adjustment	**30,288**	-
Comprehensive loss	**$ 528,089**	$ 178,749
Net loss per share - basic and diluted	**$ 0.02**	$ 0.01
Weighted average shares outstanding	**23,455,208**	20,774,312

Tripsitter Clinic Corp.

Consolidated Statements of Changes in Shareholders' Equity
For the period from February 1, 2021 to May 31, 2021 and the period from October 14, 2020 (date of incorporation) to January 31, 2021
(in Canadian dollars)

		Share Capital					
	Note	Number of Common Shares	Amount	Contributed Surplus	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
Balance at October 14, 2020		-	$ -	$ -	$ -	$ -	$ -
Private placement	5	5,640,000	7,298	-	-	-	7,298
Issuance of shares for services	5	14,360,000	18,580	-	-	-	18,580
Private placement	5	3,350,000	856,709	-	-	-	856,709
Share issuance costs	5	-	(16,515)	-	-	-	(16,515)
Net loss		-	-	-	-	(178,749)	(178,749)
Balance at January 31, 2021		**23,350,000**	**$ 866,072**	**$ -**	**$ -**	**$ (178,749)**	**$ 687,323**
Private placement		125,000	$ 31,539	$ -	$ -	$ -	$ 31,539
Share based compensation		-	-	234,357	-	-	234,357
Cumulative translation adjustment		-	-	-	(30,288)	-	(30,288)
Net loss		-	-	-	-	(497,800)	(497,800)
Balance at May 31, 2021		**23,475,000**	**$ 897,611**	**$ 234,357**	**$ (30,288)**	**$ (676,549)**	**$ 425,131**

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Tripsitter Clinic Corp.

Consolidated Statements of Cash Flows
For the period from February 1, 2021 to May 31, 2021 and for the period from October 14, 2020 (date of incorporation) to January 31, 2021
(in Canadian dollars)

		From February 1, 2021 to May 31, 2021		From October 14, 2020 (date of incorporation) to January 31, 2021
OPERATING ACTIVITIES				
Net loss	**$**	**(497,800)**	$	(178,749)
Shares issued for services		**-**		18,580
Stock-based compensation		**234,357**		-
Change in non-cash working capital				
Other receivables		**(7,249)**		(8,289)
Prepaid expenses		**(1,009)**		-
Accounts payable & accrued liabilities		**29,826**		75,484
		(241,875)		(92,974)
FINANCING ACTIVITIES				
Proceeds from private placements		**31,539**		864,007
Promissory notes payable		**-**		17,875
Share issuance costs		**-**		(16,515)
		31,539		865,367
EFFECT OF FOREIGN CURRENCY TRANSLATION		**(30,288)**		-
NET CASH FLOWS		**(240,624)**		772,393
Cash - beginning of period		**772,393**		-
CASH AT END OF PERIOD	**$**	**531,769**	$	772,393

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

1. NATURE OF OPERATIONS

Tripsitter Clinic Corp. (the “Company” or “Tripsitter”) was incorporated on October 14, 2020, under the laws of the Ontario Business Corporations Act. The Company’s wholly-owned subsidiary, Tripsitter Corp., was incorporated on February 24, 2021, under the laws of the State of Nevada.

The Company’s head office is located at 77 King Street West, Suite 700, Toronto, ON, Canada, M5K 1G8. Tripsitter provides on-line medical services through its mobile-first webapp that acts as a virtual clinic, helping people seeking mental health treatment that includes legal psychedelic medicine connect with licensed medical practitioners, to help guide them safely through their healing process. Substantially all of the Company’s efforts are devoted to building its webapp, attracting licensed medical practitioners to our platform, and creating awareness about the Company’s services to potential patients. The majority of the Company’s mental health treatment services are currently operated out of its subsidiary, Tripsitter Corp., while the majority of the Company’s strategic and financial operations are conducted in Canada.

The outbreak of the novel strain of coronavirus, specifically identified as “COVID19”, has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown and market volatility. The impact of COVID19 on the Company has been negligible to date, however, the duration and future impact of the COVID19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiary, or on its ability to raise capital to fund operations, in future periods.

2. BASIS OF PREPARATION

Going Concern Assumption

The Company had not yet achieved profitable operations. For the period ended May 31, 2021 the Company had negative cash flow from operations of $241,875. As at May 31, 2021, Tripsitter had an accumulated deficit of $676,549 and expects to incur further losses in the development of its business, all of which represents a material uncertainty that may cast significant doubt about Tripsitter’s ability to continue as a going concern. The Company’s ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to conduct its planned business, meet its on-going levels of corporate overhead and discharge its liabilities as they come due. These consolidated financial statements have been prepared on a going concern basis which assumes that the Tripsitter will be able to realize its assets and discharge liabilities in the normal course of business. Accordingly, these consolidated financial statements do not give effect to adjustments, if any that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities in other than the normal course of business and at amounts which may differ from those shown in these consolidated financial statements.

Management plans to secure the necessary financing through the issuance of new equity or debt instruments. Nevertheless, there is no assurance that these initiatives will be successful.

Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

These Consolidated financial statements were authorized for issuance by the Board of Directors of the Company on July ●, 2021.

Basis of consolidation

The consolidated financial statements include the accounts of Tripsitter Clinic Corp. and its wholly owned subsidiary Tripsitter Corp.

Subsidiaries are entities controlled by a company where control is defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Subsidiaries are included in the consolidated financial statements from the date control is obtained until the date control ceases. All intercompany balances, transactions, income and expenses have been eliminated on consolidation.

2. BASIS OF PREPARATION (continued)

The consolidated financial statements are presented in Canadian Dollars, which is also the reporting currency of the Company. The Company's functional currency is United States Dollars as most of its operations, with the exception of strategy and finance, are based in the United States.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies and use of estimates and judgments described in the Company's annual consolidated financial statements have been applied consistently to all periods presented in these condensed annual statements unless otherwise indicated.

Use of Estimates and Judgments

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgements and estimates and form assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of these Consolidated financial statements, and the reported amounts of expenses during the reporting periods. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual results could differ from these estimates and such differences could be material. Key areas of judgment and estimation or use of managerial assumptions are as follows:

Shares Issued for Services
Where common shares (each, a "Share") are issued to non-employees, they are recorded at the fair value of the goods or services received unless that fair value cannot be estimated reliably in which case, they are measured at the fair value of the Shares issued. Amounts related to the issuance of Shares are recorded as a reduction of share capital. If the fair value of the goods or services received cannot be estimated reliably, the goods or services received, and the corresponding increase in equity are measured, indirectly, by reference to the fair value of the Shares issued, measured at the date the entity obtains the goods or the counterparty renders service.

Deferred taxes
Significant estimates are required in determining the Company's income tax provision. Some estimates are based on interpretations of existing tax laws or regulations. Various internal and external factors may have favourable or unfavourable effects on the Company's future effective tax rate. These include, but are not limited to, changes in tax laws, regulations and/or rates, changing interpretations of existing tax laws or regulations, and results of tax audits by tax authorities.

Share-based compensation
The fair value of options awarded to employees, directors, service providers and lenders is measured using the Black-Scholes option pricing model and is recognized over the vesting periods in profit or loss and contributed surplus. A forfeiture rate is estimated on the grant date and is adjusted to reflect the actual number of options that vest. Upon exercise of the option, consideration received, together with the amount previously recognized in share-based payment reserve, is reclassified as an increase to share capital.

The Company measures the cost of equity-settled transactions by reference to the fair value of the equity instruments at the date at which they are granted if the fair value of the goods or services received by the Company cannot be reliably estimated. Estimating fair value for share-based compensation transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including expected life of the share-based payment, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based compensation are disclosed in the notes to the financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash
Cash in the consolidated statements of financial position is comprised of cash held at Canadian chartered banks and an American chartered bank.

Accounts Receivable
Accounts receivable are non-interest bearing, unsecured obligations due from patients and third-party payors. The Company makes an implicit allowance for potentially uncollectible amounts to arrive at net receivables through its revenue recognition policy. In accordance with IFRS 9 Financial Instruments ("IFRS 9"), the Company evaluates the credit risk on accounts receivable and measures a loss allowance at an amount equal to the expected credit losses for the subsequent 12-month period. Estimates of expected credit losses take into account the Company's collection history, deterioration of collection rates during the average credit period, as well as observable changes in and forecasts of future economic conditions that affect default risk. Where applicable, the carrying amount of a trade receivable is reduced for any expected credit losses through the use of an allowance for doubtful accounts ("AFDA") provision. Changes in the AFDA provision are recognized in the consolidated statements of loss and comprehensive loss. When the Company determines that no recovery of the amount owing is possible, the amount is deemed irrecoverable, and the financial asset is written off.

The methodology to arrive at net receivables is reviewed by management periodically. The balance of accounts receivable represents management's estimate of the net realizable value of receivables after discounts and contractual adjustments. The Company performs an estimation and review process periodically to identify instances on a timely basis where such estimates need to be revised to accurately assess the amount of expected revenues.

Loss per share
Basic loss per share is computed by dividing net loss attributable to common shareholders by the weighted average number of shares outstanding in the period. Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options are used to purchase common shares at the average market price during the period. The impact of convertible securities issued during the period from October 14, 2020 (date of incorporation) to May 31, 2021 is anti-dilutive.

Share-based payments
Equity-settled share-based payments to employees, directors, service providers and lenders are measured at the fair value of the equity instruments at the grant date and are recognized as an expense over the relevant vesting periods with a corresponding credit to contributed surplus.

Equity-settled share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments granted, if it is determined that the fair value of the goods or services received cannot be reliably measured. The fair value of equity-settled share-based payments to non-employees is recorded as an expense at the date the goods or services are received with a corresponding credit to contributed surplus.

The number of equity instruments expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest. After the vesting date, amounts recorded for expired instruments remain in contributed surplus.

Income taxes
Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income. Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years. Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized, and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net loss and comprehensive loss or in equity depending on the item to which the adjustment relates. Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments
IFRS 9 contains three principle classifications for financial assets: measured at amortized cost, fair value through other comprehensive income ("FVOCI") and fair value through profit or loss ("FVTPL") and eliminates the previous IAS 39 categories of held to maturity, loans and receivables and available for sale. Classification of financial assets under IFRS 9 is generally based on a business model and its contractual cash flow characteristics.
The following table shows the classification categories under IFRS 9 for each class of the Company's financial assets and financial liabilities.

Financial assets and liabilities	
Cash	FVTPL
Accounts payable and accrued liabilities	Amortized cost
Promissory notes payable	Amortized cost

Contingency
When a contingency substantiated by confirming events, can be reliably measured and is likely to result in an economic outflow, a liability is recognized based on the best estimate of compensation required to settle the obligation. A contingent liability is disclosed where the existence of an obligation will only be confirmed by future events, or where the amount of a present obligation cannot be measured reliably. Contingent assets are only disclosed when the inflow of economic benefits is probable. When the economic benefit becomes virtually certain, the asset is no longer contingent and is recognized in the consolidated financial statements.

4. OTHER RECEIVABLES

		May 31, 2021		January 31, 2021
HST and other receivables		15,538		8,289
Total other receivables	**$**	**15,538**	**$**	**8,289**

5. SHARE CAPITAL

Share Capital Authorized

The authorized share capital of the Company consists of the following:

An unlimited number of Shares and an unlimited number of special shares, issuable in series.

Share Capital issued during the period from October 14, 2020 (date of incorporation) to January 31, 2021 and for the period from February 1, 2021 to May 31, 2021 is as follows:

Class of Shares	Number of Shares Issued	Amount $
Incorporation date		
Issued	23,350,000	866,072
Balance January 31, 2021	**23,350,000**	**866,072**
Issued	125,000	31,539
Balance May 31, 2021	**23,475,000**	**897,611**

On October 14, 2020, the Company issued 5,640,000 common shares at a price of US$0.001 per share, yielding gross proceeds of US$5,640 (CAD$7,801) and 14,360,000 Shares in exchange for services at a price of US$0.001 per Share for total value of US$14,360 ($18,077), the fair value of the services received was based on the fair value of the Shares issued on the date the services were rendered.

5. SHARE CAPITAL (continued)

On December 18, 2020, the Company issued 1,850,000 Shares at a price of US$0.20 per Share ($0.2556 per Share), yielding gross proceeds of US$370,000 ($472,929), on January 29, 2021, the Company issued 1,500,000 Shares at a price of US$0.20 per Share, yielding gross proceeds of US$300,000 ($383,780), and on February 19, 2021, the Company issued 125,000 Shares at a price of US$0.20 per Share, yielding gross proceeds of US$25,000 ($31,539). Share issuance costs of $16,515 was allocated to shares issued from October 14, 2020 to January 31, 2021.

6. LOSS PER SHARE

	From February 1, 2021 to May 31, 2021	From October 14, 2020 (date of incorporation) to January 31, 2021
Numerator		
Net loss for the period	$ 497,800	$ 178,749
Denominator		
Weighted average shares - basic and diluted	23,455,208	20,774,312
Loss per share - basic and diluted	$ 0.02	$ 0.01

7. STOCK OPTION PLAN

On January 29, 2021, the Company has adopted an incentive stock option plan (the "Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with the applicable stock exchange's requirements, grant to directors, officers, employees and consultants to the Company, non-transferable options to purchase Shares. Pursuant to the Option Plan, the number of Shares reserved for issuance will not exceed 10% of the issued and outstanding Shares of the Company. Stock options granted under the Option Plan can have a maximum exercise term of 5 years from the date of grant. Vesting terms will be determined at the time of grant by the Board of Directors.

For the period ended May 31, 2021, the Company granted 2,268,000 options pursuant to the Option Plan (the "Compensation Options"), no options were terminated, and no options were exercised. 1,022,668 of the Compensation Options vested on February 28, 2021, 622,666 vest on February 28, 2022, and 622,666 vest on February 28, 2023. For the period from October 14, 2020 to January 31, 2021, no options were issued, terminated, or exercised under the Option Plan.

The Compensation Options were valued using the Black-Scholes option pricing model with the following assumptions: stock price of US$0.2, exercise price of US$0.2 expected volatility of 100%; dividend yield of 0%; risk-free interest rate of 0.87%; 0% forfeiture rate; and an expected life of 5.0 years. The expected volatility is based on the historical volatility of comparable companies over the life of the compensation options. The Company has not paid any cash dividends historically and has no plans to pay cash dividends in the foreseeable future. The risk-free interest rate is based on the yield of Canadian Benchmark Bonds with equivalent terms. The expected option life in years represents the period of time that the compensation options are expected to be outstanding. The value assigned to the compensation options was $424,413 of which $234,357 was expensed in the period from February 1, 2021 to May 31, 2021.

	Number of Options	Weighted Avg. Exercise Price
Balance at January 31, 2021	-	$ -
Options issued	2,268,000	$ 0.25
Balance at May 31, 2021	**2,268,000**	**$ 0.25**

7. STOCK OPTION PLAN (continued)

As at May 31, 2021, details of the issued and outstanding stock options are as follows:

Expiry Date	Average Remaining Contractual Life (years)	Number of Options Outstanding	Number of Options Vested as at May 31, 2021	Number of Options Unvested
February 28, 2026	4.75	2,268,000	1,022,668	1,245,332
Balance at May 31, 2021		**2,268,000**	**1,022,668**	**1,245,332**

8. RELATED PARTY TRANSACTIONS

The Company's related parties include certain investors and shareholders, key management personnel, and entities owned by key management personnel

During the period from October 14, 2020 (the date of incorporation) to May 31, 2021, the Company incurred the following related party transactions:

On October 14, 2020, the Company issued to Dr. John Huber, a director and officer of the Company, $1,540 worth of Shares for services rendered at a price of US$0.001 per Share (see note 5).

On October 14, 2020 (the "Effective Date"), the Company entered into a consulting agreement with Continuum Capital Ltd., a company controlled by individuals who own greater than 10% of the Company, to provide brand strategy, strategic partner strategy, investor relations, and marketing services (the "Continuum Agreement"). The term of the Continuum Agreement is from the Effective Date until the Company is listed on a public exchange (the "Listing Date"). Compensation is $10,000 per month and is payable on the Listing Date. As at May 31, 2021, $75,000 had been accrued pursuant to the Continuum Agreement (January 31, 2021 - $35,000).

On December 14, 2020, the Company issued promissory notes to Cambridge Capital Ltd. and ZSP Capital LLC, direct and indirect owners respectively of more than 10% of the issued and outstanding Shares of the Company, in the amounts of $15,960 and $1,915 respectively (US$12,500 and US$1,500 respectively). Such notes are repayable within 30 days of the lender providing the Company with written notice of demand and bear no interest. As such, the promissory notes have been classified as current liability in the consolidated statements of financial position. The promissory notes remained outstanding at May 31, 2021.

On December 15, 2020, the Company entered into a consulting agreement with Harris Capital Corporation ("HCC") to provide part-time Chief Financial Officer services. Compensation was set at $2,500 payable monthly, for an indeterminate term and was increased to $5,000 per month on March 30, 2021, subject to termination on ninety days prior notice by the either party. From October 14, 2020 (date of incorporation) to January 31, 2021, HCC was paid $3,750 and during the period from February 1, 2021 to May 31, 2021, HCC was paid $15,000.

Key Management Personnel
Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, including directors. Key management at January 31, 2021, includes three directors and executive officers of the corporation. Key management personnel compensation for the period ended May 31, 2021, was comprised of:

	From February 1, 2021 to May 31, 2021	From October 14, 2020 (date of incorporation) to January 31, 2021
Salaries & consulting fees	**$ 58,496**	$ 21,530
Share-based compensation	**23,482**	1,993
	$ 81,978	$ 23,523

9. INCOME TAXES

A reconciliation of combined federal and provincial corporate income taxes of statutory rates of 26.5% and the Corporation's effective income tax expense is as follows:

	From February 1, 2021 to May 31, 2021	From October 14, 2020 (date of incorporation) to January 31, 2021
Net loss before recovery of income taxes	**$ 497,800**	$ 178,749
Expected Income tax recovery based on statutory rates	**(131,917)**	(47,369)
Share issuance cost booked directly to equity	**-**	(4,376)
Non-deductible stock-based compensation	**62,105**	-
Change in tax benefits not recognized	**69,812**	51,745
Income tax recovery	**$ -**	$ -

Unrecognized deferred tax assets
Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	From February 1, 2021 to May 31, 2021	From October 14, 2020 (date of incorporation) to January 31, 2021
Share issuance costs	**$ 12,111**	$ 13,210
Non-capital losses carried forward	**$ 446,596**	$ 182,052

As at May 31, 2021, the Canadian non-capital carry forwards expire as noted in the table below. Share issuance costs will be fully amortized in 2025.

The Company's Canadian non-capital income tax losses expire as follows:

2041	**182,052**
2042	**264,544**
	$ 446,596

The Corporation has not recorded deferred tax assets related to these unused carry forward losses as it is not more likely than not that future taxable profits will be available against which these can be deducted.

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial Instruments

The Company initially recognizes cash at fair value, accounts payable and accrued liabilities and promissory notes payable on the date they originate.

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability. The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire.

10. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

The Company measures financial instruments by grouping them into classes upon initial recognition, based on the purpose of the individual instruments. The Company initially measures all financial instruments at fair value plus, in the case of financial instruments not classified as FVTPL, transaction costs that are directly attributable to the acquisition or issuance of the financial instruments.

Fair Value Hierarchy

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

Level 1 – quoted prices (unadjusted) in active markets for identical assets and liabilities

Level 2 – inputs that are observable for the asset or liability, either directly (prices) or indirectly (derived from prices) from observable market data

Level 3 – inputs for assets and liabilities not based upon observable market data

As at May 31, 2021 and January 31, 2021, the Company had one level 1 financial instrument – cash.

Financial Risk Factors

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

Credit risk

Financial instruments that potentially subject the Company to credit risk consist primarily of cash. Cash is maintained at Canadian financial institutions.

Liquidity risk

Liquidity risk relates to the risk the Company will encounter difficulty in meeting its obligations associated with financial liabilities. The financial liabilities on its balance sheets consist of accounts payable and accrued liabilities and promissory notes payable. Management closely monitors cash flow requirements and future cash flow forecasts to ensure it has access to funds to meet operational and financial obligations. The Company believes it has sufficient liquidity to meet its cash requirements for the next twelve months.

Amounts due within one yeear	**May 31, 2021**	**January 31, 2021**
	$	$
Accounts payable and accrued liabilities	**105,310**	**75,484**
Promissory notes payable	**17,875**	**17,875**
	123,185	**93,359**

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument denominated in a foreign currency will fluctuate because of changes in foreign exchange rates. The Company's functional currency is United States Dollars, its reporting currency is Canadian Dollars and the majority of its transactions are in United States Dollars. The Company's exposure to foreign currency risk is low.

11. CAPITAL MANAGEMENT

The Company's objective in managing capital is to ensure a sufficient liquidity position to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Company defines capital as net equity and debt, comprised of issued Share and accumulated deficit. The Company seeks to ensure that it has sufficient cash resources to maintain its ongoing operations and finance its research and development activities, corporate and administration expenses, working capital and overall capital expenditures. Since inception, the Company has primarily financed its liquidity needs through private placements of Shares. The Company is not subject to externally imposed capital requirements.

12. SUBSEQUENT EVENTS

SCHEDULE E

TRIPSITTER CLINIC CORP. MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE PERIOD FROM FEBRUARY 1, 2021 TO MAY 31, 2021 AND FOR THE PERIOD FROM OCTOBER 14, 2020 (DATE OF INCORPORATION) TO JANUARY 31, 2021

Introduction

This management's discussion and analysis ("MD&A"), which is current to July [ ], 2021, is management's assessment of the operations and the financial results of Tripsitter Clinic Corp. (the "Company" or, "Tripsitter"). This MD&A should be read in conjunction with the Company's audited financial statements and related notes for period from February 1, 2021 to May 31, 2021 (the "Period"), prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are in Canadian dollars unless stated otherwise.

This discussion contains forward-looking statements that are historical in nature and involves risks and uncertainties. Forward-looking statements are not a guarantee as to Tripsitter's future results as there are inherent difficulties in predicting future results. This MD&A includes, but is not limited to, forward looking statements. Management considers the assumptions on which these forward-looking statements are based to be reasonable at the time the statements were prepared. Accordingly, actual results could differ materially from those expressed or implied in the forward-looking statements.

Caution Note Regarding Forward-Looking Statements

Certain statements contained in this MD&A and in certain documents incorporated by reference in this MD&A, contain "forward-looking information" for the purposes of applicable Canadian securities laws (the "forward-looking statements"). All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements, including those risk factors identified below in the section "Risk Factors. The forward-looking statements in this MD&A speak only as of the date of this MD&A unless an alternative date is specified in such statement. Certain forward-looking statements contained in this MD&A relate to the Company's ability to continue its business activities and to execute on its business plan as currently anticipated. These forward look-statements as well as the other forward-looking statements contained herein, are based upon certain material assumptions, including the Company's expectation that its costs will remain consistent with the costs currently anticipated and that financing through equity raises, debt financing or a combination thereof will continue to be available to the Company and on terms anticipated and reasonably acceptable to the Company. The risk factors identified in the "Risk Factors" section below may cause such assumptions and/or the forward-looking statements to be untrue.

Inherent in forward-looking statements are risks, uncertainties, and other factors beyond the Company's ability to predict or control. Please see the "Risk Factors" section included in this MD&A. Readers are cautioned that actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Description of Business

Tripsitter was incorporated on October 14, 2020 under the laws of the Ontario Business Corporations Act.

The Company provides on-line medical services through its mobile-first webapp that acts as a virtual clinic, helping people seeking mental health treatment that includes legal psychedelic medicine connect with licensed medical practitioners, to help guide them safely through their healing process (the "Services"). Substantially all of the Company's efforts are devoted to building its webapp, attracting licensed medical practitioners to our platform, and creating awareness about the Company's Services to potential patients.

Operations

As at the date hereof the Company has not formally launched its operations; on July 14, 2021 the Company initiated a soft launch of its Services in the State of California.

Key Developments during the Period

Financing

On February 19, 2021, the Company issued 125,000 Shares at a price of US$0.20 per Share ($0.2523 per Share), yielding gross proceeds of US$25,000 ($31,539).

On February 28, 2021 (the "Grant Date"), the Company granted 2,268,000 options to acquire Shares. The options are exercisable at US$0.20 per Share and vest 1/3 on the Grant Date, 1/3 on the first anniversary of the Grant Date and 1/3 on the second anniversary of the Grant Date unless otherwise specified by the board of directors.

Amalgamation Agreement

On March 11, 2021 the Company signed an amalgamation agreement (the "Amalgamation Agreement") with 1284684 B.C. Ltd. ("BCCO") and 2821573 Ontario Inc., a wholly-owned subsidiary of BCCO ("BCCO Subsidiary") whereby BCCO would acquire all of the issued and outstanding Shares of the Company by way of a three-cornered amalgamation between BCCO, BCCO Subsidiary and the Company (the "Amalgamation"). Pursuant to the Amalgamation, the Company and BCCO Subsidiary would amalgamate under the provisions of the Business Corporations Act (Ontario), each Company Share being exchanged for one BCCO common share, current Company shareholders would become shareholders of BCCO, and the Company would become a wholly-owned subsidiary of BCCO. The conditions of the Amalgamation Agreement are standard for an agreement of its nature and include the condition that prior to closing of the Amalgamation BCCO shall raise by way of a non-brokered private placement 2,608,696 subscription receipts at a price of $1.15 per subscription receipt for aggregate gross proceeds of not less than $3,000,000.

On March 30, 2021, the Company became aware that there may be a dispute with a supplier (the "Supplier") regarding a service agreement entered. The Company believes the Supplier's position is without merit and has not made a provision for this dispute.

Subsequent Events

There are no subsequent events.

Trends

Management regularly monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in both short-term operating and longer-term strategic decisions. During the Period equity markets in Canada have been good overall in general and for online medical service providers. Apart from these and the risk factors noted under the heading "Risk Factors", management is not aware of any other trends, commitments, events, or uncertainties that would have a material effect on the Company's business, financial condition, or results of operations. See "Risk Factors" below.

Financial Summary for the Period

	From February 1, 2021 to May 31, 2021	From October 14, 2020 (date of incorporation) to January 31, 2021
EXPENSES		
Stock based compensation	**$ 234,357**	$ -
Consultants	**112,289**	121,968
Professional fees	**67,211**	23,742
Salaries & Wages	**64,494**	-
Marketing & Advertising	**11,782**	-
Foreign exchange	**3,918**	580
Office & general	**3,749**	242
License fees	**-**	32,218
Net loss	**$ 497,800**	$ 178,749
Foreign currency translation adjustment	**30,288**	-
Comprehensive loss	**$ 528,089**	$ 178,749
Net loss per share - basic and diluted	**$ 0.02**	$ 0.01
Weighted average shares outstanding	**23,455,208**	20,774,312

Results of Operations

During the Period the Company incurred a loss of $528,089, mainly due to the granting of stock options during the quarter, professional fees, consultants fees and remuneration.

Cash Flow

As at May 31, 2021, the Company had cash of $531,769 compared to $772,393 at the beginning of the Period. The decrease in cash was due to funds spent on operating expenses, offset by the proceeds from the private placement.

Liquidity & Capital Resources

As at May 31, 2021, the Company had working capital of $425,131. Working capital includes current assets less current liabilities on the Company's statement of financial position. Cash flows used in operations for the Period were $241,875. Cash flows from operations fluctuate based on the timing of customer payments and other annual payments. The Company used $nil in investing activities in connection with property and equipment acquired or disposed of and investments in intangible assets during the Period. During the Period the Company's net cash provided by financing activities was $31,539 due to the proceeds from the issuance of common shares.

The Company's total assets as at May 31, 2021 were $548,316 against total liabilities of $123,185. As at May 31, 2021 the Company had sufficient cash to pay its existing liabilities.

The Company has incurred cash losses to date and there can be no assurance that the Company will gain adequate market acceptance for its products or be able to generate sufficient positive cash flow to achieve its business plans. The Company's objectives when managing its liquidity and capital structure are to generate sufficient cash to fund the Company's operating, acquisition, and organic growth requirements.

See "Risk Factors" below and "Caution Note Regarding Forward-Looking Statements" above.

Disclosure of Outstanding Share Data

As at May 31, 2021 the Company had 23,475,000 common shares issued and outstanding (unlimited authorized), 2,268,000 options granted to acquire Shares, and no warrants or other dilutive instruments outstanding.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of Tripsitter.

Proposed Transactions

There were no proposed transactions as of the date of this MD&A with the exception of the Amalgamation Agreement presented above in the Key Developments during the Period section.

Transactions with Related Parties

For details with respect to the Company's transactions with related parties please refer to note 8 of the audited financial statements for the Period.

Risk Factors

An investment in the securities of the Company is highly speculative and involves numerous and significant risks. In addition to the risks identified therein, additional risks not presently known to the Company may arise from to time and may cause a material adverse effect on the Company and any investment in the Company. Investors are cautioned not to rely upon any forward-looking statements in this MD&A as such statements are subject to known and unknown risks.

Demand
The ultimate profitability of any service depends upon its audience appeal in relation to the cost of providing the service. The audience appeal of a given product depends, among other things, on unpredictable critical reviews and changing public tastes and such appeal cannot be anticipated with certainty. If certain segments of the potential customer base do not like, are not willing to pay for, or otherwise disapprove of its Services, Tripsitter's business may fail.

The market for Tripsitter's Services is limited in scope and there is no assurance that its business will generate market acceptance and result in sales. Tripsitter has developed its Services with limited market research and there is no assurance that Tripsitter will be able to respond to the rapidly evolving markets in the online medical services industry. The inability to sell its Services would result in a material adverse effect on Tripsitter.

Sales Risk
Tripsitter's business success is completely dependent on its ability to develop products and secure direct and indirect distribution channels. Revenues derived therefrom represent vital funds for its continued operations. The loss or damage of any of its business relationships and or associated revenues would have a material adverse effect on Tripsitter.

U.S. Related Risk Factors
Tripsitter is involved in the online mental health sector that includes the provision of on-line medical services through its mobile-first webapp that acts as a virtual clinic, helping people seeking mental health treatment that includes legal psychedelic medicine connect with licensed medical practitioners. Management believes that, at present, there are no laws, federal or state, preventing the provision of its Services. However, federal and/or state laws could change at any time and such change(s) could render Tripsitter's Services unsaleable in the U.S. Tripsitter expects the majority of its near-term sales revenue to be derived from the U.S. market.

Limited Operating History and Uncertainty of Future Revenues
Tripsitter has a limited operating history and, accordingly, potential investors will have a limited basis on which to evaluate its ability to achieve its business objectives. The future success of Tripsitter is dependent on management's ability to implement its strategy. Whilst management is optimistic about Tripsitter's prospects, there is no certainty that anticipated outcomes and sustainable revenue streams will be achieved and there is no certainty that Tripsitter will successfully market its Services. Tripsitter faces risks frequently encountered by early-stage companies. In particular, its future growth and prospects will depend on its ability to expand its operation and gain additional revenue streams while at the same time maintaining effective cost controls. Any failure to expand is likely to have a material adverse effect on Tripsitter's business, financial condition, and results.

Competition
Tripsitter will be competing with the with other service providers and other services and competition in the mental health sector. Tripsitter may not be able to compete successfully against its existing and future competitors and competition could have a material adverse effect on its business, results of operations and financial condition. Potential competitors may develop superior services that achieve greater market acceptance than that of Tripsitter. Accordingly, failure of Tripsitter's marketing efforts may have a material adverse effect on Tripsitter.

Dependence on Key Executives
The performance of Tripsitter will depend heavily on its ability to retain the services of management and to recruit, motivate and retain further suitably skilled personnel. The loss of the services of key individuals may have an adverse effect on the business, operations, customer relationships and results of Tripsitter.

History of Net Losses
Tripsitter is a newly incorporated company and has incurred losses since incorporation. Tripsitter may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. In addition, Tripsitter expects to continue to increase operating expenses as it implements initiatives to continue to grow its business. If Tripsitter's revenues do not increase to offset these expected increases in costs and operating expenses, Tripsitter will not be profitable.

Further Funding Requirements
In order to execute the anticipated growth strategy, Tripsitter may require some additional equity and/or debt financing to support ongoing operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. There can be no assurance that additional financing will be available to Tripsitter when needed or on terms which are acceptable. Tripsitter's inability to raise financing to support ongoing operations or to fund capital expenditures or acquisitions could limit Tripsitter's growth and may have a material adverse effect upon future profitability. Tripsitter may require additional financing to fund its operations to the point where it is generating positive cash flows.

If additional funds are raised through further issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences, and privileges superior to those of holders of Tripsitter Shares. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for Tripsitter to obtain additional capital and to pursue business opportunities, including potential acquisitions.

Liability Insurance
Tripsitter faces the risk of claims, regulatory action, and litigation if its Services are alleged to have caused loss or injury. A claim or regulatory action against Tripsitter could result in increased costs, could adversely affect Tripsitter's reputation with its clients and consumers generally, and could have a material adverse effect on the results of operations and financial condition of Tripsitter. There can be no assurances that Tripsitter will be able to obtain or maintain liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential liability claims could result in a material adverse effect to Tripsitter.

Other Insurance and Uninsured Risks
Although Tripsitter intends to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance may not cover all the potential risks associated with its operations. Tripsitter may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards encountered in the operations of Tripsitter is not generally available on acceptable terms. Tripsitter might also become subject to liability for pollution or other hazards which may not be insured against or which Tripsitter may elect not to insure against because of premium costs or other reasons. Losses from these events may cause Tripsitter to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Management of Growth
Tripsitter may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of Tripsitter to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of Tripsitter to deal with this growth may have a material adverse effect on Tripsitter's business, financial condition, results of operations and prospects.

Conflicts of Interest
Certain of the directors and officers of Tripsitter are also directors and officers of other companies or are engaged and will continue to be engaged in activities that may put them in conflict with the business strategy of Tripsitter. Consequently, there exists the possibility for such directors and officers to be in a position of conflict. All

decisions to be made by such directors and officers involving Tripsitter are required to be made in accordance with their duties and obligations to act honestly and in good faith with a view to the best interests of Tripsitter. In addition, such directors and officers are required to declare their interests in, and such directors are required to refrain from voting on, any matter in which they may have a material conflict of interest.

Unfavourable Publicity or Consumer Perception

Tripsitter believes the online mental health services industry, that includes the prescription legal psychedelic medicine by licensed medical practitioners (the "Industry"), is highly dependent upon consumer perception regarding the safety, efficacy and quality of legal psychedelic medicine prescribed to such consumers. Consumer perception of Tripsitter's Services can be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the Services. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the Industry or any particular service, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for Tripsitter's Services and the business, results of operations, financial condition, and cash flows of Tripsitter. Tripsitter's dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on Tripsitter, the demand for Tripsitter's Services, and the business, results of operations, financial condition, and cash flows of Tripsitter. Further, adverse publicity reports or other media attention regarding the safety, efficacy, and quality of legal psychedelic medicine prescribed to treat mental health issues in general, or Tripsitter's Services specifically, or associating the use of legally prescribed psychedelic medicine to treat mental health issues with illness or other negative effects or events, could have a material adverse effect on the Company. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such services resulted from consumers' failure to utilize such products or services appropriately or as directed.

Difficulty to Forecast

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

Need to Attract and Retain Qualified Personnel

Tripsitter's success depends to a significant extent on its ability to identify, attract, hire, train and retain qualified personnel including licensed medical practitioners and tripsitters. Competition for such personnel may be intense and there can be no assurance that Tripsitter will be successful in identifying, attracting, hiring, and retaining such personnel in the future. If Tripsitter is unable to identify, attract, hire, and retain qualified personnel in the future, such inability could have a material adverse effect on its business, operating results, and financial condition.

Litigation

Tripsitter may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which Tripsitter becomes involved be determined against Tripsitter such a decision could adversely affect Tripsitter's ability to continue operating and could use significant resources. Even if Tripsitter is involved in litigation and wins, litigation can redirect significant resources that could have a material adverse impact on day-to-day operations of the business.

Currency Risk
Currency fluctuations may affect the cash flow which Tripsitter may realize from its operations, since the majority of its early sales are expected to occur in foreign currencies whereas Tripsitter's costs are in both United States and Canadian dollars.

Dividends
Tripsitter has no profit or dividend record and does not anticipate paying any dividends on Tripsitter Shares in the foreseeable future. Dividends paid by Tripsitter would be subject to tax and, potentially, withholdings.

Limited Market for Securities
As at the date hereof Tripsitter is not listed on a recognized exchange and there is no market for the Company's securities. If Tripsitter is listed on a recognized exchange in the future, there can be no assurance that an active and liquid market for Tripsitter Shares will develop or be maintained and an investor may find it difficult to resell any securities of Tripsitter.

Covid-19 Pandemic
The outbreak of the novel strain of coronavirus, specifically identified as "COVID19", has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally resulting in an economic slowdown and market volatility. The impact of COVID19 on the Company has been negligible to date, however, the duration and future impact of the COVID19 outbreak is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operating subsidiary, or on its ability to raise capital to fund operations, in future periods.

SCHEDULE F

1284684 B.C. LTD. (TO BE RENAMED TRIPSITTER CLINIC LTD.) AND TRIPSITTER CLINIC CORP.
PRO FORMA FINANCIAL STATEMENTS AS AT MAY 31, 2021

Tripsitter Ltd.
Pro-Forma Consolidated Statement of Financial Position
As at May 31, 2021
(Unaudited, Expressed in Canadian dollars)

	1284684 B.C. LTD. as at May 31, 2021	Tripsitter Clinic Corp. as at May 31, 2021	Note	Pro-Forma Adjustments	Pro-Forma Consolidated as at May 31, 2021
ASSETS					
Current Assets					
Cash	$ 1,316,424	$ 531,769	3(a)	$ 1,166,474	$ 2,764,666
			5	(250,000)	
Other receivables	-	15,538			15,538
Prepaid expenses	-	1,009			1,009
TOTAL ASSETS	$ 1,316,424	$ 548,316		$ 916,474	$ 2,781,213
LIABILITIES AND EQUITY					
Liabilities					
Current liabilities					
Accounts payable & accrued liabilities	$ 32,837	$ 105,310			138,147
Promissory notes payable	-	17,875			17,875
Share subscription receipts	1,281,727		3(a)	(1,281,727)	-
Total Liabilities	1,314,564	123,185		(1,281,727)	156,022
Equity					
Share capital	16,441	897,611		(16,441)	8,678,360
			3(a)	1,281,727	
			3(a)	(1,281,727)	
			5	7,780,749	
Contributed surplus	19,350	234,357		(19,350)	776,794
			3(a)	542,436	
Accumulated other comprehensive loss	-	(30,288)			(30,288)
Accumulated deficit	(33,931)	(676,549)		33,931	(6,799,674)
			5	(6,123,125)	
Total Equity	1,860	425,131		2,198,201	2,625,191
TOTAL LIABILITIES AND EQUITY	$ 1,316,424	$ 548,316		$ 916,474	$ 2,781,213

See accompanying notes to the unaudited pro-forma consolidated financial statements

1. Basis of presentation

The accompanying unaudited pro forma consolidated statement of financial position of Tripsitter Ltd. ("**Tripsitter**") has been prepared by management to reflect the amalgamation of Tripsitter Clinic Corp. ("**Tripsitter Holdings**") with 1284684 B.C. LTD. ("1284684" or, the "Company") after giving effect to the proposed share exchange (the "Amalgamation") as described in Note 2.

The unaudited pro forma consolidated statement of financial position should be read in conjunction with related historical financial information.

The unaudited pro forma consolidated statement of financial position has been prepared using accounting policies and practices consistent with those used in the preparation of Tripsitter Holdings' and 1284684's recent financial statements, both of which are prepared under International Financial Reporting Standards ("IFRS"). In the opinion of management, the unaudited pro forma consolidated financial statements include all adjustments necessary for fair presentation.

Certain significant estimates have been made by management in the preparation of these unaudited pro forma consolidated financial statements.

The unaudited pro forma consolidated statement of financial position as at May 31, 2021 has been compiled from:

- The statement of financial position of Tripsitter Holdings as at May 31, 2021 obtained from the audited financial statements of Tripsitter Holdings for the period ended May 31, 2021.
- The statement of financial position of 1284684 as at May 31, 2021 obtained from the audited financial statements of Tripsitter Holdings for the period ended May 31, 2021.

The unaudited pro forma consolidated statement of financial position has been prepared as if the Transaction had occurred as of May 31, 2021. The unaudited pro forma consolidated statement of financial position has been prepared for illustration purposes only and may not be indicative of the combined results or financial position had the Transaction been in effect at the date indicated.

2. Transaction

On March 11, 2021, the Company, TripSitter Holdings, and 2821573 Ontario Inc. ("Subco"), a wholly-owned subsidiary of the Company formed for the sole purpose of effecting the Amalgamation, entered into an amalgamation agreement (the "Amalgamation Agreement"). Pursuant to the terms of the Amalgamation Agreement, the Company agreed to acquire all of the issued and outstanding common shares in TripSitter Holdings (the "TripSitter Holdings Shares") by way of a three-cornered amalgamation involving TripSitter Holdings and Subco (the "Amalgamation") in consideration for common shares in the capital of the Company. Upon completion of the Amalgamation and as a consequence thereof:

- TripSitter Holdings and Subco will be amalgamated and continue as one corporation named "TripSitter Clinic Corp." ("Amalco");
- each of TripSitter Holdings and Subco will cease to exist as separate entities;
- the property of each of TripSitter Holdings and Subco will become the property of Amalco;
- Amalco will continue to be liable for the obligations of each of TripSitter Holdings and Subco; and
- Amalco will become a wholly-owned subsidiary of the Company.

Concurrently with the Amalgamation, 1284684 will change its name to Tripsitter Ltd. (the "**Resulting Issuer**").

(Unaudited - Expressed in Canadian dollars)

3. Pro forma assumptions and adjustments

(a) 1284684 B.C. Ltd. Financing

The Company completed a non-brokered private placement of 2,128,870 Subscription Receipts at a price of $1.15 per Subscription Receipt for gross proceeds of $2,448,201 (the "Private Placement"). Upon satisfaction of the release conditions, each Subscription Receipt will entitle the holder to acquire, without further payment, one unit of the Company ("Unit"). Each Unit consists of one common share of the Company (a "Share") and one-half of one share purchase warrant (each whole share purchase warrant, a "Warrant"), with each whole Warrant exercisable at $1.60 per share for a period of twenty-four months from the date of issue.

The resulting 1,304,348 warrants have been assigned an aggregate fair value of $542,436 using the Black- Scholes valuation model, relative value method, with the following assumptions: dividend yield 0%, expected volatility 100%, risk-free rate of return 0.48% and expected life of 2 years.

The Company closes the Private Placement subsequent to the date of this pro-forma consolidated statement of financial position, a $996,520 tranche on June 1, 2021 (out of $1,281,727 Share subscription receipt funds received as at May 31, 2021) and a $1,451,681 tranche on August 23, 2021.

(b) 1284684's acquisition of Tripsitter Holdings' Shares

Upon closing of the Amalgamation, the Company issues 23,475,000 shares to the shareholders of Tripsitter Holdings and 387,000 special warrants convert into Tripsitter Ltd. shares.

(c) Transaction Costs Accrued

Transaction costs accrued includes legal, audit, commission and other expenses related to the completion of the Transaction amount to approximately $250,000.

4. Pro forma share capital

	1284684 B.C. LTD. as at May 31, 2021	Tripsitter Clinic Corp. as at May 31, 2021	Note	Pro-Forma Adjustments	Pro-Forma Consolidated as at May 31, 2021
Common shares - 1284684	4,249,999				6,765,869
			3(a)	2,128,870	
			3(b)	387,000	
			3(b)	23,475,000	23,475,000
Common shares - Tripsitter Holdings		23,475,000	3(b)	(23,475,000)	-
	4,249,999	**23,475,000**		**2,515,870**	**30,240,869**

5. Listing expense

	Note		Amount
Consideration transferred - 7,245,694 shares at $1.15 per share	3(b)	$	7,780,749
Net working capital of the Company			(1,860)
Subsequent issuance of subsription receipts	3(a)		(2,448,201)
Warrant value	3(a)		542,436
Transaction costs	3(c)		250,000
Net listing expense		**$**	**6,123,125**

CERTIFICATE OF 1284684 B.C. LTD.

Dated: August 23, 2021

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 Ontario and British Columbia.

"Dr. John Huber"	*"Douglas Harris"*
Chief Executive Officer	Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Roger Daher"	*"Andrew Parks"*
Director	Director

CERTIFICATE OF PROMOTER

Dated: August 23, 2021

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 Ontario and British Columbia.

"Karamveer Thakur"

Karamveer Thakur

CERTIFICATE OF TRIPSITTER CLINIC CORP.

Dated: August 23, 2021

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 Ontario and British Columbia.

"Dr. John Huber"	*"Douglas Harris"*
Chief Executive Officer	Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Roger Daher"	*"Andrew Parks"*
Director	Director

CERTIFICATE OF PROMOTER

Dated: August 23, 2021

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 Ontario and British Columbia.

"Dr. John Huber"

Dr. John Huber