*This prospectus supplement (the "**Prospectus Supplement**"), together with the short form base shelf prospectus dated February 24, 2021 (the "**Base Shelf Prospectus**") to which it relates, as amended or supplemented, and each document deemed to be incorporated by reference into the Base Shelf Prospectus or this Prospectus Supplement constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.*

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. *This Prospectus Supplement constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. 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 any state securities laws and may not be offered or sold within the United States (as such term is defined in Regulation S under the U.S. Securities Act (the "**United States**")) or to, or for the account or benefit of, U.S. persons (as such term is defined in Regulation S under the U.S. Securities Act ("**U.S. Persons**")) except in accordance with the Underwriting Agreement (as defined herein) and pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This Prospectus Supplement does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States or to, or for the account or benefit of, U.S. Persons. See "Plan of Distribution."*

Information has been incorporated by reference in this Prospectus Supplement from documents filed with securities commissions or similar authorities in Canada. *Copies of the documents incorporated herein by reference may be obtained on request without charge from the Secretary of MediPharm Labs Corp. at 151 John Street, Barrie, Ontario, L4N 2L1, telephone (705) 719-7425, and are also available electronically at www.sedar.com.*

PROSPECTUS SUPPLEMENT
(TO A SHORT FORM BASE SHELF PROSPECTUS DATED FEBRUARY 24, 2021)

New Issue March 2, 2021

MediPharm Labs

MEDIPHARM LABS CORP.

$29,000,000

50,000,000 Units

This Prospectus Supplement qualifies the distribution of 50,000,000 units ("**Units**") of MediPharm Labs Corp. (the "**Company**" or "**MediPharm**") at a price of $0.58 per Unit (the "**Offering Price**") for gross proceeds of $29,000,000 (the "**Offering**"). Each Unit shall be comprised of one common share in the capital of the Company (a "**Common Share**") and one Common Share purchase warrant (each a "**Warrant**"). Each Warrant shall be exercisable to acquire one Common Share (each a "**Warrant Share**") at an exercise price of 0.70 per Common Share for a period of 24 months from the closing of the Offering (the "**Warrant Expiry Date**").

The Offering is being made pursuant to the terms of an underwriting agreement (the "**Underwriting Agreement**") dated March 2, 2021 among the Company and a syndicate of underwriters led by Cantor Fitzgerald Canada Corporation ("**Lead Underwriter**"), and including BMO Nesbitt Burns Inc., Canaccord Genuity Corp. and Stifel Nicolaus Canada Inc. (collectively with the Lead Underwriter, the "**Underwriters**"). See "Plan of Distribution".

Price: $0.58 per Unit

	Price to the Public	Underwriters' Fee(1)(4)	Net Proceeds to the Company(1)(2)
Per Unit	$0.58	$0.0348	$0.5452
Total(3)	$29,000,000	$1,530,000 (4)	$27,470,000

Notes:

(1) The Company has agreed to pay the Underwriters a commission equal to 6.0% of the total gross proceeds of the Offering (including any proceeds from the exercise of the Over-Allotment Option (as defined herein)), (the "**Underwriters' Fee**"). In addition, in connection with sales of Units to persons previously identified by the Company to the Underwriters (the "**President's List**"), the Underwriters will be paid a cash fee equal to 3.0% of such gross proceeds. The Underwriters will be reimbursed for their expenses and legal fees incurred pursuant to the Offering, plus disbursements and taxes. As additional consideration for the services rendered in connection with the Offering, the Company has agreed to issue to the Underwriters such number of compensation warrants (the "**Compensation Warrants**") to acquire that number of units of the Company on the same terms as the Units (the "**Compensation Units**") as is equal to 4.0% of the number of Units sold under the Offering (excluding Units sold to purchasers on the President's List, and including Units issuable upon the exercise of the Over-Allotment Option). Each Compensation Warrant shall be exercisable into one Compensation Unit at the Offering Price for a period of 24 months following the Closing Date (as defined herein), subject to adjustment in certain customary events. This Prospectus Supplement qualifies the distribution of the Compensation Warrants. See "Plan of Distribution".

(2) Before deducting the expenses of this Offering (estimated at $450,000) which, together with the Underwriters' Fee, will be paid by the Company from the proceeds of the Offering. See "Use of Proceeds".

(3) The Company has granted to the Underwriters an over-allotment option (the "**Over-Allotment Option**") exercisable in whole or in part at the sole discretion of the Underwriters at any time before the date that is 30 days following the Closing Date (as defined herein), to purchase up to an additional 15% of the number of Units sold under the Offering, being up to 7,500,000 Units (the "**Over-Allotment Units**"). The Over-Allotment Units will be comprised of 7,500,000 additional Common Shares (the "**Additional Unit Shares**") and 7,500,000 additional Warrants (the "**Additional Warrants**", and together with the Over-Allotment Units and the Additional Unit Shares, the "**Over-Allotment Securities**"). The Over-Allotment Option may be exercised by the Underwriters in respect of: (i) Over-Allotment Units at a price of $0.58 per Over-Allotment Unit, (ii) Additional Unit Shares at a price of $0.50 per Additional Unit Share, (iii) Additional Warrants at a price of $0.08 per Additional Warrant, or (iv) any combination of Over-Allotment Units, Additional Unit Shares and Additional Warrants, provided that the aggregate number of Additional Unit Shares and Additional Warrants that may be issued upon the exercise of the Over-Allotment Option does not exceed 7,500,000 Additional Unit Shares and 7,500,000 Additional Warrants. The Over-Allotment Option is exercisable in whole or in part solely for the purpose of covering over-allotments, if any, made by the Underwriters in connection with the Offering and for market stabilization purposes. If the Offering is fully subscribed and the Over-Allotment Option is exercised in full, the total price to the public, Underwriters' Fee (assuming a total of 12,068,966 Units are sold to purchasers on the President's List) and net proceeds to the Company (before deducting expenses of the Offering) will be $33,350,000, 1,791,000 and $31,559,000, respectively. **This Prospectus Supplement qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment issuable upon exercise of the Over-Allotment Option. A purchaser who acquires securities forming part of the Underwriters' over-allocation position acquires those securities under this Prospectus Supplement, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.** See "Plan of Distribution" and the table below.

(4) Assumes a total of 12,068,966 Units, representing gross proceeds of $7,000,000, are being purchased under the President's List and no exercise of the Over-Allotment Option.

The following table sets out the maximum number of securities under options that may be issued by the Company to the Underwriters in connection with the Offering (assuming the Over-Allotment Option is exercised in full):

Underwriters’ Position	Maximum Size	Exercise Period/Acquisition Date	Exercise Price/Acquisition Value
Over-Allotment Option	7,500,000 Over-Allotment Units and/or 7,500,000 Additional Unit Shares and/or 7,500,000 Additional Warrants	Exercisable for a period of 30 days following the Closing Date	$0.58 per Over-Allotment Unit, 0.50 per Additional Unit Share, and $0.08 per Additional Warrant
Compensation Warrants	1,817,241 Compensation Warrants (including upon exercise of the Over-Allotment Option)(2)	Exercisable for a period of 24 months following the Closing Date	$0.58 per Compensation Unit

Notes:

(1) The Over-Allotment Option may be exercised by the Underwriters in respect of: (i) Over-Allotment Units, (ii) Additional Unit Shares, (iii) Additional Warrants, or (iv) any combination of Over-Allotment Units, Additional Unit Shares and Additional Warrants, provided that the aggregate number of Additional Unit Shares and Additional Warrants that may be issued upon the exercise of the Over-Allotment Option does not exceed 7,500,000 Additional Unit Shares and 7,500,000 Additional Warrants.

(2) Assumes a total of 12,068,966 Units, representing gross proceeds of $7,000,000, are being purchased under the President’s List.

Unless the context otherwise requires, all references to “Units”, “Common Shares” and “Warrants” in this Prospectus Supplement includes reference to the Over-Allotment Units, the Additional Unit Shares, the Additional Warrants and the securities underlying the exercise of the Additional Warrants, and references to the “Offering” includes the Over-Allotment Option, if and to the extent exercised.

The Underwriters, as principals, conditionally offer the Units in connection with the Offering, subject to prior sale, if, as and when issued by the Company and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under “Plan of Distribution” and subject to the approval of certain legal matters on behalf of the Company by Aird & Berlis LLP and on behalf of the Underwriters by Bennett Jones LLP.

Subscriptions will be received subject to rejection or allotment in whole or in part and the Underwriters reserve the right to close the subscription books at any time without notice. It is expected that the Closing will occur on or about March 5, 2021, or such later date as the Company and the Underwriters may agree, but in any event no later than April 12, 2021 (the “**Closing Date**”). It is anticipated that the Units, Common Shares, Warrants and Warrant Shares (including any Units, Common Shares, Warrants and Warrant Shares issued upon exercise of the Over-Allotment Option (collectively, the “**Securities**”)) will be issued in “book-entry only” form and may be represented by one or more global certificates, or be represented by uncertificated securities, issued in the name of CDS Clearing and Depository Services Inc. (“**CDS**”) or its nominee on the Closing Date. No certificates evidencing the Securities will be issued to subscribers, except in certain limited circumstances, and registration will be made in the name of the nominee of CDS. See “Plan of Distribution”.

Subject to applicable laws, the Underwriters may, in connection with the Offering, over-allot or effect transactions that stabilize or maintain the market price of the Common Shares at levels other than those that may otherwise exist in the open market. Such transactions, if commenced, may be discontinued at any time. See “Plan of Distribution”.

The Underwriters propose to initially offer, either directly or through their broker-dealer affiliates or agents, the Units at the Offering Price. After a reasonable effort has been made to sell all of the Units at the Offering Price, the Underwriters may subsequently reduce the selling price to investors from time to time in order to sell any of the Units remaining unsold. Accordingly, the Underwriters may offer the Units at a lower price than that stated above. Any such reduction will not affect the proceeds received by the Company. In certain

circumstances, the Underwriters may decrease and further change the price at which the Units are sold to purchasers. See “Plan of Distribution”.

Prospective purchasers should rely only on the information contained or incorporated by reference in this Prospectus Supplement. The Company and the Underwriters have not authorized anyone to provide prospective purchasers with information different from that contained or incorporated by reference in this Prospectus Supplement. Investors should not assume that the information contained in this Prospectus Supplement is accurate as of any date other than the date on the front page of this Prospectus Supplement.

Prospective purchasers should be aware that the acquisition or disposition of Securities described herein may have tax consequences in Canada. This Prospectus Supplement may not describe these tax consequences fully. **Prospective purchasers should rely on their own tax advisors with respect to their own particular circumstances.** See “Canadian Federal Income Tax Considerations”.

Warren Everitt, director and officer of the Company, resides outside of Canada. Mr. Everitt has appointed Maxims CS Inc., Suite 1800, 181 Bay Street, Toronto, Ontario, M5J 2T9, as agent for service of process in Ontario. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person that resides outside of Canada, even if the party has appointed an agent for service of process.

The Company is incorporated under the *Business Corporations Act* (Ontario) and its head and registered office is at 151 John Street, Barrie, Ontario, L4N 2L1.

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ABOUT THIS PROSPECTUS SUPPLEMENT

The Company is not making an offer of the Units in any jurisdiction in which the Offering is not permitted. Readers should not assume that the information contained or incorporated by reference in this Prospectus Supplement is accurate as of any date other than the date of this Prospectus Supplement or the respective dates of the documents incorporated by reference herein, regardless of the time of delivery of this Prospectus Supplement or of any sale of Units pursuant hereto. The Company does not undertake to update the information contained or incorporated by reference herein, except as required by applicable securities laws.

The information contained on www.medipharmlabs.com is not intended to be included in or incorporated by reference herein, and prospective investors should not rely on such information when deciding whether or not to invest in the Units.

Any market data or other industry forecasts used in this Prospectus Supplement or the documents incorporated by reference herein were obtained from market research, publicly available information and industry publications. The Company and the Underwriters believe that these sources are generally reliable but the accuracy and completeness of such information is not guaranteed. Neither the Company nor the Underwriters have independently verified such information and do not make any representation as to the accuracy of such information. While the Company is not aware of any misstatements regarding the industry data presented herein, the Company's estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed under “Cautionary Note Regarding Forward-Looking Information” and “Risk Factors” in this Prospectus Supplement.

None of the Company or the Underwriters are making an offer to sell or seeking offers to buy securities in any jurisdiction where such offer or sale is not permitted. For investors outside Canada, none of the Company or the Underwriters have done anything that would permit the offering of any Securities or the possession or distribution of this Prospectus Supplement in any jurisdiction where action for that purpose is required, other than in Canada. Investors are required to inform themselves about, and to observe any restrictions relating to, the Offering and the possession or distribution of this Prospectus Supplement. Failure to comply with any such restrictions may constitute a violation of the securities laws of the relevant jurisdiction.

In this Prospectus Supplement, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

The Base Shelf Prospectus and this Prospectus Supplement, and certain documents incorporated by reference therein and herein, constitute “forward-looking information” and “forward-looking statements” (collectively referred to as “**forward-looking statements**”) within the meaning of Canadian securities legislation. All statements other than statements of historical fact contained in the Base Shelf Prospectus and this Prospectus Supplement and in documents incorporated by reference therein and herein, including, without limitation, those regarding the Company’s future financial position and results of operations, strategy, plans, objectives, goals, targets and future developments of the Company in the markets where the Company participates or is seeking to participate, and any statements preceded by, followed by or that include the words “considers”, “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved” or the negative of these terms or comparable terminology, are forward-looking statements.

These statements are not historical facts but instead represent only the Company’s expectations, estimates and projections regarding future events. These statements are not guarantees of future performance and involve assumptions, risks and uncertainties that are difficult to predict. Therefore, actual results may differ materially from what is expressed, implied or forecasted in such forward-looking statements. Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under “Risk Factors” in the AIF, the Base Shelf Prospectus and in this Prospectus Supplement and in other documents incorporated by reference therein and herein. Management provides forward-looking statements because it believes they provide useful information to readers when considering their investment objectives and cautions readers that the information may not be appropriate for other purposes. Consequently, all of the forward-looking statements made in this Prospectus Supplement and in documents incorporated by reference in this Prospectus Supplement are qualified by these cautionary statements and other cautionary statements or factors contained herein, and there can be no assurance that the actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company. These forward-looking statements are made as of the date of this Prospectus Supplement and the Company assumes no obligation to update or revise them to reflect subsequent information, events or circumstances or otherwise, except as required by law.

The forward-looking statements in the Base Shelf Prospectus, as supplemented by this Prospectus Supplement, are based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future, including assumptions regarding business and operating strategies, and the Company's ability to operate on a profitable basis. They are not guarantees of future performance and involve risks and uncertainties that are difficult to control or predict. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to, the factors discussed under the heading “Risk Factors” in the Base Shelf Prospectus, as supplemented by this Prospectus Supplement, which will both be available on SEDAR at www.sedar.com.

There can be no assurance that forward-looking statements will prove to be accurate as actual outcomes and results may differ materially from those expressed in these forward-looking statements. Readers, therefore, should not place undue reliance on any such forward-looking statements. Further, these forward-looking statements are made as of the date of this Prospectus Supplement and, except as expressly required by applicable law, the Company assumes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

ELIGIBILITY FOR INVESTMENT

In the opinion of Aird & Berlis LLP, counsel for the Company, and Bennett Jones LLP, counsel to the Underwriters, based on the provisions of the *Income Tax Act* (Canada) (the "**Tax Act**") and the regulations thereunder (the "**Regulations**") in force as of the date hereof,

- the Common Shares and Warrant Shares will, on the date of issue, be qualified investments for trusts governed by registered retirement savings plans (each an "**RRSP**"), registered education savings plans (each an "**RESP**"), registered retirement income funds (each an "**RRIF**"), registered disability savings plans (each an "**RDSP**"), deferred profit sharing plans and tax-free savings accounts (each a "**TFSA**"), all within the meaning of the Tax Act (collectively, "**Plans**") provided that the Common Shares and Warrant Shares are listed on a "designated stock exchange" as defined in the Tax Act (which includes the Toronto Stock Exchange (the "**Exchange**")) or the Company qualifies as a "public corporation" other than a "mortgage investment corporation" (as defined in the Tax Act); and

- the Warrants will, on the date of issue, be qualified investments for Plans provided that either (i) the Warrants are listed on a "designated stock exchange" as defined in the Tax Act (which includes the Exchange), or (ii) the Warrant Shares are listed on a "designated stock exchange" as defined in the Tax Act (which includes the Exchange) and the Company is not, and deals at arm's length with each person who is, an annuitant, a beneficiary, an employer or a subscriber under or a holder of such Plan.

Notwithstanding the foregoing, if the Common Shares, Warrant Shares or Warrants held by a TFSA, RRSP, RRIF, RDSP or RESP are "prohibited investments" for purposes of the Tax Act, the holder of the TFSA or RDSP, the annuitant of the RRSP or RRIF or the subscriber of the RESP will be subject to a penalty tax as set out in the Tax Act. The Common Shares, Warrant Shares and Warrants will be a "prohibited investment" if the holder of a TFSA or RDSP, the annuitant of a RRSP or RRIF or the subscriber of the RESP, as the case may be: (i) does not deal at arm's length with the Company for purposes of the Tax Act; or (ii) has a "significant interest" (within the meaning of the Tax Act) in the Company. The Common Shares, Warrant Shares and Warrants will not be a "prohibited investment" if the Common Shares, Warrant Shares and Warrants are "excluded property", as defined in the Tax Act, for a TFSA, RRSP, RRIF, RDSP or RESP. Holders who intend to hold Common Shares, Warrant Shares or Warrants in a TFSA, RRSP, RRIF, RDSP or RESP should consult their own tax advisors in this regard.

DOCUMENTS INCORPORATED BY REFERENCE

This Prospectus Supplement is deemed to be incorporated by reference into the Base Shelf Prospectus solely for the purposes of the Offering. Other documents are also incorporated or deemed to be incorporated by reference into the Base Shelf Prospectus and reference should be made to the Base Shelf Prospectus for full particulars thereof.

Except to the extent that their contents are modified or superseded by a statement contained in this Prospectus Supplement or in any other subsequently filed document that is also incorporated by reference in this Prospectus Supplement, the following documents of the Company filed with the securities commissions or similar regulatory authorities in each of the provinces and territories of Canada (other than Québec) are specifically incorporated by reference into, and form an integral part of, this Prospectus Supplement:

(a) the annual information form of the Company dated March 30, 2020 for the year ended December 31, 2019 (the "**AIF**");

(b) the audited consolidated financial statements of the Company as at and for the years ended (i) December 31, 2019, together with the notes thereto and the independent auditors' report of KPMG LLP thereon; and (ii) December 31, 2018 and December 31, 2017, together with the notes thereto and the independent auditor's report of Dale Matheson Carr-Hilton LaBonte LLP thereon;

(c) the management's discussion and analysis of the Company for the year ended December 31, 2019 (the "**MD&A**");

(d) the unaudited condensed interim consolidated financial statements of the Company for the three and nine months ended September 30, 2020 and 2019, together with the notes thereto;

(e) the management's discussion and analysis of the Company for the three and nine months ended September 30, 2020 ("**Q3 MD&A**");

(f) the management information circular of the Company dated June 29, 2020 prepared in connection with the Company's annual and special meeting of shareholders held on August 5, 2020;

(g) the material change report dated June 9, 2020 regarding the completion of the Company's $37.8 million private placement;

(h) the material change report dated November 27, 2020 regarding changes to the Company's executive management team;

(i) the material change report dated December 10, 2020 regarding changes to the Company's executive management team;

(j) the material change report dated March 1, 2021 regarding changes to the Company's executive management team; and

(k) the template version of the term sheet for the Offering dated March 1, 2021 (the "**Term Sheet**"); and

(l) the amended template version of the term sheet for the Offering dated March 2, 2021 (the "**Amended Term Sheet**", and, together with the Term Sheet, the "**Marketing Materials**").

Any statement contained in the Base Shelf Prospectus, in this Prospectus Supplement or in a document incorporated or deemed to be incorporated by reference herein or in the Base Shelf Prospectus for the purposes of the distribution of Units will be deemed to be modified or superseded, for purposes of this Prospectus Supplement, to the extent that a statement contained herein or in the Base Shelf Prospectus or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein or in the Base Shelf Prospectus modifies or supersedes such prior statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or included any other information set out in the document that it modifies or supersedes. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Prospectus Supplement. The making of a modifying or superseding statement will not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

Any documents of the types referred to in the preceding paragraphs (a) through (l) (other than confidential material change reports, if any), business acquisition reports and other documents disclosing additional or updated information as may be required to be incorporated by reference herein under applicable securities laws, which are filed by the Company with the securities regulatory authorities in any of the provinces of Canada (other than Québec) after the date of this Prospectus Supplement and prior to the termination of the Offering shall be deemed to be incorporated by reference into this Prospectus Supplement.

MARKETING MATERIALS

The Marketing Materials are not part of the Base Shelf Prospectus or this Prospectus Supplement to the extent that the contents of the Marketing Materials have been modified or superseded by a statement contained in this Prospectus Supplement or any amendment. Any “template version” of “marketing materials” (each as defined in National Instrument 41-101 *General Prospectus Requirements*) filed with the securities commission or similar authority in each of the provinces of Canada (other than Québec) in connection with this Offering after the date hereof but prior to the termination of the distribution of the Units under this Prospectus Supplement (including any amendments to, or an amended version of, the Marketing Materials) is deemed to be incorporated by reference herein and in the Base Shelf Prospectus.

THE COMPANY

MediPharm is a specialized, research-driven cannabis extraction business focused on downstream extraction methodology, distillation, and derivative product development. The Company’s mission is to become a leader specialized in providing pharmaceutical quality derivative cannabis products and to drive future cannabis product innovation.

The Company’s operations are currently conducted through its subsidiaries MediPharm Labs Inc. (“**MediPharm Labs**”), which holds a standard processing licence and research licence under the *Cannabis Act* (Canada) (the “**Cannabis Act**”) and MediPharm Labs Australia Pty. Ltd. (“**MediPharm Labs Australia**”), which holds a manufacturing licence under the *Australian Narcotics Drug Act 1967* (the “**Australian Act**”) authorizing the manufacture and supply of certain limited cannabis products.

MediPharm Labs was founded in 2015 by pharmaceutical and healthcare industry experts. While initially exploring options to cultivate cannabis plants, the founders of MediPharm Labs came to recognize the opportunity for a select focus on cannabis concentrates. Accordingly, MediPharm Labs set out to master this area of production and rely on third-party cultivation experts to provide quality raw materials for its cannabis concentrates.

Production Facilities and Licences

As of the date of this Prospectus Supplement, the Company’s core business generates revenue through two primary activities, being wholesale activities and tolling services related to the production of cannabis oil and derivative products.

MediPharm Labs operates out of a 70,000 sq. ft. Barrie, Ontario facility, which currently runs supercritical CO_2 primary extraction lines for crude resin production, rotary evaporation lines for distillation production and packaging and labelling lines for various finished formulated products. The facility was built to Good Manufacturing Practice (“**GMP**”) standards and received its Australian GMP certificate in the third quarter of 2019 and, subject to various third-party audits being scheduled once permissible in the COVID-19 environment, we expect to receive a European GMP certificate in 2021, which will facilitate our entrance into the European market via export[1]. We expect that international sales will ramp-up slowly and incrementally.

On March 29, 2018, MediPharm Labs received its oil production licence pursuant to the *Access to Cannabis for Medical Purposes Regulations* (the “**ACMPR**” or the “**Licence**”) and became the first company in Canada to receive a production licence for cannabis oil production under the ACMPR without first receiving a cannabis cultivation licence. On October 17, 2018, the Cannabis Act came into force, and the Licence was transitioned to a standard

[1] This statement is based on the following material factors and assumptions: (a) the timely and successful completion of audits that were rescheduled due to COVID-19; (b) the Company assumes the third-party audits will be permissible in a COVID-19 environment in the 2021 calendar year; and (c) the Company assumes that there will be no further delays once the audits are scheduled and the GMP certificate will be successfully issued. The Company clarifies that as of the date hereof, it has not yet completed the aforementioned items. See “Cautionary Note Regarding Forward-Looking Information” and “Risk Factors”.

processing licence under the Cannabis Act. On November 9, 2018, the Licence was amended to permit the sale and distribution of cannabis oil and derivatives to the following authorized classes of purchasers:

- a holder of a licence for processing under the Cannabis Act;
- a holder of a licence for analytical testing under the Cannabis Act;
- a holder of a licence for research under the Cannabis Act;
- a holder of a cannabis drug licence under the Cannabis Act;
- the Minister of Health (the "**Minister**");
- a person to which an exemption has been granted under section 140 of the Cannabis Act in relation to the cannabis or a class of cannabis that is sold or distributed; or
- certain individuals who are involved in testing cannabis at laboratories operated by the Government of Canada or accredited laboratories under the *Seeds Act*.

On June 7, 2019, the Licence was further amended to permit the sale of cannabis products to the following authorized classes of purchasers:

- a holder of a licence for sale of medicinal cannabis products under the Cannabis Act; and
- a person authorized to sell cannabis under a law of a province of Canada, such as a provincially authorized retailer or distributor.

On October 21, 2019, the Licence was amended to permit the activity of production and sale of additional cannabis products included in the Cannabis Act, including cannabis extracts, cannabis edibles and cannabis topicals.

On October 25, 2019, MediPharm Labs received its research licence under the Cannabis Act. This licence permits MediPharm Labs to conduct controlled human administration trials for sensory testing of cannabis extracts and derivative products at its Barrie facility. Cannabis companies with a research licence can use sensory experiments with taste, aroma and touch thus expanding their understanding of the sensory response profiles and thus consumer preferences for raw material, in-process material and finished products.

On December 21, 2020, MediPharm Labs received a licence under the *Natural Health Products Regulations* (the "**NHP Site Licence**"). The NHP Site Licence gives MediPharm Labs the authorization to manufacture, package and label natural health products in Canada. MediPharm Labs' Barrie site is considered to be in compliance with GMP requirements outlined in Part 3 of the *Natural Health Products Regulations*.

On February 11, 2021, MediPharm Labs received a cannabis drug licence under the Cannabis Act (the "**Cannabis Drug Licence**"). As a Cannabis Drug Licence holder that is authorized to produce and sell cannabis, MediPharm Labs is now authorized to distribute a drug containing cannabis. While the Cannabis Drug Licence positions the Company to supply cannabis based pharmaceutical drugs and active pharmaceutical ingredients to other cannabis drug licence holders and clinical research trials for novel drug discovery, the Company does not expect to derive material revenues as a result of the Cannabis Drug Licence in the near term. The Company will continue to assess the materiality of the Cannabis Drug Licence going forward. The Cannabis Drug Licence expires on January 27, 2024. MediPharm Labs Australia's 10,000 sq. ft. facility is situated in Wonthaggi, Australia and received its Australian Office of Drug Control manufacturing licence (the "**Australian Licence**") under the Australian Act on May 21, 2019 with respect to the manufacture of extracts and tinctures of cannabis and cannabis resin. Products manufactured under the Australian Licence must be only for the purpose of a clinical trial or prescribed as medical cannabis products. The Australian facility was built to the same GMP standards as the Company's Canadian facility and MediPharm Labs Australia has received a GMP certificate under the Australian *Therapeutic Goods Act 1989*, which expanded its domestic manufacturing authorizations.

For sales made by MediPharm Labs in Australia, MediPharm Labs initially sources and processes dried cannabis at our TGA (as defined below) GMP certified Canadian facility before export of the resulting products to MediPharm Labs Australia. MediPharm Labs Australia then distributes throughout its local, and various accessible international markets. MediPharm Labs Australia has currently also entered into several agreements with Australian licenced cultivators with respect to the supply of dried cannabis flower, and also a manufacturing agreement with respect to the production of cannabis oil and manufactured products. MediPharm Labs Australia commenced shipment of finished formulated products in the second quarter of 2020.

The statements regarding intended expansions, exports, distributions and GMP certifications are forward-looking statements. The current term of the Licence and Australian Licence end on March 29, 2021 and November 21, 2021, respectively. The Company's Q3 MD&A incorrectly disclosed that the term of the Australian Licence expired on November 21, 2020. It is anticipated by our management that Health Canada and the Australian Office of Drug Control will extend or renew the Licence and the Australian Licence, as applicable, at the end of or prior to the end of their respective terms[2]. See "Cautionary Note Regarding Forward-Looking Information" and "Risk Factors".

RECENT DEVELOPMENTS

There have been no material developments in the business of the Company since November 16, 2020, the date of the Company's most recently issued unaudited condensed interim consolidated financial statements and MD&A, which have not been disclosed in this Prospectus Supplement, the Base Shelf Prospectus or the documents incorporated by reference herein.

MATERIAL CHANGES TO CONSOLIDATED CAPITALIZATION

There have been no material changes in the Company's share and loan capital, on a consolidated basis, since November 16, 2020, the date of the Company's most recently issued unaudited condensed interim consolidated financial statements and MD&A, which have not been disclosed in this Prospectus Supplement, the Base Shelf Prospectus or the documents incorporated by reference herein.

USE OF PROCEEDS

The Company expects to receive approximately $27,020,000 in net proceeds from the Offering (assuming a total of 12,068,966 Units are being purchased under the President's List and no exercise of the Over-Allotment Option) after deducting the Underwriters' Fee payable by the Company to the Underwriters in connection with Offering of approximately $1,530,000 and the estimated expenses of the Offering of approximately $450,000.

The Company intends to use the net proceeds of the Offering as follows:

Purpose	Associated Milestone(s)	Estimated Use of Proceeds
Sales and marketing activities in new markets	Procurement and delivery of starting materials	$3,250,000
R&D in relation to clinical trial formulations	Procurement and delivery of starting materials	$400,000

[2] This statement is based on the following material factors and assumptions: (a) the Company assumes that it will receive a compliant rating from Health Canada and that both Health Canada and the Australian Office of Drug Control will renew the Licence and Australian Licence; and (b) the Company assumes that it will continue to be in compliance with the relevant regulatory frameworks, guidelines, and requirements of Health Canada and the Australian Office of Drug Control. The Company clarifies that as of the date hereof, it has received compliant ratings from Health Canada but cannot guarantee that there will not be issues with compliance inspections that may arise in the future. Such statements are informed by, among other things, regulatory guidelines for receiving and maintaining the Licence and Australian Licence. See "Cautionary Note Regarding Forward-Looking Information" and "Risk Factors".

Purpose	Associated Milestone(s)	Estimated Use of Proceeds
Expanding product and Active Pharmaceutical Ingredient exports	First delivery purchase of initial raw material	$1,200,000
	Processing and delivery	$500,000
	Lab testing and ongoing stability	$200,000
	GMP Cannabinoid Isolate Production Scaling	$3,600,000
	Over the counter CBD product registration and development[3]	$500,000
Cannabis 2.0	R&D and new product commercialization(1)	$900,000
	New specialized equipment purchasing and commissioning. including scaled unique cannabinoid production abilities[4]	$800,000
	Sales and marketing activities related to new products	$750,000
	Expanded topical production	$500,000
	Initial production runs and distribution	$3,000,000
	Procurement and delivery of starting materials	$2,300,000
Automation of liquid filling at Australian facility	Selection and procurement of required equipment	$1,400,000
	Factory testing, room readiness, and remote preparation for equipment	$500,000
	Installation, commissioning, validation and final delivery	$400,000
General and administrative expenses(2)	Ongoing milestones	$3,000,000

[3] This milestone is based on the following material factors and assumptions: (a) the Company assumes that it will receive a compliant rating from Health Canada and that both Health Canada and the Australian Office of Drug Control will renew the Licence and Australian Licence, respectively; and (b) the Company assumes that it will continue to be in compliance with the relevant regulatory frameworks, guidelines, and requirements of Health Canada and the Australian Office of Drug Control. The Company clarifies that as of the date hereof, it has received compliant ratings from Health Canada but cannot guarantee that there will not be issues with compliance inspections that may arise in the future. Such statements are informed by, among other things, regulatory guidelines for receiving and maintaining the Licence and Australian Licence. See "Cautionary Note Forward-Looking Information" and "Risk Factors".

[4] This milestone is based on the following material factors and assumptions: (a) the timely and successful completion of certain research and development work to prove concept at bench scale is complete; and (b) there will be a continued market or increased market for minor cannabinoids. See "Cautionary Note Regarding Forward-Looking Information" and "Risk Factors".

Purpose	Associated Milestone(s)	Estimated Use of Proceeds
Unallocated working capital[3]		$3,820,000
TOTAL		**$27,020,000**

Notes:

(1) The Company is conducting its own R&D for this objective.
(2) General and administrative expenses are comprised of personnel costs, professional services, insurance, office and general.
(3) The unallocated working balance will be held in short-term, investment grade, interest-bearing securities, in government securities or in bank accounts at the discretion of management.

See "Ongoing and New Business Objectives and Milestones" in the Base Shelf Prospectus for further details on the Company's anticipated timing and costs relating to its current business objectives and milestones.

The expected use of net proceeds from the Offering represents the Company's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. The amounts and timing of the actual use of the net proceeds will depend on multiple factors and there may be circumstances where, for sound business reasons, a reallocation of funds may be necessary in order for the Company to achieve its stated business objectives. The actual amount that the Company spends in connection with each of the intended uses of proceeds will depend on a number of factors, including those listed under "Risk Factors" in, or incorporated by reference in, this Prospectus Supplement or unforeseen events.

The Company has negative cash flow from operating activities and has historically incurred net losses. Although the Company anticipates it will have positive cash flow from operating activities in future periods, the Company cannot guarantee it will have cash flow positive status from operating activities in future periods. To the extent that the Company has negative operating cash flows in future periods, it may need to deploy a portion of its existing working capital to fund such negative cash flows. There is no assurance that additional capital or other types of financing will be available if needed or that these financings will be on terms at least as favourable to the Company as those previously obtained. See "Risk Factors".

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

The Offering consists of 50,000,000 Units (57,500,000 Units if the Over-allotment Option is exercised in full for Over-Allotment Units). Each Unit will be comprised of one Common Share and one Warrant.

Common Shares

The Company is authorized to issue an unlimited number of Common Shares of which, as at March 1, 2021, 200,447,759 were issued and outstanding.

Each Common Share entitles the holder thereof to one vote at meetings of shareholders of the Company other than meetings of the holders of another class of shares. Each holder of Common Shares is also entitled to receive dividends if, as and when declared by the board of directors of the Company. Holders of Common Shares are entitled to participate in any distribution of the Company's net assets upon liquidation, dissolution or winding-up on an equal basis per share. There are no pre-emptive, redemption, retraction, purchase or conversion rights attaching to the Common Shares.

Warrants

The Warrants will be governed by the terms of a warrant indenture (the "**Warrant Indenture**") to be entered into between the Company and TSX Trust Company (the "**Warrant Agent**"). The following is a summary of certain anticipated attributes of the Warrants and provisions of the Warrant Indenture. This summary does not purport to be complete and is subject to, and qualified in its entirety by reference to, the terms of the Warrant Indenture, which will be filed by the Company with the applicable Canadian securities regulatory authorities and available under the Company's profile on SEDAR at www.sedar.com following closing of the Offering.

General

The Units will separate into Common Shares and Warrants immediately following the closing of the Offering. Each Warrant will be transferable and will entitle the holder thereof to acquire one Warrant Share at the Exercise Price at any time prior to 5:00 p.m. (Toronto time) on the Warrant Expiry Date, adjustment in certain customary events, after which time the Warrants will expire.

The Company will appoint the principal transfer office of the Warrant Agent in Calgary, Alberta as the location at which the Warrants may be surrendered for exercise, transfer or exchange. Under the Warrant Indenture, the Company may, subject to applicable law, purchase by private contract, on any stock exchange (if then listed) or otherwise, any of the Warrants then outstanding, and any Warrants so purchased will be cancelled.

The Warrant Indenture will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and the exercise price per Warrant Share upon the occurrence of certain events, including: (i) the issuance of Common Shares or securities exchangeable for or convertible into Common Shares to all or substantially all of the holders of the Common Shares by way of a stock dividend or other distribution (other than a dividend in the ordinary course or a distribution of Common Shares upon the exercise of any Warrants or options outstanding as of the date of the Warrant Indenture); (ii) the subdivision, redivision or change of the Common Shares into a greater number of Common Shares; (iii) the consolidation, reduction or combination of the Common Shares into a lesser number of Common Shares; (iv) the issuance to all or substantially all of the holders of the Common Shares of rights, options or warrants under which such holders are entitled, during a period expiring not more than 45 days after the record date for such issuance, to subscribe for or purchase Common Shares, or securities exchangeable for or convertible into Common Shares, at a price per share to the holder (or at an exchange or conversion price per share) of less than 95% of the "**Current Market Price**". "**Current Market Price**" will be defined in the Warrant Indenture as the volume weighted average trading price per Common Share on the Exchange or any stock exchange upon which the Common Shares are listed, or if not listed, on any stock exchange, on any over-the-counter-market on which the Common Shares are trading, for the 20 consecutive trading days ending immediately prior to such record date; provided that if the Common Shares are not then listed on the Exchange or traded in the over-the-counter market, then the Current Market Price shall be determined by such firm of independent chartered accountants as may be selected by the directors of the Company, acting reasonably); and (v) the issuance or distribution to all or substantially all of the holders of the Common Shares of shares of the Company of any class other than Common Shares, securities of any rights, options or warrants to subscribe for or purchase Common Shares or securities exchangeable or convertible into any Common Shares (other than a "rights offering" pursuant to (iv)), evidences of indebtedness or any cash, securities or any property or other assets.

The Warrant Indenture will also provide for adjustment in the class and number of securities issuable upon the exercise of the Warrants and exercise price per security in the event of the following additional events: (i) reclassifications of the Common Shares or a capital reorganization of the Company (other than as described above); (ii) consolidations, amalgamations, arrangements or mergers of the Company with or into any other Company or other entity (other than consolidations, amalgamations, arrangements or mergers which do not result in any reclassification of the outstanding Common Shares or a change or exchange of the Common Shares into or for other shares, securities or property); or (iii) the transfer of the undertaking or assets of the Company as an entirety or substantially as an entirety to another Company or other entity.

No adjustment in the Exercise Price or the number of Warrant Shares issuable upon the exercise of the Warrants will be required to be made unless: (i) such adjustment would result in a change of at least 0.01 of a Warrant Share based on the number of Warrant Shares or other classes of shares or securities or property which a holder of a Warrant is entitled to receive upon the exercise of the rights attached to the Warrant; or (ii) the cumulative effect of such adjustment or adjustments would result in a change of at least 1% in the Exercise Price, provided that any such adjustments that are not required to be made shall be carried forward and taken into account in any subsequent adjustment.

The Company will covenant in the Warrant Indenture that, during the period in which the Warrants are exercisable, it will give notice to the Warrant Agent and to the holders of the Warrants of certain stated events, including events that would result in an adjustment to the Exercise Price for the Warrants or the number of Warrant Shares issuable upon exercise of the Warrants, at least 14 days prior to the record date or effective date of such event.

No fractional Warrant Shares will be issuable upon the exercise of any Warrants and no cash or other consideration will be paid in lieu of fractional Warrant Shares. Holders of Warrants will not have any voting or any other rights which a holder of Common Shares would have.

The Warrant Indenture will provide that, from time to time, the Company and the Warrant Agent may amend or supplement the Warrant Indenture for certain purposes, without the consent of the holders of the Warrants, including curing defects or inconsistencies or making any change that does not adversely affect the rights of any holder. Any amendment or supplement to the Warrant Indenture that would adversely affect the interests of the holders of Warrants may only be made by “extraordinary resolution”, which will be defined in the Warrant Indenture as a resolution either: (i) passed at a meeting of the holders of Warrants at which there are holders of Warrants present in person or represented by proxy representing at least 20% of the aggregate number of the then outstanding Warrants (unless such meeting is adjourned to a prescribed later date due to the lack of quorum) and passed by the affirmative vote of not less than 66⅔% of the aggregate number of all the then outstanding Warrants represented at the meeting; or (ii) adopted by an instrument in writing signed by the holders of Warrants representing not less than 66⅔% of the aggregate number of all the then outstanding Warrants.

The Warrants and the Warrant Shares issuable upon the exercise of the Warrants have not been and will not be registered under the U.S. Securities Act or any state securities laws. The Warrants will not be exercisable by, or on behalf of, a person in the United States or a U.S. Person, nor will any certificates representing the Warrant Shares issuable upon exercise of the Warrants be registered or delivered to an address in the United States, unless an exemption from the registration requirements of the U.S. Securities Act and any applicable state securities laws is available and the Company has received an opinion of counsel of recognized standing to such effect in form and substance reasonably satisfactory to the Company; provided, however, that a “qualified institutional buyer”, as such term is defined in Rule 144A under the U.S. Securities Act (“**Qualified Institutional Buyer**”), that purchased Warrants in the Offering for its own account, or for the account of another Qualified Institutional Buyer for which it exercised sole investment discretion with respect to such original purchase (an “**Original Beneficial Purchaser**”), will not be required to deliver an opinion of counsel or such other evidence if it exercises those Warrants for its own account or for the account of the Original Beneficial Purchaser, if any, if each of it and such Original Beneficial Purchaser, if any, is a Qualified Institutional Buyer that is also an “accredited investor” the meaning of Rule 501(a) of Regulation D under the U.S. Securities Act at the time of exercise of such Warrants.

PLAN OF DISTRIBUTION

Pursuant to the Underwriting Agreement among the Company and the Underwriters, the Company has agreed to issue and sell an aggregate of 50,000,000 Units to the Underwriters and the Underwriters have severally agreed to purchase such Units on the Closing Date, subject to the terms and conditions stated therein, at a price of $0.58 per Unit. The Offering Price of the Units was determined by arm’s length negotiation between the Company and the Lead Underwriter, on its own behalf and on behalf of the Underwriters. The obligations of the Underwriters under the Underwriting Agreement may be terminated at their discretion on the basis of "regulatory proceedings out", "material adverse change out", "disaster out", and "breach out" provisions in the Underwriting Agreement and may also be terminated upon the occurrence of certain other stated events. The Underwriters are, however, obligated to take up and pay for all of the Units if any Units are purchased under the Underwriting Agreement.

The Company has granted to the Underwriters an Over-Allotment Option, exercisable in whole or in part in the sole discretion of the Lead Underwriter, on behalf of the Underwriters, at any time and from time to time, for a period of 30 days following the Closing Date, to purchase up to an additional 15% of the number of Units sold under the Offering, being up to 7,500,000 Over-Allotment Units. The Over-Allotment Option may be exercised by the Underwriters in respect of: (i) Over-Allotment Units at a price of $0.58 per Over-Allotment Unit; (ii) Additional Unit Shares at a price of $0.50 per Additional Unit Share, (iii) Additional Warrants at a price of $0.08 per each Additional Warrant, or (iv) any combination of Additional Units, Additional Unit Shares and Additional Warrants, provided that the aggregate number of Additional Unit Shares and Additional Warrants that may be issued upon the exercise of the Over-Allotment Option does not exceed 7,500,000 Additional Unit Shares and 7,500,000 Additional Warrants. If the Over-Allotment Option is exercised in full, the total price to the public, Underwriters' Fee (assuming a total of 12,068,966 Units are sold to purchasers on the President's List) and net proceeds to the Company (before deducting expenses of the Offering) will be $33,350,000, 1,791,000 and $31,559,000, respectively. This Prospectus Supplement qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Securities. A person who acquires securities forming part of the Underwriters' over-allocation position acquires those securities under this Prospectus Supplement regardless of whether the Underwriters' over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

In consideration for their services in connection with the Offering, the Underwriters will be paid the Underwriters' Fee equal to 6.0% of the total gross proceeds of the Offering (including any proceeds from the exercise of the Over-Allotment Option) and other than sales of Units to purchasers on the President's List upon which a cash fee equal to 3.0% of such gross proceeds will be paid. As additional consideration for the services rendered in connection with the Offering, the Company has agreed to issue to the Underwriters such number of Compensation Warrants to acquire that number of Compensation Units as is equal to 4.0% of the number of Units sold under the Offering (excluding Units sold to purchasers on the President's List, and including Units issuable upon the exercise of the Over-Allotment Option). Each Compensation Warrant will entitle the holder thereof to acquire one Compensation Unit at an exercise price equal to the Offering Price for a period of 24 months following the Closing Date, subject to adjustment in certain customary events. This Prospectus Supplement qualifies the distribution of the Compensation Warrants.

The obligations of the Underwriters under the Underwriting Agreement are several and not joint and may be terminated upon the occurrence of certain stated events. If one or more of the Underwriters fails to purchase the Units which it has agreed to purchase, the other Underwriters may, but are not obligated to, purchase the Units.

The Underwriting Agreement also provides that the Company will indemnify the Underwriters and their respective directors, officers, employees and agents against certain liabilities and expenses or will contribute to payments that the Underwriters may be required to make.

Pursuant to the rules and policy statements of certain Canadian securities regulators, the Underwriters may not, throughout the period of distribution under this Prospectus Supplement, bid for or purchase Common Shares for their own account or for accounts over which they exercise control or direction. The foregoing restriction is subject to certain exceptions, on the condition that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in or raising the price of the Common Shares. These exceptions include a bid or purchase permitted under the Universal Market Integrity Rules for Canadian marketplaces administered by the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market-making activities and a bid or purchase made for or on behalf of a client where the client's order was not solicited during the period of distribution. Subject to applicable laws and in connection with the Offering, the Underwriters may over-allot or effect transactions in connection with the Offering intended to stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

The Underwriters propose to initially offer, either directly or through their broker-dealer affiliates or agents, the Units at the Offering Price. After a reasonable effort has been made to sell all of the Units at the Offering Price, the Underwriters may subsequently reduce the selling price to investors from time to time in order to

sell any of the Units remaining unsold. Any such reduction will have the effect of reducing the compensation realized by the Underwriters by the amount that the aggregate price paid by the purchasers for the Units is less than the gross proceeds paid by the Underwriters to the Company and will not affect the proceeds received by the Company.

Subscriptions will be received subject to rejection or allotment in whole or in part and the Underwriters reserve the right to close the subscription books at any time without notice. It is expected that the Closing will occur on or about March 5, 2021, or such later date as the Company and the Underwriters may agree, but in any event no later than the Closing Date. Subscriptions for the Units will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is anticipated that the Units will be delivered under the book-based system through CDS or its nominee and deposited in registered or electronic form with CDS on the Closing Date, or such other date as may be agreed upon by the Company and the Lead Underwriter. No certificates evidencing the Common Shares or Warrants comprising the Units will be issued to subscribers, except in certain limited circumstances, and registration will be made in the name of the nominee of CDS.

The Units will be offered in each of the Provinces of Canada, other than Québec (the "**Offering Jurisdictions**"), through the Underwriters or its affiliates who are registered to offer the Units for sale in such provinces and such other registered dealers as may be designated by the Underwriters. Subject to applicable law, the Underwriters may offer the Units in the United States or to, or for the account or benefit of, U.S. Persons, and such other jurisdictions outside of Canada and the United States as agreed between the Company and the Underwriters, in each case in accordance with applicable laws provided that no prospectus, registration statement or similar document is required to be filed in any such jurisdiction.

The Company has applied to list the Common Shares and the Warrants distributed under this Prospectus Supplement and the Warrant Shares issuable upon exercise of the Warrants on the Exchange, including any Common Shares, Warrants and Warrant Shares issued upon exercise of the Over-Allotment Option, and the Common Shares and Warrants forming part of the Compensation Units and Warrant Shares underlying the Compensation Warrants. Listing will be subject to the Company fulfilling all of the listing requirements of the Exchange. See "Risk Factors".

Selling and Transfer Restrictions Outside of Canada

Other than in the Offering Jurisdictions, no action has been taken by the Company or the Underwriters that would permit a public offering of the Units offered under this Prospectus Supplement in any jurisdiction where action for that purpose is required. The Units offered under this Prospectus Supplement may not be offered or sold, directly or indirectly, nor may this Prospectus Supplement or any other offering material or advertisements in connection with the offer and sale of any Units be distributed or published in any jurisdiction, except under circumstances that will result in compliance with the applicable rules and regulations of that jurisdiction. Persons into whose possession this Prospectus Supplement comes are advised to inform themselves about and to observe any restrictions relating to the offering and the distribution of this Prospectus Supplement.

The Units, the Common Shares and Warrants comprising the Units, and the Warrant Shares, have not been and will not be registered under the U.S. Securities Act or any securities or "blue sky" laws of any of the states of the United States, and may not be offered or sold, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. Persons except in accordance with an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. Except as permitted in the Underwriting Agreement, and as expressly permitted by applicable laws of the United States, the Underwriters will not offer or sell the Units within the United States or to, or for the account or benefit of, U.S. Persons. The Underwriting Agreement will enable the Underwriters, by or through their United States registered broker-dealers affiliates, to offer and resell the Units that they have acquired pursuant to the Underwriting Agreement in the United States or to, or for the account or benefit of, U.S. Persons or persons in the United States, who are Qualified Institutional Buyers pursuant to Rule 144A under the U.S. Securities Act. Moreover, the Underwriting Agreement will provide that the Underwriters will offer and sell the Units outside the United States to non-U.S. Persons only in accordance with Rule 903 of Regulation S under the U.S. Securities Act.

The Units, Common Shares, Warrants and any Warrant Shares offered and sold to persons in the United States or to, or for the account or benefit of, U.S. Persons will be “restricted securities” within the meaning of Rule 144(a)(3) of the U.S. Securities Act. Any certificates representing such securities will bear or be deemed to bear a legend to the effect that the securities represented thereby are not registered under the U.S. Securities Act or any applicable U.S. state securities laws and may only be offered, sold, pledged or otherwise transferred pursuant to certain exemptions from the registration requirements of the U.S. Securities Act and any applicable U.S. state securities laws.

This Prospectus Supplement does not constitute an offer to sell or a solicitation of an offer to buy any Units offered by this Prospectus Supplement in any jurisdiction in which such an offer or a solicitation is unlawful.

Until 40 days after the commencement of the Offering, an offer or sale of the Units within the United States or to, or for the account or benefit of, U.S. Persons by any dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in reliance on an exemption from the registration requirements of the U.S. Securities Act.

RISK FACTORS

An investment in the Units of the Company is subject to a number of risks. The occurrence of any one or more of these risks or uncertainties could have a material adverse effect on the value of any investment in the Company and the business, prospects, financial position, financial condition or operating results of the Company. Before deciding whether to invest in the Units, prospective investors should carefully consider the risk factors set forth under the heading “Risk Factors” in the Base Shelf Prospectus and all of the other information in this Prospectus Supplement (including, without limitation, the documents incorporated by reference herein).

The risks described herein and in the documents incorporated by reference in the Base Shelf Prospectus and this Prospectus Supplement are not the only risks that affect the Company. Additional risks and uncertainties not currently known to the Company, or that the Company currently deems immaterial, may also potentially materially adversely affect its business.

Risks Related to the Offering and the Company

An investment in the Units is speculative

An investment in the Units and the Company's prospects generally are speculative due to the risky nature of its business and the present stage of its development. Investors may lose their entire investment and should carefully consider the risk factors described below, under the heading "Risk Factors" in the AIF and in the other documents incorporated by reference herein. The risks described below, in the AIF, the Base Shelf Prospectus and in the other documents incorporated by reference herein, are not the only ones faced by the Company. Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair the Company's operations. There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the risks described below (or incorporated by reference herein) or other unforeseen risks. If any of the risks described below or in the AIF or in the other documents incorporated by reference herein actually occur, then the Company's business, financial condition and operating results could be adversely affected. Investors should carefully consider the risks below and in the AIF and the other information elsewhere in this Prospectus Supplement and consult with their professional advisors to assess any investment in the Company.

Completion of the Offering

The completion of the Offering remains subject to a number of conditions. There can be no certainty that the Offering will be completed. Failure by the Company to satisfy all of the conditions precedent to the Offering would result in the Offering not being completed. If the Offering is not completed, the Company may not be able to raise the funds required for the purposes contemplated under “Use of Proceeds” from other sources on commercially reasonable terms or at all.

Forward-looking statements may prove to be inaccurate

Investors should not place undue reliance on forward-looking statements. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties, of both general and specific nature, that could cause actual results to differ materially from those suggested by the forward-looking statements or contribute to the possibility that predictions, forecasts or projections will prove to be materially inaccurate. Additional information on the risks, assumptions and uncertainties can be found in this Prospectus Supplement under the heading “Cautionary Note Regarding Forward-Looking Information”.

Potential Dilution

The Company’s articles of incorporation and by-laws allow it to issue an unlimited number of Common Shares for such consideration and on such terms and conditions as established by the board of directors of the Company, in many cases, without the approval of the Company’s shareholders. As part of this Offering, the Company could issue up to 118,634,482 Common Shares (which number includes the maximum number of Common Shares issuable in connection with the exercise of the full Over-Allotment Option including all Common Shares and Warrants underlying such securities and the Common Shares forming part of the Compensation Units and underlying the Compensation Warrants, on a fully exercised basis). The Company may issue additional Common Shares in subsequent offerings (including through the sale of securities convertible into or exchangeable for Common Shares) and on the exercise of stock options or other securities exercisable for Common Shares. The Company cannot predict the size of future issuances of Common Shares or the effect that future issuances and sales of Common Shares will have on the market price of the Common Shares. Issuances of a substantial number of additional Common Shares, or the perception that such issuances could occur, may adversely affect prevailing market prices for the Common Shares. With any additional issuance of Common Shares, investors will suffer dilution to their voting power and the Company may experience dilution in its earnings per share.

Potential need for Additional Financing

Despite the anticipated net proceeds from the Offering, the Company may require additional financing in the future, including through the sale of assets and/or the issue and sale of equity or debt securities. The Company’s activities do have scope for flexibility in terms of the amount and timing of expenditures, and expenditures may be adjusted accordingly. However, further operations will require additional capital and will depend on the Company’s ability to obtain financing through debt, equity or other means. The Company’s ability to meet its obligations and maintain operations may be contingent upon successful completion of additional financing arrangements. There is no assurance that the Company will be successful in obtaining the required financing in the future or that such financing will be available on terms acceptable to the Company. In addition, any future financing may also be dilutive to existing shareholders of the Company.

Negative operating cash flow and going concern

The Company has negative cash flow from operating activities and has historically incurred net losses. There is no assurance that sufficient revenues will be generated in the near future. To the extent that the Company has negative operating cash flows in future periods, it may need to deploy a portion of its existing working capital to fund such negative cash flows. There is no assurance that additional capital or other types of financing will be available if needed or that these financings will be on terms at least as favourable to the Company as those previously obtained, or at all. The Company’s ability to successfully raise additional capital and maintain liquidity may by impaired by factors outside of its control, such as a shift in consumer attitudes towards certain therapeutic methods or a downturn in the economy.

Any inclusion in the Company's financial statements of a going concern opinion may negatively impact the Company's ability to raise future financing and achieve future revenue. The threat of the Company's ability to continue as a going concern will be removed only when the Company's revenues have reached a level that is able to sustain its business operations. If the Company is unable to obtain additional financing from outside sources and eventually generate enough revenues, the Company may be forced to sell a portion or all of the Company's assets, or curtail or discontinue the Company's operations. If any of these events happen, you could lose all or part of your investment. The Company's financial statements do not include any adjustments to the Company's recorded assets or liabilities that might be necessary if the Company becomes unable to continue as a going concern.

Discretion over the Use of Proceeds

The Company will have discretion concerning the use of the net proceeds of the Offering as well as the timing of their expenditures, and may apply the net proceeds of the Offering in ways other than as described under "Use of Proceeds". As a result, an investor will be relying on the judgment of the Company for the application of the net proceeds of the Offering. The Company may use the net proceeds of the Offering in ways that an investor may not consider desirable. The results and the effectiveness of the application of the net proceeds are uncertain. If the net proceeds are not applied effectively, the Company's business, prospects, financial position, financial condition or results of operations may suffer.

Management of Growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company 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 the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

The Common Shares are Subject to Market Price Volatility

The market price of the Common Shares may be adversely affected by a variety of factors relating to the Company's business, including fluctuations in the Company's operating and financial results, the results of any public announcements made by the Company and the Company's failure to meet analysts' expectations. In addition, from time to time, the stock market experiences significant price and volume volatility that may affect the market price of the Common Shares for reasons unrelated to the Company's performance. Additionally, the value of the Common Shares is subject to market value fluctuations based upon factors that influence the Company's operations, such as legislative or regulatory developments, competition, technological change, global capital market activity and changes in interest and currency rates. There can be no assurance that the market price of the Common Shares will not experience significant fluctuations in the future, including fluctuations that are unrelated to the Company's performance.

The value of Common Shares will be affected by the general creditworthiness of the Company. The AIF and the Company's management's discussion and analysis are incorporated by reference in this Prospectus Supplement and discuss, among other things, known material trends and events, and risks or uncertainties that are reasonably expected to have a material effect on the Company's business, financial condition or results of operations.

The market value of the Common Shares may also be affected by the Company's financial results and political, economic, financial and other factors that can affect the capital markets generally, the stock exchanges on which the Common Shares are traded and the market segment of which the Company is a part.

No History of Payment of Cash Dividends

The Company has never declared or paid cash dividends on the Common Shares. The Company intends to retain future earnings to finance the operation, development and expansion of the business. The Company does not anticipate paying cash dividends on the Common Shares in the foreseeable future. Payment of future cash dividends, if any, will be at the discretion of the Company's board of directors and will depend on the Company's financial condition, results of operations, contractual restrictions, capital requirements, business prospects and other factors that the board considers relevant.

Warrants are speculative in nature and may not have any value

The Warrants do not confer any rights of Common Share ownership on their holders, such as voting rights or the right to receive dividends, but rather merely represent the right to acquire Common Shares at a fixed price for a limited period of time. Specifically, commencing on the date of issuance, holders of the Warrants may exercise their right to acquire Common Shares and pay a Warrant Exercise Price of $0.70 per Common Share, subject to certain adjustments, prior to the date that is 24 months following the Closing Date, after which date any unexercised Warrants will expire and have no further value. Moreover, following completion of the Offering, the market value of the Warrants, if any, is uncertain and there can be no assurance that the market value of the Warrants will equal or exceed their imputed offering price. There can be no assurance that the market price of the Common Shares will ever equal or exceed the exercise price of the Warrants, and consequently, whether it will ever be profitable for holders of the Warrants to exercise the Warrants.

Risks relating to Research and Development Milestones and the Company's Equipment

The Company expects to use a portion of the net proceeds of the Offering for research and development purposes. There is no assurance that the Company's anticipated milestones will be achieved, and a failure to achieve these milestones could negatively impact the Company's ability to raise additional funds required for operations and research and development activities, and could, in turn, impact the financial viability of the Company. There is also no assurance that the Company's research and development activities will continue to result in commercially viable products.

Rapidly changing markets, technology, emerging industry and regulatory standards and frequent introduction of new products characterize the Company's business environment. The introduction of new products embodying new technologies and regulatory developments may render the Company's equipment obsolete and its products and services less competitive or less marketable. The process of developing the Company's products and services is complex and requires significant continuing costs, development efforts and third-party commitments. The Company's failure to develop new products and services could adversely affect the business, financial condition and operating results of the Company. The Company may be unable to anticipate changes in its potential client requirements that could make the Company's existing products and services obsolete. The Company's success will depend, in part, on its ability to continue to enhance its product and service offerings so as to address the increasing sophistication and varied needs of the market, and respond to technological and regulatory changes and emerging industry standards and practices on a timely and cost-effective basis.

In light of rapidly developing technologies, regulatory changes, emerging industry standards and the Company's competitive landscape, the Company has previously elected to not continue projects and has written down non-current deposits given to vendors for capital expenditures as a result. The Company currently expects to take further equipment write downs in connection with the fourth quarter of 2020 in the range of approximately $5,000,000 to $10,000,000. This estimated range is unaudited and will be disclosed in further detail in the Company's subsequent disclosure documents. There are no assurances that similar occurrences will not happen in the future.

Client and Receivables Risks

The Company is subject to the credit risk and willingness to pay of its clients, and its profitability and cash flow are dependent on receipt of timely payments from clients. Any delay in payment by the Company's clients may have an adverse effect on the Company's profitability, working capital and cash flow. There is no assurance that the Company will be able to collect all or any of its trade receivables in a timely matter. If any of the Company's clients face unexpected situations such as financial difficulties, or regulatory or other inquiries, the Company may not be able to receive full or any payment of the uncollected sums or enforce any judgment debts against such clients, and the Company's business, results of operations and financial condition could be materially and adversely affected. In connection with such risks, the Company may from time to time have to take accounts receivable provisions for bad debt. In connection with the fourth quarter of 2020, the Company expects to take an accounts receivable provision the range of approximately $500,000 to $1,000,000. This estimated range is unaudited and will be disclosed in further detail in the Company's subsequent disclosure documents. There are no assurances that similar provisions will not happen in the future,

The Company's success depends in part on its ability to anticipate and offer products and services that appeal to the changing needs and preferences of clients in the various markets the Company serves. Developing new products and services requires high levels of innovation, and the development process is often lengthy and costly. If management is not able to anticipate, identify, develop and market products and services that respond to changes in client preferences, demand for products, and services could decline. Further, the demand for the Company's bulk products is ultimately dependent upon the Company's customers being able to effectively commercialize finished products utilizing such bulk inputs, and any inability to sell-through the product will limit additional purchases of bulk products from the Company and thereby could materially and negatively impact the operations and financial condition of the Company.

The Company may also be exposed to a reputational risk with respect to its business-to-business clients, in particular those for which the Company intends to directly sell products as part of its white labeling program. If the Company's clients are subject to negative publicity, the Company's goodwill, business and operations may be indirectly and negatively impacted.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Aird & Berlis LLP, counsel to the Company, and Bennett Jones LLP, counsel to the Underwriters, the following is, as of the date of this Prospectus Supplement, a summary of the principal Canadian federal income tax considerations under the Tax Act generally applicable to an investor who acquires Units pursuant to the Offering and who, for the purposes of the Tax Act and at all relevant times, deals at arm's length with the Company and the Underwriters, is not affiliated with the Company or the Underwriters, and who acquires and holds the Common Shares, including any Warrant Shares acquired on the exercise of Warrants, (hereinafter sometimes collectively referred to as "**Shares**") and Warrants as capital property (a "**Holder**"). Generally, the Shares and Warrants will be considered to be capital property to a Holder thereof provided that the Holder does not use the Shares or Warrants in the course of carrying on a business of trading or dealing in securities and such Holder has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade.

This summary does not apply to a Holder (i) that is a "financial institution" for the purposes of the mark-to-market rules contained in the Tax Act; (ii) that is a "specified financial institution" as defined in the Tax Act; (iii) that is a partnership, a member of which is not resident in Canada, (iv) an interest in which would be a "tax shelter investment" as defined in the Tax Act; (v) that has made a functional currency reporting election under the Tax Act; (vi) that receives dividends on the Shares as part of a "dividend rental arrangement" within the meaning of the Tax Act; or (vii) that has or will enter into a "derivative forward agreement" or "synthetic disposition", as those terms are defined in the Tax Act, with respect to the Units, the Warrants or the Common Shares. Such Holders should consult their own tax advisors with respect to an investment in Units. In addition, this summary does not address the deductibility of interest by a Holder who has borrowed money or otherwise incurred debt in connection with the acquisition of Units.

Additional considerations, not discussed herein, may be applicable to a Holder that is a corporation resident in Canada, and is, or becomes as part of a transaction or event or series of transactions or events that includes the acquisition of the Units, controlled by a (A) non-resident corporation (B) non-resident individual, (C) non-resident trust, or (D) group of any of the following who do not deal at arm's length with each other, for purposes of the "foreign affiliate dumping" rules in section 212.3 of the Tax Act. Such Holders should consult their tax advisors with respect to the consequences of acquiring Units.

This summary is based upon the current provisions of the Tax Act and the regulations made thereunder (the "**Regulations**") in force as of the date hereof and counsel's understanding of the current administrative and assessing practices of the Canada Revenue Agency (the "**CRA**") published by it in writing prior to the date hereof. This summary takes into account all specific proposals to amend the Tax Act and the Regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Tax Proposals**") and assumes that the Tax Proposals will be enacted in the form proposed, although no assurance can be given that the Tax Proposals will be enacted in their current form or at all. This summary does not otherwise take into account any changes in law or in the administrative policies or assessing practices of the CRA, whether by legislative, governmental or judicial decision or action, nor does it take into account or consider other federal or any provincial, territorial or foreign income tax considerations, which considerations may differ significantly from the Canadian federal income tax considerations discussed in this summary.

This summary is of a general nature only, is not exhaustive of all possible Canadian federal income tax considerations and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder. **Holders should consult their own tax advisors with respect to their particular circumstances.**

Allocation of Cost

A Holder will be required to allocate the purchase price of each Unit between the Common Share and each Warrant comprising a Unit on a reasonable basis to determine the cost of each security to the Holder for purposes of the Tax Act.

For its purposes, the Company intends to allocate the net proceeds of the Offering to Common Shares and Warrants based on a pro-rata fair value allocation, which currently is estimated to be $0.50 of the issue price of each Unit as consideration for the issue of each Common Share and $0.08 of the issue price of each Unit for the issue of each Warrant; however, this allocation is subject to change based on actual fair value estimates. Although the Company believes that its allocation is reasonable, it is not binding on the CRA or the Holder. The Holder's adjusted cost base of the Common Share comprising a part of each Unit will be determined by averaging the cost allocated to the Common Share with the adjusted cost base to the Holder of all common shares of the Company owned by the Holder as capital property immediately prior to such acquisition.

Exercise of Warrants

No gain or loss will be realized by a Holder upon the exercise of a Warrant to acquire a Warrant Share. When a Warrant is exercised, the Holder's cost of the Warrant Share acquired thereby will be the aggregate of the Holder's adjusted cost base of such Warrant and the exercise price paid for the Warrant Share. The Holder's adjusted cost base of the Warrant Share so acquired will be determined by averaging such cost with the adjusted cost base to the Holder of all common shares of the Company owned by the Holder as capital property immediately prior to such acquisition.

Resident Holders

The following section of this summary applies to Holders ("**Resident Holders**") who, for the purposes of the Tax Act, are or are deemed to be resident in Canada at all relevant times. A Resident Holder whose Shares might not constitute capital property may make, in certain circumstances, an irrevocable election permitted by subsection 39(4) of the Tax Act to deem the Shares, and every other "Canadian security" as defined in the Tax Act, held by such person, in the taxation year of the election and each subsequent taxation year to be capital property. This election does not apply to Warrants. Resident Holders should consult their own tax advisors regarding this election.

Expiry of Warrants

In the event of the expiry of an unexercised Warrant, a Resident Holder generally will realize a capital loss equal to the Resident Holder's adjusted cost base of such Warrant. The tax treatment of capital gains and capital losses is discussed in greater detail below under the subheading "Capital Gains and Capital Losses".

Dividends

Dividends received or deemed to be received on the Shares will be included in computing a Resident Holder's income. In the case of an individual (other than certain trusts), such dividends will be subject to the gross-up and dividend tax credit rules normally applicable in respect of "taxable dividends" received from "taxable Canadian corporations" (as defined in the Tax Act). An enhanced dividend tax credit will be available to individuals in respect of "eligible dividends" designated by the Company to the Resident Holder in accordance with the provisions of the Tax Act.

In the case of a Resident Holder that is a corporation, the amount of any such taxable dividends that is included in its income for a taxation year received or deemed to be received on the Common Shares will generally be deductible in computing its taxable income for that taxation year. In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received by a Resident Holder that is a corporation as proceeds of disposition or a capital gain. Resident Holders that are corporations should consult their own tax advisors having regard to their own circumstances.

Dividends received or deemed to be received by a corporation that is a Resident Holder of the Shares must be included in computing its income but generally will be deductible in computing its taxable income. A Resident Holder that is a "private corporation" (as defined in the Tax Act) and certain other corporations controlled by or for the benefit of an individual (other than a trust) or related group of individuals (other than trusts) generally will be liable to pay a $38\frac{1}{3}\%$ refundable tax under Part IV of the Tax Act on dividends received or deemed to be received on the Shares to the extent such dividends are deductible in computing taxable income.

Dispositions of Shares and Warrants

Upon a disposition (or a deemed disposition) of a Share or a Warrant (other than on the exercise thereof), a Resident Holder generally will realize a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition of such security, as applicable, net of any reasonable costs of disposition, are greater (or are less) than the adjusted cost base of such security, as applicable, to the Resident Holder. The tax treatment of capital gains and capital losses is discussed in greater detail below under the subheading "Capital Gains and Capital Losses".

Capital Gains and Capital Losses

Generally, a Resident Holder is required to include in computing its income for a taxation year one-half of the amount of any capital gain (a "**taxable capital gain**") realized in the year. Subject to and in accordance with the provisions of the Tax Act, a Resident Holder is required to deduct one-half of the amount of any capital loss (an "**allowable capital loss**") realized in a taxation year from taxable capital gains realized in the year by such Resident Holder. Allowable capital losses in excess of taxable capital gains may be carried back and deducted in any of the three preceding years or carried forward and deducted in any following taxation year against taxable capital gains realized in such year to the extent and under the circumstances described in the Tax Act.

The amount of any capital loss realized on the disposition or deemed disposition of Shares by a Resident Holder that is a corporation may be reduced by the amount of dividends received or deemed to have been received by it on such shares or shares substituted for such shares to the extent and in the circumstance specified by the Tax Act. Similar rules may apply where a Share is owned by a partnership or trust of which a corporation, trust or partnership is a member or beneficiary. Resident Holders to whom these rules may be relevant should consult their own tax advisors.

A Resident Holder that is throughout the relevant taxation year a "Canadian-controlled private corporation" (as defined in the Tax Act) also may be liable to pay an additional refundable tax of 10⅔% on its "aggregate investment income" for the year which will include taxable capital gains.

Minimum Tax

Capital gains realized and dividends received by a Resident Holder that is an individual or a trust, other than certain specified trusts, may give rise to minimum tax under the Tax Act.

Non-Resident Holders

The following section of this summary is generally applicable to Holders ("**Non-Resident Holders**") who (i) for the purposes of the Tax Act, are neither resident nor deemed to be resident in Canada at any time while they hold the Shares or Warrants; and (ii) do not use or hold and are not deemed to use or hold the Shares or Warrants in carrying on a business in Canada. Special rules, which are not discussed in this summary, may apply to a Non-Resident Holder that is an insurer carrying on business in Canada and elsewhere. Such Holders should consult their own tax advisors.

Dividends

Dividends paid or credited or deemed to be paid or credited to a Non-Resident Holder by the Company are subject to Canadian withholding tax at the rate of 25% on the gross amount of the dividend unless such rate is reduced by the terms of an applicable tax treaty. Under the Canada-United States Tax Convention (1980) (the "**Treaty**") as amended, the rate of withholding tax on dividends paid or credited to a Non-Resident Holder who is resident in the U.S. for purposes of the Treaty and entitled to benefits under the Treaty is generally limited to 15% of the gross amount of the dividend. Non-Resident Holders should consult their own tax advisors.

Dispositions of Shares and Warrants

A Non-Resident Holder generally will not be subject to tax under the Tax Act in respect of a capital gain realized on the disposition or deemed disposition of a Share or a Warrant, unless the Share or Warrant constitutes "taxable Canadian property" to the Non-Resident Holder thereof for purposes of the Tax Act, and the gain is not exempt from tax pursuant to the terms of an applicable tax treaty.

Generally, provided the Shares are listed on a "designated stock exchange", as defined in the Tax Act (which currently includes the Exchange), at the time of disposition, the Shares and Warrants generally will not constitute taxable Canadian property of a Non-Resident Holder at that time, unless at any time during the 60 month period immediately preceding the disposition the following two conditions are met concurrently: (i) the Non-Resident Holder, persons with whom the Non-Resident Holder did not deal at arm's length, partnerships in which the Non-Resident Holder or such non-arm's length person holds a membership interest (either directly or indirectly through one or more partnerships), or the Non-Resident Holder together with all such persons, owned 25% or more of the issued shares of any class or series of shares of the Company; and (ii) more than 50% of the fair market value of the shares of the Company was derived directly or indirectly from one or any combination of real or immovable property situated in Canada, Canadian resource properties (as defined in the Tax Act), timber resource properties (as defined in the Tax Act) or an option, an interest or right in such property, whether or not such property exists. Notwithstanding the foregoing, a Share or Warrant may otherwise be deemed to be taxable Canadian property to a Non-Resident Holder for purposes of the Tax Act.

A Non-Resident Holder's capital gain (or capital loss) in respect of a disposition of Shares or Warrants that constitute or are deemed to constitute taxable Canadian property to a Non-Resident Holder (and are not "treaty protected property" as defined in the Tax Act) will generally be computed in the manner described above under the subheadings "Resident Holders – Disposition of Shares and Warrants" and "Resident Holders – Capital Gains and Capital Losses".

Non-Resident Holders whose Shares or Warrants may constitute taxable Canadian property should consult their own tax advisors.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The independent auditor of the Company is KPMG LLP, Chartered Professional Accountants, Toronto, Ontario. KPMG LLP has prepared an independent auditors' report dated March 30, 2020 in respect of the consolidated financial statements of the Company as at and for the year ended December 31, 2019, which are incorporated by reference in this Prospectus Supplement. Such firm has confirmed that it is independent of the Company within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation and regulations.

Until December 27, 2019, the independent auditor of the Company was Dale Matheson Carr-Hilton LaBonte LLP ("**DMCHL**"), Chartered Professional Accountants, Vancouver, British Columbia. DMCHL has prepared an independent auditor's report dated April 1, 2019 in respect of the consolidated financial statements of the Company as at and for the years ended December 31, 2018 and 2017, which are incorporated by reference in this Prospectus Supplement. As at the date of such report, DMCHL confirmed that it was independent of the Company within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation and regulations.

The transfer agent and registrar for the Common Shares is TSX Trust Company at its principal office in Toronto, Ontario.

PURCHASERS' STATUTORY RIGHTS

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, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. 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 advisor.

In an offering of Warrants, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the Prospectus Supplement is limited, in certain provincial securities legislation, to the price at which the Warrants is offered to the public under the Offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon exercise of the Warrants, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal adviser.

CERTIFICATE OF THE COMPANY

Dated: March 2, 2021

This short form prospectus, together with the documents incorporated in this prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of each of the provinces of Canada (other than Québec).

(Signed) Keith Strachan Interim Chief Executive Officer	(Signed) Greg Hunter Chief Financial Officer

On behalf of the Board of Directors of
MediPharm Labs Corp.

(Signed) Patrick McCutcheon Director	(Signed) Chris Taves Director

CERTIFICATE OF THE UNDERWRITERS

Dated: March 2, 2021

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated in this prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of each of the provinces of Canada (other than Québec).

CANTOR FITZGERALD CANADA CORPORATION

(Signed) Christopher Craib
President & Chief Financial Officer

BMO NESBITT BURNS INC.	**CANACCORD GENUITY CORP.**
(Signed) Andrew Warkentin Managing Director	(Signed) Derek Ham Managing Director, Capital Markets Origination

STIFEL NICOLAUS CANADA INC.

(Signed) Matt Gaasenbeek
Co-Head of Investment Banking Canada