A copy of this amended and restated preliminary prospectus has been filed with the securities regulatory authority in the Provinces of British Columbia, Alberta and Ontario but has not yet become final. Information contained in this amended and restated preliminary prospectus may not be complete and may have to be amended.

No securities regulatory authority has expressed an opinion about any information contained herein and it is an offence to claim otherwise. This Prospectus does not constitute a public offering of 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 the securities laws of any state of the United States (as such term is defined in Regulation S under the U.S. Securities Act) and may not be offered, sold or delivered, directly or indirectly, in the United States, except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This prospectus does not constitute an offer to sell or solicitation of an offer to buy any of these securities in the United States. See "Plan of Distribution".*

AMENDED AND RESTATED PRELIMINARY PROSPECTUS
Amending and Restating the Preliminary Prospectus dated August 30, 2021

Non-Offering Prospectus **November 26, 2021**

ORIGIN THERAPEUTICS HOLDINGS INC.

No Securities are being offered pursuant to this Prospectus

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

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

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

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

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

Common Shares on the CSE (the "**Listing**") will be subject to the Company fulfilling all of the listing requirements of the Exchange, which cannot be guaranteed.

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

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

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

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

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

Origin Therapeutics Holdings Inc.
1570 – 505 Burrard Street
Vancouver, B.C. V7X 1M5

Phone: 604-961-0296

Origin Therapeutics is expected to invest in, and indirectly derive revenues from, companies in the psychedelics industry engaged in legal activities involving psychedelic drugs and substances. However, the Company does not and will not have any direct or indirect involvement with the illegal production, importation/exportation, selling, possession, use or distribution of any psychedelic substances in Canada, the United States or elsewhere. Origin Therapeutics will only invest in companies that operate within approved regulatory frameworks. Any investee products that contain psychedelic substances will not be commercialized prior to receipt of applicable regulatory approval.

In Canada, the federal government regulates drug substances deemed to be high risk under the *Controlled Drugs and Substances Act, SC 1996, c 19* (the "CDSA"). The CDSA classifies regulated drug substances into schedules, with Schedule I containing the highest risk substances for abuse or addiction. Certain psychedelic substances, including psilocybin, psilocin, mescaline and DMT are classified as Schedule III drugs, whereas other psychedelic substances, including MDMA and ketamine, are classified as schedule I drugs. The CDSA prohibits the possession of any controlled substance (including Schedule I and III drugs) absent authorization under the CDSA or a related regulation (either via a license or an authorized exemption). To date, Health Canada has not approved for sale any prescription drug product that contains psilocybin, psilocin, mescaline, DMT or MDMA as the active ingredient. However, ketamine is legally available for medical uses (as permitted under the CDSA and applicable regulations). See "*Market and Regulatory Overview*".

While the medical and adult use of certain psychedelic drugs and substances are generally prohibited under U.S. federal law, despite this prohibition, a limited number of states have either sought to decriminalize or authorize the medical use of certain psychedelic drugs and substances in limited circumstances. Clinical trials involving psychedelic drugs and substances are, however, permitted, provided they comply with both state and federal laws applicable to such trials. See "*Market and Regulatory Overview*".

The Netherlands regulates certain psychedelic substances under the Opium Act. List I of the Opium Act contains substances with an unacceptable risk to health. Drugs on List II of the Opium Act considered as lower risk. Subject to certain exemptions, the Opium Act makes it illegal import or export, grow, prepare, treat, process, sell, supply, provide, transport, possess and manufacture substances categorized as List I or List II substances under the Opium Act. See "*Market and Regulatory Overview*".

In the UK, certain psychedelic drugs are classified as Class A drugs under the Misuse of Drugs Act and as a Schedule 1 drug under the Misuse of Drugs Regulation 2001 making them illegal to import or export, possess, use, or supply under UK laws. See "*Market and Regulatory Overview*".

The Company does not advocate for the legalization of psychedelic substances and will only invest in operators that deal with psychedelic substances within approved regulatory frameworks.

The Company, through the ownership of life science companies in the psychedelic industry, may also have some exposure to the legal marijuana market in Canada and in other jurisdictions, including the hemp industry and/or marijuana industry in certain U.S. states that have legalized marijuana for therapeutic or adult-use, which is currently illegal under U.S. federal law. However, the Company will not be directly engaged in the manufacture, importation, possession, use, sale or distribution of hemp or marijuana in Canada, the U.S or elsewhere. Unless and until the *Controlled Substances Act of 1970* (the "CSA") is amended with respect to marijuana (and there can be no assurance as to the timing or scope of any such potential amendments), there is a risk that U.S. federal authorities may enforce current federal law, including the CSA, which may adversely affect the current and future investments of the Company in the U.S. As a result, there are a number of risks associated with the Company's future investments in the U.S. Such investments may become the subject of heightened scrutiny by regulators, stock exchanges and other authorities in Canada. Such investments may become the subject of heightened scrutiny by service providers to the Company, which may affect the Company's ability to retain such service providers. The Company may therefore become subject to significant direct and indirect interaction with public officials. There can be no assurance that this heightened scrutiny will not in turn lead to the imposition of restrictions on the Company's ability to invest in the U.S. or any other jurisdiction.

There are a number of risks associated with the business of the Company. See "*Risk Factors*".

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CAUTION REGARDING FORWARD-LOOKING STATEMENTS

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

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

- the Company's intention to complete the Listing and all transactions related thereto;
- the Company's expectation regarding its revenue, expenses and operations;
- the Company's intention to grow its business and its operations;
- the Company's competitive position and the regulatory environment in which the Company expects to operate;
- the Company's business objectives for the next twelve months;
- the Company's anticipated cash needs and its needs for additional financing;
- the Company's ability to obtain necessary financing;
- the performance of the Company's business and operations as it relates to its investments;
- the Company's future liquidity and financial capacity;
- the Company's and/or its investee companies' expected market and the profitability thereof;
- the impact of the COVID-19 pandemic ("**COVID-19**") on the Company's investee companies and the economy generally;
- the competitive position of the Company's investee companies and the regulatory environment in which they operate;
- the business objectives of the Company's investee companies, and their ability to research and develop marketable products;
- the Company's investee companies' ability to license identified products to pharmaceutical companies and to conduct activities with psychopharmacological products;
- expectations regarding trends in the psychedelic industry;
- results and expectation concerning various partnerships, strategic alliances, projects and marketing strategies of the Company; and
- the economy generally.

Forward-looking statements are based on certain assumptions and analyses made by the Company in light of the experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties. In making the forward looking statements included in this Prospectus, the Company has made various material assumptions, including but not limited to (i) investee companies obtaining and maintaining, as applicable, the necessary regulatory approvals; (ii) general business and economic conditions; (iii) the Company's ability to successfully execute its plans and intentions; (iv) the availability of financing on reasonable terms; (v) the Company's and the investee companies' ability to attract and retain skilled management and staff, as applicable; (vi) market competition; (vii) the market for and potential revenues to be derived from the investee companies' products; and (viii) the costs, timing and future plans concerning operations of the Company and/or its investee companies will be consistent with current expectations. Although we believe that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and we cannot assure that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties and assumptions, prospective purchasers of Common Shares should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "*Risk Factors*", which include:

- the Company has limited operating history, and a history of losses and the Company cannot assure profitability;
- the Company has negative cash flows from operations;
- the Company has just commenced its business as an investment issuer and has limited or no history of successful investments;
- the investments to be made by the Company are speculative in nature and holders of Common Shares could experience a loss of all or substantially all of their investment in the Company;
- the Company will require additional capital, which may not be available to it when required on attractive terms, or at all;
- the Company is largely dependent upon its board and management for its success;
- the market for investment opportunities is highly competitive and such competition may curtail the Company's ability to follow its investment policy;
- the competition the Company faces from other larger or more flexible capital providers may limit the Company's opportunities to obtain its desired investments;
- legal and regulatory changes may occur that may adversely affect the Company and which could make it more difficult, if not impossible, for the Company to operate or to achieve its investment objective;
- conflicts of interest may arise between the Company and its directors and management;
- due diligence investigations may not identify all facts necessary or helpful in evaluating an investment opportunity and will not necessarily result in the investment being successful;
- the realization of returns from the Company's investment activities is a long-term proposition;
- the Company's investments may be illiquid and difficult to value, and the Company may not be able to exit the investment on its intended timetable;
- the Company may hold a limited number of investments at any one time and potentially suffer from a lack of diversification;
- financial market fluctuations may have a material adverse effect on the Company's investments in both private and public companies;
- epidemics/pandemics and other public health crises, such as COVID-19, may have a material adverse effect on the Company's investee companies;
- the Investment Committee and the Company are exposed to information technology events, through cybersecurity breaches, which could potentially have an adverse impact on their business;
- holding control or exercising significant influence over an investment exposes the Company to additional risk;
- in its investment investigation activities, the Company may acquire material, non-public information that may limit its investment actions;
- taking minority positions in investments may limit the ability of the Company to safeguard its investments;
- the Company may be called upon to make follow-on investments in an existing investment and the Company's failure to participate may have a negative adverse effect on the existing investment;
- the Company may make bridge financings from time to time, which if not converted as intended may expose the Company to unintended risk;
- in certain circumstances, the Company's reputation could be damaged;
- the Company has made and may continue to make investments in private businesses, including foreign private businesses, where information is unreliable or unavailable;
- the Company's investee companies may strongly depend on the business and technical expertise of their management teams;
- the Company's investee companies may be subject to changing regulatory and legal landscapes;
- the Company's investee companies may be required to obtain and maintain certain permits, licenses, and approvals in the jurisdictions where its products or technologies are being researched, developed, or commercialized
- an investment in the Company is speculative due to the risky nature of the business of the companies it invests in and the novel nature of the psychedelics industry;
- the stigma associated with psychedelics may reduce the likelihood that such parties will recommend the prescription, or accept, such psychedelic therapies until more evidence becomes available regarding their effects;

- adverse publicity reports or other media attention regarding the safety, efficacy of psychedelics in general, or other negative effects of psychedelics, could have such a material adverse effect;
- the Company's investee companies will be dependent on intellectual property rights and susceptible to challenges to those rights;
- the effect of competition on the Company's investee companies;
- the ability of the Company's investee companies to maintain and grow the value of their brands, and to protect the reputation of the same;
- the effect of internet search algorithms on the Company's investee companies' ability to attract new customers and retain existing customers;
- the exposure of the Company's investee companies to risks associated with leasing commercial and retail space;
- the Company's investee companies may become party to litigation;
- the market price of the Common Shares may be adversely affect by stock market volatility;
- there may not be an active or liquid market for the Common Shares;
- it may be difficult, if not impossible, for U.S. holders of the Common Shares to resell them;
- the Company does not anticipate paying cash dividends on the Common Shares in the foreseeable future;
- the Company will be subject to the additional regulatory burden resulting from its public listing on the CSE;
- future sales or issuances of equity securities could dilute the current shareholders; and
- future sales of Common Shares by existing shareholders could reduce the market price of the Common Shares.

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

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

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

MARKET AND INDUSTRY DATA

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

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

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

CONVENTIONS

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

GLOSSARY OF TERMS

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

"**$**" or "**CDN$**" means Canadian dollars.

"**$0.005 Financing**" has the meaning set forth under the heading "*General Development of the Business – Private Placements*".

"**$0.02 Financing**" has the meaning set forth under the heading "*General Development of the Business – Private Placements*".

"**$0.05 Financing**" has the meaning set forth under the heading "*General Development of the Business – Private Placements*".

"**$0.25 Financing**" means the non-brokered private placement of 26,100,000 Special Warrants at a price of $0.25 per Special Warrant for total gross proceeds of $6,525,000.

"**128 BC Ltd.**" has the meaning set forth under the heading "*Description of the Business – Material Assets and Investments*".

"**128 BC Ltd. Share**" has the meaning set forth under the heading "*Description of the Business – Material Assets and Investments*".

"**128 BC Ltd. Warrant**" has the meaning set forth under the heading "*Description of the Business – Material Assets and Investments*".

"**128 BC Ltd. Unit**" has the meaning set forth under the heading "*Description of the Business – Material Assets and Investments*".

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

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

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

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

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

A company is "controlled" by a Person if:

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

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

A Person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that Person, or

(b) an Affiliate of that Person, or

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

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

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

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

(b) any partner of the person or company;

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

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

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

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

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

"**Audit Committee**" means the audit committee of the Company.

"**Audit Committee Charter**" means the Audit Committee's Charter, attached hereto as Schedule "A".

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

"**Board**" or "**Board of Directors**" means the board of directors of Origin Therapeutics.

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

"**CBCA**" means the *Canada Business Corporations Act*.

"**CEO**" means Chief Executive Officer.

"**CFO**" means Chief Financial Officer.

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

"**Common Shares**" means the common shares in the capital of Origin Therapeutics.

"**Company**" or "**Origin Therapeutics**" means Origin Therapeutics Holdings Inc., a company existing under the BCBCA.

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

"**Conditional Approval**" means the approval issued by the CSE for listing of the Common Shares.

"**COVID-19**" has the meaning set forth under the heading "*Caution Regarding Forward-Looking Statements*".

"**CSA**" means the *Controlled Substances Act of 1970.*

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

"**DEA**" means the Drug Enforcement Administration.

"**Dimensions"** means Dimensions Health Centers Inc., a company that plans to own and operate psychedelic treatment centers.

"**DMT**" means N,N-Dimethyltryptamine.

"**Escrow Agreement**" has the meaning set forth in "*Escrowed Securities and Securities Subject to Contractual Restrictions on Transfer*".

"**FDA**" means the U.S. Food and Drug Administration.

"**FDCA**" means the U.S. *Federal Food, Drug, and Cosmetic Act*.

"**Financial Statements**" means the audited financial statements of Origin Therapeutics for the period from December 9, 2020 (date of Incorporation) to September 30, 2021, together with the notes thereto and the auditors' report thereon, as applicable, attached hereto at Schedule "B".

"**Finder's Warrants**" means common share purchase warrants issued to certain finders and exercisable to acquire Common Shares at a price of $0.25 per share for a 24 month period from the closing date of the $0.25 Financing.

"**Form 51-102F6**" means Form 51-102F6 – *Statement of Executive Compensation*.

"**Food and Drug Regulations**" means Food and Drug Regulations, CRC, c 870.

"**GAAP**" means generally accepted accounting principles in Canada.

"**Governance Policy**" has the meaning set forth in "*Corporate Governance.*"

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

"**Insider**" means:

(a) a director or senior officer of Origin Therapeutics;

(b) a director or senior officer of Origin Therapeutics that is an Insider or subsidiary of Origin Therapeutics;

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

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

"**Investment Committee**" has the meaning set forth in "*Description of the Business – Investment Committee*".

"**Investment Company**" or "**Investment Issuer**" has the meaning set forth in Section 1.7 of Appendix A – *Equity Securities* to CSE Policy 2 – *Qualifications for Listing*.

"**Investment Policy**" means the Company's investment policy dated effective August 11, 2021. See "*Description of the Business – Investment Policy*".

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

"**LSD**" means lysergic acid diethylamide.

"**March 17 Financing**" has the meaning set forth in "*General Development of the Business – Private Placements*".

"**March 18 Financing**" has the meaning set forth in "*General Development of the Business – Private Placements*".

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

"**MDMA**" means 3,4-methylenedioxy-methamphetamine.

"**MI 61-101**" means Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*.

"**MicroDose**" means MD Media Inc.

"**MLC**" means Mockingbird Lane Capital.

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

(a) the CEO, or comparable position;

(b) the CFO, or comparable position;

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

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

"**Narcotic Control Regulations**" means the Narcotic Control Regulations, CRC, c 1041.

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

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

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

"**Non-Executive Director**" has the meaning set forth in "*Audit Committee*".

"**Non-Executive IC Member**" means a member of the Investment Committee who is not an executive officer, employee or control person of the Company or an affiliate of the Company, pursuant to the venture issuer standards under Section 6.1.1 – *Composition of Audit Committee* of NI 51-110.

"**Ocean**" means Ocean Bio Ltd.

"**Opium Act**" means the Dutch *Opium Act*, revised in 1976.

"**Opium Act Lists**" has the meaning set forth in "*Market and Regulatory Overview – Regulatory Overview – Netherlands".*

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

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

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

"**Origin Therapeutics MD&A**" means the management's discussion and analysis of Origin Therapeutics for the period from December 9, 2020 (date of Incorporation) to September 30, 2021, attached hereto at Schedule "C".

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

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

"**Principal Regulator**" means the British Columbia Securities Commission.

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

"**Prospectus**" means this amended and restated preliminary prospectus of Origin Therapeutics, prepared in accordance with NI 41-101, and any amendments thereto.

"**psychedelic**" or "**psychedelic drug**" or "**psychedelic substance**" or "**psychedelic compound**" means a class of substances that alter perception, mood and cognitive processes. Notable psychedelics include psilocybin, psilocin, mescaline, DMT, LSD, MDMA, and Ketamine.

"**Qualifying Jurisdictions**" means the Provinces of British Columbia, Ontario and Alberta.

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

"**RSU**" means a restricted share unit granted pursuant to the RSU Plan.

"**RSU Plan**" has the meaning set forth in "*Options and Other Rights to Purchase Securities – Restricted Share Unit Plan".*

"**RSU Holder Termination Date**" has the meaning set forth in "*Options and Other Rights to Purchase Securities – Restricted Share Unit Plan".*

"**Section 56 Exemption**" has the meaning set forth in "*Market and Regulatory Overview – Regulatory Overview – Canada".*

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

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

"**Special Warrant**" means a special warrant issued by the Company entitling the holder the right to acquire, without additional payment, one Common Share for each special warrant held, pursuant to the $0.25 Financing.

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

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

"**TripSitter**" means TripSitter Clinic Corp.

"**TripSitter Acquisition**" has the meaning set forth under the heading "*Description of the Business – Material Assets and Investments*".

"**TripSitter Listing**" has the meaning set forth under the heading "*Description of the Business – Material Assets and Investments*".

"**TripSitter Escrow Condition**" has the meaning set forth under the heading "*Description of the Business – Material Assets and Investments*".

"**TripSitter Subscription Receipt Financing**" has the meaning set forth under the heading "*Description of the Business – Material Assets and Investments*".

"**U.S.**" or "**United States**" means as the context requires, the United States of America, its territories and possessions, any state of the United States, and/or the District of Columbia.

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

"**Xpira**" means Xpira Pharmaceuticals Inc.

SUMMARY OF PROSPECTUS

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

The Company

The Company was incorporated on December 9, 2020, under the BCBCA under the name "1278700 B.C. Ltd." On March 2, 2021, it changed its name to "Origin Therapeutics Holdings Inc." Origin Therapeutics' registered office is located at 1500 – 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7. See "*Description of the Business*".

The Company's directors and officers include:

Alexander Somjen – CEO and Director
Kelvin Lee – CFO and Corporate Secretary
Brianna Davies – Director
Michael Young – Director and Chairperson

See "*Directors and Executive Officers*".

Principal Business of the Company

The Company is an investment issuer primarily focusing on investments in the psychedelic industry. The Company plans to invest in opportunities involving, where legally permitted, the research, design, development, testing, production, distribution and sale of psychedelics and services related thereto. The Company's investments may include the acquisition of equity, debt or other securities of publicly traded or private companies or other entities, financing in exchange for pre-determined royalties or distributions and the acquisition of all or part of one or more businesses, portfolios or other assets, in each case that the Company believes will enhance value for the shareholders of the Company in the long term.

As an investment issuer, Origin Therapeutics intends to invest in companies that are innovating and growing the psychedelics industry. These companies are focused on the development of psychopharmacological products, including the use of psychedelics in clinical trials and for production of natural health products and to develop innovative therapies, as legally permitted, to improve mental health and human performance. As Psychedelics continue to emerge progressively as potential alternative candidates for conventional therapies, consumers are looking for alternatives to traditional pharmacological products. The Company believes in the future of psychedelics as a preferential option.

The Company currently has five investee companies in its investment portfolio. For more details, see "*Description of the Business – Material Assets and Investments*".

No Proceeds Raised

No proceeds will be raised pursuant to this Prospectus. See "*Proceeds*".

Use of Proceeds

Proceeds received from the exercise of the Special Warrants and other available proceeds will be used to fund the Company's potential investments in high-potential companies that operate in the regulated psychedelics industry, opportunities involving, where legally permitted, the research, design, development, testing, production, distribution and sale of psychedelics and services related thereto, and for general corporate purposes. See "*Use of Available Funds – Funds Available*".

Summary of Financial Information

The following table sets forth the selected financial information for the period from December 9, 2020 (date of incorporation) to September 30, 2021 and has been derived from the Financial Statements, prepared in accordance with IFRS and attached as Schedule "B" to this Prospectus. The selected financial information should be read in conjunction with the Origin Therapeutics MD&A and the Financial Statements contained elsewhere in this Prospectus.

	For the period from December 9, 2020 (date of incorporation) to September 30, 2021 (audited)
Statement of Operations Data	
Total revenues	$Nil
Total expenses	$1,187,265
Loss and comprehensive loss	$845,507
Net loss per share (basic and diluted)	$0.04
Balance Sheet Data	
Current assets	$7,058,689
Total assets	$7,058,689
Current liabilities	$180,121
Total liabilities	$180,121

Risk Factors

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

The risks, uncertainties and other factors, many of which are beyond the control of the Company that could influence actual results include, but are not limited to: the Company's limited operating history and history of losses; the Company's limited history as an investment issuer; the risk of shareholder's suffering a substantial loss of capital; the speculative nature of the investments made by the Company; the Company's need for additional capital, which may not be available to it when required on attractive terms, or at all; the Company's and its investee companies' reliance on key personnel; the competitive nature of the market for investments; potential conflicts of interest between the Company and its directors and management; risks and challenges associated with evaluating investment opportunities and realizing returns on investments; the Company's investments may be illiquid and the Company may not be able to exit the investment on its intended timetable; the Company's investments may potentially suffer from a lack diversification; the effect of market fluctuations on the Company's investments; the risks associated with holding control or exercising significant influence over an investment; the Company may be prohibited from investment opportunities due to its knowledge of material, non-public information; the risks associated with minority positions in investee companies; the Company may be called upon to make follow-on investments or may make bridge financings which may expose the Company to unintended risks; the investee companies' reliance on intellectual property rights; the competitive and regulatory environment in which the investee companies operate; risks related to investments in investee companies and the psychedelic industry; the impact of the COVID-19 on the Company's investee companies and the economy generally; the ability of the investee companies to maintain the value of their brands and the reputation of the same; the risks associated with leasing commercial and retail space; the investee companies' exposure to risks associate with leasing commercial and retail space; the Company and/or the investee companies may become a party to litigation; the market price of the Common Shares may be adversely affected by stock market volatility;

there may not be an active or liquid market for the Common Shares; it may be difficult, if not impossible, for U.S. holders of the Common Shares to resell them; the Company has not paid in the past and does not anticipate paying dividends on the Common Shares in the foreseeable future; the increased regulatory burden of being a publicly traded company; future sales and issuances of equity securities may dilute current shareholders and reduce the market price of the Common Shares; and the other factors discussed under "*Risk Factors*".

For a detailed description of certain risk factors relating to the Common Shares, which should be carefully considered before making an investment decision, see "*Risk Factors*".

CORPORATE STRUCTURE

Name, Address and Incorporation of Company

The Company was incorporated on December 9, 2020 under the BCBCA under the name "1278700 B.C. Ltd.". On March 2, 2021, it changed its name to "Origin Therapeutics Holdings Inc.".

The head office is located at 1570 – 505 Burrard Street, Vancouver, British Columbia V7X 1M5 and the registered and records office of the Company is located at 1500 – 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7. The Company has no subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

General

The Company is an investment issuer focused on investing in high-potential companies that operate in the regulated psychedelics industry. The Company will invest in opportunities involving, where legally permitted, the research, design, development, testing, production, distribution and sale of psychedelics and services related thereto. The Company plans to actively participate in the ongoing business of the respective investments. It also plans to generate returns on its investments through mergers or acquisitions or go-public transactions of its investee companies or projects.

The Company operates with a decentralized executive team, which has enabled the founders of the organization to assemble a formidably talented and experienced global management team even with the challenges of the COVID-19 pandemic.

As of the date of this Prospectus, the Company has made $2,118,300 in the following material investments:

- 4% equity interest in Dimensions Health Centres Inc. ("**Dimensions**"), a company that plans to own and operate psychedelic health and wellness centres. Dimensions is a private Ontario corporation that will initially operate in Canada and then will expand internationally, where legally permitted.

- Approximately 5% equity interest in Xpira Pharmaceuticals Inc. ("**Xpira**"), a company focused on the development of psychedelic treatments and psychedelic drug delivery systems. Xpira is a private Ontario company that will initially operate in Canada and the Netherlands and then will expand internationally, as legally permitted.

- Approximately 5% equity interest in MD Media Inc. ("**MicroDose**"), a company that operates a psychedelics media and marketing platform. MicroDose is a private Ontario company that will initially operate in Canada and then will expand internationally, where legally permitted.

- Approximately 13% equity interest in Ocean Bio Ltd. ("**Ocean**"), an early stage drug discovery company that is focused on the design of novel psychedelic therapeutics (as compared to using traditional psychedelics, such as psilocybin, LSD, ketamine, etc.). Ocean is a private company registered in England and Wales that intends to initially operate in the United Kingdom, as legally permitted.

- Approximately 5% equity interest in TripSitter Clinic Corp. ("**TripSitter**"), a mobile first, responsive web app that acts as a virtual clinic, connecting patients with an experienced medical practitioner.

For more details, see the table and corresponding notes thereto under "*Description of the Business – Material Assets and Investments*".

History

The Company was incorporated for the purpose of becoming an investment company, become a reporting issuer and to list on a Canadian stock exchange. See "*Description of the Business*".

Private Placements

- On February 16, 2021, Origin Therapeutics issued 11,600,000 Common Shares at a price of $0.005 per Common Share as part of a seed round financing for aggregate proceeds of $58,000 (the "**$0.005 Financing**").
- On February 18, 2021, Origin Therapeutics issued 18,400,000 Common Shares at a price of $0.02 per Common Share as part of a seed round financing for aggregate proceeds of $368,000 (the "**$0.02 Financing**").
- On March 24, 2021, Origin issued a total of 363,000 special warrants at a price of $0.05 per special warrant for aggregate gross proceeds of $18,150 the (the "**$0.05 Financing**"). Each special warrant was deemed to have been exercised for one Common Share on July 25, 2021.
- On May 21, 2021, Origin Therapeutics issued 26,100,000 Special Warrants at a price of $0.25 per Special Warrant for gross proceeds of $6,525,000 (the "**$0.25 Financing**'). In connection with the $0.25 Financing, Origin Therapeutics paid an aggregate of $24,675 and issued 98,700 Finder's Warrants to eligible arm's length finders. Each Special Warrant was deemed to have been exercised for one Common Share on September 22, 2021.

Investment Portfolio Transactions

- On February 19, 2021, Origin Therapeutics completed a $300,000 investment in Dimensions to acquire a 4% equity interest in this investee company.
- On June 10, 2021, Origin Therapeutics completed a $500,000 investment in MicroDose to acquire approximately a 5% equity interest in this investee company.
- On July 9, 2021, Origin Therapeutics completed a US$250,000 (approximately CDN$315,000)[1] investment in Ocean to acquire approximately a 13% equity interest in this investee company.
- On July 26, 2021, Origin Therapeutics completed a $500,000 investment in Xpira to acquire approximately a 5% equity interest in this investee company.
- On August 23, 2021, Origin Therapeutics completed a $503,300 investment in TripSitter to acquire approximately a 2% equity interest in this investee company.

For more details, see the table and corresponding notes thereto, under "*Description of the Business – Material Assets and Investments*".

The Impact of the COVID-19 Pandemic on our Business

Impacts resulting from the COVID-19 pandemic have resulted in a widespread health crisis that has already adversely affected the economies and financial markets of many countries around the world. The international response to the spread of COVID-19 has led to significant restrictions on travel; temporary business closures; quarantines; global stock market and financial market volatility; a general reduction in consumer activity; operating, supply chain and project development delays and disruptions; and declining trade and market sentiment; all of which have and could further affect commodity prices, interest rates, credit ratings and credit risk.

[1] Based on an exchange rate of US$1.00 = CDN$1.26065864 from the Bank of Montreal, as at July 9, 2021.

The Company and its investments are subject to the cycles of the financial markets. The impact of these cycles are now magnified and volatile due to the effects of COVID-19. Current global financial and economic conditions can be unpredictable. Many industries are impacted by these market conditions and COVID-19. Some key impacts of the current financial market impacts arising from COVID-19 include high volatility in global equity, commodity and foreign exchange rates, as well as novel fiscal policy and monetary policy. Such factors may impact the Company's investment decisions.

For more details concerning the Company's and its investments' initiatives, see "*Description of the Business – Material Assets and Investments*".

The overall severity and duration of COVID-19-related adverse impacts on our business will depend on future developments, which we cannot currently predict, including directives of the federal and provincial governments and health authorities. See "*Risk Factors*".

DESCRIPTION OF THE BUSINESS

General

The Company is an investment issuer primarily focusing on investments in the psychedelic industry. The Company plans to invest in opportunities involving, where legally permitted, the research, design, development, testing, production, distribution and sale of psychedelics and services related thereto. Origin Therapeutics intends to invest in companies that are innovating and growing the psychedelics industry. These companies are focused on the development of psychopharmacological products, including the use of psychedelics in clinical trials and for production of natural health products and to develop innovative therapies to improve mental health and human performance.

The Company remains optimistic about the future of psychedelics, in general. Although the legal market for psychedelic products is presently limited, globally, and in some jurisdictions it is still in its early stages, the Company believes that the recent wave of deregulation and legalization of recreational cannabis across the globe will provide jurisdictions with the impetus to shift their focus to psychedelics, and, in time, give way to the emergence of numerous and sizable opportunities for market participants, including the Company's investments. As Psychedelics continue to emerge progressively as potential alterative candidates for conventional therapies, consumers are looking for alternatives to traditional pharmacological products. The Company believes in the future of psychedelics as a preferential option.

Investment Policy

The Company has adopted an investment policy on August 11, 2021 to govern its investment activities (the "**Investment Policy**"). The Investment Policy sets out, among other things, the investment objectives and strategy of the Company based on certain fundamental principles.

Investment Objectives

Origin Therapeutics' primary focus will be to deliver returns in excess of the S&P/TSX Composite Index by making investments in companies involved in the psychedelics industry. The Company strives to invest at an early stage in its investee companies when institutional capital along with advice, guidance is highly sought after by the investee company and Origin is able to negotiate favourable investment terms for itself.

The Company's primary focus is on early and growth-stage companies in a range of sub-categories, including (but not limited to):

- Clinical Drug Discovery and Development;
- Intellectual Property;
- Marketing/Advertising/Media;

- Therapeutic Centers; and
- Consumer Wellness Products.

Origin's investment activities will be guided by several key objectives, including:

- to invest in opportunities that have the potential to deliver returns that are 5-10% greater than most public market investments, by investing mainly in privately-held (seed, Series A and B), early-stage, (sometimes pre-revenue) companies involved directly or indirectly in the psychedelics industry;
- to invest in companies with a large market opportunity, well-conceived strategy for commercial success, and a strong management team to execute that strategy.
- to seek investments that management believes offer an eventual "path to liquidity" (i.e., a means of converting the Company's investment to cash over the long term, typically via public market listing(s), or through acquisition). Origin may invest in public securities from time to time, as opportunities arise.
- to look for opportunities to enhance its investment returns through active support of its portfolio companies by positioning itself in advisory, managerial and/or bard positions.

Origin Therapeutics expects that its investment portfolio will, from time to time, be comprised of securities of both public and private issuers in the psychedelics sector. However, Origin Therapeutics may also endeavor to identify compelling investment opportunities in certain other related sectors, including ancillary companies that are in some way connected to psychedelics-related concepts or culture. Origin expects its investments to focus primarily on early-stage companies, but if an unusually attractive situation presents itself (such as a dramatically undervalued public stock), the Company may occasionally invest in more established businesses. The Company's investment objective, investment strategy and investment restrictions may be amended from time to time, as approved by the Board. Additionally (notwithstanding the Investment Policy), the Board may from time to time authorize an additional investment outside the guidelines set forth in this prospectus, as it sees fit for the benefit of the Company and its shareholders.

The Investment Policy will provide the Company with broad discretion with respect to the form of investment taken.

The Company may employ a wide range of investment instruments, including equity, debt, and convertible debt. Investments in debt, equity or a combination thereof may be made in private or public companies through a variety of manners including, but not limited to, private placements, participation in initial public offerings, bridge loans, secured loans, unsecured loans, convertible notes and debentures, warrants and options, royalties, net profit interests and other hybrid instruments.

Where appropriate, the Company may act as a third-party advisor to other companies, in exchange for a fee. The Investment Policy shall not permit the Company to invest in physical commodities, derivatives, options, or similar securities.

Short-selling will not be engaged in by the Company, except to temporarily protect an unrealized profit in a long position that cannot yet be liquidated or otherwise protected.

The Company will also specifically seek to:

- INVEST in innovation, focusing on growing the psychedelics industry, thereby promoting the research and development of psychopharmacological products, including the use of psychedelics in clinical trials and for production of natural health products and to develop innovative therapies to improve mental health and human performance.
- PROVIDE retail exposure to the psychedelics industry with quality deals as a result of early-mover advantage and deal sourcing skills.
- TARGET medium-term unlevered returns of +20% through investment opportunities with industrial partners working actively with fund investors.
- DISCOVER at least 5-10 key equity-linked investments in a range of $200,000 to $1,000,000 (for aggregate investments of $3,000,000 to $6,000,000) over the initial 48-month deployment period.
- FOCUS on select geographic areas and in such capacities, as legally permitted, initially in Canada and the United States, where opportunities are aligned with the Company's objectives.

- REALIZE exits through management buy-backs, industry trade sales, and/or public markets.

The Company does not advocate for the legalization of psychedelic substances and will only invest in operators that deal with psychedelic substances within approved regulatory frameworks.

Investment Strategy

Origin Therapeutics intends to employ several general guidelines as part of its investment strategy, including:

1. Origin Therapeutics' primary focus will be to seek high returns by making investments in companies involved in the psychedelic and biotechnology industry. The Company may also invest in projects or in equity, debt or other securities of public or private companies in ancillary businesses.
2. The Company will invest with a preference for opportunities in Canada but may from time to time also pursue opportunities in other countries.
3. Investments shall be focused in the psychedelics sector. It is expected that such investments shall primarily include companies that are growth companies that are revenue generating or are projected to be so in the next 6-24 months.
4. Target investments shall encompass companies primarily in the early stages of development.
5. Initial investments of equity, debt or a combination thereof may be made through a variety of financial instruments including, but not limited to, private placements, participation in initial public offerings, bridge loans, secured loans, unsecured loans, convertible debentures, warrants and options, royalties, net profit interests and other hybrid instruments, which will be acquired and held both for long-term capital appreciation and shorter-term gains.
6. The nature and timing of the Company's investments will depend, in part, on available capital at any particular time and the investment opportunities identified and available to the Company.
7. A key aspect of the investment strategy shall be seeking undervalued companies backed by strong management teams and solid business models that can benefit from macro-economic trends and the strategic relationships that the Board brings. Notwithstanding this requirement, consideration will be given to opportunities where existing management may need the infusion of high-level guidance, direction and expertise from Origin Therapeutics. In such situations, the Company intends to work closely with an investment target company's management and board of directors to structure and deliver the strategic and financial resources to help such company best take advantage of its prospective or estimated potential and to mature into a successful commercial enterprise.
8. Origin Therapeutics primarily expects to be an active partner with its investments, where involvement is expected to make a significant difference to success and resulting appreciation. Origin may seek equity participation in situations to which it can potentially add value by its involvement, not only financially but also by the contribution of guidance and additional management expertise.
9. Immediate liquidity shall not be a requirement, but each investment shall be evaluated in terms of a clear exit strategy designed to maximize the relative return in light of changing fundamentals and opportunities.
10. Subject to applicable laws, there are no restrictions on the size or market capitalization with respect to Origin Therapeutics' investments in the equity securities of public or private issuers.
11. Cash reserves may, from time to time, as appropriate, be placed into high quality money market investments, including Canadian Treasury Bills or corporate notes rated at least R-1 by DBRS Limited, each with a term to maturity of less than one year. Surplus working capital funds may also be invested to generate high returns.
12. Subject to the full approval of the Board, the Investment Committee may consider certain special investment situations, including assuming a controlling or joint-controlling interest in an investment target company, which may also involve the provision of advice to management and/or board participation.
13. All investments shall be made in full compliance with applicable laws in relevant jurisdictions, and shall be made in accordance with and governed by the rules and policies of applicable regulatory authorities.
14. Investments in private companies or in public companies listed in certain markets may trigger additional filing requirements with the Exchange. Where the investment is not publicly traded on a recognized exchange, advanced notice will be provided to the Exchange while the Company is listed on the Exchange.
15. All publicly traded securities acquired by Origin must be held in accounts opened with registered Canadian Financial Institutions.

From time to time, the Board may authorize such additional investments outside of the guidelines described herein as its sees fit for the benefit of the Company and its shareholders.

Pending investment of available funds, monies will be held in bank or trust accounts with Schedule A financial institutions.

Investment Restrictions

The Company's investments will be subject to the following investment restrictions, and any change to such investment restrictions will be require approval of the Company's shareholders by way of an "ordinary resolution" as such term is defined in the *Business Corporations Act (British Columbia)* or a written consent of shareholders of the Company representing a majority of the Shares.

- The Company will invest at least $4,000,000 in a minimum of five different investments made in accordance with this Investment Policy on or before September 1, 2022, except where the Board determines acting reasonably and in good faith, that satisfying such a commitment would result in a breach of the Board's fiduciary duties as directors under applicable corporate law.
- The Company's investments will be subject to a concentration restriction that prohibits the Company from making an investment if, after giving effect to such investment, such investment would exceed 33 1/3 % of the Company's total assets; provided, however, that the Company will nonetheless be permitted to complete up to one investment where, after giving effect to each such investment, the total amount of such investment would be equal to no more than 50% of the Company's total assets, and provided further that the foregoing restriction will cease to apply in the event that the total value of the Company's investments exceeds $25,000,000
- The Company may not purchase securities other than those described in the Investment Policy

Provided, however, that these Investment Restrictions will cease to apply once either (A) $7,500,000 has been deployed by the Company in eligible investments made in accordance with this Investment Policy, or (B) the Company obtains approval of the Company's shareholders to remove the Investment Restrictions by way of an "ordinary resolution" as such term is defined in the *Business Corporations Act* **(**British Columbia) or a written consent of shareholders of the Company representing a majority of the Shares.

Investment Committee

Origin Therapeutics has established an investment committee (the "**Investment Committee**") to monitor its investment portfolio on an ongoing basis and to review the status of its investments. The Investment Committee is subject to the direction of the Board, and must consist of at least three members. The members of the Investment Committee are appointed by the Board, and may be removed or replaced by the Board. Each member of the Investment Committee shall be financially literate and shall possess substantial business experience with early-stage companies in emerging industries. It is expected that such members will include Directors and/or Officers of Origin, but Origin may also utilize, or appoint to the Investment Committee, qualified independent financial or technical consultants approved by the Board to assist the Investment Committee in making its investment decisions. It is expected that the Investment Committee will be comprised of at least 50% independent members. One member of the Investment Committee may be designated and authorized to handle the day-to-day trading decisions in keeping with the directions of the Board and the Investment Committee. The Company expects the Investment Committee to meet one to three times per financial quarter, depending on deal flow.

Origin Therapeutics' Investment Committee is chaired by Michael Young (director), and is comprised of Michael Young, Jaiveer Singh (advisor) and Kyle Gould (advisor). See "*Investment Committee Members*".

Investment Evaluation Process

Origin Therapeutics will endeavor to invest in companies with a large market opportunity, well-conceived strategy for commercial success, and a strong management team to execute that strategy.

In pursuit of the Company's investment objectives stated above, the Company, when appropriate, will employ the following evaluation process: (a) the Company will obtain detailed knowledge of the relevant business segment and

locality in which an investment will be made; (b) the Company aims to adopt a flexible approach to investing in possible target companies, without placing unnecessary limits on the type or amount of its investment (see "*Investment Strategy*"); and (c) the Company will maintain minimum net assets of (i) $2,000,000, at least 50% of which has been allocated to at least two specific investments, or (ii) $4,000,000, as per Exchange Policy 2 – *Qualifications for Listing – Appendix A*.

In selecting opportunities for Origin Therapeutics' investment portfolio, the Investment Committee will consider various factors in relation to any particular investment, including:

- inherent value of an investment target company's assets or potential;
- proven management, clearly-defined management objectives and strong technical and professional support;
- future capital requirements to develop the full potential of its business and the expected ability to raise the necessary capital;
- anticipated rate of return and the level of risk;
- financial performance;
- exit strategies and criteria;
- growth – whether there is current production development in place for new items and a high level of research and development on new products; and
- analysis of gross margins, timeline to break-even or profits.

In selecting opportunities for Origin Therapeutics' investment portfolio where the investment company is in its early seed round stages of financing, the Investment Committee will consider, in addition to the above listed factors, the following:

- Review of the investment company's business plan/strategy/investor presentation;
- Problem/pain point the investment company is addressing;
- Traction the investment company has gained;
- Market opportunity for the investment company (total addressable market) and competitive landscape;
- Review of investment company's capitalization table and use of proceeds from seed financing; and
- Introductory and follow up conversations between Origin team and management team of investment company.

All investments will be submitted to the Board for final approval. The Investment Committee will select all investments for submission to the Board and will prepare a formal memorandum for the Board that outlines all pertinent details of the proposed investment. The Investment Committee will also monitor Origin Therapeutics' investment portfolio on an ongoing basis.

Conflicts of Interests

The Company has assembled a strong Board and management team, with diverse backgrounds and significant business expertise and experience. In assembling a Board with these characteristics, the Company has two primary goals:

- to gain exposure to a wide variety of potential investments, including investments that Board members may already be familiar with or that come to their attention through other business dealings: and
- where a Board member has a personal interest in a potential investment, to ensure that the Company has independent, qualified directors available to conduct an independent assessment.

The Company has no restrictions with respect to investing in companies in which a Board member may already have an interest. Any potential investments where there is a material conflict of interest involving an employee, officer or director of the Company may only proceed after receiving approval from disinterested directors of the Board.

Asset Allocation

In determining the sector weighting of the Company's investment portfolio, the Investment Committee shall analyze the current economic conditions in North America and globally and shall seek to respond quickly to such changes.

The investment portfolio shall be positioned in accordance with the market view of the Investment Committee from time to time. Sector allocations may vary significantly over time.

Rebalancing

Asset allocations will be reviewed by the Investment Committee on a monthly basis. Reallocations are anticipated to be required infrequently except during extremely volatile market periods.

Implementation

The Investment Committee shall work jointly with the Board and management of Origin Therapeutics to uncover appropriate investment opportunities. The members of the Investment Committee, the Board, and management have a broad range of business experience and their own networks of business partners, financiers, venture capitalists and finders through whom potential investments may be identified.

Prospective investments will be channeled through the Investment Committee. The Investment Committee shall make an assessment of whether the proposal fits with the investment and corporate strategy of the Company in accordance with the investment evaluation process, and then proceed with preliminary due diligence, leading to a decision to reject or move the proposal to the next stage of detailed due diligence. This process may involve the participation of outside professional consultants.

Once a decision has been reached to invest in a particular investee company, a short summary of the rationale behind the investment decision will be prepared by the Investment Committee and submitted to the Board. This summary will include guidelines against which future progress can be measured. The summary will also highlight any finder's or agents' fees payable (if applicable).

All investments shall be submitted to the Board for final approval. The Investment Committee will select all investments for submission to the Board via formal memorandum and monitor the Company's investment portfolio on an ongoing basis, and will be subject to the direction of the Board.

Negotiation of terms of participation is a key determinant of the ultimate value of any opportunity to the Company. Negotiations may be on-going before and after the performance of due diligence. The representative(s) of the Company involved in these negotiations will be determined in each case by the circumstances.

All Investment Committee meetings will be recorded by video and/or by written minutes.

Nature of Involvement

Origin Therapeutics primarily expects to be an active partner with its investment companies. This will involve a range of activities including:

- advising management of the investee company;
- assisting management of the investee company in finding new sources of financing and capital;
- strategic guidance;
- sourcing industry experts;
- taking an active role in recruiting new management for the investee company;
- finding and appointing advisory board members for the investee company;
- taking a seat on the board of directors of and/or an advisory position with the investee company; and
- making strategic introductions to potential business partners.

In such situations, Origin Therapeutics intends to use its financial and management expertise to add or unlock value of its investment companies. Origin Therapeutics may also structure an investment to assume a controlling or joint-controlling interest in an investment target company, which may involve the provision of advice to management and/or participation on the board of directors. The ability of Origin Therapeutics to connect companies in multiple

jurisdictions with each other and assist in marketing under a common brand is one way that Origin Therapeutics intends to enhance the value of its investments.

If warranted Origin Therapeutics will consider working closely with an investment target company's management and directors, and in some cases assist in sourcing experienced and qualified persons to serve as directors, management and/or advisors of the investment target companies.

Monitoring and Reporting

The Company's CFO shall be primarily responsible for the reporting process whereby the performance of each of the Company's investments is monitored. Quarterly financial and other progress reports shall be gathered from each corporate entity, and these shall form the basis for a quarterly review of the Company's investment portfolio by the Investment Committee. Any deviations from expectation are to be investigated by the Investment Committee, and if significant, reported to the Board.

With public company investments, the Company is not likely to have any difficulty accessing financial information relevant to its investment. Where the Company invests in private enterprises, it shall endeavor in each case to obtain a contractual right to be provided with timely access to all books and records it considers necessary to monitor and protect its investment in such private enterprises.

A full report of the status and performance of the Company's investments will be prepared by the Investment Committee and presented to the Board at the end of each fiscal year.

Amendments

Notwithstanding the foregoing, Origin Therapeutics' investment objectives, investment strategy, and investment evaluation process may, from time to time, be amended with the prior approval of the Board. Additionally, notwithstanding the Investment Policy, the Board may, from time to time, authorize such additional investments outside of the disciplines set forth in this prospectus as it sees fit for the benefit of Origin Therapeutics and its shareholders and where required under this Investment Policy, the prior approval of the Company's shareholders.

Investment Committee Members

Michael Young

Mr. Young serves as Chairman of the Company's Investment Committee. Mr. Young is financially literate and has extensive senior level executive management, directorship and trading experience in the Canadian and U.S. capital markets. Mr. Young is a founding partner of Cottingham Capital, an investment company focused on real estate, technology and consumer brand investments. He has served as Cottingham Capital's Managing Partner since its inception in January 2017. Prior to January 2017, Mr. Young served as the Managing Director and Co-Head of Trading for a Canadian investment bank. Mr. Young was also previously on the board of directors of Nuuvera Corp. and ICC Labs Inc.

Mr. Young is a Non-Executive IC Member. Mr. Young will be expected to devote approximately 10% of his time to his role as an Investment Committee Member.

Kyle Gould

Mr. Gould is a Co-Founder of Hyperion Capital Inc., a boutique advisory firm specializing in the healthcare and technology sectors. Prior to founding Hyperion Capital Inc., Mr. Gould served as a Director within GMP Securities L.P.'s cannabis practice where he aided in raising and advising over $10 billion worth of corporate mandates across 100+ transactions. During his time at GMP Securities L.P., the firm was ranked #2 globally for cannabis activity. Mr. Gould held roles for GMP Securities L.P. in both New York City and Toronto. He started his career at BMO Capital Markets Corp. in New York where he focused on leveraged finance for North American based companies. Mr. Gould is financially literate and is a CFA Charterholder and graduated from Dalhousie University with a major in Finance.

Mr. Gould is a Non-Executive IC Member. Mr. Gould will be expected to devote approximately 10% of his time to his role as an Investment Committee Member.

Jaiveer Singh

Mr. Singh is the CEO of Mint Pharmaceuticals Inc. Under his leadership, Mint Pharmaceuticals Inc. has emerged as one of Canada's best managed[2] companies and one of thirteen member companies of the Canadian Generic Pharma Association. Mr. Singh is also financially literate and is an active early stage investor and is passionate about supporting fellow entrepreneurs in building differentiated and high-quality businesses and currently serves on several companies' board's, including: Mint Pharmaceuticals Inc, Xpira, Shook Kitchen, and Puff Digital Inc. Mr. Singh was the Chairman of Truverra Inc. until it was acquired by The Supreme Cannabis Company, Inc. in 2019 and is a co-founder of Los Angeles-based hedge fund Medina Singh Partners, LLC.

Mr. Singh is a Non-Executive IC Member. Mr. Singh will be expected to devote approximately 10% of his time to his role as an Investment Committee Member.

Material Assets and Investments

The following chart is a summary of the Company's material assets and investments. The Company currently does not hold ancillary intellectual property and other minor transactions and investments. All information concerning the Company's investments, including, without limitation, business history, operations, jurisdictions of operation, regulatory approvals, impact of COVID-19, and COVID-19 response has been furnished by the respective entities as of the date of this Prospectus. Each of Dimensions, Xpira, MicroDose, Ocean and TripSitter, is at an early stage of development and operations have focused on product development and business expansion.

Asset/Issuer Name	Description of Investee Company	Investment Description
Investment in Listed Equities		
*The Company does not have any investments in any listed entities at this time.		
Investment in Unlisted Equities		
DIMENSIONS Dimensions Health Centres Inc.	***General*** Dimensions is a company that plans to own and operate psychedelic health and wellness centres. Dimensions is a private company incorporated in Ontario on October 14, 2020 with a head office in Toronto, Ontario. It will initially operate in Canada and then will expand internationally, where legally permitted. Dimensions plans to build and operate inpatient treatment centres that integrate plant medicine and the latest neurobiological and neuroscientific techniques into their treatment and recovery program. It is currently in the process of opening its first facility and research centre in Ontario to be operational in the Fall of 2021. The health and wellness centre will only deploy legal plant medicines. Once legally permitted, Dimensions will incorporate psychedelics into its program. ***Investment Summary*** Dimensions completed a $7.5 million financing of common shares at $1.00 per share in February 2021. The proceeds	**Amount of Investment:** $300,000 **Investment Date:** **February 8th 2021** **Investment Type:** Class A Common Shares(1) **Current Ownership % in Investee Company:** 4 %(11)

[2] Deloitte, Best Managed winners: Canada's Best Managed Companies, online: https://www2.deloitte.com/ca/en/pages/canadas-best-managed-companies/articles/best-managed-winners.html.

	(including the Company's investment) will be allocated as follows: (i) facility acquisition and renovation (50%); (ii) clinical program development (12%); (iii) research and regulatory affairs (11%); (iv) investment in operations growth (9%); branding and communications (5%); and general working capital (13%). The Company invested in Dimensions to help fund the final construction phase of Dimensions' wellness resort strategy. For further information concerning the Company's investment evaluation process, see above "*Investment Policy – Investment Evaluation Process*". The Company intends to hold its initial investment and will review quarterly to determine if a re-allocation is necessary. The Company does not intend to explore exit strategies for its investment at this time. ***Degree of Control*** The Company serves in an advisory role for Dimensions. The Company is also in discussion with Dimensions to secure a seat on the board of directors of Dimensions. The Company will otherwise not have a controlling position in Dimensions. ***COVID-19 Measures*:** Dimensions will operate in a manner consistent with the highest standards and protocols for COVID-19. As such, they do not anticipate COVID-19 to have a material impact on operations. It is the Company's position that Dimensions' business remains subject to the risk factors further described herein (see "*General Development of the Business – The Impact of the COVID-19 Pandemic on our Business*" and "*Risk Factors*"). ***Activities Post-Investment*** Since completing its investment in Dimensions, the Company has provided ongoing guidance to Dimensions with respect to real estate matters and Dimensions' capital financing strategy. Specifically, the Company has made strategic introductions to Dimensions to assist with capital raising for their Series A funding round and strategy and corporate development. The Company has also introduced Dimensions to other investee companies to realize synergies and assist Dimensions with their marketing initiatives. For further information concerning Dimensions, see www.dimensionshealing.com.	
Xpira Xpira Pharmaceuticals Inc.	***General*** Xpira is a company focused on the development of psychedelic treatments and psychedelic drug delivery systems. Xpira is a private company incorporated in Ontario on October 26, 2020 with a head office in Toronto, Ontario. It will initially operate in Canada and the Netherlands and then will expand internationally, as legally permitted.	**Amount of Investment:** $500,000 **Investment Date:** **July 26, 2021**

	Xpira is focussed on researching and developing psychedelic drug treatments, particularly involving psilocybin and MDMA, and delivery systems for improved psychedelic-assisted psychotherapy, where legally permitted. Its mission is to have a meaningful impact on the lives of patients suffering from mental conditions by developing high quality proprietary therapeutic psychedelic-based products. ***Investment Summary*** Xpira has completed a $1,600,000 financing of Class B common shares at $0.25 per share. The Company will also be issued 400,000 options to purchase common shares of Xpira at an exercise price of $0.25. The proceeds (including the Company's investment) will be allocated as follows: (i) capital expenditures (3%); (ii) research and development (8%); (iii) clinical development (43%); (iv) intellectual property development costs (3%); scientific advisory board (3%); Canadian and European Union regulatory pathway (licensing) (15%); selling, general and administrative expenses (21%); and other corporate purposes (4%). The Company invested in Xpira as an early seed round investor to help support Xpira's early stage pharmaceutical development efforts. For further information concerning the Company's investment evaluation process, see above "*Investment Policy – Investment Evaluation Process*". The Company intends to hold its initial investment and will review quarterly to determine if a re-allocation is necessary. The Company does not intend to explore exit strategies for its investment at this time. ***Degree of Control*** The Company serves in an advisory role for Xpira. The Company will otherwise not have a controlling position in Xpira. ***COVID-19 Measures*:** Xpira is a fully remote company and is not expecting the COVID-19 health crisis to have a material impact on the company. It is the Company's position that Xpira's business remains subject to the risk factors further described herein (see "*General Development of the Business – The Impact of the COVID-19 Pandemic on our Business*" and "*Risk Factors*"). ***Activities Post-Investment*** Since completing its investment in Xpira, the Company has provided ongoing guidance to Xpira on strategy, corporate development and other corporate matters. For further information concerning Xpira, see www.xpira.co.	**Investment Type:** Class B common shares[(2)] **Current Ownership % in Investee Company:** Approximately 5%[(3)(11)(12)]
Microdose	***General*** MicroDose is a company that operates a psychedelics media and marketing platform. MicroDose is a private company incorporated in Ontario on June 3, 2020 with a headquarters in	**Amount of Investment:** $500,000

MD Media Inc. (doing business as MicroDose)	Port Perry, Ontario. It currently operates in Canada and intends to expand internationally, where legally permitted. MicroDose currently hosts virtual events and conferences and it intends to, among other things, host in-person events/conferences (when possible), produce a psychedelics industry report, coordinate e-learning courses, and generate custom psychedelics industry content, including news, views, and debates, blogs, graphic design, social media, public relations, and creative consulting. ***Investment Summary*** MicroDose will allocate the Company's investment as follows: (i) conference overhead (30%); (ii) marketing and promotion (20%); (iii) operations (30%); and (iv) contingency amount for funding of new opportunities, as they arise (20%). The Company invested in MicroDose to help fund its continuing operations. For further information concerning the Company's investment evaluation process, see above "*Investment Policy – Investment Evaluation Process*". The Company intends to hold it initial investment and will review quarterly to determine if a re-allocation is necessary. The Company does not intend to explore exit strategies for its investment at this time. ***Degree of Control*** The Company has a representative on the board of MicroDose. The Company will otherwise not have a controlling position in MicroDose. ***COVID-19 Measures*:** MicroDose's business primarily operates virtually but it will also host in-person events in the United States. MicroDose will maintain safety standards that either meet or exceed applicable regulatory guidance, including a requirement for guests 12 years and over to: (i) show proof of a negative COVID-19 PCR test taken no more than three days prior to the performance date; (ii) proof of a negative COVID-19 rapid antigen test taken no more than one day prior to the performance date; (iii) or voluntarily provide proof of being fully vaccinated against COVID-19 (final dose of the vaccine must be completed at least 14 days prior to the performance date). It is the Company's position that MicroDose's business will be subject to certain general risk factors, particularly with respect to 'in-person events", further described herein (see "*General Development of the Business – The Impact of the COVID-19 Pandemic on our Business*" and "*Risk Factors*"). ***Activities Post-Investment*** Since completing its investment in MicroDose, the Company has provided ongoing guidance to Microdose on business	**Investment Date:** **June 10, 2021** **Investment Type:** Common shares(4) **Current Ownership % in Investee Company:** Approximately 5%(11)

	development and other ongoing corporate matters. In addition, the Company has been in active dialogue with the management team of MicroDose, providing lead generation on collaboration opportunities between MicroDose and the Company's other investee companies, as well as sponsorship opportunities for MicroDose's upcoming conferences. For further information concerning MicroDose, see https://microdose.buzz/.	
OCEAN Neurosciences Ocean Bio Ltd.	***General*** Ocean is an early stage drug discovery company that is focused on the design of novel psychedelic therapeutics (as compared to using traditional psychedelics, such as psilocybin, LSD, ketamine, etc.). Ocean's mission is to develop novel CNS drugs that may have desirable therapeutic applications, while minimizing possible negative side effects that are otherwise associated with traditional psychedelics. Ocean is a private company formed in the United Kingdom on April 20, 2021 with a headquarters in London, England. It intends to initially operate in the United Kingdom, as legally permitted. ***Investment Summary*** Ocean has completed a pre-seed round financing of SAFE Notes for aggregate proceeds of US$2,000,000. The proceeds (including the Company's investment) will be allocated as follows: (i) research and development of novel CNS therapeutics (70%); (ii) operations and staff (20%); and (iii) general corporate purposes (including legal fees) (10%). The Company invested in Ocean's pre-seed round financing to help support Ocean's early drug discovery program. For further information concerning the Company's investment evaluation process, see above "*Investment Policy – Investment Evaluation Process*". The Company intends to hold its initial investment and will review quarterly to determine if a re-allocation is necessary. In the event Ocean completes an equity financing, the SAFE Note will automatically convert into preferred stock in the capital of Ocean. Alternatively, if Ocean has a liquidity event then the SAFE Note will automatically entitle the Company to a portion of the proceeds following the liquidity event. The Company does not intend to explore exit strategies for its investment at this time. ***Degree of Control*** Upon conversion of the SAFE Notes, the Company will have a controlling position in Ocean. The Company will not have an advisory position in Ocean.	**Amount of Investment:** US$250,000 (approximately $315,000)[13] **Investment Date:** **July 9, 2021** **Investment Type:** Safe Note[6] **Current Ownership % in Investee Company:** Approximately 13%[11]

	COVID-19 Measures: Ocean is a fully remote company and is not expecting the COVID-19 health crisis to have a material impact on the company. Further, Ocean operates in a manner consistent with the highest standards and protocols for COVID-19. As such, Ocean does not anticipate COVID-19 to have a material impact on operations. It is the Company's position that Ocean's business remains subject to the risk factors further described herein (see "*General Development of the Business – The Impact of the COVID-19 Pandemic on our Business*" and "*Risk Factors*"). ***Activities Post-Investment*** The Company has not provided post-investment guidance to Ocean at this time.	
TripSitter.CLINIC TripSitter Clinic Corp.	***General*** TripSitter is a mobile first, responsive web app that acts as a virtual clinic, connecting patients with an experienced medical practitioner. It currently operates in multiple states in the United States. TripSitter operates as a "software as a service" (SaaS) platform, functioning as the intermediary between patient and practitioner attempting to replicate the successful results of the "Yale Protocol" through a Telehealth delivery platform using different mechanisms such as nasal sprays and troches. Informational pages about specific conditions will be available, as well as an FAQ about psychedelic medicine. Patients can submit their information to see if they prequalify or they can see a physician for an initial consultation. Patients can peruse the list of providers and make their decision based on the physician profiles. Tripsitter was incorporated as a private company in British Columbia on January 19, 2021. Its head office is located in Austin, Texas, United States. ***Investment Summary*** TripSitter, through 128 BC Ltd.,[(7)] completed a $2,000,000 financing of subscription receipts at $1.15 per share in August 2021 (the "**TripSitter Subscription Receipt Financing**"). The proceeds (including the Company's investment) will be allocated as follows: (i) employees and consultants (31%); (ii) marketing (25%); (iii) working capital (11%); (iv) professional fees (10%); (v) listing fees (10%); (vi) general and administrative expenses (7%); (vii) brokerage fees (7%). The Company invested in MicroDose to help fund its continuing operations. For further information concerning the Company's	**Amount of Investment:** $503,300[(8)] **Investment Type:** Subscription receipts[(9)] **Investment Date:** **August 23, 2021** **Current Ownership % in Investee Company:** Approximately 2%[(10)(11)]

	investment evaluation process, see above "*Investment Policy – Investment Evaluation Process*". The Company intends to hold its initial investment and will review quarterly to determine if a re-allocation is necessary. The Company does not intend to explore exit strategies for its investment at this time. ***Degree of Control*** The Company has appointed a representative to the board of directors of TripSitter. The Company will otherwise not have a controlling position in TripSitter. ***COVID-19 Measures*:** TripSitter will operate in a manner consistent with the highest standards and protocols for COVID-19. As such, they do not anticipate COVID-19 to have a material impact on operations. It is the Company's position that TripSitter's business remains subject to the risk factors further described herein (see "*General Development of the Business – The Impact of the COVID-19 Pandemic on our Business*" and "*Risk Factors*"). ***Activities Post-Investment*** Since completing its investment in TripSitter, the Company has provided ongoing guidance to Tripsitter with respect to corporate matters, business development and strategic initiatives, including making strategic introductions to TripSitter to potential investors to raise additional capital. For further information concerning TripSitter, see https://www.tripsitter.clinic/.	

Notes:

(1) The Company acquired 300,000 Class A common shares of Dimensions for an aggregate purchase price of $300,000.

(2) The Company acquired 2,000,000 Class B common shares of Xpira for an aggregate purchase price of $500,000.

(3) Value excludes shares issuable upon the exercise of 400,000 options to purchase common shares of Xpira at an exercise price of $0.25. Xpira currently has 38,125,250 Class A common shares and 12,000,000 Class B common shares issued and outstanding. Holders of Class A common Shares of Xpira are entitled to three votes in respect of each Class A common share. Class A common shares are convertible into Class B common shares on a 1:1 basis and will automatically convert into Class B common shares on a 1:1 basis on October 26, 2023. All holders of Xpira shares are subject to a shareholders' agreement, which includes board composition requirements, restrictions on transfer, tag-along and drag-along rights.

(4) The Company acquired 1,052,632 common shares of MicroDose for an aggregate purchase price of $500,000.

(5) Psychedelics, such as psilocybin and LSD, target specific sections of receptors in the body (*orthosteric site*) to produce certain desirable effects. However, activation of these receptors using certain orthosteric target sites may also produce certain undesirable side-effects. "**Allosteric modulators**" are compounds that are created to selectively target different sections/parts of the same receptor (*allosteric site*) targeted by 'traditional' psychedelics but without causing any undesirable side-effects. See *Lu, S. et al. (2019) Allosteric modulator discovery: from serendipity to structure based design*; also see *Redih (2019) Structural Modeling and in Silico Screening of Potential Small-Molecule Allosteric Agonists of a Glucagon-like Peptide 1 Receptor*.

(6) The SAFE Note will automatically convert into preferred stock in the capital of Ocean if Ocean completes an equity financing. Alternatively, if Ocean has a liquidity event then the SAFE Note will automatically entitle the Company to a portion of the proceeds following the liquidity event.

(7) 1284684 B.C. Ltd. ("**128 BC Ltd.**") is undertaking a proposed acquisition of TripSitter, whereby 128 BC Ltd. will acquire all of the outstanding securities of TripSitter (the "**TripSitter Acquisition**") and the resulting issuer will apply to list its common shares on the CSE (the "**TripSitter Listing**").

(8) Pursuant to the 128 BC Ltd. Subscription Receipt Financing, the Company acquired 434,782 subscription receipts of 128 BC Ltd. for an aggregate purchase price of $500,000. Conditional on the 128 BC Ltd. Subscription Receipt Financing, the Company also acquired 300,000 128 BC Ltd. Shares from certain founders for an aggregate purchase price of $3,300.

(9) Each subscription receipt shall be deemed to be exercised, without payment of any additional consideration, into one unit of 1284684 B.C. Ltd. into one unit of 128 BC Ltd. (each, a "**128 BC Ltd. Unit**") upon 128 BC Ltd. receiving conditional approval for the TripSitter Listing (the "**TripSitter Escrow Condition**"). Each 128 BC Ltd. Unit will consist of one common share of 128 BC Ltd. (a "**128 BC Ltd. Share**") and one-half of one common share purchase warrant (a "**128 BC Ltd. Warrant**"). Each 128 BC Ltd. Warrant will be exercisable to acquire one 128BC Ltd. Share for a period of twenty-four months from the date of issue at a price of $1.60 per share. If the Tripsitter Escrow Condition is not completed by 5:00pm (Vancouver time) on October 31, 2021, the gross proceeds of the offering will be returned to investors in the TripSitter Subscription Receipt Financing.

(10) Based on percentage of ownership post-conversion of the subscription receipts.

(11) As at the investment date, the investee company was at arm's length and not a related party (as such term is defined under MI 61-101) to the Company, its management, directors or principals or its Investment Committee members.

(12) As at the investment date, Jaiveer Singh, a member of the Investment Committee, was a founding shareholder of Xpira, the Chairman of the board of directors of Xpira and indirectly owned or controlled (and continues to own or control) 19.8% of Xpira. As at the investment date, Kyle Gould, a member of the Investment Committee, indirectly owned or controlled (and continues to own or control) 5.8% of Xpira. Pursuant to the Company's Investment Policy, Mr. Singh and Mr. Gould each disclosed to the Company their interest in Xpira and abstained from voting on any Investment Committee matters or decisions concerning Xpira and will continue to do so going forward. The Board also unanimously approved the Company's investment in Xpira. See above "Investment Policy – Conflicts of Interest".

(13) Based on an exchange rate of US$1.00 = CDN$1.26065864 from the Bank of Montreal, as at July 9, 2021.

Competition

The psychedelics industry is in its initial stages and opportunities for commercialization of psychedelic drugs and substances are significantly limited by the existing regulatory frameworks in both Canada and the U.S. (see "*Market and Regulatory Overview*"). While certain psychedelic drugs and substances may be commercialized through medical and drug channels, others are prohibited from distribution except to persons holding exemptions from the applicable regimes. As a result of the foregoing, there is no guarantee that companies will be able to distribute and sell certain psychedelic products or technologies generally, distribute and sell in a volume that would be commercially viable or that they will generate revenue from psychedelics products or technologies at all. Given the limited size of the market, and the foregoing risk factors, companies currently in the industry are particularly susceptible to increased competition as more companies move into the space.

The Company operates in a highly competitive environment in which it competes with established venture capital and private equity funds that invest in the biotechnology, pharmaceutical, health and wellness and psychedelics industries. The Company is not aware of any publicly listed and actively managed investment issuers focused on the psychedelic space. However, there are other investment issuers that invest in other highly regulated and/or novel spaces, such as the cannabis, cryptocurrency and plant-based food industries. In particular, the Company considers the below entities to be examples of its competition.

Competitor	Description of Business
Listed Competitors	
Horizons Psychedelic Stock Index ETF	The Horizons Psychedelic Stock Index ETF ("PSYK") is the world's first psychedelics focused ETF providing investors a new way to get exposure to this emerging healthcare sector. The Fund seeks to replicate, to the extent possible and net of expenses, the performance of a market index that is designed to provide exposure to the performance of a basket of North American publicly listed life sciences companies having significant business activities in, or significant exposure to, the psychedelics industry. https://www.horizonsetfs.com/ETF/PSYK
Vinergy Capital Inc.	Vinergy Capital Inc. is a publicly listed company trading on the CSE under the symbol "VIN". It is involved in Innovation of blockchain and smart contracts. Any real-world asset can be "digitized" and then traded and owned in fractional amounts giving unprecedented opportunities.

	https://vinergycapital.com/
Eat Beyond Global Holdings Inc.	Eat Beyond Global Holdings Inc. is a publicly listed investment issuer that trades on the CSE under the symbol "EATS". This company is primarily focusing on investments in the plant-based protein and meat alternative food industry. https://eatbeyondglobal.com/
Billy Goat Brands Ltd.	Billy Goat Brands Ltd. is a publicly listed investment issuer trading on the CSE under the symbol "GOAT". This company is focused on investing in high-potential companies that operate in the plant-based and food technology sector.
Private Competitors	
The Conscious Fund	Focused on ethical investing in early stage psychedelic ventures. Their portfolio is comprised entirely of start-ups focused on medicinal cannabis, mental health and biotechnology. https://theconscious.fund/portfolio/
The Noetic Fund	Composed of two different funds with separate pools of investor capital. Launched by Greyhouse Partners Inc., the Noetic Fund invests in early stage wellness, therapeutic, and pharmaceutical companies. https://noeticfund.com/
Explorer Equity Group (EEG)	Private equity firm focused on acquiring and/or investing in growth stage wellness, therapeutic and cannabis vaping companies. https://www.explorerequity.com/portfolio
Palo Santo	A U.S. based venture capital firm focused on investing in early and growth stage neuroscience, therapeutics and addiction therapy companies. https://www.palosanto.vc/portfolio
Able Partners	A U.S. based venture capital and private equity firm focused on acquiring and investing in growth stage wellness, women's health and addiction therapy ventures. https://ablepartners.nyc/
Grassfed Ventures	A Canada-based venture capital and advisory firm specializing in rapidly scaling emerging psychedelic companies through access to capital, internal investments through their fund and tailored growth focused advisory through experienced professionals in the industry. https://www.grassfedventures.com/

The biotechnology, pharmaceutical, health and wellness and psychedelics industries are intensely competitive and subject to rapid and significant technological change. The Company's ability to compete as an investor will largely depend on, among other things:

- the availability of appropriate investment opportunities;
- its ability to identify, select and acquire successful investments; and
- its ability to generate or obtain funds for future investments.

The Company believes that it will compete effectively with respect to the majority of the above factors. However, some of the companies in this industry have substantially greater financial resources, broader market presence, longer standing relationships with investors and/or market participants, longer operating histories, stronger brand recognition

and greater marketing resources than the Company. The Company believes that its actively managed approach and access to early-stage opportunities provides a unique investment opportunity not currently available to investors. Further, the Company intends to gain a competitive edge by utilizing its management's and strategic advisors' expertise in the pharmaceutical, cannabis and consumer goods sectors and by sourcing earlier stage deals that require commercialisation support and management guidance (notwithstanding that the Company may invest in companies of all sizes and that are at any development stage) (see "*Investment Policy*").

Employees and Consultants

As at the date of this Prospectus, the Company has one employee or consultant, other than our directors and officers. See "*Directors and Executive Officers*".

MARKET AND REGULATORY OVERVIEW

Market Overview

Market Size and Opportunity

The Company believes that there is presently a sizeable legal market for psychedelic and nutraceutical products and, further, believes that there is a promising prospect for a strong, legal psychedelic and nutraceutical industry to emerge globally. In particular, the Company believes that over time, the psychedelic (and consumer perceptions thereof) will likely undergo a paradigm shift that is analogous to the change experienced by the cannabis industry, which resulted in the emergence of the global, multibillion-dollar industry. Although the legal market for psychedelic products is presently limited, globally, and in some jurisdictions it is still in its early stages, the Company believes that the recent wave of deregulation and legalization of recreational cannabis across the globe will provide jurisdictions with the impetus to shift their focus to psychedelics, and, in time, give way to the emergence of numerous and sizable opportunities for market participants, including the Company. The nutraceutical industry is a sizeable global market in excess of $700 billion.[3] The Company also believes that the market for psychedelic products within the nutraceutical industry will continue to grow and believes that it will result in a source of revenue for the Company.

In addition to the above, the Company remains optimistic about the future of psychedelics, in general. Psychedelics are progressively emerging as potential alternative candidates for conventional therapies for individuals suffering from elusive maladies like post-traumatic stress disorder (PTSD), addiction, Alzheimer's, and depression.[4] For example, in August of 2020, as a result of the efforts of TheraPsil, a non-profit coalition that advocates for a legal, Special Access Programme access to psilocybin therapy for palliative care of Canadians, four Canadians with incurable cancer were approved by the Canadian federal Minister of Health, to use psilocybin therapy in the treatment of their end-of-life distress.[5] The Company believes that, as cannabis continues to gain a foothold in society as a legal alternative to traditional medicinal products, there is also potential for the future emergence of a strong psychedelics industry.

Psychedelics Overview

General

Psychedelics are a class of drug whose primary action is to trigger psychedelic experiences via serotonin receptor agonism, causing thought, visual and auditory changes, and altered state of consciousness. Major psychedelic drugs include mescaline, LSD, psilocybin, ketamine, MDMA, and DMT. Ketamine and psilocybin are two kinds of psychedelics that have received significant public exposure due to their potential value for the treatment of various brain-based diseases.

[3] "Nutraceutical Market Size Worth $722.49 Billion by 2027", (2020, April). *Grandview Research.*

[4] "Magic Mushroom Market Set to Grow 10 Feet Tall", (2020, January 21). *Baystreet Publications.*

[5] Carpenter, D. "Four Terminally Ill Canadians Gain Right To Use Magic Mushrooms For End-Of-Life Distress", (2020, August 8). *Forbes.*

Ketamine and Ketamine Derivatives

Ketamine is a dissociative psychedelic that has unique effects on the body and mind. It has a favourable safety profile and has been legally used as an anesthetic since the 1970s.[6] A series of studies in the early 2000s supported ketamine's effectiveness as an antidepressant, and it is now used in Canada as a doctor-prescribed, off-label treatment for treatment-resistant depression.[7] See "*Regulatory Overview*" below. Numerous replicated clinical trials have demonstrated ketamine's rapid and robust antidepressant effects, which are observed within days among patients that have failed to respond to conventional antidepressants.[8] Ketamine has also been shown to reduce suicidal thoughts.[9] In March 2019, the U.S. Food and Drug Administration ("**FDA**") approved a ketamine-based (i.e., esketamine) nasal spray treatment for depression.[10] In May 2020, the nasal spray treatment was approved by Health Canada.[11] Ketamine may also be used in combination with other commonly prescribed antidepressants for the treatment of major depressive disorder in adults who have not responded to at least two antidepressants. The Company may invest in companies that will be engaged in further research on the use of ketamine and ketamine derivatives for the treatment of various brain-based diseases.

Psilocybin and Psilocybin Derivatives

Psilocybin is considered a serotonergic hallucinogen and is an active ingredient in some species of mushrooms. There is an accumulating body of evidence that psilocybin may have beneficial effects on depression and other brain based conditions. Health Canada and the FDA have permitted the use of psilocybin in clinical studies for the treatment of a range of psychiatric conditions.

The potential of psilocybin therapy in mental health conditions has been demonstrated in a number of academic sponsored studies over the last decade.[12] In these early studies, it was observed that psilocybin therapy provided rapid reductions in depression symptoms after a single high dose, with antidepressant effects lasting for up to at least six months for a number of patients.[13] These studies assessed symptoms related to depression and anxiety through a number of widely used and validated scales.[14] The data generated by these studies suggest that psilocybin is generally well-tolerated and has the potential to treat depression when administered with psychological support.[15] The Company may invest in companies that will be engaged in further research on the use of psilocybin and psilocybin derivatives for the treatment of various brain based diseases.

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[6] Rodrigues N.B., McIntyre R.S., Lipsitz O., Lee Y., Cha D.S., & Nasri F. (2020). Safety and tolerability of IV ketamine in adults with major depressive or bipolar disorder: results from the Canadian rapid treatment center of excellence. *Expert Opin Drug Saf* , 15(19(8)), 1031–40. http://dx.doi.org/10.1080/14740338.2020.1776699; Lipsitz O., Di Vincenzo J.D., Rodrigues N.B., Cha D.S., Lee Y., & Greenberg D. (2021). Safety, Tolerability, and Real-World Effectiveness of Intravenous Ketamine in Older Adults With Treatment-Resistant Depression: A Case Series. *Am J Geriatr Psychiatry*. http://dx.doi.org/10.1016/j.jagp.2020.12.032; Domino, E. F. (1968). Neuronal mechanisms of ketamine-induced anesthesia. I*nternational journal of neuropharmacology*, 7(6), 557-573.

[7] Corriger, A., & Pickering, G. (2019). Ketamine and depression: a narrative review. Drug design, development and therapy, 13, 3051–3067. https://doi.org/10.2147/DDDT.S221437.

[8] McIntyre R.S., Carvalho I.P., Lui L.M.W., Majeed A., Masand P.S., Gill H. (2020). The effect of intravenous, intranasal, and oral ketamine in mood disorders: A meta-analysis. *J Affect Disord*, 276, 576–84. http://dx.doi.org/10.1016/j.jad.2020.06.050.

[9] McIntyre R.S., Rodrigues N.B., Lee Y., Lipsitz O., Subramaniapillai M., Gill H. (2020). The effectiveness of repeated intravenous ketamine on depressive symptoms, suicidal ideation and functional disability in adults with major depressive disorder and bipolar disorder. *J Affect Disord*, 26(274), 903–10. http://dx.doi.org/10.1016/j.jad.2020.05.088.

[10] "FDA approves new nasal spray medication for treatment-resistant depression; available only at a certified doctor's office or clinic.", (2019, March 5). *FDA News Release*.

[11] "New Drug Submission Approval of Spravato", (2020, May 19). *Health Canada Regulatory Decision Summary*.

[12] Carhart-Harris R.L., Goodwin G.M. (2017). The Therapeutic Potential of Psychedelic Drugs: Past, Present, and Future. *Neuropsychopharmacology*, 42(11), 2105–13. http://dx.doi.org/10.1038/npp.2017.84.

[13] Carhart-Harris R.L., Bolstridge M., Rucker J., Day C.M.J., Erritzoe D., Kaelen M., et al. (2016). Psilocybin with psychological support for treatment-resistant depression: an open-label feasibility study. *The Lancet Psychiatry*. 3, 619–27. http://dx.doi.org/10.1016/s2215-0366(16)30065-7.

[14] Davis A.K., Barrett F.S., May D.G., Cosimano M.P., Sepeda N.D., Johnson M,W,, et al. (2020). Effects of Psilocybin-Assisted Therapy on Major Depressive Disorder: A Randomized Clinical Trial. *JAMA Psychiatry*. http://dx.doi.org/10.1001/jamapsychiatry.2020.3285.

[15] Gill H., Gill B., Chen-Li D., El-Halabi S,, Rodrigues N,B,, Cha D,S,, et al. (2020). The emerging role of psilocybin and MDMA in the treatment of mental illness. *Expert Rev Neurother*, 30, 1–11. http://dx.doi.org/10.1080/14737175.2020.1826931.

Other Psychedelics

Although ketamine and psilocybin are at the forefront of research and product development for many psychedelics companies, the possible medicinal benefits of psychedelics are not limited to these compounds. Other industry players, such as Mind Medicine (MindMed) Inc., are exploring possible medical uses of various psychedelic drugs, including MDMA, DMT, and LSD. The Company may invest in companies that will be engaged in further research on the use of various types of psychedelic drugs for the treatment of various brain based diseases, including, among others, LSD, mescaline, DMT, and MDMA.

Regulatory Overview

The Company's business, which includes the business of its investee companies, must be conducted in strict compliance with the regulations of federal, state, local and regulatory agencies in the jurisdictions in which it operates, which currently includes Canada, the U.S., and the Netherlands. These regulatory authorities regulate, among other things, the research, manufacture, supply, promotion and distribution of drugs in specific jurisdictions under applicable laws and regulations.

To the extent permitted by law, the Company will invest in, and indirectly derive revenues from, companies in the psychedelics industry engaged in legal activities involving psychedelic drugs. Failure to comply with applicable regulatory authorities or other requirements may result in civil or criminal penalties for the Company and/or its investments, seizure of assets, and injunctive relief including partial or total suspension of operations. See "*Risk Factors*".

Canada

In Canada, oversight of healthcare is divided between the federal and provincial governments. The federal government is responsible for regulating, among other things, the approval, import, sale, and marketing of drugs, such as psychedelics, whether natural or novel. The provincial/territorial level of government has authority over the delivery of health care services, including regulating health facilities, administering health insurance, distributing prescription drugs within the province, and regulating health professionals such as doctors, psychologists, psychotherapists and nurse practitioners.

Certain psychoactive compounds, such as LSD and psilocybin, are considered controlled substances under Schedule III of the CDSA. Ketamine and MDMA, in contrast, is classified as a Schedule I controlled substance. Schedule I substances hold the highest potential for abuse. Offences involving Schedule I substances under the *CDSA* also carry the most severe penalties. The severity of the penalties decreases for Schedule II substances and so on.

The CDSA generally prohibits the possession, sale, import, export, production, transfer and transport of controlled substances. In order to conduct any regulated activities, including scientific research using psychedelic/psychoactive compounds listed as controlled substances under the CDSA, an exemption under Section 56 of the CDSA ("**Section 56 Exemption**") is required. This exemption allows the holder to possess and use the controlled substance without being subject to the restrictions set out in the CDSA.

A party may seek government approval for a Section 56 Exemption to allow for the possession, transport or production of a controlled substance for medical or scientific purposes. Products that contain a controlled substance, such as psychedelic drugs, cannot be made, transported or sold without proper authorization from the government. For psychedelics, such as psilocin, psilocybin, mescaline, DMT, and MDMA, a party can apply for Dealer's License under Part J of the Food and Drug Regulations. For ketamine, a party can apply for a Dealer's License under the Narcotic Control Regulations. Generally, the application process is similar under the two regimes.

In order to qualify as a licensed dealer, a party must meet all regulatory requirements mandated by the regulations including having compliant facilities, compliant materials and staff that meet the qualifications under the regulations of a senior person in charge and a qualified person in charge. Assuming compliance with all relevant laws (CDSA, Food and Drugs Regulations, and Narcotic Control Regulations, as applicable) and subject to any restrictions placed

on the license by Health Canada, an entity with a Dealer's License may produce, assemble, sell, provide, transport, send, deliver, import or export a restricted drug / controlled substance, including psychedelic drugs.[16]

A licensed dealer may only sell restricted drugs to an institution for clinical or research purposes. Prior to the sale, the research institution must obtain authorization from Health Canada.[17] A licensed dealer also has the ability to import and export restricted drugs. However, a permit from Health Canada must be obtained for each import or export of a restricted drug.[18]

United States

While the medical and adult use of certain psychedelic drugs and substances are generally prohibited under the U.S. *Controlled Substances Act*, 21 U.S.C. §801, et. seq. (the "**CSA**"), despite this prohibition, a limited number of states have either sought to decriminalize or authorize the medical use of certain psychedelic drugs and substances in limited circumstances. However, clinical trials involving psychedelic drugs and substances are permitted, provided they comply with both state and federal laws applicable to such trials.

The Drug Enforcement Administration ("**DEA**") regulates controlled substances, such as psychedelics, under the CSA. The DEA categorizes controlled substances into one of five schedules — Schedule I, II, III, IV or V — with varying qualifications for listing in each schedule. Schedule I controlled substances by definition have a high potential for abuse, have no currently accepted medical use in treatment in the United States and lack accepted safety for use under medical supervision. Pharmaceutical products having a currently accepted medical use that are otherwise approved for marketing may be listed as Schedule II, III, IV or V controlled substances, with Schedule II controlled substances presenting the highest potential for abuse and physical or psychological dependence, and Schedule V controlled substances presenting the lowest relative potential for abuse and dependence. The regulatory requirements are more restrictive for Schedule II controlled substances than Schedule III-V controlled substances. For example, all Schedule II drug prescriptions must be signed by a physician, physically presented to a pharmacist in most situations, and cannot be refilled. In particular, controlled substances, like LSD, DMT, MDMA, and psilocybin are regulated as Schedule I controlled substances by the DEA and, as such, medical and recreational use is illegal under U.S. federal law. In contrast, ketamine is categorized as a Schedule III controlled substance.

In the United States, the FDA regulates drug products under the *Federal Food, Drug, and Cosmetic Act*, as amended, ("**FDCA**"), its implementing regulations and other laws. Failure to comply with applicable FDA or other requirements at any time with respect to product development, clinical testing, approval or any other legal requirements relating to product manufacture, processing, handling, storage, quality control, safety, marketing, advertising, promotion, packaging, labeling, export, import, distribution, or sale may lead to administrative or judicial sanctions or other legal consequences. These sanctions or consequences could include, among other things, the FDA's refusal to approve pending applications, issuance of clinical holds for ongoing studies, suspension or revocation of approved applications, warning or untitled letters, product withdrawals or recalls, product seizures, relabeling or repackaging, total or partial suspensions of manufacturing or distribution, injunctions, fines, civil penalties or criminal prosecution. Pharmaceutical products are also subject to other federal, state and local statutes and regulations.

A failure to comply with any requirements during the product development, approval, or post-approval periods, may lead to administrative or judicial sanctions, which could include the imposition of a hold on clinical trials, refusal to approve pending marketing applications or supplements, withdrawal of approval, warning letters, product recalls, product seizures, total or partial suspension of production or distribution, injunctions, fines, civil penalties or criminal prosecution. See "*Risk Factors*".

United Kingdom

In the UK, there are two main "layers" of regulation with which products containing controlled substances must comply. These are: (i) controlled drugs legislation, which applies to all products irrespective of the type of product,

[16] U.S. *Food and Drug Regulations*, at J.01.009 (1).

[17] "Frequently Asked Questions", (2016, June 27). Health Canada, *Food and Drug Regulations*. https://www.canada.ca/en/health-canada/corporate/about-health-canada/legislation-guidelines/acts-regulations/frequently-asked-questions-food-drug-regulations.html.

[18] Canada *Food and Drug Regulation. C.R.C., c. 870* at J.01.038 & J.01.048.

and (ii) the regulatory framework applicable to a specific category of products, in this case, pharmaceuticals and food/food supplements. The main UK controlled drugs legislation is the Misuse of Drugs Act 1971 ("**MDA**") and the Misuse of Drugs Regulations 2001 ("**MDR**"), each as amended. The MDA sets out the penalties for unlawful production, possession and supply of controlled drugs based on three classes of risk (A, B and C). The MDR sets out the permitted uses of controlled drugs based on which Schedule (1 to 5) they fall within.

In the UK, certain psychedelic drugs, including MDMA, LSD, and "fungus (of any kind) which contains psilocin or an ester of psilocin" are classified as Class A drugs under the MDA and as a Schedule 1 drug under the MDR making them illegal to manufacture, produce, possess and supply in the UK. Class A drugs are deemed to be the most dangerous, and so carry the harshest punishments for unlawful manufacture, production, possession and supply. Schedule 1 drugs can only be lawfully manufactured, produced, possessed and supplied under a Home Office licence.

Netherlands

The Netherlands has regulated certain psychedelic drugs similarly to the U.S. The Opium Act is penal law, which is part of the policy framework of Dutch drug policy that includes tolerance for non-conforming lifestyles, risk reduction regarding the harmful health and social consequences of drug-taking, and penal measures directed against illicit trafficking in hard drugs. The Opium Act prohibits certain compounds and preparations in lists I and II of the Opium Act (together, the "**Opium Act Lists**") but not the organic matter within which those compounds occur naturally, the prohibitions in Article 2 and Article 3 of the Opium Act do not relate to unlisted organic matter (and parts thereof).[19] The Opium Act expressly names psilocin and psilocybin as List I substances, both of which are substances that naturally occur within both magic mushrooms and truffles.

On December 1, 2008, the sale of psilocybin-containing mushrooms was made illegal in the Netherlands. In a judgment dated March 26, 2013[20], dealing with Article 2 and Article 3 of the Opium Act, The Supreme Court of the Netherlands declared that as the Opium Act lists certain compounds but not the organic matter within which those compounds occur naturally, the prohibitions in the Opium Act do not relate to any unlisted organic matter (and parts thereof).

Additionally, Article 8 of the Opium Act provides certain exemptions in exceptional circumstances that will permit access to certain prohibited substances under the Opium Act. An exemption is granted with several conditions including, without limitation, a requirement that the exemption serves the interests of public health or that of animal health.[21].

USE OF AVAILABLE FUNDS

Proceeds

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

Funds Available

The gross proceeds paid to the Company from the sale of the Special Warrants pursuant to the $0.25 Financing were $6,525,000. As at October 31, 2021, the Company had working capital (cash) of approximately $4,434,193.

The Company has used, or intends to use, the net proceeds of the $0.25 Financing and its other available funds as follows:

[19] The *Opium Act* at Article 1-8. (2002, July 13). Staatsblad, Bulletin of Acts and Decrees. https://wetten.overheid.nl/BWBR0001941/2020-01-01.
[20] Dutch Supreme Court, ECLI:NL:PHR:2013:BZ5374 (2013, March 26).
[21] The *Opium Act* at Article 8. (2002, July 13). Staatsblad, Bulletin of Acts and Decrees. https://wetten.overheid.nl/BWBR0001941/2020-01-01.

Item	Funds Allocated
Funds Available	
Working Capital (cash) of the Company as at October 31, 2021	$4,434,193[(1)]
Total Available Funds	**$4,434,193**
Principal Purposes for the Available Funds	
General and administrative costs for 12 months[(2)]	$500,000
Investor relations[(3)]	$750,000
Costs related to investigation of potential investments (due diligence, travel, etc.)[(4)]	$120,000
Unallocated working capital and reserve for future investments	$3,064,193
Total	**$4,434,193**

Notes:

(1) Includes the net funds received by the Company from the $0.25 Financing.

(2) General and administrative costs are broken down as follows: (i) Consulting ($336,000 which consists of: $10,000/month to Alexander Somjen, the Company's CEO; $3,000/month to Kelvin Lee, the Company's CFO; $5,000/month to the Company's VP of Investments – Alfred Wong, a consultant to the Company; and an estimated $10,000/month to be paid to a consultant providing administrative and back-office support services), (ii) professional fees (includes legal, accounting and regulatory fees) ($90,000), (iii) public company maintenance fees ($50,000) and (iv) insurance ($24,000).

(3) Investor relations costs are broken down as follows: (i) $100,000/year to a public relations consultant; (ii) $50,000/year for news release dissemination; and (iii) an estimated $600,000/year to be paid to investor relations providers to be determined.

(4) Costs related to investigation of potential investments are broken down as follows: (i) travel ($60,000); and (ii) due diligence ($60,000).

The Company has a negative operating cash flow for the period ended September 30, 2021. The Company has allocated a certain percentage of the proceeds from the $0.25 Financing to fund negative cash flow from its most recently completed financial year. To the extent that the Company has negative operating cash flow in future periods, it may need to allocate a portion of its cash reserves to fund such negative cash flow. The Company may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that the Company will be able to generate a positive cash flow from its operations, that additional capital or other types of financing will be available when needed or that these financings will be on terms favourable to the Company (see "*Risk Factors – The Company has negative cash flow from operations and it may never have positive cash flow from operations"*).

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

Business Objectives and Milestones

The Company's primary business objectives and milestones over the next 12 months are the following:

Objectives	Significant Events or Major Components	Timeline	Expected Cost
Investor Relations	• Connect companies in multiple jurisdictions with each other and assist in marketing under a common brand. • Engage public relations consultant and news release dissemination services.	Ongoing (next 12 months)	$750,000

Objectives	Significant Events or Major Components	Timeline	Expected Cost
Costs related to investigation of potential investments (due diligence and travel)	• Continue to monitor current investment portfolio and evaluate whether the Company's investee companies should continue to be held in whole or in part or be divested of. • Grow current investment portfolio by adding investments that: (a) are accretive to the existing investment portfolio; (b) provide potential for growth or hyper-growth opportunities; and (c) are consistent with the criteria and objectives set out in the Company's Investment Policy.	Ongoing (next 12 months)	$120,000

Investor Relations

Pursuant to the Company's Investment Policy, one way that Origin Therapeutics intends to enhance the value of its investments is to connect companies in multiple jurisdictions with each other and assist in marketing under a common brand (see "*Description of the Business – Investment Policy*").

Given the competitive nature of the Company's business, the Company has allocated funds to fund its aggressive marketing strategy, which includes payment of fees to a public relations consultant and news release dissemination services (see "*Description of the Business – Competition*"). The Company is actively looking to expand its marketing footprint and has allocated resources accordingly. More specifically, the Company will allocate $100,000 per year to a public relations consultant; $50,000 per year for news release dissemination and an estimated amount of $600,000 per year to be paid to investor relations providers (to be determined).

Costs related to investigation of potential investments (due diligence and travel)

Over the next 12-month period, the Company will continue to monitor its current investment portfolio and evaluate whether the Company's investee companies should continue to be held in whole or in part or be divested of. The Company's key objective over the next year is to grow its current investment portfolio by adding investments that: (a) are accretive to the existing investment portfolio; (b) provide potential for growth or hyper-growth opportunities; and (c) are consistent with the criteria and objectives set out in the Company's Investment Policy. Over the next twelve months, the Company will allocate $120,000 to investigating potential investments ($60,000 to each of travel and due diligence).

To review a summary of the Company's Investment Policy, please refer to the heading "*Description of the Business – Investment Policy*".

In order to meet the Company's key objectives, management will need to source and identify investment opportunities to present to the Investment Committee. Management intends to devote a significant amount of time over the next year in working to identify investments for review by the Investment Committee. In order to grow the Company's investment portfolio, the Company will need additional investment capital.

While the Company will initially have approximately $3,064,193 in cash available to acquire investments, it is expected that more capital will be needed throughout the year to continue to acquire new investments. The Company will obtain such capital either from the divestiture of its existing investments or from the sale of its own securities. There can be no assurance that the Company will be successful in raising additional capital. Please see "*Risk Factors*".

The fulfillment of the Company's business objectives will be contingent upon, among other things, compliance of its investee companies with regulatory requirements enacted by governmental authorities and obtaining all regulatory

approvals, where necessary, for the research, development, testing, production and sale, as legally permissible, of their products (see "*Market and Regulatory Overview*"). The impact of applicable governmental legislative and compliance regime and any delays in obtaining, or failure to obtain, regulatory approvals may significantly delay or impact the development of markets, products and sales initiatives and could have a material adverse effect on the business, results of operations and financial condition of the Company and/or its investments. See "*Risk Factors*".

SELECTED FINANCIAL INFORMATION

The following table sets forth the selected financial information for the period from December 9, 2020 (date of incorporation) to September 30, 2021 has been derived from the Financial Statements, prepared in accordance with IFRS and attached as Schedule "B" to this Prospectus. The selected financial information should be read in conjunction with the Origin Therapeutics MD&A and the financial statements contained elsewhere in this Prospectus.

	For the period from December 9, 2020 (date of incorporation) to September 30, 2021 (audited)
Statement of Operations Data	
Total revenues	$Nil
Total expenses	$1,187,265
Loss and comprehensive loss	$845,507
Net loss per share (basic and diluted)	$0.04
Balance Sheet Data	
Current assets	$7,058,689
Total assets	$7,058,689
Current liabilities	$180,121
Total liabilities	$180,121

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Management's Discussion and Analysis for Origin Therapeutics is attached to this Prospectus as Schedule "C". Origin Therapeutics' MD&A provides an analysis of Origin Therapeutics' financial results for the period from December 9, 2020 (date of incorporation) to September 30, 2021, which should be read in conjunction with the financial statements of Origin Therapeutics for the corresponding period, and the notes thereto respectively.

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

DESCRIPTION OF SHARE CAPITAL

Authorized Capital

Origin Therapeutics is authorized to issue an unlimited number of Common Shares without par value. As of the date of this Prospectus, there were 56,463,000 Common Shares issued and outstanding as fully paid and non-assessable common shares. In addition, as of the date of this Prospectus, the following convertible securities were issued and outstanding: 98,700 Finder's Warrants and 3,250,000 stock options, in each case in accordance with the respective terms of such securities

Common Shares

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

CONSOLIDATED CAPITALIZATION

The following table sets forth the Company's capitalization as at the date of this Prospectus.

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

Description of the Security	Securities Authorized	As at the date of this Prospectus
Common Shares	Unlimited	56,463,000

Fully Diluted Share Capital

The following table sets out the Company's capitalization as at the date of this Prospectus:

Shares to be Issued	Number of Securities as at the date of this Prospectus	% of total issued and outstanding
Common Shares issued as at the date of this Prospectus	56,463,000 (1)	100%(2)
Total Company Shares	**56,463,000**	**100%**(2)
Common Shares to be issued on exercise of Finder's Warrants	98,700	0.17%(3)
Common Shares to be issued on exercise of Options	3,250,000	5.4%(3)
Total Common Shares reserved for issuance	**3,348,700**	**5.4%**(3)
Fully diluted securities	**59,811,700**	**100%**

Notes:

(1) For further details see "*Prior Sales*".
(2) On a non-diluted basis.
(3) On a fully diluted basis.

Outstanding Options

Origin Therapeutics does not currently have any options issued and outstanding.

Option Plan

The Board approved a rolling stock option plan on August 30, 2021 (the "**Option Plan**"), which provides for a total of 10% of the issued and outstanding Common Shares available for issuance thereunder.

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

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

	Shares under Option	Exercise Price	Expiry Date
Executive Officers(1)	1,500,000	$0.25	5 years from Listing
Directors(2)	500,000	$0.25	5 years from Listing
Employees	Nil	N/A	N/A
Consultants(3)	1,250,000	$0.25	5 years from Listing

Notes:

(1) Consists of Alexander Somjen and Kelvin Lee.
(2) Consists of Mike Young and Brianna Davies.
(3) Includes Investment Committee Members and certain other advisors of the Company.

Terms of the Plan

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

Administration

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

Number of Common Shares Reserved

Subject to adjustment as provided for in the Option Plan, the aggregate number of Common Shares which will be available for purchase pursuant to Options granted under to the Option Plan will not exceed 10% of the number of Common Shares which are issued and outstanding on the particular date of grant. If any Option expires or otherwise terminates for any reason without having been exercised in full, the number of Common Shares in respect of such expired or terminated Option shall again be available for the purposes of granting Options pursuant to the Option Plan.

Exercise Price

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

Maximum Term of Options

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

Termination

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

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

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

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

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

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

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

(i) termination for cause;

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

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

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

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

Restricted Share Unit Plan

The Company intends to adopt a rolling restricted share unit plan (the "**RSU Plan**"). The aggregate number of Common Shares that may be issued pursuant to the RSU Plan, when combined with Common Shares reserved for issuance pursuant to other share compensation arrangements (including the Option Plan), may not exceed 30% of the Common Shares issued and outstanding at the time of the grant.

The purpose of the RSU Plan is to promote and advance the interests of the Company by providing directors, officers, employees and consultants of the Company with an additional incentive through the opportunity to receive bonuses in the form of Common Shares. The potential of receiving Common Shares also increases the Company's ability to attract, retain and motivate directors, officers, employees, and consultants.

Terms of the Plan

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

Administration

The RSU Plan shall be administered by the Board, which will have the full and final authority to provide for the granting, vesting, settlement and the method of settlement of RSUs granted thereunder. RSUs may be granted to directors, officers, employees or consultants of the Company, as the Board may from time to time designate. The Board has the right to delegate the administration and operation of the RSU Plan to a committee and/or any member of the Board.

Number of Common Shares Reserved

Subject to adjustment as provided for in the RSU Plan, the aggregate number of Common Shares which will be available for issuance under the RSU Plan will not, when combined with Common Shares reserved for issuance pursuant to other share compensation arrangements (including the Option Plan) exceed 20% of the number of Common Shares which are issued and outstanding on the particular date of grant. If any RSU expires or otherwise terminates for any reason without having been exercised in full, the number of Common Shares in respect of such expired or terminated RSU shall again be available for the purposes of granting RSUs pursuant to the RSU Plan.

Granting, Settlement and Expiry of RSUs

Under the RSU Plan, eligible persons may (at the discretion of the Board) be allocated a number of RSUs as the Board deems appropriate, with vesting provisions also to be determined by the Board. Upon vesting, subject to the provisions of the RSU Plan, the RSU holder may settle its RSUs during the settlement period applicable to such RSUs, provided that no expiry date or any vesting date is a date that is later than December 1st (or December 31st, subject to certain extension provisions of the RSU Plan) of the third year following the end of the year in which the relevant services were rendered that gave rise to the RSU grant. Where, prior to the expiry date, an RSU holder fails to elect to settle an RSU, the holder shall be deemed to have elected to settle such RSUs on the day immediately preceding the expiry date. An RSU holder shall be entitled to receive one Common Share for each vested RSU or, at the sole option of the Company, a cash payment equal to the number of RSUs vested, multiplied by the market price of Common Shares on the redemption date.

Termination

Except as otherwise determined by the Board

(a) all RSUs held by the RSU holder (whether vested or unvested) shall terminate automatically on the date which the RSU holder ceases to be eligible to participate in the RSU Plan or otherwise on such date on which the Company terminates its engagement of the RSU holder (the "**RSU Holder Termination Date**") for any reason other than as set forth in paragraph (b) and (c) below;

(b) in the case of a termination of the RSU holder's service by reason of (A) termination by the Company or any subsidiary of the Company other than for cause, or (B) the RSU holder's death or disability, the RSU holder's unvested RSUs shall vest automatically as of such date, and on the earlier of the original expiry date and any time during the ninety (90) day period commencing on the date of such termination of service (or, if earlier, the RSU Holder Termination Date), the RSU holder (or their executor or administrator, or the person or persons to whom the RSUs are transferred by will or the applicable laws of descent and distribution) will be eligible to request that the Company settle their vested RSUs. Where, prior to the 90th day following such termination of service (or, if earlier, the RSU Holder Termination Date) the RSU holder fails to elect to settle a vested RSU, the RSU holder shall be deemed to have elected to settle such RSU on such 90th day (or, if earlier, the RSU Holder Termination Date) and to receive Common Shares in respect thereof;

(c) in the case of a termination of the RSU holder's services by reason of voluntary resignation, only the RSU holder's unvested RSUs shall terminate automatically as of such date, and any time during the ninety (90) day period commencing on the date of such termination of service (or, if earlier, the RSU Holder Termination Date), the RSU holder will be eligible to request that the Company settle their vested RSUs. Where, prior to the 90th day following such termination of service (or, if earlier, the RSU Holder Termination Date) the RSU holder fails to elect to settle a vested RSU, the RSU holder shall be deemed to have elected to settle such RSU on such 90th day (or, if earlier, the RSU Holder Termination Date) and to receive Common Shares in respect thereof;

(d) for greater certainty, where a RSU holder's employment, term of office or other engagement with the Company terminates by reason of termination by the Company or any subsidiary of the Company for cause then any RSUs held by the RSU holder (whether unvested or vested) at the RSU Holder Termination Date, immediately terminate and are cancelled on the RSU Holder Termination Date or at a time as may be determined by the Board, in its discretion;

(e) a RSU holder's eligibility to receive further grants of RSUs under the RSU Plan ceases as of the earliest of the date the RSU holder resigns from or terminates its engagement with the Company or any subsidiary of the Company and the date that the Company or any subsidiary of the Company provides the RSU holder with written notification that the RSU holder's employment, term of office or engagement, as the case may be, is terminated, notwithstanding that such date may be prior to the RSU Holder Termination Date; and

(f) for the purposes of the RSU Plan, a RSU holder shall not be deemed to have terminated service or engagement where the RSU holder: (i) remains in employment or office within or among the Company or any subsidiary of the Company or (ii) is on a leave of absence approved by the Board.

PRIOR SALES

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

Date of Issuance/Sale	Security Type	Number of Securities	Issue/Sale Price
December 9, 2020	Common Shares	1[(1)]	$0.01

Date of Issuance/Sale	Security Type	Number of Securities	Issue/Sale Price
February 16, 2021	Common Shares	11,600,000(2)	$0.005
February 18, 2021	Common Shares	18,400,000(3)	$0.02
July 25, 2021	Common Shares	363,000(4)	$0.05
September 22, 2021	Common Shares	26,100,000(5)	$0.25

Notes:

(1) Incorporator's share was issued and subsequently repurchased.
(2) Issued in connection with the $0.005 Financing.
(3) Issued in connection with the $0.02 Financing.
(4) Issued upon the deemed conversion of special warrants issued in connection with the $0.05 Financing.
(5) Issued upon the deemed conversion of Special Warrants issued in connection with the $0.25 Financing.

This table sets out particulars of the Origin Therapeutics securities exercisable for or exchangeable into Common Shares issued within the 12 months prior to the date of this Prospectus.

Date of Issuance	Security Type	Number of Securities	Issue/Exercise Price
March 24, 2021	Special Warrants	363,000(1)	$0.05
May 21, 2021	Special Warrants	26,100,000(2)	$0.25
May 21, 2021	Finder's Warrants	98,700(2)	$0.25

Notes:

(1) Issued in connection with the $0.05 Financing.
(2) Issued in connection with the $0.25 Financing.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTIONS ON TRANSFER

Following the completion of the Listing, 750,000 common shares of the Company are expected to be held in escrow (the "**Escrow Shares**").

The Escrow Shares held in escrow pursuant to an escrow agreement dated [●], 2021 entered into among the Company, the Transfer Agent and certain shareholders (listed below) pursuant to which the Escrow Shares will be held in escrow (the "**Escrow Agreement**"). The Escrow Shares are held in escrow as required by National Policy 46-201 – *Escrow for Initial Public Offerings* ("**NP 46-201**") and CSE policy on completion of the listing of the Common Shares on the CSE. The Escrow Shares are subject to the release schedule specified in NP 46-201 for emerging issuers and as set out in the form of escrow required by Policy 2 – *Qualifications for Listing of the CSE*. Ten (10%) percent of the Escrow Shares will be released upon the date of listing on the CSE and an additional 15% will be released every 6 months thereafter until all Escrow Shares have been released (36 months following the date of listing on the CSE).

Name	Designation of Class	Securities held in Escrow(1)	Percentage of Class(2)
Alexander Somjen	Common Shares	750,000	1.3%

Notes:

(1) It is anticipated that the escrow agent under the escrow agreement will be the Transfer Agent.
(2) Based on 56,463,000 issued and outstanding Common Shares.

PRINCIPAL SHAREHOLDERS

As at the date of the Prospectus, to our knowledge, no person owned of record or beneficially, directly or indirectly, 10% or more of any class of series of our voting securities.

DIRECTORS AND EXECUTIVE OFFICERS

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

Name and Municipality of Residence[(1)]	Position to be held with the Company[(2)]	Principal Occupation for the Past Five Years[(3)]	Number of Common Shares	Percentage of class[(4)]
Alexander Somjen[(5)] Toronto, Canada	CEO and Director	Vice President of Desjardins Capital Markets from May 2008 to May 2018. Since June 2018, Mr. Somjen has been self-employed and has acted as the President of Hollister Biosciences Inc. from November 2019 to present and CEO of Global Care Capital Inc. from June 2018 to present	750,000[(6)]	1.3%[(4)]
Kelvin Lee, Vancouver, British Columbia	CFO and Corporate Secretary	Director of finance of K2 Capital Advisors since 2019, CFO of Monument Mining Limited from January 2018 to November 2019 and VP Finance and Administration of Monument Mining Limited from July 2013 to January 2018	340,000[(7)]	<0.1%
Brianna Davies[(5)] Toronto, Ontario	Director	Legal counsel to Forbes & Manhattan Inc. from October 2007 to January 2018, VP legal and Corporate Secretary of Troilus Gold Corp. from January 2018 to present and Chief Compliance Officer of Delano Capital Corp. from October 2017 to current	200,000[(8)]	<0.1%
Michael Young[(5)] Nashville, Tennessee	Director and Chairperson	Managing Director and Co-Head of Trading at GMP Capital from May 2004 to December 2016 and founder of Cottingham Capital from January 2017 to present.	Nil[(9)]	0%

Notes:

(1) Information as to municipality of residence, principal occupation, securities beneficially owned or over which a director or officer exercises control or direction has been furnished by the respective individuals as of the date of this Prospectus.

(2) The term of office of each of the directors expires on the earlier of the Company's next annual general meeting or upon resignation. The term of office of the officers expires at the discretion of the directors.

(3) See "*Biographies*" for additional information regarding the principal occupations of the Company's directors and officers.

(4) Based on 56,463,000 issued and outstanding Common Shares.

(5) Member of the Audit Committee.
(6) Mr. Somjen will be granted 1,000,000 Options exercisable to acquire up to 1,000,000 Common Shares at a price of $0.25 per share.
(7) Mr. Lee will be granted 500,000 Options exercisable to acquire up to 500,000 Common Shares at a price of $0.25 per share.
(8) Ms. Davies will be granted 250,000 Options exercisable to acquire up to 250,000 Common Shares at a price of $0.25 per share.
(9) Mr. Young will be granted 250,000 Options exercisable to acquire up to 250,000 Common Shares at a price of $0.25 per share.

Biographies

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

Alexander Somjen (Age 34) – CEO and Director

Alexander Somjen has extensive experience serving as an officer and director of publicly listed and privately held companies across a broad range of sectors including technology, healthcare and cannabis. Most recently, Mr. Somjen served as President of Hollister Biosciences Inc., a publicly traded, California-based multi-state cannabis company and CEO of Global Care Capital Inc., a publicly traded global investment company. Prior to that, he spent over a decade in capital markets at a large financial institution working in both investment banking and sales and trading related capacities. Mr. Somjen holds an MBA from IE Business School.

Mr. Somjen is expected that he will devote approximately 50% of his time to the business of the Company to effectively fulfill his duties as the CEO of the Company. Mr. Somjen has entered into a consulting agreement, which includes non-competition and non-solicitation obligations during the term of Mr. Somjen's contract and for a certain period following termination thereof.

Kelvin Lee (Age 43) – CFO and Corporate Secretary

Mr. Lee has over 15 years of extensive financial management experience with publicly traded companies. He is formerly CFO of Freeman Gold Corp. and prior, had progressively senior roles from Corporate Controller, VP Finance and Administration to Chief Financial Officer, for a TSXV listed gold producer with $400 million in revenue over nine years. His responsibilities included development and execution of financial strategy and operations, including regulatory reporting, financial planning and analysis, treasury, tax and audit. He also held prior Controller positions in the mining industry with various publicly traded companies including Prodigy Gold Inc. that was acquired for $340 million. Kelvin is currently CFO and Director of MegaWatt Lithium and Battery Metals Corp.; and CFO and Director of Karam Minerals Inc.; and CFO of Mantaro Silver Corp. Mr. Lee is a CPA, CGA (British Columbia).

Mr. Lee will devote 20% of his time to the business of the Company to effectively fulfill his duties as CFO of Origin Therapeutics. Mr. Lee has not entered into a non-competition or non-disclosure agreement with the Company.

Michael Young (Age 42) – Director and Chairperson

Mr. Young serves as the Company's Chairperson. Mr. Young is a founding partner of Cottingham Capital, an investment company focused on real estate, technology and Consumer brand investments. He has served at Cottingham Capital as Managing Partner since its inception in January 2017. Prior to January 2017, Mr. Young served as the Managing Director and Co-Head of Trading for GMP Capital. Mr. Young was previously on the boards of Nuuvera Corp. and ICC Labs Inc. The Company believes Mr. Young's qualifications to serve as a director of the Company include his extensive senior level executive management, and trading experience, in the Canadian and U.S. capital markets, as well as his experience serving on other public company boards of directors.

Mr. Young will not be a party to any employment, non-competition or confidentiality agreement with the Company. It is expected that he will devote approximately 10% of his time to the business of the Company to effectively fulfill his duties as a director and Chairperson of the Company.

Brianna Davies (Age 42) – Director

Ms. Davies is a corporate securities lawyer with over 14 years experience working as legal counsel, corporate secretary and chief compliance officer to various privately held and publicly traded companies, primarily focused in the resource and technology sectors. She has a broad range of international experience having held roles with companies with assets in North America, South America, Russia, Australia, Mali, Ethiopia and Burkina Faso. Ms. Davies obtained a Juris Doctorate from the University of Toronto, Faculty of Law in 2005 and graduated Summa Cum Laude with an Honours B.A in Economics, from McMaster University in Hamilton, Canada in 2002.

Ms. Davies will not be a party to any employment, non-competition or confidentiality agreement with the Company. It is expected that she will devote approximately 10% of her time to the business of the Company to effectively fulfill her duties as a director of the Company.

Share Ownership by Directors and Officers

The Company's directors and officers as a group beneficially own, directly and indirectly, or exercise control or direction over, 1,290,000 Common Shares, representing approximately 2.28% of the current issued and outstanding Common Shares.

Corporate Cease Trade Orders or Bankruptcies

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

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

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

Alexander Somjen was President of Hollister Biosciences Inc. when it was issued a failure-to-file management cease-trade order by the securities regulators on May 4th, 2021 for its failure to file its (i) audited annual financial statements for the year ended December 31st, 2020; (ii) management's discussion and analysis relating to the audited annual financial statements for the year ended December 31st, 2020; and (iii) certification of the foregoing filings as required by National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*, in the time frames required by law. On May 31st, 2021, the management cease trade order was revoked."

Penalties or Sanctions

To the Company's knowledge, no existing or proposed director, officer or promoter of the Company, or a securityholder anticipated to hold sufficient securities of the Company to affect materially the control of the Company, has:

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

(b) been subject to any other penalties or sanctions imposed by a court or regulatory body, including a self-regulatory body that would be likely to be considered important to a reasonable securityholder making a decision in regards to the Company.

Personal Bankruptcies

To the Company's knowledge, no existing or proposed director, officer or promoter of the Company, or a securityholder anticipated to hold sufficient securities of the Company to affect materially the control of the Company, or a personal holding company of such persons has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to holder the assets of the director, officer or promoter.

Conflicts of Interest

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

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

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

EXECUTIVE COMPENSATION

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

Compensation of Named Executive Officers

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

- Alexander Somjen, CEO of the Company; and
- Kelvin Lee, CFO and Corporate Secretary of the Company.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The Company was not a reporting issuer at any time during the most recently completed financial year. Accordingly, the following table sets forth information with respect to the anticipated compensation of each Named Executive Officer and director of Origin Therapeutics for the 12-month period subsequent to becoming a reporting issuer:

Table of Compensation Excluding Compensation Securities

Name and Principal Position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Long-term incentive plans ($)	Value of all other compen-sation ($)	Total compen-sation ($)
Alexander Somjen, CEO and Director	2021	$120,000	-	-	-	-	-	$120,000
Kelvin Lee, CFO and Corporate Secretary	2021	$36,000	-	-	-	-	-	$36,000

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

Stock Options and Other Compensation Securities

The Company was not a reporting issuer at any time during its most recently completed financial year. The following table discloses all anticipated compensation securities the Company expects to grant or issue to each Named Executive Officer and director once the Company becomes a reporting issuer:

Compensation Securities

Name and Position	Type of compensation security	Number of compensation securities and percentage of class[(1)]	Date of issue or grant	Issue conversion of exercise price	Expiry Date
Alexander Somjen, CEO and Director	Options	1,000,000 (30.8%)	Listing	$0.25	5 years from Listing
Kelvin Lee, CFO and Corporate Secretary	Options	500,000 (15.4%)	Listing	$0.25	5 years from Listing
Michael Young, Director and Chairperson	Options	250,000 (7.7%)	Listing	$0.25	5 years from Listing
Brianna Davies, Director	Options	250,000 (7.7%)	Listing	$0.25	5 years from Listing

Notes:

(1) Based on 3,250,000 Options expected to be granted at Listing.

Stock Option Plans and Other Incentive Plans

See "*Options and Other Rights to Purchase Securities*".

Employment, Consulting and Management Agreements

The Company has entered into the following consulting agreement with the following executives on the following terms:

(a) Consulting agreement between the Company and Alexander Somjen as CEO on a month-to-month basis at $10,000 per month.

(b) Consulting agreement between the Company and Kelvin Lee as CFO on a month-to-month basis at $3,000 per month.

See "*Stock Options and Other Compensation Securities*" above.

Oversight and Description of Director and Named Executive Officer Compensation

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

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

- To recruit and subsequently retain highly qualified executive officers by competitive offering overall compensation;
- To motivate executives to achieve important corporate and personal performance objectives and reward them when such objectives are met; and
- To align the interests of executive officers with the long-term interests of shareholders through participation in the Option Plan.

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

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

DIRECTOR COMPENSATION

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

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

Directors' and Officers' Liability Insurance

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

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

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

PLAN OF DISTRIBUTION

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

As of the date hereof, the Company has not received conditional approval from the Exchange. The Listing will be subject to the Company fulfilling all of the listing requirements of the Exchange, which cannot be guaranteed.

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

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

AUDIT COMMITTEE

Audit Committee

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

Member	Independence	Financially Literacy
Alexander Somjen	Executive Director(2)	Financially Literate
Michael Young(1)	Non-Executive Director(2)	Financially Literate
Brianna Davies	Non-Executive Director (2)	Financially Literate

Notes:

(1) Chair of the Audit Committee.

(2) The Company is relying on Section 6.1 – *Venture Issuers* of NI 51-110 – *Audit Committees* ("**NI 51-110**"), which exempts venture issuers (as defined under NI 51-110) from Part 3 – *Composition of the Audit Committee*, under NI 51-110. However, the Company has required that all Audit Committee members are financially literate as required under Part 3 of NI 51-110.

(3) Under Section 6.1.1 – *Composition of Audit Committee* of NI 51-110, each member of a venture issuer's audit committee must be a director and a majority of the members of a venture issuer's audit committee must not be executive officers, employees or control persons of the venture issuer or of an affiliate of the venture issuer (a "**Non-Executive Director**").

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

Audit Committee's Charter

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

Mandate and Responsibilities of the Audit Committee

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

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

Audit Committee Oversight

On December 9, 2020, the sole Shareholder of the Company elected to waive the appointment of an auditor pursuant to section 203(2) of the BCBCA. Under section 223 of the BCBCA, the Company has not appointed an audit committee at this time.

Reliance on Certain Exemptions

At no time since the date of Origin Therapeutics' incorporation on December 9, 2020 has the Company relied on the exemption in section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. It is not anticipated that the Company will rely on any of the above exemptions.

Pre-Approval Policies and Procedures

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

External Auditor Service Fees by Category

The aggregate audit fees incurred by Origin Therapeutics from its date of incorporation to June 30, 2021 are set out in the table below. After Listing, the Company intends to maintain Harbourside Chartered Professional Accountants as its auditor (see "*Auditors, Transfer Agents and Registrars*").

Entity	Financial Period Ended	Audit Fees[(1)]	Audit Related Fees[(2)]	Tax Fees[(3)]	All Other Fees[(4)]
Origin Therapeutics Holdings Inc.[(5)]	Incorporation to September 30, 2021	$10,000	$Nil	$Nil	$Nil

Notes:

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

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making. The Board is of the view that the Company's general approach to corporate governance, summarized below, is appropriate and substantially consistent with objectives reflected in the guidelines for improved corporate governance in Canada adopted by the Canadian Securities Administrators (the "**Governance Policy**").

Board of Directors

The Board will be composed of three directors.

The Company will have two Non-Executive Directors within the meaning of the Governance Policy: Michael Young and Brianna Davies. The remaining director, Alexander Somjen, is not considered a Non-Executive Director within the meaning of the Governance Policy, as Mr. Somjen, is an employee of the Company as CEO. In assessing the Governance Policy and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors.

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

Board Mandate

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

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

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

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

The Board will exercise its independent supervision over management by: (a) holding periodic meetings of the Board be to obtain an update on significant corporate activities and plans; and (b) ensuring all material transactions of the Company are subject to prior approval of the Board. To facilitate open and candid discussion among its Non-Executive

Directors, such directors will be encouraged to communicate with each other directly to discuss ongoing issues pertaining to the Company.

Position Description

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

Other Reporting Issuer Experience

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

Name	Reporting Issuer	Exchange	Position	Date(s)
Alexander Somjen	Hollister Biosciences Inc.	CSE	President	November 2019 – October 2021
	Global Care Capital Inc.	CSE	CEO	June 2018 – Present
	Eat Beyond Global Holdings Inc.	CSE	Director	January 2020 – Present
	Spotlite 360 Technologies Inc.	CSE	Director	November 2019 – Present
Kelvin Lee	Mantaro Silver Corp.	TSXV	CFO, Corporate Secretary, Director	May 2021 – Present
	Karam Minerals Inc.	CSE	CFO, Director	September 2020 – Present
	Spey Resources Corp.	CSE	CFO, Corporate Secretary, Director	September 2020 – June 2021
	Megawatt Lithium and Battery Metals Corp.	CSE	CFO, Director	July 2020 – Present
	Freeman Gold Corp.	CSE	CFO	June 2020 – October 2020
	Monument Mining Limited	TSXV	CFO	January 2018 – November 2019
	Monument Mining Limited	TSXV	VP Finance and Administration	July 2013 – January 2018
Michael Young	Better Choice Company Inc.	NYSE	Chairman	May 2019 – Present
	ICC Labs Inc.	TSXV	Director	March 2017 – October 2018
	Nuuvera Inc.	TSX	Director	January 2017 – August 2018
	Apolo IV Acquisition Corp.	TSXV	Director	April 2021 – Present
Brianna Davies	Troilus Gold Corp.	TSX	VP Legal and Corporate Secretary	January 2018 – July 2021

Name	Reporting Issuer	Exchange	Position	Date(s)
	Avion Gold Corp.	TSX	Corporate Secretary	May 2009 – October 2012
	Silver Bear Resources Inc.	TSX	Corporate Secretary	July 2011 – May 2015
	Allana Potash Corp	TSX	Corporate Secretary	December 2009 – January 2016
	Crocodile Gold Corp.	TSX	Corporate Secretary	August 2008 – October 2014
	Savary Gold Corp.	TSXV	Corporate Secretary	June 2013 – July 2015

Orientation and Continuing Education

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

Ethical Business Conduct

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

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

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

Nomination of Directors

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

Compensation

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

Other Board Committees

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

Assessments

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

RISK FACTORS

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

Risks Related to the Business of the Company

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

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

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

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

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

The Company has no record of operations and historical financial information on which a holder of Common Shares can base an evaluation of the Company. The Company commenced its operations as an investment issuer in 2020 and has only recently made its first investments. Therefore, the Company is subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that the Company will not achieve its

financial objectives as estimated by management. Furthermore, past successes of the management or the Board in other ventures do not guarantee future success.

Holders of Common Shares are at risk for a substantial loss of capital.

The investments to be made by the Company are speculative in nature and holders of Common Shares could experience a loss of all or substantially all of their investment in the Company. There can be no assurance that the Company will be able to make and realize investments or generate positive returns. There can also be no assurance that the returns generated, if any, will be commensurate with the risks of investing in the types of investments contemplated by the Company's investment objectives. Therefore, an investment in the Company should only be considered by persons who can afford a loss of their entire investment.

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

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

The Company is largely dependent upon its board and management for its success.

The Company's business is akin to a blind pool, in that the Company intends to use its capital to invest in various businesses or business interests, but all the targets have not yet been determined. Investors are relying on the ability of the Investment Committee, Board and management to identify, analyze and acquire appropriate investment opportunities. In particular, investors have to rely on the discretion and ability of management in determining the composition of the portfolio of investments, and in negotiating the pricing and other terms of the agreements leading to the acquisition of investments. The ability of management to successfully implement the Company's business strategy will depend in large part on the continued employment of qualified individuals. If the Company loses the services of one or more of these individuals, the business, financial condition and results of operations of the Company may be materially adversely affected. There is no assurance the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business.

The market for investment opportunities is highly competitive.

The Company will compete with a large number of other investors focused on similar investments, such as private equity funds, mezzanine funds, investment banks and other equity and non-equity based public and private investment funds. Competitors may have a lower cost of funds and may have access to funding sources that are not available to the Company. In addition, certain competitors of the Company may have higher risk tolerances or different risk assessments, which could allow them to consider a wider variety of investments and establish more relationships and build their respective market shares. As a result of this competition, there can be no assurance that the Company will be able to locate suitable investment opportunities, acquire such investments on acceptable terms, or achieve an acceptable rate of return on the investments it does make. The competitive pressures faced by the Company may have a material adverse effect on its activities, financial condition, and results of operations.

Competition may curtail the Company's ability to follow its investment policy.

The competition the Company faces from other larger or more flexible capital providers may limit the Company's opportunities to obtain its desired investments. As a result, the Company may be required to invest otherwise than in accordance with its investment policy and strategy in order to meet its investment objectives. If the Company is required to invest other than in accordance with its investment policy and strategy, its ability to achieve its desired rates of return on its investments may be adversely affected.

General Regulatory Risk

Legal and regulatory changes may occur that may adversely affect the Company and which could make it more difficult, if not impossible, for the Company to operate or to achieve its investment objective. To the extent possible, the Investment Committee will attempt to monitor and determine the impact such changes may have on the Company and what can be done, if anything, to try to limit such impact.

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

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

Due diligence investigations may not identify all facts necessary or helpful in evaluating an investment opportunity and will not necessarily result in the investment being successful.

The due diligence process undertaken by the Company in connection with investments that it makes or wishes to make may not reveal all relevant facts in connection with an investment. Before making investments, the Company will conduct due diligence investigations that it deems reasonable and appropriate based on the facts and circumstances of each investment. When conducting due diligence investigations, the Company may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. When conducting due diligence investigations and making an assessment regarding an investment, the Company will rely on resources available, including information provided by the target of the investment and, in some circumstances, third party investigations. Because the Company seeks investments in new areas, the investments it considers may have limited track records which make assessments more difficult and speculative. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process to varying extents depending on the type of investment. The due diligence investigations that are carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful to evaluate the investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

The realization of returns from the Company's investment activities is a long-term proposition.

Most investments to be made by the Company are not expected to generate current income. Therefore, the return of capital to the Company and the realization of gains, if any, from the Company's investments will generally occur only upon the partial or complete realization or disposition of the investment. While an investment of the Company may be realized or disposed of at any time, it is generally expected that the ultimate realization or disposition of most of the Company's investments will not occur for a one to three years and possibly longer after an investment is made.

The Company's investments may be illiquid and difficult to value, and the Company may not be able to exit the investment on its intended timetable.

The Company will generally seek investments that provide liquidity. However, the Company will be focused on investing in primarily privately held companies and early stage publicly traded companies, which may be illiquid and difficult to value. Accordingly, there can be no assurance that the Company will be able to realize on its investments in a timely manner or at all. If the Company is required to liquidate all or a portion of its portfolio investments quickly, it may realize significantly less than its invested capital. While privately held companies may seek to list their securities on a stock exchange as a means of creating liquidity for investors, there can be no assurance that a stock exchange listing will provide a viable exit mechanism, if trading volumes and stock prices are low at the time of intended disposition.

The Company may hold a limited number of investments at any one time and potentially suffer from a lack of diversification.

The Company may own relatively few investments and does not have any specific limits on investments in businesses in any one industry or size of business. Consequently, the Company's aggregate returns may be significantly adversely affected if one or more significant investments perform poorly or if the Company needs to write-down the value of any one significant investment. Also, the Company's investments may be more susceptible to fluctuations in value resulting from adverse economic conditions affecting a particular industry or segment of business in which it invests than would be the case if the Company were required to satisfy certain investment guidelines relating to business diversification.

Financial market fluctuations may have a material adverse effect on the Company's investments in both private and public companies.

The Company intends to invest in both private businesses and publicly traded businesses. With respect to publicly traded businesses, fluctuations in the market prices of their securities may negatively affect the value of those investments. In addition, general instability in the public securities markets may impede the ability of businesses to raise additional capital through selling new securities, thereby limiting the Company's investment options with regard to a particular portfolio investment.

Global capital markets have experienced extreme volatility and disruption in recent years as evidenced by the failure of major financial institutions, significant write-offs suffered by the financial services sector, the re-pricing of credit risk, the unavailability of credit or the downgrading and the possibility of default by sovereign issuers, forced exit or voluntary withdrawal of countries from a common currency and devaluation. Global capital markets could suddenly and rapidly destabilize in response to existing and future events, including as a result of COVID-19, as government authorities may have limited resources to respond to existing or future crises. Future crises may be precipitated by any number of causes, including natural disasters, epidemics/pandemics (such as COVID-19), geopolitical instability, changes to energy prices or sovereign defaults.

Despite actions of government authorities, these events have contributed to a worsening of general economic conditions, high levels of unemployment in Western economies and the introduction of austerity measures by governments. Such worsening of financial market and economic conditions may have a negative effect on the valuations of, and the ability of the Company to exit or partially divest from, investment positions.

Depending on market conditions, the Company may incur substantial realized and unrealized losses in future periods, all of which may materially adversely affect its results of operations and the value of any investment in the Company.

Impact of the COVID-19 Pandemic

The Company is vulnerable to the general economic effects of epidemics/pandemics and other public health crises, such as COVID-19. COVID-19 is an infectious disease caused by severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2). Since December 31, 2019, the outbreak of COVID-19 has resulted in governments worldwide, including Canada, the United States and the European Union, enacting emergency measures to combat the spread of the virus. Although vaccines have been developed, their rate of vaccine deployment has been slow in many regions of the world, including Canada, the United States and the European Union. New coronavirus variants are continuing to spread and there is no guarantee that the vaccines will continue to be effective against new coronavirus variants, and geographic regions may continue to experience government-imposed lock-downs and public health emergencies. Recently, travel into Canada from countries with high-levels of COVID-19 variants has been restricted, and implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to businesses globally. Governments and central banks have reacted to the COVID-19 pandemic with significant monetary and fiscal interventions designed to stabilize economic conditions. Due to the COVID-19 variants, the duration and impact of the COVID-19 pandemic remain unknown at this time, as is the continued efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company. To date, a number of businesses have suspended or scaled back their operations and development as cases of COVID-19 have been confirmed, for precautionary purposes or as governments have declared a state of emergency or taken other actions. If the operation

or development of the Company is suspended, scaled back or disrupted, it may have a material adverse impact on the Company's profitability, results of operations, financial condition and the trading price of the Company's securities. To the extent that the Company's management or other personnel are unavailable to work due to the COVID-19 pandemic, whether due to illness, government action or otherwise, it may have a material adverse impact on the Company's profitability, results of operations, financial condition and the trading price of the Company's securities. The breadth of the impact of the COVID-19 pandemic on investors, businesses, the global economy and financial and commodity markets may also have a material adverse impact on the Company's profitability, results of operations, financial conditions and the trading price of the Company's securities.

Cybersecurity Risk

The Investment Committee uses information technology and the internet to streamline business operations and to improve client and advisor experience. However, with the use of information technology and the internet, the Investment Committee and the Company are exposed to information technology events, through cybersecurity breaches, which could potentially have an adverse impact on their business. In general, a cybersecurity breach can result from either a deliberate attack or an unintentional event, and may arise from external or internal sources. Cybersecurity breaches include, but are not limited to, unauthorized access the Investment Committee or the Company's digital information systems (ex. through "hacking" or other malicious software code) for the purpose of misappropriating assets or sensitive information (ex. Personal information), corrupting data, equipment, or systems, or causing operational disruption. Cyber incidents affecting the Company's service providers (including, but not limited to, the portfolio manager, consultant(s), transfer agent, and custodian) may also pose a risk. Cybersecurity breaches could cause the Company to be in violation of applicable privacy and other laws, and incur regulatory penalties, reputational damage, additional compliance costs associated with corrective measures or reimbursement, and/or financial loss.

Holding control or exercising significant influence over an investment exposes the Company to additional risk.

Although the Company may make minority investments, it generally intends at least initially, subject to compliance with applicable law, to make investments that allow the Company to exercise significant influence over management and the strategic direction of a business. The exercise of control over a business imposes additional risks of liability for environmental damage, product defects, failure to supervise management, and other types of liability in which the limited liability characteristic of business operations may be ignored. The exercise of control over an investment could expose the assets of the Company to claims by such businesses, their shareholders and their creditors. While the Company intends to manage its investments in a manner that will minimize the exposure to these risks, the possibility of successful claims cannot be precluded.

In its investment investigation activities, the Company may acquire material, non-public information that may limit its investment actions.

The Company may significantly participate in or influence the conduct, affairs or management of public companies in which it invests. Directors, officers, employees, designees, Associates or Affiliates of the Company may, from time to time, serve as directors of, or in a similar capacity with those investee public companies. Through such involvement Company representatives may acquire confidential or material non-public information about an investee public company. The Company will not be free to act upon any such information. In addition, these individuals may become subject to trading restrictions pursuant to the internal trading policies of such businesses. Due to these restrictions, the Company may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell an investment that it otherwise might have sold.

Taking minority positions in investments may limit the ability of the Company to safeguard its investment.

The Company may make minority equity investments in businesses in which the Company does not participate in the management or otherwise control the business or affairs of such businesses. The Company will monitor the performance of each investment and maintain an ongoing dialogue with each business's management team. However, it will be primarily the responsibility of the management of the business to operate the business on a day-to-day basis and the Company may not have the right to control the business.

The Company may be called upon to make follow-on investments in an existing investment and the Company's failure to participate may have a negative adverse effect on the existing investment.

Following the initial investment in a business, the Company may be called upon to provide additional funds or have the opportunity to increase its investment in a business through the exercise of a warrant or other right to purchase securities or to fund additional investments through the business. There is no assurance that the Company will have sufficient funds to make any follow-on investment. Even if the Company has sufficient capital to make a proposed follow-on investment, the Company may elect not to make the follow-on investment for a variety of reasons relevant to its own business. Any decision by the Company not to make a follow-on investment or its inability to make a follow-on investment may have a negative impact on the portfolio business in need of the follow-on investment, may result in a missed opportunity for the Company to increase its participation in a successful operation, or may reduce the expected return on the investment.

The Company may make bridge financings from time to time, which if not converted as intended may expose the Company to unintended risk.

From time to time, the Company may lend money to businesses on a short-term, unsecured basis in anticipation of converting the loan in future into equity or long-term debt securities. It is possible, however, for reasons not always in the Company's control, that the replacement securities may not be issued and the bridge loans may remain outstanding. In such a case, the interest rate on the bridge loan may not adequately reflect the risk associated with the unsecured position taken by the Company and may not satisfy the Company's investment objective for the specific business.

Risks Regarding Foreign Operations.

The Company plans to seek out appropriate, attractive and innovative investments that operate in in Canada, the U.S. and elsewhere. As a result, there is a risk that regulatory changes as well as economic or political uncertainty in such jurisdictions could require the Company to re-evaluate its business prospects, which could negatively impact the Company's ability to conduct its investment initiatives.

In certain circumstances, the Company's reputation could be damaged.

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

Risks Related to Investments in Investee Companies and the Psychedelic Industry

The Company has made and may continue to make investments in private businesses, including foreign private businesses, where information is unreliable or unavailable.

In pursuing the Company's investment strategy, the Company has made and will make in future investments in privately-held businesses. As minimal public information exists about private businesses, the Company could be required to make investment decisions on whether to pursue a potential investment in a private business on the basis of limited information, which may result in an investment in a business that is not as profitable as the Company initially suspected, if it is profitable at all. This risk is compounded when the investment is in a foreign country where, among other differences, legal systems and tax regimes are different and accounting standards may be different and difficult to analyze.

Investments in private businesses pose certain incremental risks as compared to investments in public businesses, including that they:

- have reduced access to the capital markets, resulting in diminished capital resources and ability to withstand financial distress;
- may have limited financial resources and may be unable to meet their obligations under their debt securities that the Company may hold, which may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of the Company realizing any guarantees that it may have obtained in connection with its investment;
- may have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors' actions and changing market conditions, as well as general economic downturns;
- are more likely to depend on the management talents and efforts of a small group of persons; therefore, the death, disability, resignation or termination of one or more of these persons could have a material adverse impact on a portfolio investment and, as a result, the Company; and
- generally have less predictable operating results, may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence, and may require substantial additional capital to support their operations, finance expansion or maintain their competitive position.

Legal Landscape of the Psychedelic Industry

While the medical and adult use of psychedelic drugs and substances are generally prohibited under the CSA, despite this prohibition, a limited number of states have either sought to decriminalize or authorize the medical use of certain psychedelic products in limited circumstances. Clinical trials involving psychedelic products are permitted provided they comply with both state and federal laws applicable to such trials. Adult recreational use of psychedelic drugs and substances remains generally prohibited by US federal law.

Psychedelic products in Canada are primarily regulated under the CDSA, the Food and Drug Regulations and the Narcotic Control Regulations. There are also a number of laws of general application which apply to companies operating in the psychedelics sector. The medical use of certain psychedelic drugs and substances remain illegal under Canadian federal law unless discretionary exemptions are granted under the CDSA, while a limited number of other products may be prescribed by a health care practitioner to patients under their care. Adult recreational use of psychedelic drugs and substances remains generally prohibited under the CDSA. Failure to comply with such laws may result in additional costs for corrective measures, significant penalties or in restrictions of operations which can have a material adverse effect on a company's business, and therefore the Company and its investments.

Commercial activities involving psychedelic products are permitted in Canada by parties who hold the required federal regulatory approvals and licences. The process for obtaining such permissions is unpredictable and companies may fail to obtain such permissions for a variety of reasons. After obtaining such permissions, companies can have their permissions revoked, suspended, or fail to successfully have them renewed. Failure to obtain, maintain or renew such permissions can have a material adverse effect on a company's business, and therefore the Company and its investments.

Changes in Legal Landscape of the Psychedelic Industry

There can be no assurance that Canadian, US or other laws regulating psychedelics will be amended to be made more favourable, repealed or overturned, that proposed laws regulating psychedelics will become law, or that governmental authorities will not limit the application of such laws within their respective jurisdictions. If governmental authorities begin to enforce certain laws relating to psychedelics in jurisdictions where the sale and use of psychedelics is currently legal or regulated, or if existing laws are repealed or curtailed, the Company's investments in such businesses may be materially and adversely affected notwithstanding the fact that the Company is not directly engaged in the sale or distribution of psychedelics. Actions by governmental authorities against any individual or entity engaged in the psychedelics industry, or a substantial repeal or amendment of any psychedelics related legislation, could adversely affect the Company and its investments.

The industry is subject to extensive controls and regulations, which may significantly affect the financial condition of market participants. The marketability of any product may be affected by numerous factors that are beyond the control of the portfolio issuers and which cannot be predicted, such as changes to government regulations, including those relating to taxes and other government levies which may be imposed. Changes in government levies, including taxes, could reduce a portfolio issuer's earnings and could make future capital investments or the portfolio issuer's operations uneconomic. The industry is also subject to numerous legal challenges, which may significantly affect the financial condition of market participants and which cannot be reliably predicted.

The issuers included in the portfolio may incur ongoing costs and obligations related to licensure and regulatory compliance. Failure to comply with such obligations may result in additional costs for corrective measures, significant penalties or in restrictions of operations. In addition, changes to regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations an financial condition of the issuers and, therefore, on the Company's prospective returns.

As a result of perceived reputational risk, companies in the psychedelics industry may have difficulty establishing or maintaining bank accounts, accessing public and private capital, or establishing desired or necessary business relationships. Failure to establish or maintain business relationships or could have a material adverse effect on companies in this industry. The Investment Committee has not obtained and does not obtain any ongoing legal advice regarding the compliance of the underlying companies in which the Company may invest from time to time with applicable laws.

Regulatory Approval, Licenses and Permits

The Company's investee companies may be required to obtain and maintain certain permits, licenses, and approvals in the jurisdictions where its products or technologies are being researched, developed, or commercialized. There can be no assurance that the Company's investee companies will be able to obtain or maintain any necessary licenses, permits, or approvals. Any material delay or inability to receive these items is likely to delay and/or inhibit the investee companies' ability to conduct their business, and would have an adverse effect on their business, financial condition, and results of operations. In particular, the Company's investee companies may require approval from the FDA and equivalent organizations in other countries before any of its products can be marketed. There is no assurance that such approvals will be forthcoming.

The Psychedelics Industry is Novel

An investment in the Company is speculative due to the risky nature of the business of the companies it invests in and the novel nature of the psychedelics industry. The industry is in its infancy, with most companies just starting to initiate research and development into products and technologies associated with psychedelics or commence clinical trials related to the therapeutic use of psychedelics. The success of the psychedelics industry as a whole depends on the continued operation and success of these activities. Companies involved in research and development may, in addition to other challenges, face issues related to funding, may struggle to obtain or maintain the necessary licences or other legal permissions to work with psychedelics, or may be unsuccessful in creating commercializable products or technologies.

Clinical trials may face a myriad of obstacles, as well. Trials may fail to demonstrate the safety and efficacy of psychedelics dugs and substances. Competing clinical trials involving psychedelics may produce contrary results which cast doubt on the efficacy and safety of psychedelic therapies. Trials may fail to secure sufficient patient enrollment to acquire approval for the study. Trials may fail to obtain or maintain the ethical approvals necessary to run human trials or the government approvals, including exemptions and licences, necessary to conduct trials involving psychedelics. Trials which rely on third parties to facilitate the trial or supply the necessary psychedelics are vulnerable to issues involving those third parties, including loss of relationship with, underperformance by, or loss of legal permissions related to handling psychedelics by the third party. Each of the foregoing could delay or prohibit trial progress, the trial results and the public perception of psychedelics generally.

Professional Opinion

Given the limited distribution pathways, gaining acceptance from health care practitioners is crucial to the success of the psychedelics industry. Companies focused on the medical sector will require the acceptance of medical regulatory bodies as well as individual health care practitioners in order for eligible psychedelic treatments to be prescribed. The stigma associated with psychedelics may reduce the likelihood that such parties will recommend the prescription, or accept, such psychedelic therapies until more evidence becomes available regarding their effects.

Publicity or Consumer Perception

The Company believes the psychedelics industry is highly dependent upon consumer perception regarding the safety, efficacy and quality of psychedelics. There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to psychedelics markets or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect the Company's business. The Company's dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on the Company. Further, adverse publicity reports or other media attention regarding the safety, efficacy of psychedelics in general, or other negative effects of psychedelics, could have such a material adverse effect.

Intellectual Property

The success of companies working in research and development in the psychedelics sector depends largely on their ability to obtain and maintain patents to protect their products and technologies. A failure to obtain and protect patents may be detrimental to the survival and/or profitability of a psychedelics company. Changes in patent laws or patent jurisprudence could diminish the value of patents in general or prevent companies from obtaining patents and thereby impair their ability to protect their interests.

Product Liability

Companies producing, distributing, selling and administering psychedelic products are exposed to recall and litigation risk related to product quality and effects. Companies engaged in the technology subsector of the psychedelics industry risk civil action from purchasers and users of their technology. Such companies may not be eligible for insurance products that could be used mitigate these risks. These risks are unpredictable and could undermine the profitability of individual companies, as well as impact the overall success of the industry as a whole, if actions are publicized and adversely effect public opinion on psychedelics generally.

Availability of Product

The availability of psychedelics products is highly dependent on the applicable regulatory regimes and the number of companies that hold the required licences to produce the precursors and finished forms of such drugs and substances. The availability of such starting material and/or precursors is limited which may affect companies' abilities to produce such drugs and substances or produce in predictable quantities. This in turn may have an affect on companies' abilities to conduct research or trials or commercialize products and technologies.

Third Parties

Companies relying on a third party for the continued operation of their business are vulnerable to risks associated with that third party. Third parties who handle psychedelic drugs and substances could lose the legal permissions which allow them to work with psychedelics. The relationship between the company and the third party could cease for any number of reasons, at the election of either or both parties. The third party could become insolvent or could otherwise cease to operate. The third party could provide products or services that do not meet the standards desired or expected by the company or the law. Any change to the relationship with the third party or the third party's capacity to provide products or services is a risk to the overall profitability of the company employing that third party.

Limited Market

The psychedelics industry is in its initial stages and opportunities for commercialization of psychedelic dugs and substances are significantly limited by the existing regulatory frameworks in both Canada, the U.S. and abroad. While certain psychedelic drugs and substances may be commercialized through medical and drug channels, others are prohibited from distribution except to persons holding exemptions from the applicable regimes. As a result of the foregoing, there is no guarantee that companies will be able to distribute and sell certain psychedelic products or technologies generally, distribute and sell in a volume that would be commercially viable or that they will generate revenue from psychedelics products or technologies at all. Given the limited size of the market, and the foregoing risk factors, companies currently in the industry are particularly susceptible to increased competition as more companies move into the space.

Specific Risks Associated with the Marijuana Industry in the U.S and Canada.

The Company, through the ownership of life science companies in the psychedelic industry, may also have some exposure to the legal marijuana market in Canada, and the hemp industry and/or marijuana industry in certain U.S. states that have legalized marijuana for therapeutic or adult-use, which is currently illegal under U.S. federal law. However, the Company will not be directly engaged in the manufacture, importation, possession, use, sale or distribution of hemp or marijuana in either Canada or the U.S.

Unless and until the CSA is amended with respect to marijuana (and there can be no assurance as to the timing or scope of any such potential amendments), there is a risk that U.S. federal authorities may enforce current federal law, including the CSA, which may adversely affect the current and future investments of the Company in the U.S. As a result, there are a number of risks associated with the Company's future investments in the U.S. Such investments may become the subject of heightened scrutiny by regulators, stock exchanges and other authorities in Canada. Such investments may become the subject of heightened scrutiny by service providers to the ETF, which may affect the Company's ability to retain such service providers. The Company may therefore become subject to significant direct and indirect interaction with public officials. There can be no assurance that this heightened scrutiny will not in turn lead to the imposition of restrictions on the Company's ability to invest in the U.S. or any other jurisdiction.

Reliance on Historical Data Risk

Past trends may not be repeated in the future. The accuracy of the historical data used by the Investment Committee for research and development, which is often provided by third parties, cannot be guaranteed by the Company nor the Investment Committee. The Investment Committee and the Company only seek to obtain such data from companies that they believe to be highly reliable and of high reputation.

Reliance on Key Personnel

Investee companies may strongly depend on the business and technical expertise of their management teams. An investee company's success may depend in large measure on certain key personnel. The loss of the services of such key personnel could have a material adverse effect on their business and prospects, as we may not be able to find suitable individuals to replace them on a timely basis.

The Company must rely upon the ability, expertise, judgment, discretion, integrity and good faith of the management of its investee companies. Certain investee companies may not acquire any key-person insurance policies and there is, therefore, a risk that the departure of any member of management, board member, or any key employee or consultant, could have a material adverse effect on an investee company's future.

Available Opportunities and Competition for Investments

The Company's business plan as an investment company depends upon, among other things: (i) the availability of appropriate investment opportunities; (ii) its ability to identify, select and acquire successful investments; and (iii) its ability to generate or obtain funds for future investments. The Company expects to encounter competition from other entities having similar investment objectives, including institutional investors and strategic investors. These groups may compete for the same investments as the Company, and will likely have a longer operating history, be better capitalized, and have a broader pool of management skills and experience, including expertise in operating an

investment entity in the biotechnology, pharmaceutical, psychedelics and health and wellness spaces. There are no barriers to entry into the Company's business. As a result, the Company may not be able to compete successfully for investments.

There can be no assurance that the Company will have access to a sufficient number of suitable investment opportunities or that such investments can be made within a reasonable period of time. There can also be no assurance that the Company will be able to complete investments at acceptable prices or on acceptable terms. Identifying attractive opportunities is difficult, highly competitive and involves a high degree of uncertainty. Potential returns will be diminished to the extent that the Issuer is unable to find and make a sufficient number of investments.

Internet Search Algorithms

In order to attract market attention, it is important that the investee company brands show up prominently in internet search results. Changes to internet search engines' algorithms or terms of service could cause investee company websites to appear less prominently in search results.

Risks Associated with Leasing Commercial and Retail Space

Investee companies that lease their research, testing, and production locations are subject to all of the risks associated with leasing, occupying and making tenant improvements to real property, including adverse demographic and competitive changes affecting the location of the property and changes in availability of and contractual terms for leasable commercial and retail space. Changes that render the location unsuitable could negatively impact the investee company's ability to operate, which could have a material adverse effect on the Company's investment.

Constraints on marketing products

The development of a psychedelic company's business and operating results may be hindered by applicable restrictions on sales and marketing activities imposed by government regulatory bodies. If a Company investment is unable to effectively market its products/compounds, or if the costs of compliance with government legislation and regulation cannot be absorbed through increased selling prices for its products/compounds, such investement's sales and operating results could be adversely affected, which will negatively impact the business of the Company.

General Litigation Risk

Investee companies may become party to litigation from time to time in the ordinary course of business, which could adversely affect their business, thereby materially impacting the value of the Company's investment. Should any litigation in which an investee company becomes involved be determined against it, such a decision could adversely affect its ability to continue operating and the market price for the Company's investment. Litigation involving an investee company may also open the Company to litigation exposure.

Foreign Exchange Risk

The Company invests in investment companies within and outside of Canada. As such, the Company is subject to foreign exchange risk for transactions denominated in foreign currencies. Foreign currency risk arises from the fluctuation of foreign exchange rates and the degree of volatility of these rates relative to the currency in question, such as the United States dollar. The Company does not believe that it has any material risk due to foreign currency exchange.

Risks Relating to the Common Shares

Market Price of Common Shares and Volatility

The Common Shares do not currently trade on any exchange or stock market. Securities of small-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the companies' financial performance or prospects. These factors include macroeconomic developments in North America and globally and market perceptions of the attractiveness of particular industries. Factors unrelated to our performance that may affect the price

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

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

No Established Market

There is currently no market through which the Company's securities may be sold and purchasers may not be able to resell the Company's securities. An active public market for the Common Shares might not develop or be sustained following the filing of this Prospectus. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited, and the Common Share price may decline below the shareholder's initial investment.

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

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

Dividends

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

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

Prior to the filing of this Prospectus, the Company has not been subject to the continuous and timely disclosure requirements of Canadian securities laws or other rules, regulations and policies of the CSE or other stock exchange. We are working with our legal, accounting and financial advisors to identify those areas in which changes should be made to our financial management control systems to manage our obligations as a public company. These areas

include corporate governance, corporate controls, disclosure controls and procedures and financial reporting and accounting systems. We have made, and will continue to make, changes in these and other areas, including our internal controls over financial reporting. However, we cannot assure purchasers of Common Shares that these and other measures that we might take will be sufficient to allow us to satisfy our obligations as a public company on a timely basis. In addition, compliance with reporting and other requirements applicable to public companies will create additional costs for us and will require the time and attention of management. We cannot predict the amount of the additional costs that we might incur, the timing of such costs or the impact that management's attention to these matters will have on our business.

Dilution

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

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

As of the date of this Prospectus, our officers, directors and principal shareholders (greater than 10% shareholders) collectively control approximately 3.5% of the Company. Subsequent sales of our Common Shares by these shareholders could have the effect of lowering the market price of our Common Shares. The perceived risk associated with the possible sale of a large number of Common Shares by these shareholders, or the adoption of significant short positions by hedge funds or other significant investors, could cause some of our shareholders to sell their Common Shares, thus causing the market price of our Common Shares to decline. In addition, actual or anticipated downward pressure on our stock price due to actual or anticipated sales of Common Shares by our directors or officers could cause other institutions or individuals to engage in short sales of the Common Shares, which may further cause the market price of our Common Shares to decline.

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

CERTAIN FEDERAL INCOME TAX CONSIDERATIONS

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

PROMOTERS

Karamveer Thakur may be considered to be a Promoter of the Company for the purposes of Applicable Securities Law, as he has taken the initiative in organizing and financing the Company. Mr. Thakur does not hold any securities in the capital of the Company as at the date of this Prospectus.

Karamveer Thakur has not:

- received anything of value directly or indirectly from the Company or a subsidiary;
- sold or otherwise transferred any asset to the Company or a subsidiary within the last two years;

- been a director, chief executive officer or chief financial officer of any company that during the past 10 years was the subject of a cease trade order or similar order or an order that denied the company access to any exemptions under securities legislation for a period of more than 30 consecutive days or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets;

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

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

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

LEGAL PROCEEDINGS

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

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

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

AUDITORS, TRANSFER AGENTS AND REGISTRARS

The auditor of Origin Therapeutics is Harbourside Chartered Professional Accountants, located at 1140-1185 West Georgia Street, Vancouver, BC V6E 4E6 and is expected to retain Olympia Trust to act as transfer agent for the Company.

ENFORCEMENT OF JUDGEMENTS AGAINST FOREIGN PERSONS

Michael Young, the director of the Company, resides outside of Canada. Although Mr. Young has appointed the Origin Therapeutics, 1570 – 505 Burrard Street, Vancouver, BC V7X 1M5, as his agent for service of process in Canada, it may not be possible for Shareholders to enforce against him judgments obtained in Canadian courts predicated on the civil liability provisions of Applicable Securities Law in Canada. Shareholders are advised that it may not be possible for them to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Company since its incorporation, which are currently in effect and considered to be currently material:

- Investment Policy dated effective August 11, 2021; and
- Escrow Agreement dated effective dated [●], 2021.

All material contracts of the Company will be filed publicly on the Company's SEDAR profile at www.sedar.com.

EXPERTS AND LEGAL MATTERS

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

- Harbourside Chartered Professional Accountants is the external auditor of Origin Therapeutics and reported on Origin Therapeutics' audited financial statements as at and for the period from December 9, 2020 (date of incorporation) to September 30, 2021, attached as Schedule "B";
- Harbourside Chartered Professional Accountants are independent auditors with respect to Origin Therapeutics within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulation.

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

OTHER MATERIAL FACTS

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

Financial Statement Disclosure

SCHEDULE "A" AUDIT COMMITTEE CHARTER

SCHEDULE "B" ORIGIN THERAPEUTICS HOLDINGS INC. AUDITED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD FROM DECEMBER 9, 2021 (DATE OF INCORPORATION) TO SEPTEMBER 30, 2021

SCHEDULE "C" ORIGIN THERAPEUTICS HOLDINGS INC. MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE PERIOD FROM DECEMBER 9, 2020 (DATE OF INCORPORATION) TO SEPTEMBER 30, 2021

SCHEDULE A

AUDIT COMMITTEE CHARTER

ORIGIN THERAPEUTICS HOLDINGS INC.
CHARTER OF THE AUDIT COMMITTEE

PURPOSE AND PRIMARY RESPONSIBILITY

1. This charter sets out the Audit Committee's purpose, composition, member qualification, member appointment and removal, responsibilities, operations, manner of reporting to the Board of Directors (the "**Board**") of Origin Therapeutics Holdings Inc. (the "**Company**"), annual evaluation and compliance with this charter.

2. The primary responsibility of the Audit Committee is that of oversight of the financial reporting process on behalf of the Board. This includes oversight responsibility for financial reporting and continuous disclosure, oversight of external audit activities, oversight of financial risk and financial management control, and oversight responsibility for compliance with tax and securities laws and regulations as well as whistle blowing procedures. The Audit Committee is also responsible for the other matters as set out in this charter and/or such other matters as may be directed by the Board from time to time. The Audit Committee should exercise continuous oversight of developments in these areas.

MEMBERSHIP

3. At least a majority of the Audit Committee must be comprised of independent directors of the Company as defined in sections 1.4 and 1.5 of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), provided that should the Company become listed on a more senior exchange, each member of the Audit Committee will also satisfy the independence requirements of such exchange.

4. The Audit Committee will consist of at least two members, all of whom shall be financially literate, provided that an Audit Committee member who is not financially literate may be appointed to the Audit Committee if such member becomes financially literate within a reasonable period of time following his or her appointment. Upon graduating to a more senior stock exchange, if required under the rules or policies of such exchange, the Audit Committee will consist of at least three members, all of whom shall meet the experience and financial literacy requirements of such exchange and of NI 52-110.

5. The members of the Audit Committee will be appointed annually (and from time to time thereafter to fill vacancies on the Audit Committee) by the Board. An Audit Committee member may be removed or replaced at any time at the discretion of the Board and will cease to be a member of the Audit Committee on ceasing to be an independent director.

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

AUTHORITY

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

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

(ii) communicate directly with management and any internal auditor, and with the external auditor without management involvement; and

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

DUTIES AND RESPONSIBILITIES

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

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

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

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

(iv) overseeing the work of the external auditor;

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(xx) establishing procedures for:

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

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

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

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

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

(xxiv) establishing procedures for:

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

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

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

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

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

(I) Tax and financial reporting laws and regulations;

(II) Legal withholding requirements;

(III) Environmental protection laws and regulations; and

(IV) Other laws and regulations which expose directors to liability;

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

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

MEETINGS

11. The quorum for a meeting of the Audit Committee is a majority of the members of the Audit Committee.

12. The Chair of the Audit Committee shall be responsible for leadership of the Audit Committee, including scheduling and presiding over meetings, preparing agendas, overseeing the preparation of briefing documents to circulate during the meetings as well as pre-meeting materials, and making regular reports to the Board. The Chair of the Audit Committee will also maintain regular liaison with the CEO, CFO, and the lead external audit partner.

13. The Audit Committee will meet in camera separately with each of the CEO and the CFO of the Company at least annually to review the financial affairs of the Company.

14. The Audit Committee will meet with the external auditor of the Company in camera at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.

15. The external auditor must be given reasonable notice of, and has the right to appear before and to be heard at, each meeting of the Audit Committee.

16. Each of the Chair of the Audit Committee, members of the Audit Committee, Chair of the Board, external auditor, CEO, CFO or secretary shall be entitled to request that the Chair of the Audit Committee call a

meeting which shall be held within 48 hours of receipt of such request to consider any matter that such individual believes should be brought to the attention of the Board or the shareholders.

REPORTS

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

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

MINUTES

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

ANNUAL PERFORMANCE EVALUATION

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

SCHEDULE B

ORIGIN THERAPEUTICS HOLDINGS INC. AUDITED FINANCIAL STATEMENTS AS AT AND FOR THE PERIOD FROM DECEMBER 9, 2020 (DATE OF INCORPORATION) TO SEPTEMBER 30, 2021

Origin Therapeutics Holdings Inc. (formerly 1278700 B.C. Ltd.)

Financial Statements

For the period from incorporation on December 9, 2020 to September 30, 2021

Expressed in Canadian Dollars

Origin Therapeutics Holdings Inc. (formerly 1278700 B.C. Ltd.)

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Financial Statements

Origin Therapeutics Holdings Inc. (formerly 1278700 B.C. Ltd.)

Statement of Financial Position
As at September 30, 2021
(Expressed in Canadian Dollars)

	September 30, 2021
	$
Assets	
Current:	
Cash and cash equivalents (Note 3)	4,536,804
Accounts receivable	3,021
Share subscriptions receivable	2,700
Prepaids	56,000
Marketable securities (Note 4)	2,460,164
	7,058,689
Liabilities	
Current:	
Accounts payable and accrued liabilities	104,496
Share subscriptions payable	75,625
	180,121
Equity:	
Share capital	6,955,075
Reserves	769,000
Deficit	(845,507)
Total equity	6,878,568
Total liabilities and equity	**7,058,689**

Nature of business and going concern (Note 1)

Approved on behalf of the board of directors:

"Alexander Somjen"
Alexander Somjen, Director

"Brianna Davies"
Brianna Davies, Director

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

Origin Therapeutics Holdings Inc. (formerly 1278700 B.C. Ltd.)

Statement of Changes in Equity
For the period from incorporation on December 9, 2020 to September 30, 2021
(Expressed in Canadian Dollars)

	Number of Common Shares	Number of Special Warrants	Share Capital Amount	Special Warrant Amount	Reserves	Deficit	Total Equity
			$	$	$	$	$
Balance, December 9, 2020 (date of incorporation)	-	-	-	-	-	-	-
Issuance of common shares	30,000,000	-	426,000	-	-	-	426,000
Special warrants issued	-	363,000	-	18,150	-	-	18,150
Special warrants issued	-	26,200,000	-	6,550,000	-	-	6,550,000
Special warrants issuance costs	-	-	(39,075)		14,400	-	(24,675)
Shares issued for exercise of special warrants	363,000	(363,000)	18,150	(18,150)	-	-	-
Shares issued for exercise of special warrants	26,200,000	(26,200,000)	6,550,000	(6,550,000)	-	-	-
Share based compensation	-	-	-	-	754,600	-	754,600
Loss for the period	-	-	-	-	-	(845,507)	(845,507)
Balance, September 30, 2021	**56,563,000**	**-**	**6,955,075**	**-**	**769,000**	**(845,507)**	**6,878,568**

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

Origin Therapeutics Holdings Inc. (formerly 1278700 B.C. Ltd.)

Statement of Loss and Comprehensive Loss
For the period from Incorporation on December 9, 2020 to September 30, 2021
(Expressed in Canadian Dollars)

		For the period from December 9, 2020 to September 30, 2021
Expenses:		
Advertising and promotion	**$**	81,926
Consulting fees		58,910
Management fees		156,189
Office and miscellaneous		11,636
Interest and bank charges		547
Shareholder communications		3,145
Share based compensation		754,600
Professional fees		120,312
	$	(1,187,265)
Other items:		
Interest earned		59
Gain on fair value of marketable securities		341,699
Loss and comprehensive loss		(845,507)
Loss per common share – basic and diluted	**$**	**(0.04)**
Weighted average number of common shares outstanding – basic and diluted		**23,323,122**

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

Origin Therapeutics Holdings Inc. (formerly 1278700 B.C. Ltd.)

Statement of Cash Flows
For the period from incorporation on December 9, 2020 to September 30, 2021
(Expressed in Canadian Dollars)

	For the period from December 9, 2020 to September 30, 2021
Cash provided by (used in):	**$**
Operating activities	
Net loss for the period	(845,507)
Items not affecting cash:	
Share based compensation expense	754,600
(Gain) on fair value of marketable securities	(341,699)
Changes in non-cash working capital:	
Accounts receivable	(3,021)
Prepaids	(56,000)
Share subscriptions payable	75,625
Accounts payable and accrued liabilities	104,496
	(311,506)
Investing activities	
Marketable securities	(2,118,465)
Financing activities	
Proceeds from private placements	6,991,450
Share issuance costs	(24,675)
	6,966,775
Change in cash and cash equivalents	4,536,804
Cash and cash equivalents, beginning of period	-
Cash and cash equivalents, end of period	4,536,804
Non-cash investing and financing activities:	
Warrants issued as agent warrants	$ 14,400

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

1. NATURE OF BUSINESS AND GOING CONCERN

Origin Therapeutics Holdings Inc. (formerly 1278700 B.C. Ltd.) (the "Company") was incorporated on December 9, 2020 under the laws of the Province of British Columbia, Canada by a Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act (British Columbia) and changed its name from 1278700 B.C. Ltd. to Origin Therapeutics Holdings Inc. on March 2, 2021. The head office and registered and records office of the Company is located at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7.

The Company is an investment issuer primarily focusing on investments in the psychedelic industry. The Company plans to invest in opportunities involving, where legally permitted, the research, design, development, testing, production, distribution and sale of psychedelics and services related thereto. The Company's investments may include the acquisition of equity, debt or other securities of publicly traded or private companies or other entities, financing in exchange for pre-determined royalties or distributions and the acquisition of all or part of one or more businesses, portfolios or other assets, in each case that the Company believes will enhance value for the shareholders of the Company in the long term.

These financial statements have been prepared on a going concern basis, which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company incurred a loss of $845,507 during the period ended September 30, 2021, and has working capital as at September 30, 2021 of $6,878,568 and has accumulated deficit as at September 30, 2021 of $845,507. The Company does not earn revenue and is reliant on share issuances for its funding. There is no assurance that sufficient funding (including adequate financing) will be available to conduct its business. These factors present a material uncertainty over the Company's ability to continue as a going concern. The application of the going concern concept is dependent upon the Company's ability to generate future profitable operations and receive continued financial support from its creditors and shareholders. These financial statements do not give effect to any adjustments that might be required should the Company be unable to continue as a going concern.

1. NATURE OF BUSINESS AND GOING CONCERN (continued)

Global outbreak of COVID-19

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

Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC"). These financial statements were reviewed, approved and authorized for issuance by the Company's Board of Directors on November 25, 2021.

Basis of presentation

The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. These financial statements are presented for the period from incorporation on December 9, 2020 to September 30, 2021. All amounts in the financial statements are presented in Canadian dollars, unless otherwise noted, which is also the Company's functional currency.

Basis of measurement

These financial statements have been prepared on a historical cost basis, except for financial instruments measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except for cash flow information. The financial statements are presented in Canadian dollars, unless otherwise noted.

2. SIGNIFICANT ACCOUNTING POLICIES

Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant estimates and assumptions in applying the Company's financial statements include:

- Fair value of private company investments – Where the fair values of investments in private companies recorded on the statement of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data is not available, judgement is required to establish fair value and this value may not be indicative of recoverable value;

- Recoverability and measurement of deferred tax assets – In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

  Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. Weight is attached to tax planning opportunities that are within the Company's control and are feasible and implementable without significant obstacles. The likelihood that tax positions taken will be sustained upon examination by applicable tax authorities is assessed based on individual facts and circumstances of the relevant tax position evaluated in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. At the end of each reporting year, the Company reassesses unrecognized income tax assets.; and

- Valuation of share-based payments – the Company uses the Black-Scholes Option Pricing Model for valuation of share-based payments and derivative financial assets (e.g. investments in warrants). Option price models require the input of subjective assumptions including expected price volatility, interest rates and forfeiture rates. Changes in the input assumptions can materially affect the fair value estimate and the Company's earnings and equity reserves.

Significant judgments

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

Cash and cash equivalents

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Share capital

Common shares and special warrants are classified as equity. Transaction costs directly attributable to the issue of common shares and special warrants are recognized as a deduction from equity as share issue costs, net of any tax effects. Common shares issued for consideration other than cash are valued based on their fair value at the date the shares are issued.

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

Share-based payments

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

Warrants

The Company has adopted the residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The fair value of the common shares issued in private placements is determined based on the share price subscribed for in the private placement. The residual amount, if any, is allocated to attached warrants. Any fair value attributed to the warrants is recorded in reserves. The fair value of warrants not issued with shares as private placement units are determined based on a Black-Scholes Option Pricing model.

Loss per share

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes

Current income tax:
Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the country where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

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

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

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

Provisions

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments

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

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

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

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

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

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

Asset/Liability	Measurement Category
Cash and cash equivalents	FVTPL
Marketable securities	FVTPL
Share subscriptions receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Share subscriptions payable	Amortized cost

Standards issued but not yet effective

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

3. CASH AND CASH EQUIVALENTS

		September 30, 2021
Cash	$	315,524
Funds held in trust		4,221,280
	$	4,536,804

(Expressed in Canadian Dollars)

4. INVESTMENTS

Marketable securities

Marketable securities are fair valued at the end of each reporting period. The fair value of investments in private companies is referenced to the most recent equity financing completed by each private company. A continuity of the Company's marketable securities is as follows:

Investment in marketable securities	Number of Shares/Units Held	Investment Cost	Fair Value at September 30, 2021
	#	$	$
Private Companies			
Dimensions Health Centres Inc.	300,000	300,000	300,000
Xpira Pharmaceuticals Inc.	2,000,000	500,000	500,000
Ocean Bio Ltd.	162,456	315,165	315,165
TripSitter Clinic Corp.	734,782	503,300	844,999
MD Media Inc.	1,052,632	500,000	500,000
Total		2,118,465	2,460,164

During the period ended September 30, 2021, the Company did not sell any of its marketable securities.

5. SHARE CAPITAL

a. Authorized

Unlimited number of common shares without par value.

b. Issued and outstanding

During the period from December 9, 2020, date of incorporation, to September 30, 2021, the Company completed the following transactions:

i) On December 9, 2020, 1 common share was issued to the incorporator of the Company and subsequently cancelled.

ii) On February 16, 2021, the Company issued 11,600,000 common shares at a price of $0.005 per Common Share as part of a seed round financing for aggregate proceeds of $58,000.

iii) On February 18, 2021, the Company issued 18,400,000 common shares at a price of $0.02 per common share as part of a seed round financing for aggregate proceeds of $368,000.

c. Special Warrants

On March 24, 2021, the Company issued 363,000 special warrants at an issue price of $0.05 per special warrant for aggregate gross proceeds of $18,150. The special warrants automatically convert to common shares on the date that is earlier of the third business day after receipt for a final prospectus qualifying the distribution of the special warrant shares and July 25, 2021.

(Expressed in Canadian Dollars)

6. SHARE CAPITAL (continued)

On May 21, 2021, the Company issued 26,200,000 special warrants at an issue price of $0.25 per special warrant for aggregate proceeds of $6,550,000. The special warrants automatically convert to common shares on the date that is earlier of the third business day after receipt for a final prospectus qualifying the distribution of the special warrant shares and September 22, 2021. In connection with this financing, the Company incurred $24,675 in cash costs and issued 98,700 agent warrants. Each agent warrant is exercisable into a special warrant at a price of $0.25 until May 21, 2023. The value of the agent warrants was determined to be $14,400 using the Black-Scholes Option pricing model with the following assumptions: Volatility of 115%, expected life of 2 years, and risk-free discount rate of 0.23%. On September 22, 2021, the Company converted the 26,200,000 special warrants into common shares of the Company.

d. Warrants

During the period from December 9, 2020, date of incorporation, to September 30, 2021, the Company issued the following share purchase warrants:

	Number of warrants	Weighted average exercise price
		$
Balance, December 9, 2020	-	-
Issued	98,700	0.25
Balance, September 30, 2021	98,700	0.25

As at September 30, 2021, the Company had the following share purchase warrants outstanding:

Date of expiry	Exercise price	Number of warrants	Weighted average life (years)
	$		
May 21, 2023	0.25	98,700	1.64

e. Stock options

The Company adopted a stock option plan (the “Stock Option Plan”) under which it can grant options to directors, officers, employees, and consultants for up to 10% of the issued and outstanding common shares. Under the plan, the exercise price of an option may not be less than the closing market price during the trading day immediately preceding the date of the grant of the option, less any applicable discount allowed by the Exchange. The options can be granted for a maximum term of 5 years and vest at the discretion of the board of directors.

(Expressed in Canadian Dollars)

5. SHARE CAPITAL (continued)

Stock option activity was as follows:

	Number of options	Weighted average exercise price
Granted	3,250,000	$0.25
Balance and exercisable at September 30, 2021	**3,250,000**	**$0.25**

On August 30, 2021, the Company granted 3,250,000 stock options to directors, officers, employees and consultants of the Company. The options are exercisable at $0.25 per common share until August 30, 2026. The fair value of these options has been estimated to be $754,600 using the Black-Scholes option pricing model using the following assumptions: dividend yield of 0%, expected volatility of 161%, a risk-free interest rate of 0.36%, and an expected life of 5 years.

During the period ended September 30, 2021, the Company had recorded $754,600 of share-based payments expense.

6. RELATED PARTY TRANSACTIONS

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

During the period ended September 30, 2021, the Company incurred management fees of $22,600 to the Company's CEO, which is included in management fees.

During the period ended September 30, 2021, the Company incurred management fees of $91,589 to the Company's former CEO, which is included in management fees.

As at September 30, 2021, $nil is owed to the Company's related parties in included in accounts payable and accrued liabilities. Amounts owed to related parties included in accounts payable and accrued liabilities are unsecured, non-interest bearing and are without fixed terms of repayment.

7. INCOME TAXES

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

		2021
Earnings (loss) for the year	$	**(845,507)**
Combined federal and provincial rate		**27%**
Expected income tax (recovery)	$	**(228,287)**
Permanent difference		**157,610**
Change in unrecognized deductible temporary differences		**70,677**
Total income tax expense (recovery)	$	**-**

(Expressed in Canadian Dollars)

7. INCOME TAXES (continued)

Significant components of the deferred income tax assets are as follows:

	2021
Deferred tax assets (liabilities)	
	$
Non-capital losses	116,807
Marketable securities	(46,130)
Unrecognized deferred tax assets	(70,677)
	$
Deferred tax assets	**-**

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

As at September 30, 2021, the Company has the following unrecognized temporary differences and tax losses:

Temporary difference	September 30, 2021	Expiry
Non-capital losses	$432,605	2041
Marketable securities	$341,700	No expiry date

Tax attributes are subject to review and potential adjustment by tax authorities.

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at September 30, 2021, the fair value of cash and cash equivalents held by the Company was based on level 1 inputs of the fair value hierarchy.

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

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

Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash and seeking equity financing when needed.

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

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Interest rate risk
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Company's cash is held in an account with a major Canadian financial institution. The funds may be withdrawn at any time without penalty.

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

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

9. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity. As at September 30, 2021, the Company's shareholders' equity was $6,878,568 and current liabilities was $180,121. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its future liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels. The Company currently is not subject to externally imposed capital requirements.

SCHEDULE C

ORIGIN THERAPEUTICS HOLDINGS INC. MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE PERIOD FROM DECEMBER 9, 2020 (DATE OF INCORPORATION) TO SEPTEMBER 30, 2021

ORIGIN THERAPEUTICS HOLDINGS INC.

(formerly 1278700 B.C. Ltd)

MANAGEMENT DISCUSSION AND ANALYSIS

FOR THE PERIOD FROM INCORPORATION ON DECEMBER 9, 2020 to SEPTEMBER 30, 2021

1.1 Date

This Management's Discussion & Analysis ("**MD&A**") of the financial condition and results of operations of Origin Therapeutics Holdings Inc. (formerly 1278700 B.C. Ltd.) (the "**Company**" or "**Origin**") should be read in conjunction with the Company's audited financial statements for the period from incorporation on December 9, 2020 to September 30, 2021, and the accompanying notes therein. This MD&A is dated November 25, 2021, which is the date that the Board of Directors of the Company (the "**Board**") approved the disclosure contained in this MD&A.

The results for the periods presented are not necessarily indicative of the results that may be expected for any future period. Except as otherwise indicated, all financial data in this MD&A have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") issued by the International Accounting Standards Board ("**IASB**") and interpretations of the International Financial Reporting Interpretations Committee ("**IFRIC**").

This MD&A contains forward-looking information which reflects management's expectations regarding the Company's growth, results of operation, performance and business prospects and opportunities. The use of words such as "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", believe", outlook", "forecast" and similar expressions are intended to identify forward-looking statements.

Forward-looking statements in this MD&A include, but not limited to, the Company's expectation of future activities and results, of its working capital needs and its ability to identify, evaluate and pursue suitable business opportunity. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results of events to differ materially from those anticipated in these forward-looking statements. Readers should not put undue reliance on forward-looking information. The Company has no policy for updating forward-looking information beyond the procedures required under applicable securities laws.

All amounts in this MD&A are presented in Canadian dollars ("**CAD**").

Historical results of operations and trends that may be inferred from the following discussion and analysis may not necessarily indicate future results from operations.

1.2 Overall Performance

Origin was incorporated on December 9, 2020 under the laws of the Province of British Columbia, Canada by a certificate of incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia) and changed its name from 1278700 B.C. Ltd. to Origin Therapeutics Holdings Inc. on March 2, 2021. The head office and registered and records office of the Company is located at Suite 1500 – 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7.

The Company is an investment issuer primarily focusing on investments in the psychedelics industry. The Company plans to invest in opportunities involving, where legally permitted, the research, design, development, testing, production, distribution and sale of psychedelics and services related thereto. The Company's investments may include the acquisition of equity, debt or other securities of publicly traded or private companies or other entities, financing in exchange for pre-determined royalties or distributions and the acquisition of all or part of one or more businesses, portfolios or other assets, in each case that the Company believes will enhance value for the shareholders of the Company in the long term.

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

the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

1.3 Selected Annual Information

	For the period from December 9, 2020 to September 30, 2021
Loss for the period	$ (845,507)
Loss per share	$ (0.04)
Current assets	$ 7,058,689
Total assets	$ 7,058,689
Total non-current liabilities	$ Nil

As at September 30, 2021, current assets consist of cash in the amount of $4,536,804, for working capital purposes, prepaids of $56,000, GST receivable of $3,021, and marketable securities of $2,460,164.

1.4 Results of Operations

The Company was incorporated on December 9, 2020 and September 30, 2021 was the Company's first fiscal year end. During the period ended September 30, 2021, the Company reported a net loss of $845,507. Total expenses for the current period were $845,507. The net loss in the period is largely attributed to management fees and professional fees related to the Company's listing process and advertising costs for marketing materials.

The Company recorded an expense of $754,600 from the fair value of stock options granted during the period ended September 30, 2021.

1.5 Summary of Quarterly Results

A summary of results for the four quarters since incorporation follows:

	Sept 30, 2021 Qtr 4	Jun 30, 2021 Qtr 3	Mar 31, 2021 Qtr 2	Dec 31, 2020 Qtr 1
Loss and comprehensive loss	$ (651,284)	$ (132,325)	$ (61,898)	$ -
Income (loss) per share[(1)]	$ (0.03)	$ (0.01)	$ (0.01)	$ -

Note:
[(1)] Based on the weighted average number of common shares outstanding during the period. The weighted average number of common shares outstanding during the period from December 9, 2020 to September 30, 2021, being one common share.

The Company was incorporated on December 9, 2020 and December 31, 2020 was the first quarter end. During the quarter ended December 31, 2020, the Company recorded a net loss of $nil. During the quarter ended March 31, 2021, the Company recorded a net loss of $61,898 as compared to a net loss of $nil for the previous quarter. The net loss is due to advertising expenses related to marketing materials and management fees during the period. During the quarter ended June 30, 2021, the Company recorded a net loss of $132,325 as compared to the net loss of $61,898 for the previous quarter. The increase in the net loss is due to an increase in management fees and professional fees related to the Company's public listing process. During the quarter ended September 30, 2021, the Company recorded a net loss of $651,284 as compared to $132,325 for the previous quarter. The increase in net loss can be mainly attributed to an increase in share-based payment expense of $754,600 as a result of stock options granted during the quarter and an

increase in management fees and professional fees related to the Company's public listing process, offset by a gain on fair value of marketable securities of $341,699.

1.6 Liquidity and Capital Resources

As at September 30, 2021, the Company had working capital of $6,878,568 and had cash on hand of $4,536,804 available to settle accounts payable, accrued liabilities and subscriptions payable of $180,121. For the period ended September 30, 2021, Origin had cash flow used in operating activities of $311,506 and the Company's working capital available for funding ongoing operations and proposed investments is expected to meet its expenses for a minimum period of approximately twelve months from the date hereof. The Company will continue to monitor the current economic and financial market conditions and evaluate their impact on the Company's liquidity and future prospects.

Financing activities

During the period from December 9, 2020, date of incorporation, to September 30, 2021, the Company completed the following transactions:

(i) On February 16, 2021, the Company issued 11,600,000 common shares at a price of $0.005 per common share as part of a seed round financing for aggregate proceeds of $58,000.

(ii) On February 18, 2021, the Company issued 18,400,000 common shares at a price of $0.02 per common share as part of a seed round financing for aggregate proceeds of $368,000.

(iii) On March 24, 2021, the Company issued 363,000 special warrants at an issue price of $0.05 per special warrant for aggregate gross proceeds of $18,150. The special warrants were converted to common shares on July 25, 2021.

(iv) On May 21, 2021, the Company issued 26,200,000 special warrants at an issue price of $0.25 per special warrant for aggregate proceeds of $6,550,000. The special warrants were converted to common shares on September 22, 2021.

Investing activities

During the period ended September 30, 2021, the Company invested in the following companies:

February 3, 2021 - $300,000 in Dimensions Health Centres Inc. ("**Dimensions**"). Dimensions is focused on building 5-star wellness retreat & treatment centres in Canada and internationally. The team is led by former executives in mental & addiction treatment centres and have experience in using psychedelics in actual treatment.

May 24, 2021 - $500,000 in Xpira Pharmaceuticals Inc. ("**Xpira**"). Xpira is a psychedelics-focused drug development company, formed by leading scientists and business executives whose expertise spans the following areas: pharmaceutical formulation development, clinical, regulatory, market access, product commercialization, and intellectual property development. Xpira has decided to focus on Eating Disorders (Eds), an area where clinical studies can prove concrete and measurable impact (such as weight gain).

May 27, 2021 - $500,000 in MD Media Inc. ("**MD Media**"). MD Media, operating as MicroDose, is a marketing and advertising company that operates conferences focused on the psychedelic sector. The company was founded in April 2020 as a conference collaboration with The Conscious Fund, one of the first venture funds that invests in early-stage psychedelic companies.

July 7, 2021 - U.S. $250,000 in Ocean Bio Ltd. ("**Ocean**"). Ocean is an early-stage drug discovery company that is focused on the design of novel psychedelic therapeutics (as compared to using traditional psychedelics, such as psilocybin, LSD, ketamine, etc.). Ocean's mission is to develop novel CNS drugs that may have desirable therapeutic applications, while minimizing possible negative side-effects that are otherwise associated with traditional psychedelics.

August 23, 2021 - $503,300 in TripSitter Clinic Corp. ("**TripSitter**"). TripSitter is a mobile first, responsive web app that acts as a virtual clinic, connecting patients with an experienced medical practitioner. TripSitter operates as a "software as a service" (SaaS) platform, functioning as the intermediary between patient and practitioner attempting to replicate the successful results of the "Yale Protocol" through a Telehealth delivery platform using different mechanisms such as nasal sprays and troches. Informational pages about specific conditions will be available, as well as an FAQ about psychedelic medicine. Patients can submit their information to see if they prequalify or they can see a physician for an initial consultation. Patients can peruse the list of providers and make their decision based on the physician profiles.

The Company may continue to have capital requirements in excess of its currently available resources. In the event the Company's plans change, its assumptions change or prove inaccurate, or its capital resources in addition to projected cash flow, if any, prove to be insufficient to fund operations, the Company may be required to seek additional financing. There can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

1.7 Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

1.8 Risk and Uncertainties

There are several risk factors that could cause the Company's actual results, performance, and achievements to differ materially from those described herein. If any of these risks occur, the Company's business may be harmed, and its financial condition and results of operations may suffer significantly. Such risk factors include, but are not limited to, the following risk factors:

- The Company has not generated any significant revenue to date and has incurred losses since inception.
- The continued growth and development of the Company, including through follow-on investments in its investee companies to support their business objectives, may require additional financing. The failure by the Company to raise such capital could result in the delay or indefinite postponement of the Company or the investee companies' current business plans, the decrease in value of an investee company to the Company, or the Company or the investee company going out of business. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company.

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

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash, which is held with a high-credit financial institution. As such, the Company's credit exposure is minimal.

Liquidity risk

Liquidity risk arises from the excess of financial obligations over available financial assets due at any point in time. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. The Company addresses its liquidity through equity financing obtained through the sale of common shares. While the Company has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange. The Company has minimal exposure to foreign currency transactions during the year ended September 30, 2021 and accordingly the risk is considered low.

Price risk

Equity price risk is the risk of potential loss to the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. As at September 30, 2021, the Company's marketable securities of $2,460,164 are subject to fair value fluctuations. If the fair value of the Company's marketable securities had decreased/increased by 10% with all other variables held constant, loss and comprehensive loss for the period ending September 30, 2021 would have been approximately $246,016 higher/lower.

1.9 Transactions with Related Parties

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The Company entered into the following transactions with related parties during the year ended September 30, 2021.

	2021
	$
Management fees paid to Alexander Somjen, CEO of the Company	22,600
Management fees paid to Charlie Finnie, former CEO of the Company	91,589
	114,189

Consulting fees are recognized in the statement of loss and comprehensive loss. As at September 30, 2021, there was $nil due to related parties.

1.10 Fourth Quarter

Not applicable.

1.11 Proposed Transaction

None.

1.12 Critical Accounting Estimates

Not applicable to venture issuers.

1.13 Changes in Accounting Policies including Initial Adoption

The financial information presented in this MD&A has been prepared in accordance with International Financial Reporting Standards. Our significant accounting policies are set out in Note 2 of the financial statements of the Company, as at and for the period ended September 30, 2021.

1.14 Financial Instruments and Other Instruments

The Company's classifies and measures its financial instruments as follows:

Asset/Liability	Measurement Category	Subsequent measurement
Cash and cash equivalents	Amortized cost	Amortized cost
Marketable securities	FVTPL	Fair value
Share subscriptions receivable	Amortized cost	Amortized cost
Accounts receivable	Amortized cost	Amortized cost
Accounts payable and accrued liabilities	Amortized cost	Amortized cost
Share subscriptions payable	Amortized cost	Amortized cost

1.15 Other Requirements

Summary of Outstanding Share Data as of date of this MD&A:

Authorized: Unlimited number of common shares without par value.
Common shares: 56,563,000
Agent warrants: 98,700
Options: 3,250,000

CERTIFICATE OF ORIGIN THERAPEUTICS HOLDINGS INC.

Dated: November 26, 2021

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

"Alexander Somjen"
Alexander Somjen
Chief Executive Officer

"Kelvin Lee"
Kelvin Lee
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Michael Young"
Michael Young
Director

"Brianna Davies"
Brianna Davies
Director

CERTIFICATE OF THE PROMOTER

Dated: November 26, 2021

This amended and restated prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the issuer as required by the securities legislation of British Columbia, Ontario and Alberta.

"Karamveer Thakur"

Karamveer Thakur, Promoter