ARGO LIVING SOILS CORP.

CSE FORM 2A

LISTING STATEMENT

DATE: July 26, 2021
(except as otherwise indicated)

This Listing Statement contains the long form final prospectus of Argo Living Soils Corp. (the "**Issuer**" or the "**Company**") dated June 25, 2021 (the "**Prospectus**"). Certain sections of the Canadian Securities Exchange ("**CSE**") form of Listing Statement have been included following the Prospectus to provide additional disclosure on the Issuer, as required by the CSE. Capitalized terms not otherwise defined herein have the meaning ascribed thereto in the Prospectus.

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SCHEDULE "A"

FINAL LONG FORM PROSPECTUS DATED JUNE 25, 2021

See attached.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This Prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and only by persons permitted to sell such securities. The securities offered by this Prospectus 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 and, subject to certain exceptions, may not be offered or sold within the United States of America or to, or for the benefit or account of, U.S. persons (as defined in Rule 902(k) of Regulation S under the U.S. Securities Act ("U.S. Persons"), except in transactions exempt from registration under the U.S. Securities Act and under the securities laws of any applicable state. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See "Plan of Distribution".

PROSPECTUS

INITIAL PUBLIC OFFERING **June 25, 2021**

ARGO LIVING SOILS CORP.

Minimum Offering: $700,000 (7,000,000 Units)
Maximum Offering: $800,000 (8,000,000 Units)

Price: $0.10 per Unit

Argo Living Soils Corp. (the "**Company**") is offering for sale to the public a minimum (the "**Minimum Offering**") of 7,000,000 units (the "**Units**") and a maximum (the "**Maximum Offering**") of 8,000,000 Units (the "**Offering**") in the capital of the Company at a price of $0.10 per Unit (the "**Offering Price**"). Each Unit is comprised of one common share in the capital of the Company (an "**Offering Share**") and one common share purchase warrant (a "**Warrant**"). Each Warrant entitles the holder thereof to acquire one additional common share in the capital of the Company (a "**Warrant Share**") upon payment of the exercise price of $0.35 at any time prior to 4:00 p.m. (Vancouver time) on the date which is 24 months from the date the common shares in the capital of the Company (the "**Common Shares**") are listed on the Canadian Securities Exchange (the "**Listing Date**"). The Warrants will be created and issued pursuant to the terms of a warrant indenture ("**Warrant Indenture**") to be dated on or about the Closing Date (as defined herein) between the Company and Odyssey Trust Company (the "**Warrant Agent**"), as warrant agent thereunder. PI Financial Corp. (the "**Agent**") has agreed to act as agent for the Offering on a commercially reasonable efforts basis. The Offering Price of the Units was determined by arm's length negotiation between the Agent and the Company in accordance with the policies of the Canadian Securities Exchange (the "**CSE**").

	Price to the Public	Agent's Commission[(1)(2)]	Net Proceeds to the Company[(3)]
Per Unit	$0.10	$0.008	$0.092
Minimum Offering	$700,000	$56,000	$644,000
Maximum Offering	$800,000	$64,000	$736,000

Notes:

(1) The Company has agreed to pay the Agent, on the Closing Date, a cash commission (the "**Agent's Commission**") equal to 8% of the gross proceeds of the Offering. See "*Plan of Distribution*". In addition, the Agent will be paid a corporate finance fee of $26,250, including GST (the "**Corporate Finance Fee**").

(2) The Company has agreed to issue to the Agent, agent's compensation options ("**Agent's Options**") to purchase that number of common shares in the capital of the Company (the "**Agent's Shares**") equal to 8% of the aggregate number of Units sold under the Offering (being 560,000 Agent's Shares in the case of the Minimum Offering and 640,000 Agent's Shares in the case of the Maximum Offering). See "*Plan of Distribution*" and "*Description of Securities Distributed*". Each Agent's Option is exercisable at a price of $0.10 per Agent's Share for a period of 24 months from the Listing Date. This Prospectus qualifies the issuance of the Agent's Options.

(3) After deducting the Agent's Commission but before deducting the balance of the Corporate Finance Fee payable being $13,125 and the remaining expenses of the Offering estimated to be $60,000 which, together with the Agent's Commission, will be paid by the Company out of the gross proceeds of the Offering. See "*Use of Proceeds*".

The following table sets out the number of securities issuable by the Company to, or at the option of, the Agent.

Agent's Position	Number of Securities Available (Minimum Offering)	Number of Securities Available (Maximum Offering)	Exercise Period or Acquisition Date	Exercise Price or Acquisition Price
Agent's Options(1)	560,000 Agent's Shares	640,000 Agent's Shares	Up to 24 months from the Listing Date	$0.10 per Agent's Share

Notes:

(1) This Prospectus qualifies the distribution of the Agent's Options. See "*Description of Securities Distributed*" and "*Plan of Distribution*".

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

The CSE has conditionally approved the listing of the Common Shares on the CSE. Listing of the Common Shares will be subject to the Company fulfilling all of the listing requirements of the CSE.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

The Company is not a related or connected issuer (as such terms are defined in National Instrument 33-105 - *Underwriting Conflicts*) to the Agent.

The Offering is not underwritten or guaranteed by any person. The Agent, as exclusive agent of the Company for the purposes of the Offering, conditionally offers the Units on a commercially reasonable efforts basis, subject to prior sale, if, as and when issued by the Company and accepted by the Agent in accordance with the Agency Agreement referred to under "*Plan of Distribution*" and subject to approval of certain legal matters on behalf of the Company by Morton Law LLP and on behalf of the Agent by MLT Aikins LLP. Subscriptions for the Units will be received subject to rejection or allotment in whole or in part and the Agent reserves the right to close the subscription books at any time without notice.

The Offering is being made on a commercially reasonable efforts basis and is subject to a minimum aggregate subscription of 7,000,000 Units ($700,000) within ninety (90) days of the Effective Date (as defined herein). All subscription funds received will be held by the Agent and if subscriptions in the amount of the Minimum Offering are not received within the ninety (90) day period, subscription monies will be returned to Purchasers without interest or deduction. If the Minimum Offering is not fully subscribed within ninety (90) days from the Effective Date, the Offering may continue if the Company files and receives a receipt for an amended and restated preliminary prospectus and the amended and restated preliminary prospectus has been sent to all Purchasers who subscribed during the initial ninety (90) day period from the Effective Date. The maximum distribution period for the Offering is 180 days from the Effective Date. See "*Plan of Distribution*".

An investment in the securities of the Company is highly speculative and involves significant risks that should be carefully considered by prospective Purchasers before purchasing such securities. The risks outlined in this Prospectus should be carefully reviewed and considered by prospective Purchasers in connection with an investment in such securities. An investment in the Units is suitable only for those Purchasers who are willing to risk a loss of some or all of their investment and who can afford to lose some or all of their investment. See "*Risk Factors*".

Prospective Purchasers should rely only on the information contained in this Prospectus. Neither the Agent nor the Company has authorized anyone to provide you with different information. The Company is not making an offer of these securities in any jurisdiction where the offer is not permitted. Purchasers should not assume that the information contained in this Prospectus is accurate as of any date other than the date on the front of this Prospectus. If a material change occurs before the Closing of the Offering, the Company would be required to file an amendment to this Prospectus as soon as practicable, and in any event, within 10 days after the material change occurred.

AGENT:

PI Financial Corp.
1900 - 666 Burrard Street
Vancouver, BC Canada
V6C 3N1

Telephone: 604-664-2900

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SCHEDULE A – FINANCIAL STATEMENTS
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GLOSSARY

In this Prospectus, unless the context otherwise requires, the following words and phrases shall have the meanings set forth below:

"**Agency Agreement**" means the agency agreement to be entered into between the Agent and the Company relating to the Offering;

"**Agent**" means PI Financial Corp.;

"**Agent's Commission**" has the meaning ascribed to it on page ii of the Prospectus;

"**Agent's Options**" has the meaning ascribed to it on page ii of the Prospectus;

"**Agent's Share**" has the meaning ascribed to it on page ii of the Prospectus;

"**BCBCA**" means the *Business Corporations Act* (British Columbia), as amended, including all regulations promulgated thereunder;

"**BCSC**" means the British Columbia Securities Commission;

"**Board of Directors**" means the board of directors of the Company, as constituted from time to time;

"**Business Day**" means a day, other than Saturdays, Sundays and statutory holidays, when the banks conducting business in the city of Vancouver, British Columbia are generally open for the transaction of banking business;

"**Closing**" means the closing of the Offering;

"**Closing Date**" means the date or dates on which the Company and the Agent mutually determine to close the sale of the Units sold pursuant to this Prospectus, which may be no later than 90 days from the date of the Final Receipt, unless the Agent and the Company otherwise agree, the BCSC gives its consent to an extension of time for Closing and an amendment has been filed with the BCSC and sent to all Purchasers who subscribed during the 90-day period;

"**Common Share**" means a common share in the capital of the Company;

"**Company**" means Argo Living Soils Corp., together with its successors and assigns;

"**Corporate Finance Fee**" has the meaning ascribed to it on page ii of the Prospectus;

"**COVID-19**" means the novel coronavirus outbreak which causes the disease COVID-19;

"**CSA**" means the Canadian Securities Administrators;

"**CSE**" means the Canadian Securities Exchange;

"**Effective Date**" means the date that a Final Receipt is issued or deemed to be issued by each of the Securities Commissions in accordance with the procedures for prospectus review in multiple jurisdictions provided for under NP 11-202 and MI 11-102;

"**Escrow Agreement**" means the escrow agreement dated March 31, 2021 between Odyssey Trust Company, as escrow agent, the Company, and certain principals of the Company, referred to under "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer"*

"**Farm Lease**" means the amended farm lease agreement dated November 1, 2020 between Roger L. Pettit & Elisabeth Grace Pettit as landlords and the Company as tenant, referred to under "*Description of the Business*".

"**Final Receipt**" means the final receipt issued by the securities regulatory authorities in the Qualifying Jurisdictions for this Prospectus;

"**Financial Statements**" means the Company's audited annual financial statements and the notes thereto for the years ended November 30, 2020 and November 30, 2019 and the unaudited financial statements for the interim period ending February 28, 2021 and the notes thereto, which are attached as Schedule A to this Prospectus;

"**IP Transfer Agreement**" means the intellectual property transfer agreement dated June 18, 2020 between Chadley Diakow and the Company, referred to under "*Description of the Business*"

"**Listing Date**" means the date on which the Common Shares are listed for trading on the CSE;

"**Maximum Offering**" has the meaning ascribed to it on the face page of this Prospectus;

"**MD&A**" means management's discussion and analysis;

"**MI 11-102**" means Multilateral Instrument 11-102- *Passport System*;

"**Minimum Offering**" has the meaning ascribed to it on the face page of this Prospectus;

"**New Regulations**" means the new regulations under the federal Fertilizers Act which came into effect on October 26, 2020;

"**NI 52-110**" means National Instrument 52-110 – *Audit Committees* of the CSA*;*

"**NI 58-101**" means National Instrument 58-101 – *Disclosure of Corporate Governance Practices* of the CSA;

"**NP 11-202**" means National Policy 11-202 – *Process for Prospectus Reviews in Multiple Jurisdictions*;

"**NP 46-201**" means National Policy 46-201 – *Escrow for Initial Public Offerings*;

"**Offered Securities**" means the Offering Shares, the Warrants and the Warrant Shares;

"**Offering**" has the meaning ascribed to it on the face page of this Prospectus;

"**Offering Price**" has the meaning ascribed to it on the face page of this Prospectus;

"**Offering Share**" has the meaning ascribed to it on the face page of this Prospectus;

"**Old Regulations**" means the old regulations under the federal Fertilizers Act which were replaced on October 26, 2020 by the New Regulations;

"**Prospectus**" means this prospectus and any appendices, schedules or attachments hereto;

"**Purchaser**" means a person or other entity that purchases Units under the Offering;

"**Qualifying Jurisdictions**" means the provinces of British Columbia, Alberta, and Ontario;

"**Securities Commissions**" means, collectively, the securities commissions or similar regulatory authorities in the Qualifying Jurisdictions;

"**Selling Firms**" means licensed dealers, brokers and investment dealers retained by the Agent in respect of the Offering;

"**Stock Option Plan**" means the 10% rolling stock option plan of the Company, as more particularly described under "*Options to Purchase Securities – Stock Option Plan*".

"**Stock Options**" means options to purchase Common Shares granted by the Board of Directors to certain directors, officers, employees and consultants of the Company pursuant to the Stock Option Plan;

"**Tax Act**" means the *Income Tax Act* (Canada) and the regulations thereunder, as amended;

"**Units**" has the meaning ascribed to it on the face page of this Prospectus;

"**U.S. Person**" has the meaning ascribed to it in Rule 902(k) of Regulation S under the U.S. Securities Act;

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

"**U.S.**" or "**United States**" means the United States of America, its territories and possessions, any State of the United States, and the District of Columbia;

"**Warrant**" has the meaning ascribed to it on the face page of this Prospectus;

"**Warrant Indenture**" has the meaning ascribed to it on the face page of this Prospectus; and

"**Warrant Share**" has the meaning ascribed to it on the face page of this Prospectus.

TECHNICAL GLOSSARY

In this Prospectus, unless the context otherwise requires, the following words and phrases shall have the meanings set forth below:

"**bio-fertilizers**" means fertilizer that contain living micro-organisms which, when applied to seeds, plant surfaces, or soil, colonize the rhizosphere (the narrow region of soil or substrate that is directly influenced by root secretions and associated soil microorganisms known as root microbiome) or the interior of the plant and promote growth by increasing the supply or availability of primary nutrients to the host plant;

"**bio-inoculates**" means agricultural amendments that use beneficial microbes to promote plant health;

"**cultivar**" means a plant variety that has been produced in cultivation by selective breeding;

"**ectomycorrhizae**" describes the symbiotic association of the mycelium of a fungus with the roots of a plant, as is found in the majority of vascular plants;

"**fertilizer**" means any substance or mixture of substances, containing nitrogen, phosphorus, potassium or other plant food, that is applied to soil or to plant tissues to supply plant nutrients to plants;

"**Formula**" has the meaning ascribed to it in the section "*Description of the Business – General*";

"**living soils**" these are usually thought of as a compost-based planting material rich in active microbiology and biodiversity, that can include worms and their castings, protozoa, healthy bacteria, amoebas, kelp extracts and even glacial rock dust. These soils lend themselves to being amended;

"**mycelium**" means the vegetative part of a fungus, consisting of a network of fine white filaments;

"**soil amendment or soil supplement**" means any material added to a soil to improve its physical properties, such as water retention, permeability, water infiltration, drainage, aeration and structure;

"**specialty fertilizer**" means a fertilizer recommended for use only on household plants, urban gardens, lawns or golf courses or in nurseries or greenhouses;

"**vermicast**" means worm castings; and

"**vermicompost**" means a product of the decomposition process using various species of worms to create a mixture of decomposing bedding materials and vermicast.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this Prospectus constitute forward-looking information and forward-looking statements within the meaning of applicable securities legislation (collectively "**forward-looking statements**"). Forward-looking statements may include financial and other projections, as well as statements regarding future plans, objectives or economic performance, or the assumption underlying any of the foregoing. The use of any of the words "may", "would", "could", "will", "likely", "expect", "anticipate", "believe", "intend", "plan", "forecast", "project", "estimate", and other similar expressions are intended to identify forward-looking statements.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to differ materially from any future results, performance or achievements expressed or implied by the forward-looking statements. Accordingly, Purchasers should not place undue reliance on any such forward-looking statements. Further, any forward-looking statement speaks only as of the date on which such statement is made. New factors emerge from time to time, and it is not possible for management to predict all of such factors and to assess in advance the impact of each such factor on the Company's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. In addition, this Prospectus may contain forward-looking statements attributed to third party industry sources.

In particular, this Prospectus contains forward-looking statements pertaining to the following:

- The Company becoming a reporting issuer in British Columbia and receipt of a final receipt from the Securities Commissions.
- The listing of the Common Shares on the CSE.
- The total funds expected to be available to the Company, use of available funds and principal purposes of the Company.
- The Company's business objectives and milestones and the target completion dates and costs associated with each objective.
- The Company's ability to add in-house expertise for its operations.
- The Company's proposed product and service offerings, and product divisions.
- The Company's anticipated competition in Canada.
- The Company's proposed marketing plan and advertising methods.
- Business strategy, strength and focus.
- Proposed expenditures under "*Use of Proceeds*".
- The granting of regulatory approvals.
- The timing for receipt of regulatory approvals.
- Projections of market prices and costs and the related sensitivity of distributions.
- Treatment under governmental regulatory regimes and tax laws, and capital expenditure programs.
- Expectations with respect to the Company's future working capital position.
- Capital expenditure programs.
- The anticipated compensation of directors and officers for the year ended November 30, 2021.
- Estimated audit fees for the financial years ended November 30, 2020 and 2019.
- the completion of the Offering.

Forward-looking statements are based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. With respect to forward-looking statements contained in this Prospectus, assumptions have been made regarding, among other things:

- future commodity prices;
- the Company's ability to obtain qualified staff and equipment in a timely and cost-efficient manner;
- the impact of any changes in law;
- the regulatory framework governing royalties, taxes and environmental matters in Canada and any other jurisdictions in which the Company may conduct its business in the future;
- future development plans for the Company's assets unfolding as currently envisioned;

- future capital expenditures to be made by the Company;
- future cash flows from production meeting the expectations stated herein;
- future sources of funding for the Company's capital program;
- the Company's future debt levels;
- the Company's ability to engage and retain qualified key personnel and employees;
- the intentions of the Company's board with respect to the executive compensation plans and corporate governance programs described herein;
- the impact of increasing competition on the Company; and
- the Company's ability to obtain financing on acceptable terms, or at all.

Actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth below and elsewhere in this Prospectus:

- global financial market events that cause significant volatility in commodity prices;
- unexpected costs or liabilities for environmental matters;
- competition for, among other things, capital, skilled personnel, and access to equipment and services required for exploration, development and production;
- changes in exchange rates, laws of U.S. or laws of Canada affecting foreign trade, taxation and investment;
- failure to realize the anticipated benefits of acquisitions; and
- the other factors discussed under "*Risk Factors*".

Readers are cautioned that the foregoing lists of factors are not exhaustive.

The material factors and assumptions used in developing the forward-looking statements are based on the assumptions of the Company, including future commodity prices, costs and expected inflation, as well as the Company's planned capital expenditure program, and other prospects. Due to the nature of the agribusiness industry, budgets are regularly reviewed in light of the success of the expenditures and other opportunities, which may become available to the Company. Accordingly, while the Company anticipates that it will have the ability to spend the funds available to it as stated in this Prospectus, there may be circumstances where, for sound business reasons, a reallocation of funds may be prudent. The Company's business objectives and other factors that management will consider in assessing the Company's participation in acquisition or development opportunities are described under "*Description of the Business*".

The forward-looking statements contained in this Prospectus are expressly qualified by this cautionary statement. Except as required under applicable securities laws, the Company does not undertake or assume any obligation to publicly update or revise any forward-looking statements. Purchasers 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 in the Units.

MARKET AND INDUSTRY DATA

This Prospectus includes market and industry data that has been obtained from third party sources, including industry publications, as well as industry data prepared by management of the Company on the basis of its knowledge of and experience in the industry in which the Company operates (including management's estimates and assumptions relating to the industry based on that knowledge). The Company believes that its 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, none of the

Company, the Agent, or their management has 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.

SUMMARY OF PROSPECTUS

The following is a summary of the principal features of this distribution and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus. Reference is made to the Glossary for the definitions of certain terms used in this Prospectus and in this summary.

The Company: The Company is engaged in the business of agricultural production. The Company is an agribusiness specializing in producing and developing organic products including soil amendments, living soils, bio-fertilizers, vermicompost, and compost tea kits formulated specifically for high value crops. The Company intends to eventually expand its product line to include natural pesticides and fungicides. See "*Description of the Business*".

The Offering: The Company is offering a minimum of 7,000,000 Units and maximum of 8,000,000 Units for sale in British Columbia, Ontario and Alberta for aggregate gross proceeds of between $700,000 and $800,000. Each Unit is comprised of one Offering Share and Warrant. Each Warrant is exercisable to acquire one Warrant Share at an exercise price of $0.35 for a period of 24 months. See "*Plan of Distribution*".

Offering Price: $0.10 per Unit.

Use of Proceeds: The Company will receive gross proceeds from the sale of the Units of $700,000 in the case of the Minimum Offering and $800,000 in the case of the Maximum Offering. These funds after deduction of the balance of the Corporate Finance Fee payable, the Agent's Commission, and the costs and expenses of the Offering will be combined with the Company's estimated working capital deficiency of approximately $59,700 as at May 31, 2021 for a total of $531,175 in the case of the Minimum Offering and $623,175 in the case of the Maximum Offering. The Company intends to use these funds as follows:

Principal Purposes	Amount	
	Minimum Offering	Maximum Offering
Galiano Island Site Development(1)	$246,676	$246,676
Marketing and branding	$50,000	$50,000
Administration Costs(2)	$182,000	$182,000
Farm Lease	$12,000	$12,000
Product Registration Costs	$6,000	$6,000
Shipping and Insurance	$12,000	$12,000
Unallocated working capital	$22,499	$114,499
TOTAL:	**$531,175**	**$623,175**

Notes:
(1) Refer to "*Use of Proceeds*" for a more detailed summary of planned expenditures.

(2) Refer to "*Use of Proceeds – Administrative Costs*" for a breakdown of general and administrative costs.

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.

Agent's Compensation: The Agent will receive the Agent's Commission equal to 8% of the gross proceeds of the Offering, and the Agent's Options entitling the Agent to purchase that number of Common Shares as is equal to 8% of the number of Units sold under the Offering at a price of $0.10 per Compensation Option Share for a period of 24 months from the Listing Date. The Agent will receive a Corporate Finance Fee of $26,250 (including GST) and the Agent will also be reimbursed by the Company for its expenses and fees, including the reasonable fees and disbursements of the Agent's counsel not to exceed $25,000 (before taxes and disbursements), subject to extenuating circumstances wherein the Company and Agent will agree upon a revised amount. See "*Plan of Distribution*".

Risk Factors: The Company's future development and operating results may be different from those expected as at the date of this Prospectus. The Company faces various risks related to health epidemics, pandemics and similar outbreaks, including COVID-19, which may have material adverse effects on its business, financial position, results of operations and/or cash flows. Risk factors include, but are not limited to, the Company's ability to expand business in existing markets, adverse or negative publicity regarding the Company, the Company's limited operating history, the Company's reliance on key personnel, government regulations and economic conditions. Purchasers should carefully consider all such risks.

An investment in the Company's securities is highly speculative. The Company has a limited operating history and has and no earnings history. In addition, the Company's business is subject to the risks normally encountered in the fertilizer industry such as the marketability of, and prices for its products, competition with companies having greater resources, the need for capital, fluctuations in the market price and demand for agricultural products and the regulation of the fertilizer industry by various levels of government. The success of its business plan cannot be assured. Investors must rely upon the ability, expertise, judgment, discretion, integrity and good faith of the management of the Company. In addition to the other information contained in this Prospectus, prospective Purchasers should carefully review and consider the risk factors discussed in greater detail in "*Risk Factors*" before a decision is made to invest in the Units. Such risks may not be the only risks facing the Company. Additional risks not currently known may also impair the Company's business operations and results of operation.

Eligibility for Investment:

In the opinion of Legacy Tax & Trust Lawyers, special tax counsel to the Company, provided that the Common Shares (which include, for the purposes of the discussion under "*Eligibility for Investment*", Warrant Shares) are listed on a "designated stock exchange" (which currently includes the CSE) for purposes of the Tax Act, and subject to the more detailed discussion under "*Eligibility for Investment*", the Common Shares and Warrant Shares will be qualified investments under the Tax Act for trusts governed by a registered retirement savings plan, registered retirement income funds, registered education savings plan, registered disability savings plan, deferred profit sharing plan (other than a trust governed by a deferred profit sharing plan in respect of which the Company or a corporation with which the Company does not deal at arm's length for the purposes of the Tax Act pays contributions) and tax-free savings accounts, as defined in the Tax Act.

Currency:

Unless otherwise indicated, all currency amounts herein are stated in Canadian Dollars.

Summary of Financial Information:

The following tables summarize selected financial information reported by the Company for financial years ended November 30, 2020 and November 30, 2019, which information has been derived from the audited annual financial statements for the years ended November 30, 2020 and 2019, respectively, and financial information for the interim period ended February 28, 2021 derived from the unaudited interim financial statements of the Company for the interim period ended February 28, 2021, and should be read in conjunction with such financial statements and related notes and Management's Discussion & Analysis of Financial Condition and the Results of Operations for the financial year ended November 30, 2020 and the interim period ended February 28, 2021 that are included elsewhere in this Prospectus. This summary should be read in conjunction with the Financial Statements, included the notes thereto, included elsewhere in this Prospectus. See "*Management's Discussion and Analysis – Selected Financial Information*".

	As at February 28, 2021	**As at November 30, 2020** *(audited)*	**As at November 30, 2019** *(audited)*
Details	**$**	**$**	**$**
Balance Sheet			
Current assets	117,638	197,857	8,646
Total assets	161,751	233,569	8,646
Current liabilities	58,503	32,447	5,000
Total liabilities	64,404	37,614	5,000

	For the Interim Period Ended February 28, 2021	For the year ended November 30, 2020 *(audited)*	For the year ended November 30, 2019 *(audited)*
Details		**$**	**$**
Operations			
Expenses	77,523	88,888	1,899
Net loss for the period	77,523	88,888	1,899
Comprehensive loss for the period	77,523	88,888	1,899
Loss per share	$0.01	$0.02	$0.00
Dividends paid	nil	nil	nil

CORPORATE STRUCTURE

Name and Incorporation

The Company was incorporated under the name "Argo Exploration Corp." pursuant to the BCBCA on March 14, 2018, and changed its name to "Argo Living Soils Corp." on September 18, 2019. The Company's registered office is located at Suite 1200 – 750 West Pender Street, Vancouver, British Columbia V6C 2T8.

The Company is an agribusiness company specializing in producing and developing organic products including soil amendments, living soils, bio-fertilizers, vermicompost, and compost tea kits formulated specifically for high value crops. The Company intends to eventually expand its product line to include natural pesticides and fungicides. The Company has a skilled management team and board of directors with experience in both the farming industry and capital markets. See "*Directors and Officers*". The Company intends to focus most of its efforts on the production and development of organic fertilizers and soil supplements in anticipation of greater consumer demand for non-synthetic food, beverages, and pharmaceutical and personal care products and the impact which this demand is expected to have on the need for organic fertilizers. See "*Description of the Business"*.

Intercorporate Relationships

The Company has no subsidiaries.

DESCRIPTION OF THE BUSINESS

The Company is engaged in the business of fertilizer and soil supplement/amendment development and production. The Company is an agribusiness specializing in producing and developing organic products including soil amendments, living soils, bio-fertilizers, vermicompost, and compost tea kits formulated specifically for high value crops. The Company intends to eventually expand its product line to include natural pesticides and fungicides. The Company has not commenced commercial production and has not generated revenue from its operations to date.

In March 2017, Chadley Diakow, the Company's founder observed the common practice of excessive use of chemical fertilizers followed by the use of pesticides and fungicides in greenhouse horticulture. Seeking an alternative solution to this cycle, he began formulating, producing, and experimenting with organic soil supplements, living soils, vermicompost and bio-fertilizers on Galiano Island, British Columbia. This process resulted in the development by Mr. Diakow of a proprietary formula used to produce and create living soils, vermicompost and biofertilizers (the "**Formula**").

The Company was incorporated on March 14, 2018 with the initial intention of conducting business as a mineral exploration company. Prior to commencing any operations as a mineral exploration company, however, the Company became interested in Mr. Diakow's work on the Formula and the products which were being and could be derived from it. After reviewing Mr. Diakow's work and considering the products that could be derived from it, the Company determined to enter into the business of fertilizer and soil amendment/supplement development and production. The Company then entered into an agreement dated effective June 18, 2020 with Mr. Diakow, pursuant to which the Company acquired all rights, title, and interest, including all of the intellectual property rights, in and to the Formula. As consideration for this acquisition, the Company:

(a) allowed Mr. Diakow to purchase 500,000 Common Shares in the capital of the Company at a price of $0.005 per Common Share;

(b) agreed to appoint Mr. Diakow as a director of the Company; and

(c) entered into a consulting arrangement with Mr. Diakow pursuant to which Mr. Diakow agreed to provide ongoing services to the Company in connection with research and development related to the Formula and the products derived from it, in consideration for a monthly consulting fee of $3,000 per month.

Mr. Diakow's consulting arrangement is for a term of one year (the "**Term**") and automatically renews for an additional year at the end of each Term unless otherwise agreed by the parties no later than one month prior to the end of the Term.

On September 18, 2019, the Company changed its name to "Argo Living Soils Corp."

Since incorporation on March 14, 2018, the Company has completed private placement financings to raise approximately $277,000, established an operational structure, engaged key personnel, formally acquired the Formula and worked to establish a market for specialized organic fertilizers and soil supplements on Galiano Island, British Columbia.

The Company does not own any property but has lease arrangements in place that will allow for the continuing expansion of production facilities. Leasing sites for operations will enable the initial production of the Company's products. Where possible, the Company intends to enter into short-term leases, which management anticipates will allow the Company to relocate operations to meet changing economic conditions as the business develops. The Company has entered into a lease agreement to use a one-hectare portion of a 10-hectare private organic farm property located on Galiano Island. The property is leased at a cost of $12,000 per year. Rent will increase as more area is brought into in production. The initial lease runs for a term of three years, expiring on November 1, 2023. The Company anticipates that it will be able to negotiate further renewals of the lease after November 1, 2023. If it is unable to do so, the Company's production facilities are relatively mobile and can be transported to a new production site.

The Galiano Island site can exploit a Mediterranean climate and optimum sun exposure to control for humidity and dew-point. There are two greenhouses available for lease on the adjoining farm and a third new, unassembled greenhouse is available and is also stored on the adjoining farm. This unassembled greenhouse can also be erected and leased by the Company if needed. The site also includes other buildings that can be used to conduct research.

The raw ingredients for all of the Company's products are readily available and have been sourced and priced. The initial plant building size will be approximately 81 square meters and storage capacity will be 20,000 kilograms.

Three-Year History

The Company was incorporated on March 14, 2018.

As noted above, the Company entered into an agreement dated effective June 18, 2020 with Chadley Diakow pursuant to which the Company acquired all rights, title, and interest, in the Formula. In consideration for the Formula, the Company offered to Mr. Diakow for purchase and sale up to 500,000 common shares in the capital of the Company at a price of $0.005 per share, appointed Mr. Diakow as a director of the Company and entered into a consulting arrangement with Mr. Diakow pursuant to which he agreed to provide ongoing services to the Company in connection with the Formula. In consideration for Mr. Diakow's consulting services, the Company has agreed to pay Mr. Diakow $3,000 per month. Mr. Diakow's consulting arrangement is for a Term of one year and automatically renews for an additional year at the end of each Term unless otherwise agreed by the parties no later than one month prior to the end of the Term.

Since Mr. Diakow started managing and building out the production facility, two container barns were purchased and delivered to the farm site. The barns were then extensively upgraded by framing, insulating, and wiring the interiors. This was followed by cladding the interior walls, ceiling, and floor with rigid plastic sheeting. Tree removal, road upgrades, and security gates were completed at the farm site. Additionally, leveling and landscaping using an excavator was also completed at the barn locations. Crushed rock was delivered to the site and the road was crowned for proper drainage. The upgraded barns were moved to the production site from the assembly area. The Verma flow-through reactor was fabricated and installed in the production barn. The second barn is a storage-packaging barn. A water line is in place and functioning and hydro electrical power lines have been connected to the electrical panel at farm site.

Since incorporation, the Company has raised gross proceeds of approximately $10,000 through seed financings.

On July 24, 2020, the Company completed a private placement of 4,550,000 Common Shares for gross proceeds of $91,000.

On August 31, 2020, the Company completed a private placement of 3,270,000 Common Shares for gross proceeds of $163,500.

On October 19, 2020, the Company completed a private placement of 250,000 Common Shares for gross proceeds of $12,500.

Products and Regulatory Framework

Products

The Company intends to provide home and commercial growers with a range of organic fertilizers and living soil supplements. This will include soil amendments, living soils, bio-fertilizers, vermicompost, compost tea kits and mixed dry soil amendments. The Company intends to eventually expand its product line to include natural pesticides and fungicides which will include blends of essential oils that control pests. The Company's business plan involves targeting commercial growers, micro growers, and small home growers, with the goal of supplying commercial and home growers with a product line that includes living soil supplements.

Argo currently has two organic living soil amendments/supplements developed and ready for immediate production, and has a small supply of both in stock:

1. "Living Soil" a proprietary vermicast formulated soil for the vegetative and flowering stages of plant growth.

2. "Vermicasts" derived from a proprietary feed-input that can be used as a microbial and fungal inoculant, usually called a soil additive and or a soil amendment.

The Company's current supply of these two products was derived from start-up of production equipment and was not the result of full on-line production. It will be used primarily in the production of additional product. The Company anticipates being able to produce these products in commercial volumes by the fourth quarter of 2021.

It is anticipated that future production will include the following products (the proprietary formula and manufacturing process for which have already been developed):

1. Aerobic compost tea kits, which can be used to manage soil regeneration and microbiology. Microbial content increases after aeration with a microbial tea.

2. Mixed dry soil amendments, which can be used for improving soil texture, structure, fertility, and porosity.

3. Blends of essential oils that control pests such as spider mites, thrips, fungus gnats and root aphids.

In order to reach commercial production for yet to be produced materials the Company will need to expand its current relationship with specific suppliers to obtain necessary input materials. Aerobic tea kits and mixed dry soil amendments have been developed but require ingredients from outside suppliers to complete production at a commercial scale. For each of these products, labelling and packaging are not yet complete and would need to be completed. Where registration is necessary, registration would also need to be completed (see "*Regulatory Framework*" below). These would be the final steps towards full commercialization.

Regulatory Framework

The Canadian Food Inspection Agency ("**CFIA**") regulates the production, sale and use of fertilizers and soil supplements. The Pest Management Regulatory Agency (Health Canada) regulates the use of natural pesticides and fungicides. The Canadian Tracking and Licensing System licenses the cultivation, processing and sale of organic food products to the public, including the possession of cultivars for research purposes and analytical testing.

The Company intends to apply for applicable Canadian government registration for its soil amendments, living soils, natural pesticides and fungicides, vermicompost, and compost tea kits as they are developed and made ready for commercial production. Registration of the Company's soil amendments (which includes living soil, vermicasts, aerobic tea kits and soil amendments) will not initially be necessary to enable commercial production and distribution as these products can initially be categorized as "specialty fertilizers", which are exempt from registration under the federal Fertilizers Act and Regulations.

Fertilizer and Soil Supplement Registration

Fertilizers and soil supplements sold in Canada are regulated under the authority of the federal Fertilizers Act and Regulations, which is administered by the CFIA. Pursuant to the Fertilizers Act and Regulations, all products must be safe with respect to human, animal and plant health and the environment and properly labelled to avoid misrepresentation in the marketplace. Most fertilizers and supplements require mandatory pre-market assessment and registration prior to sale in Canada.

Registration of the Company's soil amendments (which includes living soil, vermicasts, aerobic tea kits and soil amendments) will not initially be necessary to enable commercial production and distribution, however, as these products may initially be categorized as "specialty fertilizers" which are exempt from registration under the federal Fertilizers Act and Regulations. The Company initially intends to market these products without registration and to apply for registration prior to the end of the applicable transitional period under the New Regulations (as hereinafter defined).

While fertilizers and soil supplements are treated as different materials under the Fertilizers Act (both items having different definitions and different registration procedures under the Act), there is some overlap between the categories. Soil amendments or supplements are materials added to a soil to improve its physical properties, such as water retention, permeability, water infiltration, drainage, aeration and structure. Fertilizers are substances or mixtures of substances containing nitrogen, phosphorus, potassium or other plant food, that are applied to soil or to plant tissues to supply nutrients to plants. Some soil supplements do not have characteristics of fertilizers as they strictly improve physical soil properties and do not provide nutrients to plants. Others are comprised in part of organic materials or chemicals that supply nutrients to plants. The Company's soil supplements/amendments contain organic materials that supply nutrients to plants and can thus be classified as specialty fertilizers, which currently do not require registration under the Fertilizers Act. Classification in this manner is dependent on the Company refraining from making claims on labels and packaging that the products have the characteristics of a soil supplement. As long as the Company markets these products as specialty fertilizers (fertilizers recommended for use only on household plants, urban gardens, lawns or golf courses or in nurseries or greenhouses) and does not make any claims that the products have the characteristics of a soil supplement, they can be marketed without registration until October, 2023 (as explained further below).

On October 26, 2020, new regulations under the federal Fertilizers Act came into effect (the "**New Regulations**"). At that time a three year transitional period came into effect, during which fertilizer and supplement manufacturers have the option of following the regulations previously in effect under the Fertilizers Act (the "**Old Regulations**"). Under the Old Regulations, specialty fertilizers are defined as fertilizers recommended for use only on household plants, urban gardens, lawns or golf courses or in nurseries or greenhouses and are exempt from registration. The Company can thus market specialty fertilizers without CFIA registration. The Company's soil amendments will, therefore, initially be categorized, labelled and marketed as "specialty fertilizers", which will allow the Company to market them commercially without CFIA registration.

On October 26, 2023, it will be necessary to have all soil supplements and fertilizers registered under the New Regulations. The Company intends to register all fertilizers and soil supplements that are in or near commercial production before October 26, 2023. Further details respecting the registration process under the New Regulations are below. All registrations under the New Regulations will be valid for 60 months from the date of their issuance. In order to sell a registerable product after the 60 month registration period, producers of fertilizers and supplements must apply to the CFIA to renew their registration. In addition, no changes to the labelling, chemical composition or ingredients in the product can be made unless the registration is amended. All products regulated under the Fertilizers Act and Regulations may be subject to marketplace monitoring which includes product inspections, sampling and testing as well as label verification.

In order to register supplements with the Canadian Food Inspection Agency, the Company must submit certain information related to the product, including:

(a) A detailed chemical profile from a qualified testing agency (this includes a list of the various nutrients, secondary nutrients, micronutrients, active micro-organisms, pH adjusters and other active ingredients);
(b) Directions for use of the product;
(c) List of input materials used in production;
(d) Composition of the final product (identity and relative proportions for all ingredients present in the final product including all active and inert ingredients, contaminants, residuals, reaction by-products and degradation products);
(e) A description of the manufacturing process for the product (each production step, including point of feedstock incorporation and its proportion by weight and associated conditions, such as temperature, pressure, time, and processing equipment);
(f) Quality assurance and quality control procedures;
(g) Product safety data;
(h) Comprehensive physical company details; and
(i) Branding and Labeling details (a copy of the final product label is required).

The above information is provided to the CFIA using a CFIA 5919 - Fertilizer or Supplement Registration Application. Registration is valid for five years and may be renewed by filing a renewal form with the CFIA. The Company has obtained the necessary soil analysis respecting its soil supplements from a private lab and is compiling the necessary applications for registration.

The Company will apply for applicable Canadian government certifications for additional products either as they are developed or as they are made ready for commercial production.

The Company intends to commence application for registration of its living soil and vermicasts in 2021. Application for registration of aerobic tea kits and dry soil amendments will be made as those products become ready for commercial production. To obtain certification, representative samples of the product are sent to a commercial soil laboratory for analysis. The results derived from this analysis are forwarded to the CFIA in the registration forms described above. Lists of ingredients and product label information are provided to CFIA with the application for registration. Registration of the aforementioned products will not initially be necessary to enable commercial production and distribution as these products may initially be categorized as “specialty fertilizers”, which are exempt from registration.

Under the New Regulations, the Company will need to apply for a "new registration" for each soil amendment, with review timing and detail dependent on the level of safety assessment required. Safety level depends on the ingredients in the product being registered. According to the CFIA website, the Company's products require a "Level I" safety assessment. The timing for this type of application will vary depending on how many review cycles are required (i.e. how many response letters with additional questions are provided by CFIA), but can take up to 315 business days. The costs associated with each application is approximately $400 for the basic application and potentially another $600 if a safety data review is required. The Company will be required to submit an application for each individual soil amendment.

As noted above, specialty fertilizers are exempt from registration and can be marketed commercially without CFIA registration until October 26, 2023.

Pesticide Registration

The Company intends to eventually expand its product line to include natural pesticides and fungicides. There are no plans to market such products in the near term so there is no need for registration, but registration will be required prior to any commercial distribution of these products. Health Canada's Pest Management Regulatory Agency is the Canadian government agency responsible for pesticide regulation. Enquiries have been made into registration. Registration of pesticides is an expensive and time consuming process. It is therefore anticipated that registration will not be obtained until at least the 2022 fiscal year and only if adequate funding for the registration of these products can be obtained.

Proprietary Formula and Products

The Company owns proprietary organic products and formulations that increase yields, prevent or inhibit fungus disease and pathogens and reduce pests that impede the growing of cultivars. The Company's products will be suitable for growers ranging from individual household growers to large scale commercial producers and will be especially suitable for crops used in the production of plant-based meatless products. To date the Company has spent an aggregate of approximately C$22,541 developing its products including research and development and trial/experimental costs. Of this amount, $8,088 was spent on materials and supplies purchased from arm's length third parties, $3,413 was paid to Chadley Diakow on an arm's length basis for labour provided before he was appointed to the Board and $11,040 was paid to Chadley Diakow for labour provided after he was appointed to the Board. The Company's products will be produced at the facility on Galiano Island. See "*Production Facility*" below.

The Company does not have any specific legal protections for its products, such as patents or copyrights, and relies on confidentiality arrangements with its management team and consultants to maintain its proprietary formulas as trade secrets. Chadley Diakow is currently the Company's only consultant with access to the Company's proprietary formulas as trade secrets. As a result, Chadley Diakow has entered into a confidentiality arrangement with the Company by way of the IP Transfer Agreement. The Company does not have formal confidentiality agreements with its remaining directors and management team. The Company intends to maintain secrecy regarding the Formula by restricting access to the Formula (so it can only be accessed by directors and management who need the information to perform their duties or meet their fiduciary and other obligations to shareholders) and by relying on directors' fiduciary duty to shareholders and the Company, which the Company believes would preclude disclosure of the Formula other than in the context of the legitimate business activities and purposes of the Company. The Company believes that any breach of such duty would invite legal liability and that risk of such legal liability is adequate to prevent any director or officer of the Company from disclosing the Formula to a competitor.

The Company does not wish to acquire further intellectual property protections which involve public disclosure of the Formula (such as patents) as doing so would expose the Company to the risk of having a competitor make small changes to the Formula and produce a similar product in direct competition with Company.

The Operating Plan

Production Facility

The Company has established a production facility on Galiano Island which includes a Verma flow-through reactor barn and storage areas for raw materials and products. Recently, the Company has upgraded its lease arrangement to allow for the continuing expansion of its production facilities, initiated purchases for start-up production equipment and sourced suppliers for fertilizer inputs. No contracts for fertilizer inputs have been established but these are not necessary as the materials are readily available from suppliers on a cash basis. To date the company has spent, an aggregate of approximately C$56,000 on building its production facility and related equipment purchases. Of this amount, $8,000 was paid to Chadley Diakow, a director of the Company, for labour provided by Mr. Diakow. The remaining $48,000 was spent on equipment, materials and supplies purchased from arm's length third parties.

The site has been cleared and excavation is underway to make it more accessible for truck deliveries and open-air storage. The containers that will become the worm growing and storage barns have been purchased by the company and delivered to the site. The barns have been extensively upgraded by framing, insulating, and wiring the interiors, and cladding the interior walls, ceiling, and floor with rigid plastic sheeting. Tree removal, road upgrades, and security gates were completed at the farm site. Leveling and landscaping using an excavator was completed. Crushed rock was delivered to the site and the road was crowned for proper drainage. The upgraded barns were moved to the production site from the assembly area. The Verma flow-through reactor was fabricated and installed in the production barn. The reactor is fully functioning with a cutting blade operating from winch and pulley system. It is currently stocked with 1,050 kilograms of vermicast which will be used as bedding to be utilized in the production of additional product. Approximately 500 kilograms are dedicated to "the vermicast flow through reactor" (necessary for worm bedding) leaving half the vermicast for additional soil production. The Company has stockpiled worms in separate temporary holding beds in a private facility. The second barn is a storage barn. A water line is in place and functioning and hydro electrical power lines have been connected to the electrical panel at farm site.

The living soil aspect of the Company's business is currently operational and capable of creating living soils. The Company has acquired a soil mixer which is fully operational. A loading area has been constructed and a retaining wall has been built and filled to allow easy access and efficient and safe workflow for machinery. Water has been brought to site along with a water holding tank and an auxiliary pump. The Company currently has an order of bulk amendments in shipment. These amendments will be used in the Company's living soil production. The Company will be stockpiling soil in preparation for sales in the coming months.

The Galiano Island site can exploit a climate similar to the Mediterranean and optimum sun exposure to control for humidity and dewpoint. In addition, the production facility is sufficiently remote to avoid impacting residential communities.

The Company anticipates initial sales (from products produced at the Galiano Island site) to local garden shops and online customers will commence in fourth quarter of 2021 (subject to any COVID 19 related delays) using coordinated sales and marketing initiatives.

The Company's products are not yet at the commercial production stage. In order to achieve commercial production, the Company will need to achieve the milestones described under the heading "*Production Milestones"* below. The Company's research and development plans are ongoing and are conducted by the Company's staff and management with the assistance of outside contractors where needed. The Company has completed research and development sufficient to enable it to produce its products commercially and will be able to achieve commercial production upon achieving the relevant production milestones set out below. As noted previously, to date the Company has spent an aggregate of approximately C$22,541 developing its products, including research and development and trial/experimental costs. Of this amount, $8,088 was spent on materials and supplies purchased from arm's length third parties, $3,413 was paid to Chadley Diakow on an arm's length basis for labour provided before he was appointed to the Board and $11,040 was paid to Chadley Diakow for labour provided after he was appointed to the Board. Going forward, product development costs to Mr. Diakow will be covered by his $3,000 per month consulting fee pursuant to his consulting arrangement. Additional labour costs to Mr. Diakow over and above this monthly consulting fee are not currently anticipated.

Most of the assets and equipment the Company requires to operate its business and meet its milestones set out below (see "*Production Milestones*") are either already owned by the Company or are readily available for lease from the landowner who owns the Galiano Island site leased by the Company, including additional greenhouses, tractors and fork lifts.

The Company's production facility was constructed during the COVID-19 pandemic. As a result, management believes that the Company is now familiar with the challenges that have arisen as a result of the pandemic. Management is not currently aware of any specific potential increases in terms of timing and cost of its business plan that will arise due to COVID-19. Risks related to COVID-19 are unpredictable, however, and the Company may be subjected to risks related to the COVID-19 pandemic that it has not anticipated. See "*Risk Factors*" below.

The Marketing Plan

Market Trends and Characteristics

According to Meticulous Research (Meticulous Research. *Organic Fertilizers Market: Global Forecast to 2027*. August 2020. www.theinsightpartners.com/reports/organic-fertilizers-market/), the North American organic fertilizers market was valued at US$1,489.3 million in 2020 and is poised to grow at a compound annual growth rate of 14.3% between 2020 and 2027, reaching US$3,797.8 million by 2027. The North American region is experiencing significant growth in the organic sector with increasing health awareness, growing population and rising demand for organic products, growing organic cultivation land, and government initiatives to promote organic agriculture and allied sectors.

In 2018, more than 3.3 million hectares (0.8% of the total agricultural area) of farmland were managed organically in North America, an increase of 25.7% over the preceding decade. In 2019, the North American market for organic foods was valued at US$53 billion. Such a significant area under organic cultivation and increasing demand for organic food products indicate the potential for the growth of the region's organic fertilizers market. (Meticulous Research. *Organic Fertilizers Market: Global Forecast to 2027*. August 2020. www.theinsightpartners.com/reports/organic-fertilizers-market/) Currently the organic sector is a relatively immature market, but management anticipates that increasing government investment driven by consumer demand will boost this sector. Management is of the view that there has been increased consumer awareness of the harmful effects of synthetic and chemical fertilizers, pesticides and drugs in recent years and that this trend will likely increase the organic share of the fertilizer industry. A growing consumer base for non-synthetic foods, beverages, personal care and pharmaceutical

products will likely boost demand for organic fertilizers. Growing awareness of health and safety issues, particularly among urban populations, will drive demand for products grown in a healthy organic medium wherein organic fertilizers are used to enhance yields. In management's experience, most growers are keenly interested in maintaining an organic designation for their products. Environmental benefits and reduced soil degradation are among the key benefits of organic fertilizers. Management believes that technological advances and product innovation that improve fertility will further stimulate product demand.

The Company believes that increasing consumer awareness, brought about by ongoing media coverage of the harmful effects of synthetic and chemical fertilizers, pesticides and fungicides, will expand the market for its product line. The Company also anticipates that the growing consumer base for organic foods, beverages, personal care and pharmaceutical products will expand the market for its product line.

Marketing Strategy

The Company has retained an arm's length, full-service creative agency and marketing consultant with respect to the marketing of its products. A $10,000 retainer has been paid to the consultant and a marketing plan has been developed. No formal agreement has been entered into with the consultant and no payments other than the $10,000 retainer have been made. The consultant will work to build the Company's online presence and assist with the development of an e-commerce platform. The Company will use social media such as Instagram and Facebook and a website will be designed and maintained to market the Company's products. Estimated cost for development of the e-commerce platform is $12,500. Estimated cost for development of the e-commerce platform is $12,500. See "Marketing and Branding" in "Principal Purposes" table below. Estimated completion time is 2 months.

When enough product has been produced (5,000 kg), the Company intends to begin sales to local garden shops and online customers. The Company has identified approximately 50 multi-acre commercial greenhouses, along with a similar number of garden centre operations within a 4 hour drive (including ferry travel) of the Company's production site. Commercial greenhouses will be able to use the Company's products directly in their own cultivation operations, while garden centres will be able to offer the Company's products for resale and to incorporate them into their own cultivations. The Company has not yet entered into any sale or distribution agreements with prospective customers or commenced negotiations respecting the same.

Production Milestones

	Milestone	Anticipated Completion	Projected/Actual Cost
1	Upgrade production facility, include storage areas for raw materials and product.	Completed	$40,300
2	Acquire equipment for start-up production.	Completed	$2,400
3	Establish contacts for fertilizer inputs	Completed	Nil
4	Build worm casting beds.	Completed	$6,500
5	Begin production of worm castings.	Q2 2021	$13,700
6	Develop branding and marketing plan.	Q2/Q3 2021	$30,000
7	Implement branding and marketing plan.	Q3/Q4 2021	$10,000
8	When enough product has been produced (5,000 kg), increase production capacity and begin sales to local garden shops and online customers.	Q4 2021/Q1 2022	$218,000(1)
9	Co-ordinate marketing and sales so that demand can be met with Phase 1 production.	Q1/Q2 2022	$10,000(2)
10	Product Registration(3)	Q3/Q4/2023	$4,000

Notes:

(1) This amount includes funds for the purchase of additional production equipment: four additional barns ($91,676), barn equipment including heat pumps, vermicast beds, generator ($29,000), feed stock inputs ($33,000), equipment rentals (truck) ($18,750), small farm loader ($8,000), breeding stock (worms) ($9,000), product packaging (bags with logo) ($4,800), utilities costs ($11,250), fuel and maintenance ($5,625) and bagging scale ($6,500). Note that this amount is to achieve the above noted milestone only. These costs are included under Galiano Island Site Development in the "Principal Purposes" table below. Additional site development expenditure beyond what is contemplated in item 9 above is planned but is not included here as it is not necessary to achieve this milestone.

(2) To be paid to the Company's marketing consultant (see "Marketing Strategy" above).

(3) As noted above, registration will not initially be necessary for the commencement of commercial production due to transitional provisions in federal fertilizer regulations which will allow the Company's soil amendments (which includes living soil, vermicasts, aerobic tea kits and soil amendments) be categorized as "specialty fertilizers" which are exempt from registration under the federal Fertilizers Act and Regulations. The Company initially intends to market these products without registration and to apply for registration prior to the end of the applicable transitional period under the New Regulations (see "*Fertilizer and Soil Supplement Registration*" above).

Sales and Distribution Plan

The Company's products will be priced per kilogram and initially marketed in Canada.

The Company will endeavour to provide fully accessible telephone or Internet service to its customers. The Company will train customer service personnel to communicate with customers. Training will be provided by Chadley Diakow and Stephen Gerald Diakow and costs will be covered by their consulting fees. See "Employment, Consulting and Management Agreements".

Initially it is anticipated that sales will be direct to consumer. The Company also intends to retain IT consultants to develop an e-commerce platform and expects e-commerce sales to follow direct sales. Estimated cost for development of the e-commerce platform is $12,500. See "Marketing and Branding" in "Principal Purposes" table below. Estimated completion time is 2 months.

Key Competitors

The Company competes with other companies for financing and business opportunities in the organic fertilizer industry. Some of these companies may possess greater financial resources than the Company. Such competition may result in the Company being unable to enter into desirable strategic agreements or similar transactions, to recruit or retain qualified employees or to acquire the capital necessary to fund its operations. Existing or future competition in the organic fertilizer industry, including, without limitation, the entry of large multinational entities into the industry, could materially adversely affect the Company's prospects for entering into additional agreements in the future. There is potential that the Company will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and experience than the Company. Increased competition by larger and better financed competitors, including those competing with the Company for investment, could materially and adversely affect the business, financial condition and operations. Some of the Company's key competitors are described below.

BlueSky Organics is a British Columbia based company focusing on soil health and ecology. They provide soil medium, plant nutrients and soil amendments. The company was formed in 2005 and is based in Vernon British Columbia. It has 10 to 50 employees. Its products are frequently used by small to mid scale cultivators. Their products are geared towards home growers and they market complete grow kits. Their products have increased in popularity over the last three years.

Gaja Green Products Limited is based in Langley, British Columbia which focuses on organic amendments geared towards mineral balancing in soils. Gaia sold 500 tons of fertilizer last year to organic farmers gardeners and landscapers in Western Canada and the United States. They have 77 employees, have generated $16 million in revenue and have been in business for 25 years. Their products range from all purpose fertilizers, isolated amendments such as insect frass and other mined minerals, worm castings and living soil. Their products are often seen in garden shops lumber yards.

Black Swallow Living Soils is based in Bamford, Ontario and is a sister company to Kiss Organics, who are leading the movement in organic living soils in the United States. Black Swallow was one of the first companies in this space in Eastern Canada and is the largest player in the industry in Eastern Canada for living soils and high value crops. They are a distributor and seller of plant nutrients, grow equipment, organic fertilizer, grow medium, home grow kits, irrigation, nutrients, worm castings and living soil. They have 10 to 50 employees.

Reideer's Natural Plant Foods Ltd. Is based in Vancouver, British Columbia and has production sites based out of the Cowichan Lake, in British Columbia. They carry a range of products from a base 444 fertilizer, worm castings, soil amendments, bokashi microbes and activated effective micro-organisms. Their products are distributed primarily in the lower mainland of British Columbia and Vancouver Island.

Mycorrihizal Applications was established in 1995 in Oregon and is the world's largest producer of beneficial mycorrhizal fungi. They employ 12 staff members.

The Company is at an early stage of development in comparison with other entities operating in the organic fertilizer industry and its operations are currently being conducted on a much more limited scale. The Company is still at the development stage and is working towards making its products available to the market. There is no guarantee that the Company will be able to effectively compete against more established organic fertilizer producers or to obtain a substantial share of the available market for its products.

Pricing Strategy

The product will be priced per kilogram and marketed in Canada. Bulk customers, which the Company expects will be commercial growers, will be able to get 3 to 5 growing cycles from the Company's product before they recycle soil, which they presently recycle after one growing cycle using conventional products. This will result in significant cost savings. The Company hopes that returning commercial growers will enter long term sales contracts with the Company. It is anticipated that retail customers will purchase product as needed.

Specialized Skill and Knowledge

The Company will require the specialized skill associated with the productivity and maintenance of vermicast flow through reactors, which need to be monitored regularly (optimally daily). Argo will make a series of tutorial videos that will be on hand to educate staff on the proper procedure for collecting the vermicasts. Additionally, all supplements and products will have video records so that training employees will be standardized and any changes in procedures will be regularly updated so that the products will be of consistent quality. Production quality and control will be regularly monitored and tested. Initially, specialized skill and knowledge related to the production operations of the Company's business will be provided by Chadley Diakow.

Environmental Protection

The Company does not expect financial and operational effects or effects on capital expenditures due to environmental protection requirements other than abiding to best practices that are standard for organic farming. These standards are inherent in the organic business. The Company has no need at this time to implement social or environmental policies that are fundamental to its operations.

Employees

The Company currently has no employees. Its operations will initially be carried out by the management team.

Seasonality

The Company may be affected by greater demand during certain seasons, but the utility of the Company's products in a greenhouse environment will ensure year-round demand. The periods of decreased demand will allow the Company to stockpile product components. The Company does not expect any changes to any of the material contracts it has for the current fiscal year.

USE OF PROCEEDS

Funds Available

Upon completion of the Offering, the Company will receive gross proceeds of $700,000 in the case of the Minimum Offering and $800,000 in the case of the Maximum Offering. The estimated net proceeds of the Offering, after deducting the balance of the Corporate Finance Fee payable, the Agent's Commission and payment of the remaining costs of the Offering (estimated to be $40,000), are $590,875 in the case of the Minimum Offering and $682,875 in the case of the Maximum Offering. Estimated expenses of the Offering are set out in the table below.

The proceeds of Offering will be combined with the Company's working capital deficiency of approximately $59,700 as at May 31, 2021. Based upon management's current intentions, the estimated expenditures for which the total available funds will be used in the 12 months after closing of the Offering are as follows:

Source of Funds	Available Funds	
	Minimum Offering	**Maximum Offering**
Gross proceeds from the Offering	$700,000	$800,000
Less: Balance of Corporate Finance Fee payable	$13,125[1]	$13,125[1]
Less: Agent's Commission	$56,000	$64,000
Less: Remaining Costs and Expenses of Offering	$40,000[2]	$40,000[2]
Net Proceeds	**$590,875**	**$682,875**
Working capital deficiency of the Issuer as at May 31, 2021	$(59,700)[3]	$(59,700)[3]
TOTAL:	**$531,175**	**$623,175**

Notes:

(1) The Company paid half of the Corporate Finance Fee (i.e., $13,125) to the Agent upon execution of the initial engagement letter between the parties.

(2) This amount amongst other items includes Agent's expenses including legal expenses and out of pocket reasonable expenses.

(3) This figure is unaudited.

Principal Purposes

The principal purposes for which the funds available to the Company upon completion of the Minimum Offering and Maximum Offering will be used as follows:

Principal Purposes	Amount	
	Minimum Offering	**Maximum Offering**
Galiano Island Site Development[1][2]	$246,676	$246,676
Marketing and Branding[3]	$50,000	$50,000
Administration Costs[4]	$182,000	$182,000
Farm Lease	$12,000	$12,000
Product Registration Costs	$6,000	$6,000
Shipping and Insurance	$12,000	$12,000
Unallocated working capital	$22,499	$114,499
TOTAL:	**$531,175**	**$623,175**

Notes:

(1) This amount includes funds for the purchase of production equipment (four additional barns) ($91,676), barn equipment including heat pumps, vermicast beds, generator ($29,000), feed stock inputs ($44,000), equipment rentals (truck) ($25,000), small farm loader ($8,000), breeding stock (worms) ($12,000), product packaging (bags with logo) ($8,000), utilities costs ($15,000), fuel and maintenance (7,500), and bagging scale ($6,500). This amount includes funds necessary to allow the Company to achieve the milestone set out in item 8 of the Production Milestones table above ($218,000) and additional funds to conduct additional site development work.

(2) This figure and the figures in note 1 include $30,000 which will be paid to Chadley Diakow, a director if the Company, as part of his consulting arrangement, pursuant to which Mr. Diakow will oversee development of the Galiano Island Site and any additional product development over the next 12 months.

(3) A portion of this amount ($20,000) will be paid to the Company's marketing consultant (see "Marketing Strategy"). The remainder will be used to fund additional marketing activities as the Company's business develops.
(4) $30,000 of this amount will be paid to Stephen Gerald Diakow for his services as Chief Executive Officer of the Company ($2,500 per month for 12 months). $6,000 of this amount will be paid to Chadley Diakow, director of the Company, pursuant to his consulting arrangement with the Company. See "*Use of Proceeds - Administrative Costs*" below.

The business of the Company will not be cash flow positive until the Company begins generating revenue. As a result, the Company may decide to raise additional equity financing in the next 12 months, if the Board believes it is in the best interests of the Company to do so.

The Company has historically generated negative cash flows and there is no assurance that the Company will not experience negative cash flow from operations in the future. For the for the year ended November 30, 2020, the Company sustained net losses from operations of $88,888 and had negative cash flow from operating activities of $58,325. All funds available to the Company will be used to fund future and anticipated negative cash flow from its operating activities.

The Company intends to spend the net funds available to it as stated in this Prospectus. Notwithstanding the foregoing, there may be situations where, due to change of circumstance, outlook, research results and or business judgment, reallocation of funds is necessary in order for the Company to achieve its overall business objectives.

Administrative Costs

Upon completion of the Minimum Offering or Maximum Offering, the Company's working capital available to fund ongoing operations will be sufficient to meet its administrative costs for the following 12 months. An estimate of the general and administrative expenses of the Company for the 12 months following completion of the Minimum Offering or Maximum Offering is as follows:

Items	Budget
Salaries and consulting fees	$36,000(1)
Legal and Audit, CSE and other regulatory fees	$90,000
Transfer agent fees	$10,000
Office, accounting and administration	$36,000
Communication, internet and phone	$10,000
TOTAL:	**$182,000**

(1) $30,000 of this amount will be paid to Stephen Gerald Diakow for his services as Chief Executive Officer of the Company ($2,500 per month for 12 months). $6,000 of this amount will be paid to Chadley Diakow pursuant to his consulting arrangement with the Company.

Business Objectives and Milestones

The following table sets out the Company's business objectives and milestones:

Objectives[1]	Target Date	Cost
Develop Galiano Island Site with four additional barns and acquire additional farm equipment, truck and small loader to establish full production from flow-through reactors	Q2 2022	$246,676
Establish marketing and branding program for Company's products	Q1 2022	$50,000
Obtain CFIA Registration for the Company's soil supplements	Q3/Q4 2023	$6,000

Notes:

(1) These objectives reflect the Issuer's current expectations and are subject to a number of known and unknown risks, uncertainties and other factors which may cause the Issuer's actual results, performance or achievements to be materially different from the above short term objectives listed above.

The Company may from time to time revise its business plan and objectives, which revisions may include synergistic acquisitions. Such activities will also likely require that the Company raise additional capital. There can be no assurance that the Company can raise such additional capital if and when required. See "*Risk Factors*."

DIVIDENDS OR DISTRIBUTIONS

The Company has not declared or paid any dividends on the Common Shares since its incorporation. Any decision to pay dividends on the Common Shares will be made by the Board of Directors on the basis of earnings, financial requirements and other conditions existing at such future time.

The Company currently intends to retain its future earnings, if any, to finance further business expansion. As a result, the return on an investment on the Common Shares will depend on any future appreciation in value of the Common Shares. There can be no assurance that the Common Shares will appreciate or even maintain the price at which shareholders purchased their Common Shares.

MANAGEMENT'S DISCUSSION AND ANALYSIS

MD&A

Management's Discussion and Analysis of the Company for the year ended November 30, 2020 and the period ended February 28, 2021, is included as Schedule "B" and should be read in conjunction with the Company's s audited annual financial statements for the year ended November 30, 2020 and unaudited financial statements for the interim period ending February 28, 2021.

Disclosure of Outstanding Security Data

The Company's authorized share capital consists of an unlimited number of Common Shares. As at the date of this Prospectus, the Company had 10,070,001 Common Shares outstanding and 150,000 Stock Options outstanding. If all of the aforementioned Stock Options were exercised, the Company would have a total of 10,220,001 Common Shares outstanding on a fully diluted basis.

DESCRIPTION OF SECURITIES DISTRIBUTED

Common Shares

The Company is offering for sale under this Prospectus 7,000,000 Units in the case of the Minimum Offering and 8,000,000 Units in the case of the Maximum Offering, at the Offering Price. The Units include 7,000,000 Offering Shares in the case of the Minimum Offering and 8,000,000 Offering Shares in the case of the Maximum Offering, which are Common Shares of the Company. The CSE has conditionally approved the listing of the Common Shares on the CSE. Listing of the Common Shares will be subject to the Company fulfilling all of the listing requirements of the CSE. This Prospectus qualifies the distribution of the Offering Shares.

The authorized share capital of the Company consists of an unlimited number of Common Shares. As of the date of this Prospectus, 10,070,001 Common Shares were issued and outstanding as fully paid and non-assessable shares. The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the Board of Directors may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company.

Warrants

The Units being offered for sale under this Prospectus include 7,000,000 Warrants in the case of the Minimum Offering and 8,000,000 Warrants in the case of the Maximum Offering. Each Warrant will entitle the holder thereof to acquire one Warrant Share upon payment of the exercise price of $0.35 at any time prior to 4:00 p.m. (Vancouver time) on the date which is twenty-four (24) months from the Listing Date. If, prior to the exercise of the Warrants, any reorganization of the authorized capital of Company occurs by way of consolidation, merger, sub-division, amalgamation or otherwise, or the payment of any stock dividends, both the exercise price and the number of Warrant Shares issuable upon exercise of the Warrants will be subject to adjustment so that the rights evidenced by the Warrants are thereafter as reasonably as possible equivalent to those originally granted. See "*Plan of Distribution*".

Warrant Indenture

The Warrants will be created and issued by the Company pursuant to the Warrant Indenture to be entered into between the Company and the Warrant Agent on the Closing Date. The Company will designate the principal office of the Warrant Agent in the city of Vancouver, British Columbia, as the location at which Warrants may be surrendered for exercise or transfer.

The following summarizes certain provisions of the Warrant Indenture, but is not, and does not purport to be, a complete summary and is qualified in its entirety by reference to the provisions of the Warrant Indenture. A copy of the Warrant Indenture will be filed on SEDAR under the Company's profile following the Closing Date.

The Warrant Indenture will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain events, including but not limited to:

- the issuance of Common Shares or securities exchangeable for or convertible into Common Shares to all or substantially all of the holders of the Common Shares as a stock dividend or other distribution;
- the subdivision, re-division or change of the Common Shares into a greater number of shares;
- the reduction, combination or consolidation of the Common Shares into a lesser number of shares;
- a reclassification of Common Shares or a capital reorganization of the Company (other than set out above);
- a consolidation, amalgamation, arrangement or merger of the Company with or into any other body corporate, trust, partnership or other entity; and
- a sale or conveyance of the property and assets of the Company as an entirety or substantially as an entirety to any other body corporate, trust, partnership or other entity.

The Warrant Indenture provides that no adjustment in the exercise price of a Warrant will be required unless the cumulative effect of such adjustment or adjustments would require an increase or decrease of at least 1% in the exercise price then in effect.

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

No fractional Warrant Shares will be issuable upon the exercise of any Warrants, and no cash or other consideration will be paid in lieu of fractional shares. Holders of Warrants will not have any voting or rights or any other rights which a holder of Common Shares would have. This Prospectus qualifies the distribution of the Warrants. See "*Plan of Distribution*".

The Warrants may not be exercised in the United States or by, or on behalf of, a U.S. person unless an exemption from the registration requirements of the U.S. Securities Act and any applicable securities laws of any state of the United States is available to the holder and the holder has furnished an opinion of counsel of recognized standing to such effect, or other evidence of such exemption, in form and substance reasonably satisfactory to the Company.

Agent's Options

Under the terms of the Agency Agreement, the Company has agreed to issue to the Agent, Agent's Options entitling the holder thereof to purchase that number of Common Shares as is equal to 8% of the number of Units sold by the Agent under the Offering. The Agent's Options will entitle the Agent to purchase 560,000 Common Shares in the case of the Minimum Offering and 640,000 Common Shares in the case of the Maximum Offering.

Each Agent's Option may be exercised at any time prior to 4:00 p.m. (Vancouver time) on the date which is twenty-four (24) months from the Listing Date upon the payment of the exercise price of $0.10 per Agent's Share. This Prospectus qualifies the distribution of the Agent's Options. See "*Plan of Distribution*".

CONSOLIDATED CAPITALIZATION

The following table summarizes the consolidated capitalization of the Company at the dates indicated and after giving effect to the Offering. The table should be read in conjunction with the Financial Statements and the MD&A included in this Prospectus as schedules "A" and "B", respectively.

Description	Authorized Amount	Outstanding as at date of this Prospectus	Outstanding as at February 28, 2021	After giving effect to the Minimum Offering	After giving effect to the Maximum Offering
Common Shares	Unlimited	10,070,001	10,070,001	17,070,001	18,070,001
Warrants	N/A	nil	nil	7,000,000	8,000,000
Stock Options	N/A	150,000	150,000	150,000	150,000
Agent's Options	N/A	nil	nil	560,000	640,000

The table below sets out the details of the issued and outstanding Common Shares following completion of the Minimum Offering and Maximum Offering.

	Minimum Offering		Maximum Offering	
	Number of Common Shares	Percentage of Total	Number of Common Shares	Percentage of Total
Issued and outstanding Common Shares as at date of this Prospectus	10,070,001	40.64%	10,070,001	37.49%
Shares reserved for issuance at Closing	7,000,000	28.25%	8,000,000	29.78%
Warrant Shares reserved for issuance upon exercise of the Warrants	7,000,000	28.25%	8,000,000	29.78%
Common Shares reserved for issuance upon exercise of the Agent's Options	560,000	2.26%	640,000	2.38%
Common Shares reserved for issuance upon exercise of Stock Options	150,000	<1%	150,000	<1%
Total fully diluted Common Shares capitalization	24,780,001	**100%**	26,860,001	**100%**

OPTIONS TO PURCHASE SECURITIES

Stock Options

As at the date of the Prospectus, the Company has granted 150,000 Stock Options to directors, executive officers, employees, and consultants of the Company as follows:

Category	Number of Stock Options Granted	Securities under Option	Exercise Price	Expiration Date
Directors who are not Executive Officers	150,000	Common Shares	$0.10	The earlier of three years from the date of Listing and Jan. 21, 2025
Executive Officers	nil	Common Shares	n/a	n/a
Employees	nil	n/a	n/a	n/a
Consultants	nil	Common Shares	n/a	n/a

Stock Option Plan

The following summary of the Stock Option Plan does not purport to be complete and is qualified in its entirety by reference to Stock Option Plan.

The Stock Option Plan was adopted by the Board on January 21, 2021. The purpose of the Stock Option Plan is to provide an incentive to directors, senior officers, employees or consultants of the Company or its subsidiary, to acquire a proprietary interest in the Company, to continue their participation in the affairs of the Company and to increase their efforts on behalf of the Company. The Stock Option Plan provides that, subject to the requirements of the CSE, the aggregate number of Common Shares reserved for issuance under the Stock Option Plan may not exceed 10% of the issued and outstanding Common Shares at the time of granting of options (including all options granted by the Company to date).

The Stock Option Plan will be administered by the Board, which will have full and final authority with respect to the granting of all stock options thereunder. Stock Options may be granted under the Stock Option Plan to such directors, officers, employees or consultants of the Company or its subsidiaries, as the Board may from time to time designate. Stock Options may also be granted to employees of management companies providing management services to the Company. The exercise price of any Stock Options granted under the Stock Option Plan will be determined by the Board, but (if the Common Shares are listed on the CSE) may not be lower than the greater of the closing price for the Common Shares as quoted on the CSE on (i) the trading day prior to the date of grant of the Stock Option' and (ii) the date of grant of the Stock Option. The term of any Stock Options granted under the Stock Option Plan will be determined by the Board at the time of grant but will be subject to earlier termination in the event of dismissal for cause, termination other than for cause or in the event of death. The term of any Stock Options granted under the Stock Option Plan may not exceed 10 years. Stock Options granted under the Stock Option Plan may be subject to vesting. Subject to certain exceptions, options will expire on a date fixed by the Board which date will be no more than one year after such Director or officer ceases to hold office or after an employee, consultant or management company employee ceases to act in that capacity in relation to the Company. In the event of death or disability of an option holder, Stock Options granted under the Stock Option Plan will expire one year from the date of the death or disability of the option holder. The terms of a Stock Option may not be amended once issued. If a Stock Option is cancelled prior to its expiry date, the Company must post notice of the cancellation and shall not grant new Stock Options to the same person until 30 days have elapsed from the date of cancellation.

PRIOR SALES

Prior Sales

The following table summarizes the sales of Common Shares or securities convertible into Common Shares that the Company has issued within the 12 months prior to the date of this Prospectus.

Date of Issue	Type of Security	Number of Securities	Issue or Exercise Price of Security
June 18, 2020	Common Shares(1)	500,000	$0.005
July 24, 2020	Common Shares(2)	4,550,000	$0.02
August 31, 2020	Common Shares(2)	3,270,000	$0.05
October 19, 2020	Common Shares(2)	250,000	$0.05
January 21, 2021	Stock Options	150,000(3)	$0.10

Notes:
(1) Issued pursuant to seed capital private placement. See "*Three-Year History*"
(2) Issued pursuant to a private placement.
(3) These stock options expire on the earlier of (i) three years from the date of Listing and (ii) January 21, 2025.

Trading Price and Volume

No shares of the Company are currently listed for trading on any stock exchange.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Escrow under NP 46-201

In accordance with NP 46-201, all common shares of the Company held by a principal of the Company as of the date of this Prospectus are subject to escrow restrictions. A principal who holds securities carrying less than 1% of the voting rights attached to the Company's outstanding securities is not subject to the escrow requirements under NP 46-201. Under the NP 46-201, a "principal" is defined as:

(a) a person or company who acted as a promoter of the Company within two years before the Prospectus;

(b) a director or senior officer of the Company or any of its material operating subsidiaries at the time of the Prospectus;

(c) a 20% holder – a person or company that holds securities carrying more than 20% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Company's IPO; or

(d) a 10% holder – a person or company that (i) holds securities carrying more than 10% of the voting rights attached to the Company's outstanding securities immediately before and immediately after the Company's IPO and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Company or any of its material operating subsidiaries.

A principal's spouse and their relatives that live at the same address as the principal will also be treated as principals and any securities of the Company they hold will be subject to escrow requirements.

At the time of its IPO, an issuer will be classified for the purposes of escrow as either an "exempt issuer", an "established issuer" or an "emerging issuer" as those terms are defined in NP 46-201.

Pursuant to the Escrow Agreement, among the Company, the Escrow Agent, the principals of the Company, escrowed securities will be released in accordance with the following release schedule, as on listing, the Company anticipates being an "Emerging Issuer":

Release Date	Amount Released
On the Listing date	1/10 of the escrow securities
6 months after the Listing date	1/6 of the remaining escrow securities
12 months after the Listing date	1/5 of the remaining escrow securities
18 months after the Listing date	1/4 of the remaining escrow securities
24 months after the Listing date	1/3 of the remaining escrow securities
30 months after the Listing date	1/2 of the remaining escrow securities
36 months after the Listing date	the remaining escrow securities

Assuming there are no changes to the escrow securities initially deposited and no additional escrow securities are deposited, this will result in a 10% release on the listing date (as defined by NP 46-201), with the remaining escrow securities being released in 15% tranches every 6 months thereafter.

The following table sets out the number of securities of the Company which are expected to be subject to escrow restrictions in accordance with NP 46-201 (the "**Escrowed Securities**"):

Designation of Class	Number of Securities Subject to Escrow	Percentage of Class held in Escrow as of the Date of this Prospectus before giving effect to the Offering	Percentage of Class held in Escrow after giving effect to the Minimum Offering	Percentage of Class held in Escrow after giving effect to the Maximum Offering
Common Shares	2,000,001	19.86%(1)	11.72%(2)	11.07%(3)

Notes:
(1) This percentage is calculated on the basis of 10,070,001 Common Shares issued and outstanding.
(2) This percentage is calculated on the basis of 17,070,001 Common Shares issued and outstanding.
(3) This percentage is calculated on the basis of 18,070,001 Common Shares issued and outstanding.

The following is a list of the holders of the Escrow Shares:

Name	Number of Escrowed Shares as at the date of this Prospectus
Stephen Gerald Diakow	900,001
Peter J. Hoyle	600,000
Chadley Diakow	500,000

The automatic time release provisions under NP 46-201 pertaining to “established issuers” provide that 25% of each principal's escrowed securities are released on the Listing Date, with an additional 25% being released in equal tranches at six month intervals over 18 months. If, within 18 months of the Listing Date, the Company meets the “established issuer” criteria, as set out in NP 46-201, the escrow securities will be eligible for accelerated release according to the criteria for established issuers. In such a scenario, that number of escrow securities that would have been eligible for release from escrow if the Company had been an "established issuer" on the Listing Date will be immediately released from escrow. The remaining escrow securities would be released in accordance with the time release provisions for established issuers, with all escrow securities being released 18 months from the Listing Date.

Under the terms of the Escrow Agreement, Escrowed Securities cannot be transferred by the holder unless permitted under the Escrow Agreement. Notwithstanding this restriction on transfer, a holder of Escrowed Securities may (a) pledge, mortgage or charge the Escrowed Securities to a financial institution as collateral for a loan provided that no Escrow Securities will be delivered by the Escrow Agent to the financial institution; (b) exercise any voting rights attached to the Escrow Securities; (c) receive dividends or other distributions on the Escrow Securities; and (d) exercise any rights to exchange or convert the Escrow Securities in accordance with the Escrow Agreement.

The securities of the Company held in escrow may be transferred within escrow to: (a) subject to approval of the Company’s board of directors, an individual who is an existing or newly appointed director or senior officer of the Company or of a material operating subsidiary of the Company; (b) subject to the approval of the Company’s board of directors, a person that before the proposed transfer holds more than 20% of the voting rights attached to the Company’s outstanding securities; (c) subject to the approval of the Company’s board of directors, a person that after the proposed transfer will hold more than 10% of the voting rights attached to the Company’s outstanding securities and that has the right to elect or appoint one or more directors or senior officers of the Company or any of its material operating subsidiaries; (d) upon the bankruptcy of a holder of Escrowed Securities, the securities held in escrow may be transferred within escrow to the trustee in bankruptcy or other person legally entitled to such securities; (e) upon the death of a holder of Escrowed Securities, all securities of the deceased holder will be released from escrow to the deceased holder’s legal representative; (f) a financial institution that the holder pledged, mortgaged or charges to a financial institution as collateral for a loan on realization of such loan; and (g) a RRSP, RRIF or similar registered plan or fund with a trustee, where the annuitant of the RRSP or RRIF, or the beneficiaries of another plan or fund are limited to the holders spouse, children or parents, or if the holder is the trustee of such registered plan or fund, to the annuitant of the RRSP or RRIF, or a beneficiary of the other registered plan or fund or his or her spouse, children or parents.

In addition, tenders of Escrowed Securities pursuant to a share exchange, which includes a take-over bid, issuer bid, statutory arrangement, amalgamation, merger or other reorganization similar to an amalgamation or merger, are permitted. Escrowed Securities subject to a share exchange will continue to be escrowed if the successor entity is not an “exempt issuer”, the holder is a principal of the successor entity; and the holder holds more than 1% of the voting rights of the successor entities’ outstanding securities.

The complete text of the Escrow Agreement is available for inspection at the office of the Company’s legal counsel, Suite 1200, 750 West Pender Street, Vancouver, British Columbia, V6C 2T8.

Securities Subject to Contractual Restrictions on Transfer

The CSE may impose resale restrictions and escrow requirements on principals and non-principals of a company, which will be addressed in connection with the Company’s application to list the Common Shares for trading.

PRINCIPAL SHAREHOLDERS

To the knowledge of the directors and officers of the Company, as of the date of this Prospectus, the only persons who beneficially own, or exercise control or direction over, directly or indirectly, Common Shares carrying more than 10% of the votes attached to Common Shares are:

Name	Number of Common Shares Owned, or Controlled or Directed Directly or Indirectly[1]	Approximate Percentage of Total Outstanding Common Shares as at the date of this Prospectus[2]	Approximate Percentage of Total Outstanding Common Shares after giving effect to the Minimum Offering[3]	Approximate Percentage of Total Outstanding Common Shares after giving effect to the Maximum Offering[4]
Ralph Biggar	1,400,000[5]	13.90%	8.20%	7.75%

Notes:

(1) Assumes no purchases in the Offering.
(2) On the basis of 10,070,001 Common Shares issued and outstanding.
(3) On the basis of 17,070,001 Common Shares issued and outstanding.
(4) On the basis of 18,070,001 Common Shares issued and outstanding.
(5) 200,000 of these Common Shares are owned by Rain Communications Corp., a company controlled by Ralph Biggar.

DIRECTORS AND OFFICERS

Name, occupation and security holding

The following table provides the names, province or state of residence, position, principal occupations and the number of voting securities of the Company that each of the directors and executive officers beneficially owns, directly or indirectly, or exercises control over, as of the date of this Prospectus:

Name, Residence and Position with the Company	Director/ Officer Since	Principal Occupation for the Past Five Years	Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly		
			At the Date of this Prospectus[3]	After Giving Effect to the Minimum Offering[4]	After Giving Effect to the Maximum Offering[5]
Stephen Gerald Diakow[2] *British Columbia, Canada* President, CEO and Director	March 14, 2018	Retired Independent consultant, Director of IDG Holdings Inc (TSXV listed) from May 2007 to Present, President and CEO of Velocity Minerals Ltd. Director of Golcap Resources Corp. (CSE listed) from November 2019 to present.	900,001 *(8.94%)*	900,001 *(5.27%)*	900,001 *(4.98%)*
Peter J. Hoyle[1] *Ontario, Canada* CFO, Corporate Secretary and Director	October 1, 2019	President of Antler Oil & Gas Development Inc., a private company involved in sales and marketing of biofuels and other renewable formulated products for the replacement of hydrocarbon-based products, since October 2006. Consultant to various chemical industry companies from 2000 to 2016.	600,000 *(5.96%)*	600,000 *(3.51%)*	600,000 *(3.32%)*
Chadley Diakow[1][2] *British Columbia, Canada* Director	June 30, 2020	Businessman; independent contractor in the field of organic soil production and agribusiness.	500,000 *(4.97%)*	500,000 *(2.93%)*	500,000 *(2.77%)*
Hector Diakow[1][2] *British Columbia, Canada* Director	September 30, 2020	Businessman; independent contractor; Technician with MEDIACO/FMAV, an audio visual and event technology company, from May 2015 to June 2016.	Nil	Nil	Nil

Notes:

(1) Member of the Audit Committee of the Company.

(2) Stephen Gerald Diakow is Hector Diakow's father. Chadley Diakow is Stephen Gerald Diakow's nephew. Hector Diakow and Chadley Diakow are first cousins.

(3) On the basis of 10,070,001 Common Shares issued and outstanding.

(4) On the basis of 17,070,001 Common Shares issued and outstanding.

(5) On the basis of 18,070,001 Common Shares issued and outstanding.

The term of office of the directors expires annually at the time of the Company's annual general meeting. The term of office of the officers expires at the discretion of the Board of Directors. None of the directors or officers have entered into non-competition or non-disclosure agreements with the Company.

As at the date of this Prospectus, the directors and officers of the Company as a group owned beneficially, directly or indirectly or exercised control or discretion over an aggregate 2,000,001 Common Shares, which is equal to approximately 19.86% of the Common Shares currently issued and outstanding. After the completion of the Offering and prior to the exercise of any other outstanding rights to acquire Common Shares, the directors and officers of the Company as a group will own beneficially, directly or indirectly or exercise control or discretion over approximately an aggregate of 2,000,001 Common Shares which is equal to approximately 11.72% of the issued and outstanding Common Shares in the case of the Minimum Offering or approximately 11.07% of the issued and outstanding Common Shares in the case of the Maximum Offering, not including any Common Shares which may be acquired by the directors and officers in the Offering.

The directors and officers of the Company anticipate that they will dedicate the following percentage of their time to the affairs of the Company:

Stephen Gerald Diakow	35-50%
Peter J. Hoyle	15-20%
Chadley Diakow	40-50%
Hector Diakow	10-15%

These percentages are estimates only over the course of a 12 month period and the time commitment of the directors and officers will vary depending upon the Company's activities.

Corporate Cease Trade Orders or Bankruptcies

To the best of the Company's knowledge, no director or executive officer of the Company is, at the date of this Prospectus, or was within the 10 years prior to the date of this Prospectus, a director, chief executive officer or chief financial officer of any company (including the Company) that:

(a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or

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

For the purposes of the foregoing, "**order**" means

(a) a cease trade order;

(b) an order similar to a cease trade order; or

(c) an order that denied the relevant company access to any exemption under securities legislation,

that was in effect for a period of more than 30 consecutive days.

To the best of the Company's knowledge, no director or executive officer of the Company, nor any shareholder holding sufficient securities of the Company to affect materially the control of the Company, nor any personal holding company of any such person:

(a) is, as at the date of this Prospectus, or has been within the 10 years before the date of this Prospectus, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, 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; or

(b) 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 become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

Penalties or Sanctions

To the best of the Company's knowledge, no director or executive officer of the Company, nor any shareholder holding sufficient securities of the Company to materially affect control of the Company has been subject to:

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

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests, which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board of Directors, any director in a conflict will disclose his or her interest and abstain from voting on such matter.

To the best of the Company's knowledge, and other than disclosed herein, there are no known existing or potential conflicts of interest among the Company, its directors and officers or other members of management of the Company as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director and officer of such other companies. To the extent that such other companies may provide services to the Company, may participate with the Company in various ventures, or may compete against the Company in one or more aspects of its business, the directors and officers of the Company may have a conflict of interest respecting such. Any conflicts will be subject to the procedures and remedies under the BCBCA. See also "*Interest of Management and Others in Material Transactions*" and "*Risk Factors*".

Management of the Company

Stephen Gerald Diakow (Age 72) - President, CEO and Director

Mr. Diakow has been President of Cimarron Consulting, a company which specializes in mining property acquisition and development, since January 1994. Mr. Diakow is currently on the board of IDG Holdings, Inc. (since 2006) and Golcap Resources Corp. (since 2019). Mr. Diakow served as the Chief Executive Officer and President of Velocity Minerals Ltd. (TSX listed public company) from March 2008 to September 2015. He served as a contracted Project Manager of Trilogy Minerals Inc., as Company Secretary of Trilogy Metals Inc. (TSX listed and NYSE listed public company), President, Secretary, Director and Chief Financial Officer of CoreComm Solutions Inc., and Vice-President of Exploration until April 2012 and Chief Executive Officer until December 2013.

The British Columbia provincial government appointed Mr. Diakow an Executive Director of the B.C. Salmon Marketing Association from 1993 to 1999. At this time he was also the President of the Pacific Gillnetters Association. In these capacities, Mr. Diakow communicated with the Federal Fisheries Department regarding licensing, regulations, environmental issues and research fisheries. As a result, Mr. Diakow is experienced in dealing with federal government procedures, rules and regulations. He intends to use this experience to assist the Company in dealing with the federal regulatory regime which will be applicable to the Company's products. In addition, since January 2019, through the process of assisting with the development of the Company's business plan, Mr. Diakow has become familiar with the organic soil industry, including, but not limited to, demand, products, production costs, consumers, consumer costs, availability of inputs, cost of inputs, and scale of production necessary for economic feasibility.

Mr. Diakow has been engaged primarily in mineral exploration for over 50 years. He worked for major mineral exploration companies such as MacDonald Consultants, Union Carbide Mining Exploration, Canadian Superior Mining Exploration and Anaconda Mining Exploration. He has worked in mineral exploration extensively in Canada, the Western United States and in Central America as a mineral explorer and prospector. Mr. Diakow is a Vancouver based businessman and is a member in good standing of The Association for Mineral Exploration British Columbia, and Member of Society of Economic Geologists. Mr. Diakow is an independent contractor and has not entered into a non-competition or non-disclosure agreement with the Company.

Peter J. Hoyle (Age 66) - CFO, Corporate Secretary and Director

Mr. Hoyle is the President of Antler Oil & Gas Development Inc., Burnaby (since 2006), a company specializing in renewable/green fluid products derived from waste vegetable oil and canola oil used as alternatives to hydrocarbons in construction and oilfield applications. Mr. Hoyle was previously President and CEO of GA Computer Sciences Inc, a public company, from 2004 to 2006.

Mr. Hoyle was also a consultant to various chemical industry companies from 2000 to 2016, including Dow AgroSciences (Calgary), Sialco (Delta BC), DPL Services Inc (Moose Jaw), Quadra Chemicals (Calgary/Delta BC), United Petroleum Products (Burnaby BC) and Fuel-X (Surrey BC) providing market development and sales growth programs primarily in hydrocarbon fluids - fuel and chemicals. In addition, Mr. Hoyle was the Area Sales Manager - Performance Fluids for Esso Chemical Canada (Toronto/Houston) from 1987- 2000 and held various corporate positions with Esso/Imperial Oil (Toronto) from 1978-1987. During his time with Esso Chemical, from 1987 to 2000, Mr. Hoyle was the industry lead to the crop protection industry (pesticide producers) and helped to develop markets for hydrocarbon based products with producers such as Dow-Elanco (now Corteva), Hoechst (now BASF), Ciba Geigy (now Syngenta), Nufarm, and Interprovincial Co-op. In this capacity Mr. Hoyle became familiar with field crop growing practices. Mr. Hoyle has a Bachelor of Science degree from Trent University, Peterborough, Ontario. Mr.

Hoyle is an independent contractor and has not entered into a non-competition or non-disclosure agreement with the Company.

Chadley Diakow (Age 33) - Director

Mr. Diakow is a proven innovator in the field of organic soil production and has 14 years of agribusiness experience, working primarily as an independent contractor in the industry. His areas of expertise include integrated pest management and the design and construction of light-deprivation greenhouses. He has also designed and built multiple large- scale greenhouses for several farms. Mr. Diakow has also developed his own blends of essential oils and food-grade products to control pests and fungi that inhibit growth. Mr. Diakow is an independent contractor and has entered into a non-disclosure and non-competition agreement with the Company.

Hector Diakow (Age 36) - Director

Mr. Diakow is a multi-disciplined consultant and entrepreneur having held positions ranging from bookkeeper to business manager, labourer to site coordinator and directing advertising sales and marketing. With an education background in the Sciences, Business administration and Community development, he has been involved with publicly traded, privately funded, not for profit and charitably funded groups and companies spanning heavy industry, construction, natural resources, media, corporate and leisure events and sports organizations. Mr. Diakow has worked for various mineral exploration companies as a geophysical and geochemical technician, field manager and camp manager. From 2009 to 2011 he worked as a camp manager for Redstar Gold Corp. In 2012, Mr. Diakow was employed as a geochemical and geophysical field technician with Burnstone Resources Ltd. From 2014 to 2016 he worked with various entities in the event industry as an event technician and logistics operator. Between 2018 and 2020 he worked with Great Bear Resources Ltd., acting as a field program coordinator and providing bookkeeping and administrative services support. Mr. Diakow is an independent contractor and has not entered into a non-competition or non-disclosure agreement with the Company.

Mr. Diakow spent two (2003-2004) seasons working for an organic produce farm in Delta, British Columbia, working with bulk fertilizers in the fields as well as managing organic composts and mixings for seedling plantings and larger potted nursery and greenhouse plantings. From this time Mr. Diakow garnered a great deal of relevant information and experience respecting organic growing processes and practices as well as the unique challenges that are present in organic production.

Reporting Issuer Experience of the Directors and Officers of Issuer

The following table sets out the 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	Name of Reporting Issuer	Exchange or Market	Position	From (mm/yy)	To (mm/yy)
Stephen Gerald Diakow	Golcap Resources Corp.	CSE	Director	11/2019	Present
	IDG Holdings Inc.	TSXV	Director	05/2007	Present

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The Company was not a reporting issuer at any time during the most recently completed financial period. It is expected that in the future the directors and officers of the Company, including the Named Executive Officers (as defined below), will be granted, from time to time, incentive stock options in accordance with the Stock Option Plan. See "*Options to Purchase Securities – Stock Option Plan*" for a summary of the terms of the Company's Stock Option Plan. Given the Company's size and its stage of development, the Company has not appointed a compensation committee or formalized any guidelines with respect to compensation at this time. It is anticipated that once the Company becomes a reporting issuer, the Board will consider appointing such a committee and adopting such guidelines. The Company currently relies solely on Board discussion without any formal objectives, criteria and analysis to determine the amount of compensation payable to directors and all officers of the Company.

As an "IPO Venture Issuer" in accordance with Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*, the following is a discussion of all significant elements of compensation to be awarded to, earned by, paid to or payable to NEOs of the Company, once the Company becomes a reporting issuer, to the extent this compensation has been determined.

For the purposes set out below a "**Named Executive Officer**" or "**NEO**" means each of the following individuals:

(a) the chief executive officer of the Company ("**CEO**") during any part of the most recently completed financial year;
(b) the chief financial officer of the Company ("**CFO**") during any part of the most recently completed financial year;
(c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000 for that financial year; and
(d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

As at the end of each of the Company's most recently completed financial year ended November 30, 2020, the Company had two NEOs, whose names and positions held within the Company are set out in the summary compensation table below.

Director and Named Executive Officer Compensation

The following table is a summary of compensation (excluding compensation securities) paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company, or a subsidiary of the Company, to each NEO and director for services provided and for services to be provided, directly or indirectly, to the Company or a subsidiary of the Company, for each of the Company's two most recently completed financial years ended November 30, 2019 and November 30, 2020.

Table of compensation excluding compensation securities							
Name and position	**Year Ended Nov. 30**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Stephen Gerald Diakow[(1)] *President, CEO & Director*	2020	$2,500	Nil	Nil	Nil	Nil	$2,500
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Peter J. Hoyle[(2)] *CFO, Corporate Secretary & Director*	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Chadley Diakow *Director*	2020	$9,000	Nil	Nil	Nil	Nil	$9,000
	2019	Nil	Nil	Nil	Nil	Nil	Nil
Hector Diakow *Director*	2020	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil

Notes:
(1) Mr. Diakow was appointed as the President and the CEO of the Company on January 27, 2021.
(2) Mr. Hoyle was appointed as the CFO and the Corporate Secretary of the Company on January 27, 2021.

Stock Options and Other Compensation Securities

The Company adopted the Stock Option Plan to assist the Company in attracting, retaining and motivating directors, officers, employees consultants and contractors of the Company and to closely align the interests of such service providers with the interests of the Company. As at the Company's most recently completed financial year ended November 30, 2020, there were no outstanding compensation securities and none had been granted or issued to the directors and NEOs by the Company or its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries. For information about the Company's Stock Option Plan, refer to the heading "*Options to Purchase Securities*" above.

Stock Option Plans and Other Incentive Plans

See "*Options to Purchase Securities*"

Employment, Consulting and Management Agreements

Except as disclosed herein, the Company is not party to any agreement or arrangement under which compensation was provided during the Company's most recently completed financial year or is payable in respect of services provided to the Company or any of its subsidiaries that were performed by a director or NEO, or performed by any other party but are services typically provided by a director or a NEO or a person performing services of a similar capacity.

Mr. Diakow provides consulting services to the Company and will be responsible for overseeing development of the Company's production facility and research and development related to the Formula and the products derived from it. In consideration for his services, Mr. Diakow is paid $3,000 per month.

Stephen Gerald Diakow is paid $2,500 per month for his services as President and CEO of the Company. Other than the payments to Chadley Diakow and Stephen Gerald Diakow, the Company does not propose to pay any other amounts to related parties of the Company.

Oversight and Description of Director and Named Executive Officer Compensation

The Company, at its present stage, does not have any formal objectives, criteria and analysis for determining the compensation of its NEOs and primarily relies on the discussions and determinations of the Board. When determining individual compensation levels for the Company's NEOs, a variety of factors will be considered including: the overall financial and operating performance of the Company, each NEO's individual performance and contribution towards meeting corporate objectives and each NEO's level of responsibility and length of service.

The Company's executive compensation is intended to be consistent with the Company's business plans, strategies and goals, including the preservation of working capital as the Company seeks to complete its listing on the CSE. The Company's executive compensation program is intended to provide appropriate compensation that permits the Company to attract and retain highly qualified and experienced senior executives and to encourage superior performance by the Company. The Company's compensation policies are intended to motivate individuals to achieve and to award compensation based on corporate and individual results.

The Company does not have any arrangements, standard or otherwise, pursuant to which directors are compensated by the Company for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultants or experts. As with the NEOs, the Board intends to compensate directors primarily through the grant of stock options and reimbursement of expenses incurred by such persons acting as directors of the Company.

Pension Plan Benefits

The Company does not have in place any pension plans that provide for payments or benefits at, following, or in connection with retirement.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, executive officers, employees, proposed nominees for election as directors and their associates, or any former executive officers, directors and employees of the Company or any of its subsidiaries, is, as at the date of this Prospectus, or has been at any time during the most recently completed financial year, indebted to the Company or any of its subsidiaries.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

The text of the Audit Committee's Charter is attached as Schedule "C".

Composition of the Audit Committee

The Company's Audit Committee is composed of the following:

Name	Independence[3]	Financial Literacy
Peter J. Hoyle	Not Independent[1]	Financially literate[2]
Chadley Diakow	Not Independent[1]	Financially literate[2]
Hector Diakow	Independent[1]	Financially literate[2]

Notes:

(1) A member of an audit committee is independent if, in addition to meeting other regulatory requirements, the member has no direct or indirect material relationship with the Company, which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment pursuant to NI 52-110.

(2) An individual is financially literate if they have the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

(3) As the Company will be a venture issuer at the Listing Date, the Company will not be required to have an audit committee comprised of a majority of independent directors. At the Listing Date, the composition of the audit committee will be compliant with section 6.1.1 of NI 52-110 as the majority of its members will not be executive officers, employees or control persons of the Company.

Relevant Education and Experience

Each member of the Company's Audit Committee has adequate education and experience that is relevant to his performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

(a) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and provisions;

(b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising individuals engaged in such activities; and

(c) an understanding of internal controls and procedures for financial reporting.

Peter J. Hoyle – Mr. Hoyle is the President of Antler Oil & Gas Development Inc., Burnaby (since 2006), a company specializing in renewable/green fluid products derived from waste vegetable oil and canola oil used as alternatives to hydrocarbons in construction and oilfield applications. Mr. Hoyle was previously President and CEO of GA Computer Sciences Inc, a public company, from 2004 to 2006. Mr. Hoyle was also a consultant to various chemical industry companies from 2000 to 2016. In addition, Mr. Hoyle was the Area Sales Manager - Performance Fluids for Esso Chemical Canada (Toronto/Houston) from 1987-2000 and held various corporate positions with Esso/Imperial Oil (Toronto) from 1978-1987. Mr. Hoyle has a Bachelor of Science degree from Trent University, Peterborough, Ontario. Mr. Hoyle's financial reporting experience includes his role as President and CEO of GA Computer Sciences Inc., a NASDAQ listed company. In that role he was responsible for quarterly financial reporting and review with independent auditors prior to making public filings. In addition, as president of Antler Oil & Gas Development Inc., he is responsible for all financial accounting, balance sheet preparation, reporting and annual tax submissions. Antler Oil & Gas Development Inc. is a private bio fuel chemical company selling bio fuel products to customers in the construction industry and their suppliers, and to oil and gas producing companies. Mr. Hoyle's executive and management experience with both private and public companies has provided him with a general understanding of accounting principles and the ability and experience necessary to evaluate financial statements that present a breadth and level of complexity of accounting issues comparable to the breadth and complexity of issues that are expected to be raised by the Company's financial statements.

Chadley Diakow – Mr. Diakow is a proven innovator in the field of organic soil production and has 14 years of agribusiness experience, working primarily as an independent contractor in the industry. His areas of expertise include integrated pest management and the design and construction of light-deprivation greenhouses. His wholly owned construction company (Chadley Construction) has also designed and built multiple large-scale greenhouses for several farms. Mr. Diakow has also developed his own blends of essential oils and food-grade products to control pests and fungi that inhibit growth. Mr. Diakow's experience as an independent contractor managing his own business activities has provided him with a general understanding of accounting principles and the ability and experience necessary to evaluate financial statements that present a breadth and level of complexity of accounting issues comparable to the breadth and complexity of issues that are expected to be raised by the Company's financial statements. He has worked with third party accounting service providers in connection with accounting issues related to his business and in so doing has gained an understanding of internal controls and procedures for financial reporting.

Hector Diakow – Mr. Diakow is a multi-disciplined consultant and entrepreneur having held positions ranging from bookkeeper to business manager, labourer to site coordinator and directing advertising sales and marketing. With an education background in the Sciences, Business administration and Community development, he has been involved with publicly traded, privately funded, not for profit and charitably funded groups and companies spanning heavy industry, construction, natural resources, media, corporate and leisure events and sports organizations. Between 2018 and 2020 Mr. Diakow worked with Great Bear Resources Ltd. providing bookkeeping and administrative services support. In his role as a bookkeeper with Great Bear Resources Ltd., Mr. Diakow became familiar with the general application of accounting principles in connection with accounting for estimates, accruals and reserves. This experience has provided him with a general understanding of accounting principles and the ability and experience necessary to evaluate financial statements that present a breadth and level of complexity of accounting issues comparable to the breadth and complexity of issues that are expected to be raised by the Company's financial statements.

In addition to the foregoing, the Company also makes third party experts available to its audit committee members, including representatives of the Company's auditors, to address any questions the committee members may have regarding the preparation of the Company's financial statements.

No chair of the Audit Committee has been appointed. It is currently anticipated that a member will be appointed to chair each audit committee meeting on an ad-hoc or rotating basis.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial period, has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial period, the Company has not relied on the exemptions contained in Section 2.4, 6.1.1(4), 6.1.1(5), 6.1.1(6), or Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees (By Category)

Set forth below are details of certain service fees paid to the Company's external auditor in each of the last two fiscal years for audit services:

Nature of Services	Fees Billed by the Auditor During the Financial period ended November 30, 2020	Fees Billed by the Auditor During the Financial period ended November 30, 2019
Audit Fees(1)	10,000(5)	Nil (5)
Audit-Related Fees(2)	Nil (5)	Nil (5)
Tax Fees(3)	Nil (5)	Nil (5)
All Other Fees(4)	Nil (5)	Nil (5)
TOTAL:	**10,000(5)**	**$Nil(5)**

Notes:

(1) "**Audit Fees**" include fees necessary to perform the annual audit and quarterly reviews of the Company's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "**Audit-Related Fees**" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "**Tax Fees**" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "**All Other Fees**" include all other non-audit services.

(5) These fees are estimated figures and represent fees accrued which have not yet been paid in full by the Company.

Corporate Governance

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. NP 58-201 provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, NI 58-101 prescribes certain disclosure by the Company of its corporate governance practices. This disclosure, as it applies to the Company, is presented below.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment.

The only independent member of the Board at present is Hector Diakow.

The non-independent members of the Board at present are Stephen Gerald Diakow (President and CEO), Peter J. Hoyle (CFO and Corporate Secretary) and Chadley Diakow.

The Board facilitates its independent supervision over Management by having regular Board meetings and by establishing and implementing prudent corporate governance policies and procedures.

Directorship

Certain directors are presently directors of one or more other reporting issuers. See "*Directors and Officers*" above for further details.

Orientation and Continuing Education

The Board does not have a formal policy relating to the orientation of new directors and continuing education for directors. The appointment of a new director is a relatively infrequent event in the Company's affairs, and each situation is addressed on its merits on a case-by-case basis. The Company has a relatively restricted scope of operations, and most candidates for Board positions will likely have past experience in the mining industry; they will likely be familiar with the operations of a resource exploration company of the size and complexity of the Company. The Board, with the assistance of counsel, keeps itself appraised of changes in the duties and responsibilities of directors and deals with material changes of those duties and responsibilities as and when the circumstances warrant. The Board will implement an informal orientation program for new directors that suits their relative experiences. The Board will evaluate these positions, and if changes appear to be justified, formal policies will be developed and followed.

Board meetings are generally held at the Company's offices and, from time to time, are combined with presentations by Management to give the directors additional insight into the Company's business. In addition, Management makes itself available for discussion with the Board members.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and Management and the strategic direction and processes of the Board and its committees.

Ethical Business Conduct

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

Nomination of Directors

The Board will consider its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

Management will conduct an annual review of the compensation of the Company's directors and executive officers and make recommendations to the Board. The Board determines compensation for the directors and executive officers.

Other Board Committees

The Board has no other committees other than the Audit Committee.

Board Assessments

The Company does not conduct formal assessments of the Board or its committees as it is at an early stage of development and believes that it can assess Board and committee performance informally through discussions at Board meetings, with input from management. The Company will consider adopting formal assessment procedures once it is a reporting issuer and its shares are listed for trading on the CSE.

PLAN OF DISTRIBUTION

Agency Agreement

Pursuant to this Prospectus, the Company, through the Agent, is offering 7,000,000 Units in the case of the Minimum Offering and 8,000,000 Units in the case of the Maximum Offering to the public at a price of $0.10 per Unit, for aggregate gross proceeds of $700,000 in the case of the Minimum Offering and $800,000 in the case of the Maximum Offering. Each Unit is comprised of one Offering Share and one Warrant. Each Warrant will entitle the holder thereof to acquire one Warrant Share upon payment of the exercise price of $0.35 at any time prior to 4:00 p.m. (Vancouver time) on the date which is 24 months from the Listing Date. The Warrants will be administered pursuant to the Warrant Indenture. See "*Description of Securities Distributed - Warrants- Warrant Indenture*". This Prospectus qualifies the distribution of up to 8,000,000 Units.

The Offering is being made on commercially reasonable efforts basis and is subject to a minimum aggregate subscription of 7,000,000 Units within 90 days of the Effective Date. All subscription funds received will be held by the Agent and if subscriptions for the entire Minimum Offering are not received within the 90 day period, subscription monies will be returned to subscribers without interest or deduction. If the Minimum Offering is not fully subscribed within ninety (90) days from the Effective Date, the Offering may continue if the Company files and receives a receipt for an amended and restated preliminary prospectus and the amended and restated preliminary prospectus has been sent to all Purchasers who subscribed during the initial ninety (90) day period from the Effective Date. The maximum distribution period for the Offering is 180 days from the Effective Date.

Pursuant to the Agency Agreement, the Company has engaged the Agent as its exclusive agent for the purposes of the Offering, and the Company, through the Agent, hereby offers for sale to the public under this Prospectus, on a commercially reasonable efforts basis, the Units to be issued and sold under the Offering at the Offering Price, subject to prior sale if, as and when issued. The Offering Price was established through negotiation between the Company and the Agent.

The Agent may, in connection with the Offering subject to prior review by the Company, retain one or more Selling Firms and may receive subscriptions for Units from such Selling Firms. The Agent is not obligated to purchase any of the Units in connection with the Offering.

The Offering is being made in each of the provinces of British Columbia, Alberta and Ontario. The Offering Shares will be offered in each of the provinces of British Columbia, Alberta and Ontario, through the Agent or their affiliates who are registered to offer the Units for sale in such provinces and such other registered dealers as may be designated by the Agent. Subject to applicable laws, the Agent may offer the Units outside of Canada.

The Units offered hereby have not been and will not be registered under the U.S. Securities Act or any securities or "blue sky" laws of any state of the U.S. Accordingly, the Units may not be offered or sold, directly or indirectly, within the United States or to, or for the benefit or account of, any U.S. Person, except in accordance with an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws.

Pursuant to the terms of the Agency Agreement, the Company has agreed to pay the Agent the Corporate Finance Fee and the Agent's Commission equal to 8% of the gross proceeds received from the sale of the Units under the Offering.

Under the terms of the Agency Agreement, the Company has agreed to issue to the Agent Agent's Options entitling the Agent to purchase that number of Common Shares equal to 8% of the Units sold by the Agent under the Offering. The maximum number of Agent's Shares that may be issued is 640,000. The Agent's Options may be exercised in whole or in part at any time prior to 4:00 p.m. (Vancouver time) on the date which is twenty-four (24) months from the Listing Date upon the payment of the exercise price of $0.10 per Agent's Share. This Prospectus qualifies the distribution of the Agent's Options.

Pursuant to the terms of the Agency Agreement, the Company has also agreed to pay the Agent's reasonable expenses in connection with the Offering, including legal expenses (such legal fees of Agent's counsel not to exceed $25,000 exclusive of taxes and disbursements subject to extenuating circumstances wherein the Company and Agent will agree upon a revised amount) and the Agent's reasonable out-of-pocket expenses

Pursuant to the terms of the Agency Agreement and subject to completion of the Offering, the Company has also agreed that Agent will have a right of first refusal to act as the Company's fiscal agent for any brokered financing for 12 months following completion of the Offering.

The Agent, the directors, officers, employees and affiliates thereof and the associates of each of them, own or control, as of the date of this Prospectus, 2,000,001 Common Shares representing approximately 19.86% of the outstanding Common Shares of the Company. See "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer*".

The obligations of the Agent under the Agency Agreement may be terminated at any time before the Closing Date at the Agent's discretion on the basis of the assessment of the state of the financial markets and may also be terminated at any time on the occurrence of certain stated events.

Subscriptions will be received for the Units and Over-Allotment Units offered hereby subject to rejection or allotment in whole or in part and the right is reserved to the Company to close the subscription books at any time. Upon rejection of a subscription, or in the event that the Minimum Offering does not complete within the time required, the subscription price and the subscription will be returned to the Purchaser forthwith without interest or deduction. The Offering Shares and Warrants acquired hereunder will be delivered in book entry form through CDS or its nominee which will be deposited with CDS on the Closing Date. If delivered in book entry form, purchasers of the Offering Shares and Warrants will receive only a customer confirmation from the Agent or registered dealer that is a CDS participant and from or through which the Offering Shares were purchased.

Listing of the Common Shares

The CSE has conditionally approved the listing of the Common Shares on the CSE. Listing of the Common Shares will be subject to the Company fulfilling all of the listing requirements of the CSE.

As at the date of this Prospectus, the Company does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside of Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

RISK FACTORS

An investment in the Units of the Company should be considered highly speculative and involves certain risks. When evaluating the Company and its business, prospective purchasers of the Units should carefully consider the information set out in this Prospectus and the risks described below and in the documents incorporated by reference in this Prospectus.

There is no assurance that any risk management steps taken will avoid future loss due to the occurrence of the risks described below (or incorporated by reference herein) or other unforeseen risks. If any of the risks described below actually occur, then the Company's business, financial condition and operating results could be adversely affected.

The risks and uncertainties described or incorporated by reference herein are not the only ones the Company faces. Additional risks and uncertainties, including those that the Company is unaware of or that are currently deemed immaterial, may also adversely affect the Company and its business. Investors should consult with their professional advisors to assess any investment in the Company.

Risks Related to the Business

Limited Operating History

The Company is subject to many of the risks common to early-stage enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial, and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered during these early stages of operations.

Limited Business History

The Company has not had any history of earnings; has not paid any dividends and it is unlikely that the Company will pay any dividends in the immediate or foreseeable future. The Company will generate earnings in the near future. The success of the Company will depend entirely on the expertise, ability, judgment, discretion, integrity and good faith of its management.

The Company has limited financial resources and there is no assurance that additional funding will be available to the Company for further operations or to fulfill its obligations under applicable agreements. There is no assurance that the Company can generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

The continued operation of the Company will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In such an event, the probability of a profitable resale of the Common Shares would be diminished.

Negative Operating Cash Flow

The Company reported negative operating cash flows for the year ended November 30, 2020. It is anticipated that the Company will continue to report negative operating cash flows in future periods. It is expected that a portion of the net proceeds from the Offering will be used for working capital to fund negative operating cash flows. See "*Use of Proceeds*".

Research and Development Activities

It is important for the Company to continue to invest steadily in research and development. However, because the Company will compete in a constantly evolving market, it may pursue research and development projects that do not result in viable commercial products. Any failure to translate research and development expenditures into successful new product introductions could have an adverse effect on the Company's business.

Technical Risks

Technical risks are inherent in the development process, in that an immature technology could present unexpected challenges that exceed the planned time or money to overcome. There can be no guarantee that the Company will be able to overcome technical risks.

Inability to Protect Intellectual Property

The Company owns certain material intellectual property which is not yet registered. The Company may file patent, trademark and copyright applications in the United States, Canada and in other foreign countries as part of its strategy to protect its intellectual property. However, these registrations may provide only limited protection of the Company's intellectual property.

The Company considers its rights to the Formula, recipes, know-how and trade secrets, to represent a significant portion of its net assets. The Company has, therefore, utilized a combination of security measures, confidentiality policies, contractual arrangements to protect its proprietary formulations and other valuable trade secrets. The Company may be unable to obtain registrations for its intellectual property rights for various reasons, including refusal by regulatory authorities to register trademarks or other intellectual property protections, prior registrations of which it is not aware, or it may encounter claims from prior users of similar intellectual property in areas where it operates or intends to conduct operations. There can be no assurances that any steps taken by the Company to protect its intellectual property will be adequate to prevent misappropriation or independent third-party development of the Company's intellectual property.

Operating Risk and Insurance Coverage

The Company intends to obtain insurance to protect its assets, operations and employees. While the Company believes insurance coverage can adequately address all material risks to which it may be exposed and is adequate and customary in its current state of operations, such insurance is subject to coverage limits and exclusions and may not be available for all risks and hazards to which the Company is exposed. In addition, no assurance can be given that such insurance will be adequate to cover the Company's liabilities or will be generally available in the future or, if available, that premiums will be commercially justifiable. If the Company were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, or if the Company were to incur such liability at a time when it is not able to obtain liability insurance, its business, results of operations and financial condition could be materially adversely affected.

Additional Financing

The continued development of the Company will require additional financing. There is no guarantee that the Company will be able to achieve its current business strategy. The Company intends to fund its business objectives by way of additional offerings of equity and/or debt financing as well as through anticipated positive cash flow from operations in the future. The failure to raise or procure such additional funds or the failure to achieve positive cash flow could result in the delay or indefinite postponement of current business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Company. If additional funds are raised by offering equity securities, existing shareholders could suffer significant dilution. The Company will require additional financing to fund its operations until positive cash flow is achieved.

Achieving our projected development goals in the announced and expected time frames

From time to time, the Company sets goals for, and makes statements regarding, the expectations and timing of the accomplishment of certain objectives that are material to our success. The actual timing of these events can vary dramatically. If the Company fails to achieve one or more of these milestones as planned, there is a risk that the Company's operations, financial condition and the price of the Company's Common Shares could be materially adversely affected. In the past, following periods of volatility in the market price of public company securities, shareholders have often instituted class action securities litigation against those companies. There is a risk that the Company could be subject to such litigation.

Risks Related to the COVID-19 Pandemic

The current outbreak of the novel coronavirus (COVID-19) that was first reported from Wuhan, China in December 2019, and the spread of this virus could continue to have a material adverse effect on global economic conditions which may adversely impact the Company's business. The World Health Organization declared a global emergency on January 30, 2020 with respect to the outbreak and characterized it as a pandemic on March 11, 2020. Cases of COVID-19 have been reported in 219 countries, areas or territories as of March 31, 2021, including China, the United States, Canada, and countries in the European Union. The extent to which the outbreak impacts the Company's business will depend on future developments, which are highly uncertain and cannot be predicted, including new information which may emerge concerning the severity of the outbreak and the actions to contain the outbreak or treat its impact, among others. Moreover, the actual and threatened spread of the coronavirus globally could also have a material adverse effect on the regional economies in which the Company intends to operate, continue to negatively impact stock markets, adversely impact the Company's ability to raise capital, and cause continued interest rate volatility. In particular, the outbreak in Canada, which has resulted in restrictions including quarantines, closures, cancellations and travel restrictions, may have a material adverse effect on the Company's business including operating, manufacturing supply chain, research and development, regulatory submissions and project development delays and disruptions, labour shortages, travel and shipping disruption and shutdowns, interruptions in product supply or restrictions on the export or shipment of the Company's products and reduced customer demand. The Company may incur expenses or delays relating to such events outside of the Company's control, which could have a material adverse impact on the Company's business, operating results and financial condition. Any of these developments, and others, could have a material adverse effect on the Company's business.

Brand Image, Reputation and Marketing Initiatives

Any adverse publicity concerning marketing practices, market trends or consumer dissatisfaction relating directly to the Company or relating to the any of the agribusiness, or fertilizer industry as a whole may damage the Company's corporate reputation and brand image, undermine customer confidence and reduce long-term demand for its products.

The impact of adverse publicity on the Company's operations may be magnified due to the rapidly changing media environment. The growing use of social and digital media increases the speed and extent that information or misinformation and opinions can be shared. Negative information about the Company, its brand(s) or products on social and digital media, whether valid or not, could seriously damage its brand(s) and reputation quickly, forcing the Company to actively respond to (and curtail to the extent possible) negative feedback received. If the Company is unable to manage its digital activities and interactions, its product sales, financial condition and operating results could be materially and adversely affected.

The success of the Company's sales and marketing initiatives and practices may be subject to risk, including uncertainties about consumer acceptance, current inventory levels and the ability to communicate key brand and corporate messages to digital audiences. The success of these initiatives is also subject to potential restrictions on product marketing via extensive government regulations and product specific policies. Furthermore, consumers and competitors may challenge certain marketing materials and practices by claiming, among other things, false and misleading advertising. A significant claim of judgement against the Company could result in monetary damages, and limit the Company's ability to maintain sales and marketing practices and negatively impact its profitability. Even if such a claim is unsuccessful or unwarranted, the negative publicity surrounding such assertions could negatively impact the Company's business operations.

Competition

The Company's primary competitors have substantial financial, marketing and production resources; the Company may not have access to such a wide breadth of resources and therefore it may be unsuccessful in competing against current and future competitors. These competitors have diversified portfolios and likely benefit from greater economies of scale due to their size and global manufacturing capabilities. The Company may also face competition from new and emerging businesses that may enter its existing or future markets.

Many of the Company's competitors and potential competitors have longer operating histories, greater brand recognition and loyalty, facilities devoted to research and development, complementary product and service offerings, a larger customer base as well as operations dedicated towards identifying consumer preferences, strong industry relationships with both customers and distributors, as well as significantly greater financial, sales, marketing, manufacturing, distribution, technical, and other resources than the Company has. As a result, they may be able to respond more quickly to customer requirements and devote greater resources towards price-based promotional activities better than the Company can. These competitors may also be able to adapt more quickly to new or emerging technologies and standards and may be able to deliver services that are comparable or superior to that of the Company's services at a far more reduced rate. Such pressures may also restrict the Company's ability to increase prices in response to commodities such as ingredients and equipment, wages and other applicable cost increases. If the Company is unable to compete effectively, its financial condition and operating results may suffer.

Negative Cash Flows From Operations

For the year ended November 30, 2020, the Company sustained net losses from operations of $88,888 and had negative cash flow from operating activities of $58,325. The Company continues to have negative operating cash flow. It is possible the Company may have negative cash flow in any future period and as a result, the Company may need to use available cash, including proceeds from the Offering and any future financings to fund any such negative cash flow.

Decreased Demand for the Company's Products

Demand for the Company's products will depend on consumer preferences and how successfully the Company can predict, identify and interpret the preferences and habits of consumers, and to offer products that appeal to their preferences, including concerns regarding product attributes and ingredients at a competitive cost. If the Company does not accurately predict shifts in consumer preferences or fails to introduce new and improved product offerings, sales could decline. In addition, due to the immense competition within the industry, it is imperative the Company is able to offer an array of products that satisfy the broad spectrum of consumer preferences. If the Company fails to expand their product offerings successfully across product categories or is unable to rapidly develop products in faster growing and more profitable categories, demand for its products will decrease and profitability could suffer.

Additionally, the willingness of consumers to purchase organic-based products (particularly premium-priced products) depends in part on local economic conditions. For example, consumers may shift their purchases from the Company's costly premium-priced products to lower-priced products. The Company must anticipate market trends and the price, performance and functionality requirements of current and potential future customers and must successfully adapt its product offerings to meet these requirements. Failure to do so will have a negative adverse effect on the Company.

There are well documented market trends which suggest demand from consumers shifting from basic to premium products. These trends indicate an increase in demand for organic or natural products and highlight consumer's increased sensitivity to clean manufacturing processes. While the Company's new products appear to address these demands, it is not possible to predict the level of success that these new products will have in the market. Failure to penetrate the market in successful and timely manner will have a negative adverse effect on the Company.

Reliance on Industry Suppliers and Manufacturers

In order to continue executing its business strategy, the Company will rely on third party suppliers to provide certain goods necessary to enable the Company to manufacture, package and distribute its products, in particular key raw materials and necessary packaging materials. The Company may be unable to arrange for the manufacture of its products in a timely fashion, or at all, if any of its suppliers should cease or interrupt production or otherwise fail to supply the Company, or if certain supply agreements are suspended, terminated or otherwise expire without renewal, the Company's activities and results could be materially adversely affected. The Company's ability to deliver according to market demands and contractual commitments depends significantly on obtaining a timely and adequate supply of materials, equipment components (when and if necessary), production capacity and other vital offerings and solutions on competitive terms.

Access to and Cost of Raw Materials

The Company is dependent on a sufficient supply of raw materials and any ingredients that are required to meet current and future customer demand for the Company's products. These materials are necessary for the commercial production of the Company's various product offerings. Variations in supply and demand of these materials at global or regional levels, weather conditions, regulatory changes, geopolitical events and the outbreak of the novel coronavirus (COVID-19) could substantially impact the price and availability of both, raw materials and materials needed to package the Company's products, which could result in loss of sales or claims against the Company as well as adversely affect its brand and reputation. Profitability of the Company is sensitive to fluctuations in wholesale prices of these raw materials as well as other factors such as energy, fuel, equipment, labour and shipping costs and other market conditions, all of which are external factors, beyond the Company's control.

Dividends

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

Regulatory Approvals

After October 26, 2023, it will be necessary for the Company to have registered any soil supplements or fertilizers it proposes to market commercially with the CFIA under the Fertilizers Act. In addition, if the Company eventually wishes to commercially market pesticides and fungicides, such products will need to be registered with Health Canada's Pest Management Regulatory Agency. While management believes that registration will be obtained, there is no guarantee that the Company will be successful in obtaining registration for its products. Failure to successfully register its products after October 26, 2023 could, therefore, adversely affect the company's business.

Management

The success of the Company is currently largely dependent on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance that the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business.

Conflict of Interest

Certain of the Company's directors and officers may, from time to time, serve as directors or officers of other companies involved in similar businesses to the Company and, to the extent that such other companies may participate in the same ventures in which the Company may seek to participate, such directors and officers may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. Such conflicts of the Company's directors and officers may result in a material and adverse effect on Company's results of operations and financial condition.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in forward-looking statements.

Risks Related to the Offering

Completion of the Offering

The completion of the Offering is subject to the satisfaction of all applicable regulatory approvals, which approvals may not be obtained. The CSE has conditionally approved the listing of the Offering Shares, the Warrant Shares and the Agent's Shares on the CSE. Listing of these securities will be subject to the Company fulfilling all of the listing requirements of the CSE and the CSE having no objections to the completion of the Offering.

In addition, the completion of the Offering is subject to the completion of definitive binding documentation and satisfaction of a number of conditions. There can be no certainty that the Offering will be completed. If the Offering is not completed, the Company may not be able to raise the funds for the purposes contemplated under "*Use of Proceeds*" from other sources on commercially reasonable terms or at all.

Use of Proceeds

The Company currently intends to allocate the net proceeds received from the Offering as described under "*Use of Proceeds*" in this Prospectus. However, management will have discretion (subject to approval by the Board of Directors) in the actual application of the net proceeds, and may elect to allocate proceeds differently from that described in "*Use of Proceeds*" if it is believed it would be in the best interests of the Company to do so as circumstances change. The failure by management to apply these funds effectively could have a material adverse effect on the business of the Company and, consequently, could adversely affect the price of the Securities on the open market.

No Guarantee of a Positive Return in an Investment

There is no guarantee that an investment in the Units will earn any positive return in the short term or long term. An investment in the Units involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the Units is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment.

Additional Regulatory Burden

Prior to the proposed Listing Date, 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 holders of the Company's securities 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.

Price Volatility

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Factors unrelated to the financial performance or prospects of the Company include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries, may affect the market price of the Common Shares and Warrants. As a result of any of these factors, the market price of the securities of the Company at any given point in time may not accurately reflect the long-term value of the Company.

No Market for Securities

As of the date of this Prospectus there is no market for the Common Shares, and there can be no assurance that an active and liquid market for the Common Shares will develop or be maintained and an investor may find it difficult to resell any securities of the Company.

The Warrants Will Not be Listed for Trading

Since the Company does not intend to apply for listing of the Warrants on any securities exchange, there is no public market for the Warrants. There can be no assurance that a secondary market for the Warrants will develop or be sustained after the closing of the Offering. Even if a market develops for the Warrants, there can be no assurance that it will be liquid and that the price of the Warrants will be the same as the price allocated for the Warrants partially comprising the Units. If an active market for the Warrants does not develop, the liquidity of an investor's investment in the Warrants may be limited and the price may decline below the portion of the offering price allocated to the Warrants.

Warrants are Speculative in Nature and May Not Have Any Value

The Warrants do not confer any rights of Common Share ownership on their holders, such as voting rights or the right to receive dividends, but rather merely represent the right to acquire Warrant Shares at a fixed price for a limited period of time. Specifically, commencing on the date of issuance, holders of the Warrants may exercise their right to acquire Warrant Shares and pay an exercise price of $0.35 per Warrant Share, subject to certain adjustments, for a period of 24 months following the Closing Date, after which date any unexercised Warrants will expire and have no further value. Moreover, following the completion of the Offering, the market value of the Warrants, if any, is uncertain and there can be no assurance that the market value of the Warrants will equal or exceed their imputed offering price.

Risk Factors Related to Dilution

The Company may issue additional securities in the future, which may dilute a shareholder's holdings in the Company. The Company's articles permit the issuance of an unlimited number of Common Shares and shareholders will have no pre-emptive rights in connection with such further issuance. The directors of the Company have discretion to determine the price and the terms of further issuances. Moreover, additional Common Shares will be issued by the Company on the exercise of options under the Company's stock option plan and upon the exercise of any outstanding warrants.

PROMOTERS

Stephen Gerald Diakow may be considered a promoter of the Company in that he took the initiative in founding and organizing the business of the Company. Mr. Diakow owns 900,001 Common Shares, representing approximately 8.94% of the Common Shares issued and outstanding as at the date of this Prospectus, representing approximately 5.27% of the Common Shares issued and outstanding immediately following completion of the Minimum Offering and representing approximately 4.98% of the Common Shares issued and outstanding immediately following completion of the Maximum Offering.

Chadley Diakow may be considered a promoter of the Company in that he took the initiative in founding and organizing the business of the Company. Mr. Diakow owns 500,000 Common Shares, representing approximately 4.97% of the Common Shares issued and outstanding as at the date of this Prospectus, representing approximately 2.93% of the Common Shares issued and outstanding immediately following completion of the Minimum Offering and representing approximately 2.77% of the Common Shares issued and outstanding immediately following completion of the Maximum Offering.

As noted under the heading "Description of The Business", the Company acquired the Formula from Chadley Diakow in June, 2020. Details respecting the nature and amount of consideration paid to Chadley Diakow in connection with the acquisition of the Formula, as well as his ongoing compensation from the Company can be found under the heading "Description of The Business".

In 2019, the Company became aware of Chadley Diakow's organic plant supplement/nutrient business. At the time, regulation changes were making growing less restricted and growers were looking for competitive edges to produce more, and higher quality plants. Realizing the potential for high quality plant nutrients in the well-established commercial greenhouse business, the Company felt that there could be an opportunity to become a quality supplier. With Mr. Diakow's background in plant nutrition, the Company was prepared to engage him to develop and operate an organic plant nutrient "farm", which could supply a variety of commercial greenhouses and other organic farming operations.

While results from R&D test plantings were encouraging, there was no substantial commercial history for Mr. Diakow's business and as a result, the decision to acquire the business carried attendant risk which would not allow the Company to pay a large sum of cash for the Formula. It was therefore determined that Mr. Diakow would be compensated for the Formula by providing him with a small equity stake in the Company and the opportunity to further develop the business in exchange for an ongoing consulting fee for ongoing R&D contributions and operational site functions. Determinations respecting the amount of consideration were made by the Board with primary input from the company's Chief Financial Officer, Peter Hoyle (also a member of the Board).

See "*Directors and Officers*" above and "*Executive Compensation*" above for further information.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

To the knowledge of management of the Company, there is no material litigation outstanding, threatened or pending, as of the date hereof, by or against the Company which would be material to a purchaser of securities of the Company. To the knowledge of management of the Company, there have been no penalties or sanctions imposed by a court or regulatory body against the Company, nor has the Company entered into any settlement agreement with a court or securities regulatory authority, as of the date hereof, which would be material to a purchaser of securities of the Company.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director, executive officer or other insider of the Company, or associate or affiliate of them, has any material interest, direct or indirect, in any transaction since incorporation or in any proposed transaction that has materially affected or will materially affect the Company.

RELATIONSHIP BETWEEN THE COMPANY AND AGENT

The Company is not a related issuer or a connected issuer to the Agent, as such terms are defined under National Instrument 33-105 - *Underwriting Conflicts*.

AUDITOR, TRANSFER AGENT AND REGISTRAR

Auditor

The auditor of the Company is Dale Matheson Carr-Hilton LaBonte LLP, Chartered Professional Accountants, of 1500 – 1140 West Pender Street, Vancouver, British Columbia V6E 4G1.

Registrar and Transfer Agent

The registrar and transfer agent of the Common Shares is Odyssey Trust Company of Suite 323, 409 Granville Street, Vancouver, British Columbia V6C 1T2.

MATERIAL CONTRACTS

Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Company within two years prior to the date of this Prospectus which are currently in effect and considered to be currently material:

1. Agency Agreement to be entered into between the Agent and the Company, referred to under "*Plan of Distribution*".

2. Escrow Agreement dated March 31, 2021 between Odyssey Trust Company, as escrow agent, the Company, and certain principals of the Company, referred to under "*Escrowed Securities and Securities Subject to Contractual Restriction on Transfer"*

3. Warrant Indenture dated as of the Closing Date between Odyssey Trust Company, as warrant agent, and the Company, referred to under "*Description of Securities Distributed - Warrants- Warrant Indenture*".

4. Amended Farm Lease Agreement dated November 1, 2020 between Roger L. Pettit & Elisabeth Grace Pettit as landlords and the Company as tenant, referred to under "*Description of the Business*".

5. IP Transfer Agreement dated June 18, 2020 between Chadley Diakow and the Company, referred to under "*Description of the Business*".

Other than the Warrant Indenture (which will be entered into on the Closing Date), copies of these agreements will be available for inspection at the Company's registered and records office, 1200 - 750 West Pender Street, Vancouver, British Columbia Canada, V6C 2T8 at any time during ordinary business hours prior to the listing of the Common Shares on the CSE.

INTEREST OF EXPERTS

DMCL Chartered Professional Accountants LLP are the auditors of the Company and have, as at the date of this Prospectus, confirmed that they are independent of the Company within the meaning of the Rules of Professionals Conduct of the Chartered Professional Accountants of British Columbia.

As at the date of this Prospectus, the partners and associates of DMCL Chartered Professional Accountants LLP will not receive a direct or indirect interest in the property of the Company or of any associate or affiliate of the Company. In addition, except as disclosed herein, no other director, officer, partner or employee of any of the aforementioned companies and partnerships is currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of any associates or affiliates of the Company.

ELIGIBILITY FOR INVESTMENT

In the opinion of Legacy Tax + Trust Lawyers, special tax counsel to the Company, based on the provisions of the Tax Act as of the date hereof, the Offering Shares, the Warrants and the Warrant Shares (collectively, the "**Offered Securities**"), if issued on the date hereof, would be "qualified investments" under the Tax Act for a trust governed by a registered retirement savings plan ("**RRSP**"), registered retirement income fund ("**RRIF**"), deferred profit sharing plan, registered education savings plan ("**RESP**"), registered disability savings plan ("**RDSP**") and tax-free savings account ("**TFSA**") (collectively, "**Deferred Plans**") provided that (i) in the case of the Offering Shares and Warrant Shares, the Offering Shares or Warrant Shares are listed on a "designated stock Exchange" as defined in the Tax Act (which currently includes the CSE), and (ii) in the case of the Warrants, the Warrant Shares are listed on a designated stock exchange (which currently includes the CSE), and the Company deals at arm's length with each person who is an annuitant, a beneficiary, an employer or a subscriber under such Deferred Plan.

The Offered Securities are not currently listed on a designated stock exchange and the Company is not currently a "public company", as that term is defined in the Tax Act. The Company has applied to list the Offered Securities on the CSE as of the day before the Closing of the Offering, followed by an immediate halt in trading of the Offered Securities in order to allow the Company to satisfy the conditions of the CSE and to have the Offered Securities listed and posted for trading prior to the issuance of the Offered Securities on the Closing of the Offering. The Company must rely on the CSE to list the Offered Securities on the CSE and have them posted for trading prior to the issuance of the Offered Securities on the Closing of the Offering and to otherwise proceed in such manner as may be required to result in the Offered Securities being listed on the CSE at the time of their issuance on Closing. If the Offered Securities are not listed on the CSE at the time of their issuance on the Closing of the Offering and the Company is not otherwise a "public company" at that time, Offered Securities will not be "qualified investments" for the Deferred Plans at that time.

Notwithstanding that the Offered Securities may be a "qualified investment" for a Deferred Plan, the annuitant under an RRSP or RRIF, the holder of a TFSA or RDSP, or the subscriber of a RESP will be subject to a penalty tax if such Offered Securities are a "prohibited investment" (as defined in the Tax Act) for the RRSP, RRIF, RESP, RDSP or TFSA. The Offered Securities will generally not be a "prohibited investment" for a particular RRSP, RRIF, RESP, RDSP or TFSA provided that the annuitant under the RRSP or RRIF, the holder of the TFSA or RDSP, or the subscriber of the RESP, as the case may be, deals at arm's length with the Company for purposes of the Tax Act and does not have a "significant interest" (as defined in the Tax Act) in the Company. In addition, the Offered Securities will not be a prohibited investment if such securities are "excluded property" (as defined in the Tax Act for purposes of these rules) for the particular TFSA, RRSP, RESP, RDSP or RRIF.

Persons who intend to hold Offered Securities in a trust governed by a Deferred Plan should consult their own tax advisors with respect to the application of these rules in their particular circumstances.

RELATIONSHIP BETWEEN THE COMPANY'S PROFESSIONAL PERSONS AND EXPERTS

Morton Law LLP is corporate and securities counsel to the Company. Legacy Tax & Trust Lawyers is special tax counsel to the Company, and MLT Aikins LLP is counsel to the Agent. As at the date of this Prospectus, the partners and associates of Morton Law LLP do not own, directly or indirectly, any Common Shares of the Company. As at the date of this Prospectus, the partners and associates of Legacy Tax & Trust Lawyers do not own, directly or indirectly, any Common Shares. As at the date of this Prospectus, the partners and associates of MLT Aikins LLP do not own, directly or indirectly, any Common Shares.

OTHER MATERIAL FACTS

Other than as disclosed herein, to Management's knowledge, there are no further material facts or particulars in respect of the securities previously issued by the Company that are not already disclosed herein that are necessary to be disclosed for this Prospectus to contain full, true and plain disclosure of all material facts relating to such securities.

PURCHASER'S STATUTORY RIGHT OF WITHDRAWAL AND RESCISSION

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

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

LIST OF EXEMPTIONS

The Company has not applied for or received any exemption from National Instrument 41-101 – *General Prospectus Requirements*, regarding this Prospectus or the distribution of its securities under this Prospectus

FINANCIAL STATEMENTS

Attached to and forming a part of this Prospectus are the following financial statements:

- Audited annual financial statements of the Company for the financial year ended November 30, 2019.
- Audited annual financial statements of the Company for the financial year ended November 30, 2020.
- Unaudited interim financial statements of the Company for interim period ended February 28, 2020.

SCHEDULE A

FINANCIAL STATEMENTS

[Attached]

ARGO LIVING SOILS CORP.

FINANCIAL STATEMENTS

FOR THE YEARS ENDED NOVEMBER 30, 2020 AND 2019

(Expressed in Canadian Dollars)

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Argo Living Soils Corp.:

Opinion

We have audited the financial statements of Argo Living Soils Corp. (the "Company"), which comprise the statements of financial position as at November 30, 2020 and 2019, and the statements of comprehensive loss, statement of changes in shareholders' equity and statements of cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at November 30, 2020 and 2019, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in Management's Discussion and Analysis.

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

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

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

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and

are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

June 24, 2021

MOORE

An independent firm associated with Moore Global Network Limited

ARGO LIVING SOILS CORP.

STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

As at	Note	November 30, 2020	November 30, 2019
Assets			
Current Assets:			
Cash		$ 197,857	$ 8,646
GST/HST recoverable		1,371	–
Prepaid expenses		129	–
		199,357	8,646
Non-Current Assets:			
Equipment	*4*	13,011	–
ROU Asset	*4*	21,201	
Total Assets		**$ 233,569**	**$ 8,646**
Liabilities			
Current Liabilities:			
Accounts payable and accrued liabilities	*9*	$ 10,236	$ –
Due to related parties	*6*	11,071	5,000
Lease liability	*10*	11,140	–
		32,447	5,000
Long term lease liability	*10*	5,167	–
Total Liabilities		**$ 37,614**	**$ 5,000**
Shareholders' Equity			
Share capital	*5*	275,309	7,500
Contributed surplus	*6*	13,388	–
Accumulated deficit		(92,742)	(3,854)
		195,955	3,646
Total Liabilities and Shareholders' Equity		**$ 233,569**	**$ 8,646**

Nature and continuance of operations – Note 1
Subsequent events – Note 12

Approved on behalf of the Board of Directors

"*Chadley Diakow*" — Director

"*Peter Hoyle*" — Director

The accompanying notes are an integral part of these financial statements

ARGO LIVING SOILS CORP.

STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	Note	For the year ended November 30, 2020	2019
General and administrative expenses:			
Amortization	4	$ 2,368	$ –
Consulting	6	12,463	450
Farming expense		4,997	–
Management services	6	11,800	–
Office and miscellaneous		11,511	459
Professional fees		23,208	812
Registration and transfer fees		–	178
Research and development	6	22,541	–
		(88,888)	**(1,899)**
Net loss and comprehensive loss		**$ (88,888)**	**$ (1,899)**
Loss per share – basic and diluted		**$ 0.02**	**$ 0.00**
Weighted average number of common shares outstanding – basic and diluted		**4,178,137**	**1,047,945**

The accompanying notes are an integral part of these financial statements

ARGO LIVING SOILS CORP.

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	Number of Common Shares	Share Capital	Shares Subscribed	Contributed Surplus	Accumulated Deficit	Total Shareholders' Equity
Balance at November 30, 2018	900,000	$ 4,500	$ 3,000	$ –	$ (1,955)	$ 5,545
Shares issued from subscriptions	600,000	3,000	(3,000)	–	–	–
Net loss for the year	–	–	–	–	(1,899)	(1,899)
Balance at November 30, 2019	1,500,000	7,500	–	–	(3,854)	3,646
Shares issued for cash	8,570,000	269,500	–	–	–	269,500
Share issuance costs	–	(1,691)	–	–	–	(1,691)
Contributed Surplus	–	–	–	13,388	–	13,388
Net loss for the year	–	–	–	–	(88,888)	(88,888)
Balance at November 30, 2020	**10,070,000**	**$ 275,309**	$ –	**$ 13,388**	**$ (92,742)**	**$ 195,955**

The accompanying notes are an integral part of these financial statements

ARGO LIVING SOILS CORP.

STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	Year ended November 30, 2020	Year ended November 30, 2019
Cash flows used in operating activities		
Net loss	$ (88,888)	$ (1,899)
Non-cash items:		
Amortization	2,368	–
Donated labour	13,388	–
Changes in working capital items:		
GST/HST receivable	(1,371)	–
Due to related parties	6,071	–
Prepaid expenses	(129)	–
Accounts payable and accrued liabilities	10,236	(315)
	(58,325)	(2,214)
Cash flows used in investing activities		
Equipment	(14,457)	–
	(14,457)	–
Cash flows used in financing activities		
Repayment of lease obligations	(5,816)	–
Issue shares	267,809	–
	261,993	–
Increase (decrease) in cash	189,211	(2,214)
Cash, beginning	8,646	10,860
Cash, ending	**$ 197,857**	**$ (8,646)**

The accompanying notes are an integral part of these financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

Argo Living Soils Corp. (the "Company") was incorporated on March 14, 2018 under the Business Corporation Act of British Columbia. The Company's primary business activity is producing and developing organic soil amendments, living soils, bio-fertilizers, natural pesticides and fungicides, vermicompost, and compost tea kits formulated specifically for high value husbandry. The Company's corporate office is located at 820 – 1130 West Pender Street, Vancouver, BC V6E 4A4.

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The impact on the Company is not currently determinable, but management continues to monitor the situation.

These financial statements have been prepared on a going concern basis, which assumes that the Company will have sufficient capital to fund the costs of its operations and realize the carrying value of assets and discharge liabilities in the normal course of operations. A different base of measurements may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at November 30, 2020, the Company has not advanced its operations to commercial production. The ability of the Company to continue as a going concern is dependent upon the successful results from its composting activities and its ability to attain profitable operations and generate funds from and/or raising sufficient equity financing, issuing debt or securing related party advances to complete the development of its composting interests. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management anticipates that the Company will need to seek out additional equity financing to continue with planned development and general operations for the ensuing year.

2. BASIS OF PRESENTATION

These financial statements were authorized for issue on June 24, 2021 by the directors of the Company.

Statement of compliance with International Reporting Standards

The financial statements are 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").

Basis of measurement

The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, except for certain financial instruments, which are measured at fair value as described in Note 3. The financial statements are presented in Canadian dollars unless otherwise noted.

3. SIGNIFICANT ACCOUNTING POLICIES

Significant accounting judgements

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

- the classification of development expenditures or operating expenses; and
- the assessment of the Company's ability to continue as a going concern.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant accounting estimates and assumptions

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

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability of the carrying value of development assets, the fair value of share based payments and financial instruments and the recoverability measurement of deferred tax assets.

Loss per share

The Company presents basic and diluted loss per share data for its common shares. Basic loss per share is calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the 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.

For both years presented, there are no dilutive instruments. Accordingly, diluted loss per share equals basic loss per share.

Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares and share warrants are classified as equity instruments. When the Company issues units as part of a private placement, consisting of both common shares and common share purchase warrants, the fair value of the shares is determined using the market price, and the residual value is assigned to the warrants. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the flow through share proceeds.

Financial instruments

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

The following table shows the classification of the Company's financial instruments:

Financial asset/liability	Classification IFRS 9
Cash	Amortized cost
Trade payables and accrued liabilities	Amortized cost

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Non-derivative financial assets

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition. Measurement and classification of financial assets is dependent on the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred.

Financial assets at FVTPL

Financial assets carried at FVTPL are initially recorded at fair value, and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in profit and loss in the period in which they arise. Derivatives are also categorized as FVTPL unless they are designated specifically as hedges.

Financial assets at FVTOCI

Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. Gains or losses on financial assets classified as FVTOCI remain within accumulated other comprehensive income following the derecognition of the investment.

Financial assets at amortized cost

Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date. Gains and losses on derecognition of financial assets classified amortized cost are recognized in profit or loss.

Financial liabilities

For financial liabilities, the new standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change relating to the Company's own credit risk is recorded in other comprehensive income rather than in profit or loss, unless this creates an accounting mismatch. Financial liabilities are recognized initially at fair value, net of transaction costs incurred, and are subsequently measured at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit and loss over the period to maturity using the effective interest method.

Derivative instruments

Derivative instruments, including embedded derivatives in executory contracts or financial liability contracts, are classified as at FVTPL and, accordingly, are recorded in the statement of financial position at fair value.

Expected credit losses

IFRS 9 introduces a new three-stage expected credit loss model for calculating impairment for financial assets. IFRS 9 no longer requires a triggering event to have occurred before credit losses are recognized. The Company is required to recognize expected credit losses when financial instruments are initially recognized and to update the amount of expected credit losses recognized at each reporting date to reflect changes in the credit risk of the financial instruments. In addition, IFRS 9 requires additional disclosure requirements about expected credit losses and credit risk.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes

Current income taxes

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 countries 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 the 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 taxes

Deferred income tax is provided using the asset and liability method 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 assets 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) enacted or substantively enacted at the end of each reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exits to set off current tax liabilities and assets and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Research and development

Expenditures on research are expensed as incurred. Research activities include formulation, design, evaluation and final selection of possible alternatives, products, processes, systems or services. Development expenditures are expensed as incurred unless the Company can demonstrate all of the following: (i) the technical feasibility of completing the intangible asset so that it will be available for use or sale; (ii) its intention to complete the intangible asset and use or sell it; (iii) its ability to use or sell the intangible asset; (iv) how the intangible asset will generate probable future economic benefits. Among other things, the Company can demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset; (v) the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and (vi) its ability to measure reliably the expenditure attributable to the intangible asset during its development.

Share-based compensation

Share-based payments to employees are measured at the fair value of the stock options issued and recognized over the vesting period. Share-based payments to non-employees are measured at the fair value of goods and services received by the Company or the fair value of the stock options granted, if the fair value of the goods and services cannot be reliably estimated. The fair value of the stock options is determined using Black-Scholes option pricing model, taking into account the terms and conditions upon which the stock options are granted. At each reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options that are expected to vest.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Equipment

Equipment is recorded at cost. Cost includes expenditures that are directly attributable to the acquisition of the asset. This includes the purchase price, any other costs directly attributable to bringing the assets to a working condition for intended use and the costs of dismantling and removing the items and restoring the site on which they are located.

Where an item of equipment comprises significant parts with useful lives that are significantly different from that of the asset as a whole, the parts are accounted for as separate items of equipment and depreciated accordingly. An item of equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising from derecognizing an asset determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized through profit or loss.

Equipment is depreciated over its estimated useful life. Interest incurred during construction of facilities is capitalized and depreciated over the life of the asset. Costs for normal repairs and maintenance that do not extend economic life or improve service potential are expensed as incurred. Costs of improvements that extend economic life or improve service potential are capitalized and depreciated over the estimated remaining useful life.

The Company commences recording depreciation when the assets are in a working condition ready for use using the straight-line method at the following rates:

Class	**Usefull Life**
Farming equipment	20 years
Machinery	5 years

Impairment of assets

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

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

An impairment loss is only reversed if there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount Any reversal of impairment cannot increase the carrying value of the asset to an amount higher than the carrying amount that would have been determined had no impairment loss been recognized in previous years.

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

Foreign currency translation

The Compay's financial statements are presented in Canadian dollars, which is the Company's functional currency. Transactions in foreign currencies are translated using the exchange rate prevailing at the date of the transaction. At each reporting date, foreign currency denominated monetary assets and liabilities are translated at year-end exchange rates. Exchange differences arising from the transactions are recorded in profit or loss for the year. Exchange

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

differences arising from operating transactions are recorded in operating profit for the year; exchange differences related to the financing transactions are recognized as finance costs or income, or in other comprehensive income.

Adoption of new standards

Leases

On December 1, 2019, the Company adopted IFRS 16 which replaced IAS 17 "Leases" and related interpretations, using the modified retrospective method which does not require restatement of prior period financial information. Accordingly, comparative information in the Company's financial statements is not restated. The new standard introduces a single lessee accounting model and requires a lessee to recognize an ROU asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments On transition to IFRS 16, the Company elected to apply the practical expedient to grandfather the assessment of which transactions represent leases. The Company did not have contracts that were previously identified as leases under IAS 17 and IFRIC 4. Therefore, the definition of a lease under IFRS 16 was applied only to contracts entered into, or changed, on or after December 1, 2019. The Company used the following additional practical expedients:

• Applied the exemption not to recognize right-of-use assets and lease liabilities for short-term leases with terms less than 12 months and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line or other systematic basis over the lease term;

• Excluded initial direct costs from the measurement of the right-of-use asset at the date of initial application; and

• Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

The Company has furthermore applied judgment to determine the applicable discount rate. The discount rate is based on the Company's incremental borrowing rate and reflects the current market assessments of the time value of money and the associated risks for which the estimates of future cash flows have not been adjusted for.

Accounting standards issued but not yet effective

There are no accounting pronouncements with future effective dates that are applicable or are expected to have material impact on the Company's annual financial statements.

4. EQUIPMENT AND ROU ASSET

	ROU Asset	Equipment	Total
Cost			
Balance at November 30, 2019 and 2018	$ –	$ –	$ –
Additions	22,123	14,457	36,580
Balance at November 30, 2020	$ 22,123	$ 14,457	$ 36,580
Accumulated Depreciation			
Balance at November 30, 2019 and 2018	$ –	$ –	$ –
Amortization	922	1,446	2,368
Balance at November 30, 2020	**$ 922**	**$ 1,446**	$ 2,368
Net Carrying Amounts			
Balance, November 30, 2019	$ –	$ –	$ –
Balance, November 30, 2020	$ 21,201	$ 13,011	$ 34,212

5. SHARE CAPITAL

Authorized: Unlimited common shares without par value

Share issuances:

During the year ended November 30, 2020 the Company had the following share issuances:

On June 18, 2020, the Company issued 500,000 shares at a price of $0.005 per share for proceeds of $2,500.

On July 24, 2020, the Company issued 4,550,000 shares at a price of $0.02 per share for proceeds of $91,000.

On August 31, 2020, the Company issued 3,270,000 shares at a price of $0.05 per share for proceeds of $163,500.

On October 19, 2020, the Company issued 250,000 shares at a price of $0.05 per share for proceeds of $12,500.

During the year ended November 30, 2019 the Company had the following share issuances:

On September 1, 2019, the Company issued 600,000 shares at a price of $0.005 per share for proceeds of $3,000 that were received in the year ended November 30, 2018.

6. RELATED PARTY TRANSACTIONS

Transactions with related parties during the year ended are as follows:

(i) During the year ended November 30, 2020, a company controlled by a director of the Company donated $13,388 for research and development expenses (November 30, 2019, $nil).

(ii) During the year ended November 30, 2020, the Company incurred $2,500 for management expenses and $4,479 for research and development expenses to a director (November 30, 2019, $nil and $nil).

(iii) During the year ended November 30, 2020, a director was paid $9,300 for management expenses and $4,674 for research and development expenses (November 30, 2019, $nil and $nil).

(iv) During the year ended November 30, 2019, the Company issued 600,000 common shares to directors of the Company, at a price of $0.005 for proceeds of $3,000.

(v) During the year ended November 30, 2020, the Company issued 500,000 common shares to directors of the Company, at a price of $0.005 for proceeds of $2,500.

(vi) At November 30, 2020, $6,344 was owed to a director of the Company for expenses paid on behalf of the Company. (November 30, 2019, $nil). These amounts are unsecured, non-interest bearing and due on demand.

(vii) At November 30, 2020, $4,727 was owed to a director of the Company for expenses paid on behalf of the Company. (November 30, 2019, $nil). These amounts are unsecured, non-interest bearing and due on demand.

Monetary transactions with related parties have been recorded at their exchange amount, being the value of consideration as agreed to between the parties.

7. FINANCIAL RISK MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Company's Board of Directors monitors and approves its risk management practices. The Company's most significant areas of financial risk and risk management are as follows:

Credit Risk
Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is attributable to cash. To limit its exposure to credit risk, the Company held its cash with high-credit quality financial institutions in Canada.

Interest Rate Risk
The Company's current exposure to interest rate arises from the interest rate impact on its cash. The fair value of cash are not significantly affected by changes in short term interest rates.

Liquidity Risk
Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company attempts to manage liquidity risk by maintaining sufficient cash balances to satisfy current and planned expenditures. The Company may from time to time have to issue additional shares to ensure there is sufficient capital to meet long term objectives**.**

Foreign currency exchange risk
Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because of change in foreign exchange rates. The Company is not exposed to foreign exchange risk.

Financial Instruments
Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 - Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and
Level 3 - Inputs for assets and liabilities that are not based on observable market data.

The fair value of cash, accounts payable and accrued liabilities approximate fair value due to the short-term nature of the financial instruments.

8. CAPITAL MANAGEMENT

In the management of capital, the Company includes the components of shareholders' equity as well as cash, term deposits and other working capital. The Company currently manages its capital structure and makes adjustments to it, based on cash resources expected to be available to support its operations. Management has not established a quantitative capital structure, but will review on a regular basis the stage of development of the Company.

There were no changes in the Company's approach to capital management during the year.

The Company is not subject to any externally imposed capital requirements.

9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		November 30, 2020		November 30, 2019
Trade payables	$	236	$	–
Accrued Liabilities		10,000		–
Income tax recovery	**$**	10,236	**$**	–

10. LEASE LIABILITY

The Company leases farm land under a lease agreement. The lease liability consists of a lease for the manufacturing facility terminating on November 1, 2021, The lease is renewable upon expiration for an additional year. The leases are calculated using an incremental borrowing rate of 10% per annum.

At November 30, 2020 and 2019, the Company's lease liability related to leases is as follows:

		November 30, 2020		November 30, 2019
Lease Liability – beginning	$	–	$	–
Additions		22,123		–
Interest expense		184		–
Lease payments		(6,000)		–
Lease liability – ending	**$**	16,307	**$**	–

At November 30, 2020, the Company is committed to minimum lease payments as follows:

Maturity analysis		November 30, 2020
Less than one year	$	12,000
One to two years		6,000
Total undiscounted lease liabilities	**$**	18,000

11. INCOME TAXES

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

		For the year ended November 30, 2020		For the year ended November 30, 2019
Net Loss	$	(88,888)	$	(1,899)
Statutory tax rate		27%		27%
Expected income tax recovery at the statutory tax rate	$	(24,000)	$	(500)
Non-deductible items and other		–		–
Unrecognized deferred assets		24,000		500
Income tax recovery	**$**	–	**$**	–

The significant components of the Company's deferred tax assets and liabilities are as follows:

		For the year ended November 30, 2020		For the year ended November 30, 2019
Deferred tax assets				
Non-capital losses	$	26,000	$	1,000
ROU Asset		(5,500)		–
ROU Liability		4,500		–
Unrecognized deferred tax assets		(25,000)		(1,000)
Net deferred income tax assets	**$**	–	**$**	–

The Company has non-capital losses for Canadian income tax purposes of approximately $26,000 which may be carried forward and applied against taxable income in the future. These losses, if not utilized, will expire starting in 2038.

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

12. SUBSEQUENT EVENTS

On January 21, 2021 the Company adopted a stock option plan. Under the Company's stock option plan, the Company may grant options to employees, consultants and directors up to 10% of the issued and outstanding share capital at the date of grant. The exercise price of the options granted will be no less than the discounted market price of the Company's shares and the maximum term of the options will be ten years.

On January 21, 2021, the Company granted 150,000 fully vested stock options to a director of the Company which entitle the holders to purchase one common share for each option held at a price of $0.10 per share up to January 21, 2025.

ARGO LIVING SOILS CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED FEBRUARY 28, 2021 AND FEBRUARY 29, 2020

(Expressed in Canadian Dollars)

ARGO LIVING SOILS CORP.

CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)

As at	Note	February 28, 2021	November 30, 2020
Assets			
Current Assets:			
Cash		$ 86,486	$ 197,857
GST/HST recoverable		6,152	1,371
Deposits	*4*	25,000	–
Prepaid expenses		–	129
		117,638	199,357
Non-Current Assets:			
Equipment	*5*	25,677	13,011
ROU Asset	*5*	18,436	21,201
Total Assets		**$ 161,751**	**$ 233,569**
Liabilities			
Current Liabilities:			
Accounts payable and accrued liabilities	*9*	$ 47,686	$ 10,236
Due to related parties	*7*	–	11,071
Lease liability	*10*	10,817	11,140
		58,503	32,447
Long term lease liability	*10*	5,901	5,167
Total Liabilities		**$ 64,404**	**$ 37,614**
Shareholders' Equity			
Share capital	*6*	249,964	275,309
Contributed surplus	*6,7*	17,648	13,388
Accumulated deficit		(170,265)	(92,742)
		97,347	195,955
Total Liabilities and Shareholders' Equity		**$ 161,751**	**$ 233,569**

Nature and continuance of operations – Note 1

Approved on behalf of the Board of Directors

"*Chadley Diakow*" — Director

"*Peter Hoyle*" — Director

The accompanying notes are an integral part of these condensed interim financial statements

ARGO LIVING SOILS CORP.

CONDENSED INTERIM STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

		For the three months ended	
	Note	**February 28, 2021**	**February 29, 2020**
General and administrative expenses:			
Amortization	5	$ 3,460	$ –
Audit and accounting		9,000	–
Consulting	7	9,000	–
Farming expense		1,171	–
Management services	7	16,500	–
Office and miscellaneous		20,772	47
Professional fees		13,360	–
Stock based compensation	6	4,260	–
		(77,523)	**(47)**
Net and comprehensive loss		**$ (77,523)**	**$ (47)**
Loss per share – basic and diluted		**$ 0.01**	**$ 0.00**
Weighted average number of common shares outstanding – basic and diluted		**10,070,000**	**1,500,000**

The accompanying notes are an integral part of these condensed interim financial statements

ARGO LIVING SOILS CORP.

CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	Number of Common Shares	Share Capital	Contributed Surplus	Accumulated Deficit	Total Shareholders' Equity
Balance at November 30, 2019	1,500,000	7,500	–	(3,854)	3,646
Net loss for the period	–	–	–	(47)	(47)
Balance at February 29, 2020	1,500,000	7,500	–	(3,901)	3,599
Shares issued for cash	8,570,000	269,500	–	–	269,500
Share issuance costs	–	(1,691)	–	–	(1,691)
Contributed surplus	–	–	13,388	–	13,388
Net loss for the period	–	–	–	(88,888)	(88,888)
Balance at November 30, 2020	10,070,000	275,309	13,388	(92,742)	195,955
Share issuance costs	–	(25,345)	–	–	(25,345)
Contributed surplus	–	–	4,260	–	4,260
Net loss for the period	–	–	–	(77,523)	(77,523)
Balance at February 28, 2021	**10,070,000**	**$ 249,964**	**$ 17,648**	**$ (170,265)**	**$ 97,347**

The accompanying notes are an integral part of these condensed interim financial statements

ARGO LIVING SOILS CORP.

CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	Three months ended February 28, 2021	Three months ended February 29, 2020
Cash flows used in operating activities		
Net loss	$ (77,523)	$ (47)
Non-cash items:		
Amortization	3,460	–
Donated labour	411	–
Stock based compensation	4,260	–
Changes in working capital items:		
GST/HST receivable	(4,781)	–
Deposits	(25,000)	–
Due to related parties	(11,071)	–
Prepaid expenses	129	–
Accounts payable and accrued liabilities	37,450	–
	(72,665)	(47)
Cash flows used in investing activities		
Equipment	(13,361)	–
	(13,361)	–
Cash flows used in financing activities		
Issue shares	(25,345)	–
	(25,345)	–
Decrease in cash	(111,371)	(47)
Cash, beginning	197,857	8,646
Cash, ending	**$ 86,486**	**$ (8,599)**

The accompanying notes are an integral part of these condensed interim financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

Argo Living Soils Corp. (the "Company") was incorporated on March 14, 2018 under the Business Corporation Act of British Columbia. The Company's primary business activity is producing and developing organic soil amendments, living soils, bio-fertilizers, natural pesticides and fungicides, vermicompost, and compost tea kits formulated specifically for high value husbandry. The Company's corporate office is located at 820 – 1130 West Pender Street, Vancouver, BC V6E 4A4.

These condensed interim financial statements have been prepared on a going concern basis, which assumes that the Company will have sufficient capital to fund the costs of its operations and realize the carrying value of assets and discharge liabilities in the normal course of operations. A different base of measurements may be appropriate if the Company is not expected to continue operations for the foreseeable future. As at February 28, 2021, the Company has not advanced its operations to commercial production. The ability of the Company to continue as a going concern is dependent upon the successful results from its composting activities and its ability to attain profitable operations and generate funds from and/or raising sufficient equity financing, issuing debt or securing related party advances to complete the development of its composting interests. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Management anticipates that the Company will need to seek out additional equity financing to continue with planned development and general operations for the ensuing year.

2. BASIS OF PRESENTATION

These condensed interim financial statements were authorized for issue on June 24, 2021 by the directors of the Company.

Statement of compliance with International Reporting Standards

The condensed interim financial statements are prepared in accordance with IAS 34 Interim Financial Reporting ("IAS34") using accounting policies consistent with the International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). They do not include all financial information required for full annual financial statements and should be read in conjunction with the Audited Financial Statements of the Company for the year ended November 30, 2020.

Basis of measurement

The condensed interim financial statements of the Company have been prepared on an accrual basis and are based on historical costs, except for certain financial instruments, which are measured at fair value as described in Note 3. The financial statements are presented in Canadian dollars unless otherwise noted.

Significant accounting judgements

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

- the classification of development expenditures or operating expenses; and
- the assessment of the Company's ability to continue as a going concern.

3. SIGNIFICANT ACCOUNTING POLICIES

Significant accounting estimates and assumptions

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

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the recoverability of the carrying value of development assets, the fair value of share based payments and financial instruments and the recoverability measurement of deferred tax assets.

Financial instruments

Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss ("FVTPL"), at fair value through other comprehensive income (loss) ("FVTOCI") or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company's business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVTOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

The following table shows the classification of the Company's financial instruments:

Financial asset/liability	Classification IFRS 9
Cash	Amortized cost
Trade payables and accrued liabilities	Amortized cost

Non-derivative financial assets

The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition. Measurement and classification of financial assets is dependent on the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset. Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred.

Financial assets at FVTPL

Financial assets carried at FVTPL are initially recorded at fair value, and transaction costs are expensed in the statements of loss and comprehensive loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in profit and loss in the period in which they arise. Derivatives are also categorized as FVTPL unless they are designated specifically as hedges.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial assets at FVTOCI

Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. Gains or losses on financial assets classified as FVTOCI remain within accumulated other comprehensive income following the derecognition of the investment.

Financial instruments (continued)

Financial assets at amortized cost

Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date. Gains and losses on derecognition of financial assets classified amortized cost are recognized in profit or loss.

Financial liabilities

For financial liabilities, the new standard retains most of the IAS 39 requirements. The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change relating to the Company's own credit risk is recorded in other comprehensive income rather than in profit or loss, unless this creates an accounting mismatch. Financial liabilities are recognized initially at fair value, net of transaction costs incurred, and are subsequently measured at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit and loss over the period to maturity using the effective interest method.

Derivative instruments

Derivative instruments, including embedded derivatives in executory contracts or financial liability contracts, are classified as at FVTPL and, accordingly, are recorded in the statement of financial position at fair value.

Expected credit losses

IFRS 9 introduces a new three-stage expected credit loss model for calculating impairment for financial assets. IFRS 9 no longer requires a triggering event to have occurred before credit losses are recognized. The Company is required to recognize expected credit losses when financial instruments are initially recognized and to update the amount of expected credit losses recognized at each reporting date to reflect changes in the credit risk of the financial instruments. In addition, IFRS 9 requires additional disclosure requirements about expected credit losses and credit risk.

Accounting standards issued but not yet effective

There are no accounting pronouncements with future effective dates that are applicable or are expected to have material impact on the Company's annual financial statements.

4. DEPOSITS

Deposits consist of cash paid in advance for services to be performed.

5. EQUIPMENT

	ROU Asset	Equipment
Cost		
Balance at November 30, 2019	$ –	$ –
Additions	22,123	14,457
Balance at November 30, 2020	**22,123**	**14,457**
Additions	–	13,361
Balance at February 28, 2021	**$ 22,123**	**$ 27,818**
Accumulated Depreciation		
Balance at November 30, 2019	$ –	$ –
Amortization	922	1,446
Balance at November 30, 2020	**922**	**1,446**
Additions	2,765	695
Balance at February 28, 2021	**$ 3,687**	**$ 2,141**
Net Carrying Amounts		
Balance, November 30, 2020	**$ 21,201**	**$ 13,011**
Balance, February 28, 2021	**$ 18,436**	**$ 25,677**

6. SHARE CAPITAL

Authorized: Unlimited common shares without par value

Options:

On January 21, 2021 the Company adopted a stock option plan. Under the Company's stock option plan, the Company may grant options to employees, consultants and directors up to 10% of the issued and outstanding share capital at the date of grant. The exercise price of the options granted will be no less than the discounted market price of the Company's shares and the maximum term of the options will be ten years.

On January 21, 2021, the Company granted 150,000 fully vested stock options to a director of the Company which entitle the holders to purchase one common share for each option held at a price of $0.10 per share up to January 21, 2025.

In connection with this grant, the Company calculated stock-based compensation of $4,260 using the Black Scholes option pricing model with the following assumptions: Share price - $0.05; Exercise price - $0.10; Expected life – 4 years; Expected volatility – 100%; risk free interest rate – .41%.

7. RELATED PARTY TRANSACTIONS

Transactions with related parties during the three months ended are as follows:

(i) During the three months ended February 28, 2021, the Company incurred $16,500 for management services to directors (February 29, 2020, $nil).

(ii) At February 28, 2021, $nil was owed to a directors for expenses paid on behalf of the Company. (November 30, 2020, $11,071). These amounts are unsecured, non-interest bearing and due on demand.

(iii) At February 28, 2021, $nil was owed to a directors of the Company for expenses paid on behalf of the Company. (November 30, 2020, $4,727). These amounts are unsecured, non-interest bearing and due on demand.

8. FINANCIAL RISK MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Company's Board of Directors monitors and approves its risk management practices. The Company's most significant areas of financial risk and risk management are as follows:

Credit Risk
Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is attributable to cash. To limit its exposure to credit risk, the Company held its cash with high-credit quality financial institutions in Canada.

Interest Rate Risk
The Company's current exposure to interest rate arises from the interest rate impact on its cash. The fair value of cash are not significantly affected by changes in short term interest rates.

Liquidity Risk
Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company attempts to manage liquidity risk by maintaining sufficient cash balances to satisfy current and planned expenditures. The Company may from time to time have to issue additional shares to ensure there is sufficient capital to meet long term objectives.

8. FINANCIAL RISK MANAGEMENT (continued)

Foreign currency exchange risk
Foreign currency risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because of change in foreign exchange rates. The Company is not exposed to foreign exchange risk.

Financial Instruments
Financial instruments recorded at fair value on the statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2 - Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and
Level 3 - Inputs for assets and liabilities that are not based on observable market data.

The fair value of cash, accounts payable and due to related parties approximate fair value due to the short-term nature of the financial instruments.

9. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		February 28, 2021		November 30, 2020
Trade payables	$	37,686	$	236
Accrued Liabilities		10,000		10,000
Income tax recovery	**$**	47,686	**$**	10,236

10. LEASE LIABILITY

The Company leases farm land under a lease agreement. The lease liability consists of a lease for the manufacturing facility terminating on November 1, 2021, The lease is renewable upon expiration for an additional year. The leases are calculated using an incremental borrowing rate of 10% per annum.

At February 28, 2021 and 2020, the Company's lease liability related to leases is as follows:

		February 28, 2021		November 30, 2020
Lease Liability – beginning	$	16,307	$	–
Additions		–		22,123
Interest expense		411		184
Lease payments		–		(6,000)
Lease liability – ending	**$**	16,718	**$**	16,307

At February 28, 2021, the Company is committed to minimum lease payments as follows:

Maturity analysis		February 28, 2021
Less than one year	$	12,000
One to two years		6,000
Total undiscounted lease liabilities	**$**	18,000

SCHEDULE B

MD&A

[Attached]

ARGO LIVING SOILS CORP.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED NOVEMBER 30, 2020

The following Management Discussion and Analysis ("MD&A") of Argo Living Soils Corp. (the "Company" or "Argo") has been prepared by management, in accordance with the requirements of National Instrument 51-102 as of February 26, 2021, and should be read in conjunction with the financial statements for the year ended November 30, 2020 and the related notes contained therein which have been prepared under International Financial Reporting Standards ("IFRS"). The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

Additional information related to the Company is available for view on SEDAR at www.sedar.com.

Forward Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Readers are cautioned not to put undue reliance on forward-looking statements. These statements relate to future events or the Company's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These forward-looking statements include statements regarding the future price of fertilizers and soil amendments, the timing and amount of estimated future production, costs of production, capital expenditures, the success of production activities and the requirements of future capital. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements contained in this report should not be unduly relied upon. These statements speak only as of the date of this report. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this report. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about general business and economic conditions; the supply and demand for, deliveries of, and the level and volatility of prices of the Company's products; the availability of financing for the Company's production and marketing programs; the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; and the ability to attract and retain skilled staff.

These forward-looking statements involve risks and uncertainties relating to, among other things, changes in prices of the company's products, access to skilled personnel, uninsured risks, regulatory changes, availability of materials and equipment, timeliness of government approvals, actual performance of facilities, equipment and processes relative to specifications and expectations and unanticipated environmental impacts on operations. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, the risk factors hereinabove. Additional risk factors are described in more detail hereinafter. **Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. The Company cautions that the foregoing list of important factors is not exhaustive. Investors and others who base themselves on the Company's forward-looking statements should carefully consider the above factors as well as the uncertainties they represent and the risk they entail. The forward-looking statements contained in this report are expressly qualified by this cautionary statement.** The Company intends to discuss in its quarterly and annual reports referred to as the Company's management's discussion and analysis documents, any events and circumstances that occurred during the period to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this management discussion and analysis.

Description of Business

Argo Living Soils Corp. (the "Company") is focused on producing and developing organic soil amendments, living soils, bio-fertilizers, natural pesticides and fungicides, vermicompost, and compost tea kits formulated specifically for high value husbandry. The company has developed proprietary organic products that increase yields, prevent or inhibit fungus disease and pathogens and reduce pests that impede the growing of cultivars.

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The impact on the Company is not currently determinable, but management continues to monitor the situation.

Overall Performance

For the year ended November 30, 2020, the company incurred a net loss of $88,888 (2019 – $1,899).

For the three months ended November 30, 2020, the company incurred a net loss of $66,297 (2019 – $77).

The Company had no revenues and the expenses were incurred primarily in the set up and financing of the company.

The Company has leased land on Galiano Island, BC where it will build a facility to create its organic soil amendments, living soils, bio-fertilizers, natural pesticides and fungicides, vermicompost, and compost tea kits. Annual lease payments are $12,000.

At November 30, 2020, the Company had cash of $197,857 and working capital of $166,910. To date, the Company's sole source of financing has been derived from the issuance of common shares.

During the year ended November 30, 2020 the Company had the following share issuances:

On June 18, 2020, the Company issued 500,000 shares at a price of $0.005 per share for proceeds of $2,500.

On July 24, 2020, the Company issued 4,550,000 shares at a price of $0.02 per share for proceeds of $91,000.

On August 31, 2020, the Company issued 3,270,000 shares at a price of $0.05 per share for proceeds of $163,500.

On October 19, 2020, the Company issued 250,000 shares at a price of $0.05 per share for proceeds of $12,500.

During the year ended November 30, 2019 the Company had the following share issuances:
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On September 1, 2019, the Company issued 600,000 shares at a price of $0.005 per share for proceeds of $3,000 that were received in the year ended November 30, 2018.

Commitments

On November 1, 2020 the Company signed a one year lease of a property on Galiano Island in British Columbia. The terms of the lease provide for payments of $6,000 on November 1, 2020 (paid), $6,000 on May 1, 2021. The lease has a one year extension at the option of the Company that requires payments of $6,000 on each of November 1, 2021 and May 1, 2022.

Selected Annual Information

The Company is providing the following selected information with respect to the Company's audited financial statements for the fiscal years ended November 30, 2020 and 2019. The audited financial statements for these fiscal periods were prepared in accordance with International Financial Reporting Standards and are expressed in Canadian dollars.

	Year ended November 30, 2020	**Year ended November 30, 2019**
Total Revenue	$ –	$ –
Operating Expenses	(88,888)	(1,899)
Net Loss	(88,888)	(1,899)
Basic and Diluted Loss Per Share	$ (0.02)	$ (0.00)

	As at November 30, 2020	**As at November 30, 2019**
Balance Sheet Data		
Total assets	$ 233,569	$ 8,646
Total liabilities	37,614	5,000
Total equity (deficit)	$ 195,955	$ 3,646

Results of Operations

During the year ended November 30, 2020, the Company incurred a net loss of $88,888 (2019 – $1,899). The expenses for the year ended November 30, 2020 and 2019 include the following items:

	Year ended November 30, 2020	2019
Consulting	$ 12,463	$ 450
Management	11,800	Nil
Office and miscellaneous	11,511	459
Professional fees	23,208	812
Research and Development	22,541	Nil

The increase in expenses was primarily due to increased activity in developing the Company's products

Research and Development

Summary of Quarterly Results

The following sets out a summary of the Company's quarterly results for the eight most recently completed quarters. All periods listed below were prepared in accordance with International Financial Reporting Standards and are expressed in Canadian dollars.

	Three months ended November 30, 2020	Three months ended August 31, 2020	Three months ended May 31, 2020	Three months ended February 29, 2020
Total assets	233,569	253,442	8,067	8,599
Working capital	166,910	251,442	3,067	3,599
Shareholders' equity	195,955	251,442	3,067	3,599
Net gain (loss)	(66,297)	(18,599)	(3,945)	(47)
Gain (loss) per share	(0.01)	(0.00)	(0.00)	(0.00)

	Three months ended November 30, 2019	Three months ended August 31, 2019	Three months ended May 31, 2019	Three months ended February 29, 2019
Total assets	8,646	9,321	9,363	10,545
Working capital	3,646	3,723	4,363	5,545
Shareholders' equity	3,646	3,723	4,363	5,545
Net gain (loss)	(77)	(641)	(1,181)	0
Gain (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)

Liquidity and Capital Resources

To date, the Company has not yet realized profitable operations and has relied on equity financings and trade credit to fund the losses. The Company does not have sufficient funds to satisfy its product development and marketing expenditure plans for the current fiscal year and will be required to raise capital through the equity market.

These financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since inception and the ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. Management is actively targeting sources of additional financing through alliances with financial entities, or other business and financial transactions which would assure continuation of the Company's operations. In order for the Company to meet its liabilities as they come due and to continue its operations, the Company is solely dependent upon its ability to generate such financing.

	November 30, 2020	November 30, 2019	November 30, 2018
Working capital	$ 166,910	$ 3,646	$ 5,545
Deficit	$ 92,742	$ 3,854	$ 1,955

Net cash used in operating activities during the year ended November 30, 2020, was $58,325 (2019, $2,214). The increase in cash used in operating activities for the period was due, primarily, to a loss of $88,888 (2019, $1,899), which was offset primarily by an increase in accounts payable and accrued liabilities of $10,236 (2019, decrease of $315), an increase in due to related parties of $6,071 (2019 $nil) and by non-cash donated labour of $13,388 (2019, $nil).

Net cash provided by financing activities during the year ended November 30, 2020 was $261,993 (2019, $nil).

Net cash used in investing activities during the year ended November 30, 2020 was $14,457 (2019, $nil).

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. If adequate financing is not available when required, the Company may be unable to continue operating. The Company may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

The Company has insufficient funds to cover anticipated administrative expenses and continue to conduct product development and marketing activities throughout the current fiscal year.

Related Party Transactions

During the year ended November 30, 2020, Budleys Plant Care a company controlled by Chadley Diakow, a director of the Company donated $13,388 for research and development expenses (November 30, 2019, $nil)

During the year ended November 30, 2020, the Company incurred $2,500 for management expenses and $4,479 for research and development expenses to Gerry Diakow, a director of the Company (November 30, 2019, $nil and $nil)

During the year ended November 30, 2020, Chadley Diakow a director of the Company was paid $9,300 for management expenses and $4,674 for research and development expenses (November 30, 2019, $nil and $nil)

During the year ended November 30, 2019, the Company issued 600,000 common shares to Peter Hoyle, a director of the Company, at a price of $0.005 for proceeds of $3,000.

During the year ended November 30, 2020, the Company issued 500,000 common shares to Chadley Diakow, a director of the Company, at a price of $0.005 for proceeds of $2,500.

At November 30, 2020, $6,344 was owed to Gerry Diakow, a director of the Company for expenses paid on behalf of the Company. (November 30, 2019, $nil). These amounts are unsecured, non-interest bearing and due on demand.

At November 30, 2020, $4,727 was owed to Chadley Diakow, a director of the Company for expenses paid on behalf of the Company. (November 30, 2019, $nil). These amounts are unsecured, non-interest bearing and due on demand.

On January 21, 2021 the Company granted 150,000 fully vested stock options to Hector Diakow, a director of the Company which entitle the holders to purchase one common share for each option held at a price of $0.10 per share up to January 21, 2025.

Changes in Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in the financial statements.

The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, the financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The financial statements of the Company are presented in Canadian dollars unless otherwise indicated, which is the functional currency of the Company.

Significant Accounting Policies

a) Use of Estimates

The preparation of the financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amount of expenses during the reporting period. Significant areas requiring the use of management estimates relate to share-based payments and future income tax valuation allowance.

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

1) the carrying value and the recoverability of equipment, which are included in the statements of financial position,

2) the inputs used in the accounting for the deferred tax liability,

3) the inputs used in the accounting for stock-based payment expense included in profit or loss.

Actual results could differ from these estimates.

b) Income Taxes

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purpose. Deferred tax is not recognized for the following

temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantially enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

c) Impairment

The carrying amounts of the Company's non-financial assets, other than deferred tax assets if any, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit" or "CGU"). The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

The Company's corporate assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. A reversal of an impairment loss is recognized immediately in profit or loss.

d) Leases

On December 1, 2019, the Company adopted IFRS 16 which replaced IAS 17 "Leases" and related interpretations, using the modified retrospective method which does not require restatement of prior period financial information. Accordingly, comparative information in the Company's financial statements is not restated. The new standard introduces a single lessee accounting model and requires a lessee to recognize an ROU asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments On transition to IFRS 16, the Company elected to apply the practical expedient to grandfather the assessment of which transactions represent leases. The Company did not have contracts that were previously identified as leases under IAS 17 and IFRIC 4. Therefore, the definition of a lease under IFRS 16 was applied only to contracts entered into, or changed, on or after December 1, 2019. The Company used the following additional practical expedients:

• Applied the exemption not to recognize right-of-use assets and lease liabilities for short-term leases with terms less than 12 months and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line or other systematic basis over the lease term;

• Excluded initial direct costs from the measurement of the right-of-use asset at the date of initial application; and

• Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

The Company has furthermore applied judgment to determine the applicable discount rate. The discount rate is based on the Company's incremental borrowing rate and reflects the current market assessments of the time value of money and the associated risks for which the estimates of future cash flows have not been adjusted for.

e) Share-based payment

The Company applies the fair value method to share-based payments and all awards that are direct awards of stock, that call for settlement in cash or other assets or are stock appreciation rights that call for settlement by the issuance of equity instruments. Share-based payment expense is recognized over the applicable vesting period with a corresponding increase in equity reserves. When the options are exercised, the exercise price proceeds together with the amount initially recorded in equity reserves are credited to share capital.

f) Share Issue Costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are charged to operations.

g) Financial Instruments

Financial assets:

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held to maturity, available for sale, loans and receivables or at fair value through profit or loss ("FVTPL").

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through profit or loss. The Company's cash is classified as FVTPL.

Financial assets classified as loans and receivables and held to maturity assets are measured at amortized cost. Financial assets classified as available for sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income and loss except for losses in value that provide objective evidence of impairment, which are recognized in earnings. The Company's investments are classified as available-for-sale and its receivables are classified as loans and receivables.

Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

Financial liabilities:

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value plus directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized costs using the effective interest rate method. The effective interest rate method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period or, where appropriate, a shorter period. The Company's financial liabilities consist of accounts payable, accrued liabilities and due to related parties, which are classified as other liabilities.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including embedded derivatives, are also classified as held for trading and recognized at fair value with changes in fair value recognized in earnings unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized in profit or loss.

Impairment of financial assets:

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been impacted.

For all financial assets objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organization.

For certain categories of financial assets, such as receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. The carrying amount of financial assets is reduced by the impairment loss directly for all financial assets with the exception of receivables, where the carrying amount is reduced through the use of an allowance account. When a receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date of impairment is reversed does not exceed what the amortized cost would have been had the impairment not be recognized.

Financial Instruments

Fair Values

The Company's financial instruments consist of cash, accounts payable and accrued liabilities and due to related parties. The fair values of these financial instruments approximate their carrying values because of their current nature.

The following table summarizes the carrying values of the Company's financial instruments:

	November 30, 2020	November 30, 2019
Fair value through profit or loss (i)	$ 199,228	$ 8,646
Other financial liabilities (ii)	32,447	5,000

(i) Cash, amounts receivable and amounts due from related parties
(ii) Accounts payable and accrued liabilities, amounts due to related parties and lease liability

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high credit quality financial institution.

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 manages liquidity risk through the management of its capital structure and financial leverage as outlined above.

The Company monitors its ability to meet its short-term exploration and administrative expenditures by raising additional funds through share issuances when required. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. The Company does not have investments in any asset backed deposits.

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in foreign exchange rates. The Company, has exposure to foreign exchange risk as the success fee liability (note 10) is denominated in Euros.

Interest Rate Risk

The Company is not exposed to significant interest rate risk.

Price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors the commodity prices of precious metals and the stock market to determine the appropriate course of action to be taken by the Company

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements as at November 30, 2020.

Additional Disclosure for Venture Issuers without Significant Revenue

For a description of the general and administrative expenses, please refer to the statement of comprehensive loss contained in the financial statements for the year ended November 30, 2020.

Outstanding Share Data

The following table summarizes the outstanding share capital as of the date of the MD&A:

	Number of shares issued or issuable
Common shares	10,070,000
Stock options	150,000
Warrants	nil

Business Risks

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

- Operational risks include, marketing, production and product deliverability uncertainties, changing governmental law and regulation, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Insurance may be maintained at levels consistent with prudent industry practices to minimize risks, but the Company is not fully insured against all risks, nor are all such risks insurable.

- Financial risks include commodity prices and interest rates both which are beyond the Company's control.

- Regulatory risks include the possible delays in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings, the introduction of ever more complex reporting requirements the cost of which the Company must meet in order to acquire and maintain its exchange listing.

- The Company currently does not have adequate cash for planned production, marketing and general and administrative expenses in the next fiscal year and will require financing in the future to continue in business. There can be no assurance that such financing will be available or, if available, that it will be on reasonable terms. If financing is obtained by issuing common shares from treasury, control of the Company may change and investors may suffer additional dilution. To the extent financing is not available, lease payments, work commitments, rental payments and option payments, if any, may not be satisfied and could result in a loss of property ownership or earning opportunities for the Company.

Internal Controls over Financial Reporting

Management has designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Lack of optimal segregation of duties has been observed due to the relatively small size of the Company, but management believes that these weaknesses have been adequately mitigated through management and director oversight.

Management's Responsibility for Financial Statements

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

ARGO LIVING SOILS CORP.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED FEBRUARY 28, 2021

The following Management Discussion and Analysis ("MD&A") of Argo Living Soils Corp. (the "Company" or "Argo") has been prepared by management, in accordance with the requirements of National Instrument 51-102 as of February 26, 2021, and should be read in conjunction with the financial statements for the three months ended February 28, 2021 and the related notes contained therein which have been prepared under International Financial Reporting Standards ("IFRS"). The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company.

All financial information in this MD&A has been prepared in accordance with IFRS and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, unless specifically noted.

Additional information related to the Company is available for view on SEDAR at www.sedar.com.

Forward Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Readers are cautioned not to put undue reliance on forward-looking statements. These statements relate to future events or the Company's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These forward-looking statements include statements regarding the future price of fertilizers and soil amendments, the timing and amount of estimated future production, costs of production, capital expenditures, the success of production activities and the requirements of future capital. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements contained in this report should not be unduly relied upon. These statements speak only as of the date of this report. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this report. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about general business and economic conditions; the supply and demand for, deliveries of, and the level and volatility of prices of the Company's products; the availability of financing for the Company's production and marketing programs; the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis; and the ability to attract and retain skilled staff.

These forward-looking statements involve risks and uncertainties relating to, among other things, changes in prices of the company's products, access to skilled personnel, uninsured risks, regulatory changes, availability of materials and equipment, timeliness of government approvals, actual performance of facilities, equipment and processes relative to specifications and expectations and unanticipated environmental impacts on operations. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, the risk factors hereinabove. Additional risk factors are described in more detail hereinafter. **Investors should not place undue reliance on forward-looking statements as the plans, intentions or expectations upon which they are based might not occur. The Company cautions that the foregoing list of important factors is not exhaustive. Investors and others who base themselves on the Company's forward-looking statements should carefully consider the above factors as well as the uncertainties they represent and the risk they entail. The forward-looking statements contained in this report are expressly qualified by this cautionary statement.** The Company intends to discuss in its quarterly and annual reports referred to as the Company's management's discussion and analysis documents, any events and circumstances that occurred during the period to which such document relates that are reasonably likely to cause actual events or circumstances to differ materially from those disclosed in this management discussion and analysis.

Description of Business

Argo Living Soils Corp. (the "Company") is focused on producing and developing organic soil amendments, living soils, bio-fertilizers, natural pesticides and fungicides, vermicompost, and compost tea kits formulated specifically for high value husbandry. The company has developed proprietary organic products that increase yields, prevent or inhibit fungus disease and pathogens and reduce pests that impede the growing of cultivars.

On March 11, 2020, the World Health Organization declared COVID-19 a global pandemic. This contagious disease outbreak and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, leading to an economic downturn. The impact on the Company is not currently determinable, but management continues to monitor the situation.

Overall Performance

For the three months ended February 28, 2021, the company incurred a net loss of $77,523 (2020 – $47).

The Company had no revenues and the expenses were incurred primarily in the set up and financing of the company.

The Company has leased land on Galiano Island, BC where it will build a facility to create its organic soil amendments, living soils, bio-fertilizers, natural pesticides and fungicides, vermicompost, and compost tea kits. Annual lease payments are $12,000.

At February 28, 2021, the Company had cash of $86,486 and working capital of $59,135. To date, the Company's sole source of financing has been derived from the issuance of common shares.

During the three months ended February 28, 2021 the Company had no share issuances:

During the year ended November 30, 2020 the Company had the following share issuances:

On June 18, 2020, the Company issued 500,000 shares at a price of $0.005 per share for proceeds of $2,500.

On July 24, 2020, the Company issued 4,550,000 shares at a price of $0.02 per share for proceeds of $91,000.

On August 31, 2020, the Company issued 3,270,000 shares at a price of $0.05 per share for proceeds of $163,500.

On October 19, 2020, the Company issued 250,000 shares at a price of $0.05 per share for proceeds of $12,500.

During the year ended November 30, 2019 the Company had the following share issuances:

On September 1, 2019, the Company issued 600,000 shares at a price of $0.005 per share for proceeds of $3,000 that were received in the year ended November 30, 2018.

Commitments

On November 1, 2020 the Company signed a one year lease of a property on Galiano Island in British Columbia. The terms of the lease provide for payments of $6,000 on November 1, 2020 (paid), $6,000 on May 1, 2021. The lease has a one year extension at the option of the Company that requires payments of $6,000 on each of November 1, 2021 and May 1, 2022.

Selected Annual Information

The Company is providing the following selected information with respect to the Company's audited financial statements for the fiscal years ended November 30, 2020 and 2019. The audited financial statements for these fiscal periods were prepared in accordance with International Financial Reporting Standards and are expressed in Canadian dollars.

	Year ended November 30, 2020	**Year ended November 30, 2019**
Total Revenue	$ –	$ –
Operating Expenses	(88,888)	(1,899)
Net Loss	(88,888)	(1,899)
Basic and Diluted Loss Per Share	$ (0.02)	$ (0.00)

	As at November 30, 2020	**As at November 30, 2019**
Balance Sheet Data		
Total assets	$ 233,569	$ 8,646
Total liabilities	37,614	5,000
Total equity (deficit)	$ 195,955	$ 3,646

Results of Operations

During the three months ended February 28, 2021, the Company incurred a net loss of $77,523 (2020 – $47). The expenses for the three months ended February 28, 2021 and February 29, 2020 include the following items:

	2021	2020
Audit and accounting	$ 9,000	$ Nil
Consulting	9,000	Nil
Management	16,500	Nil
Office and miscellaneous	20,772	47
Professional fees	13,360	Nil

The increase in expenses was due to increased activity in preparing the Company's property for production and preparing for the initial public offering of its shares.

Summary of Quarterly Results

The following sets out a summary of the Company's quarterly results for the eight most recently completed quarters. All periods listed below were prepared in accordance with International Financial Reporting Standards and are expressed in Canadian dollars.

	Three months ended February 28, 2021	Three months ended November 30, 2020	Three months ended August 31, 2020	Three months ended May 31, 2020
Total assets	161,751	233,569	253,442	8,067
Working capital	59,135	166,910	251,442	3,067
Shareholders' equity	97,347	195,955	251,442	3,067
Net gain (loss)	(77,523)	(66,297)	(18,599)	(3,945)
Gain (loss) per share	(0.01)	(0.01)	(0.00)	(0.00)

	Three months ended February 29, 2020	Three months ended November 30, 2019	Three months ended August 31, 2019	Three months ended May 31, 2019
Total assets	8,599	8,646	9,321	9,363
Working capital	3,599	3,646	3,723	4,363
Shareholders' equity	3,599	3,646	3,723	4,363
Net gain (loss)	(47)	(77)	(641)	(1,181)
Gain (loss) per share	(0.00)	(0.00)	(0.00)	(0.00)

Liquidity and Capital Resources

To date, the Company has not yet realized profitable operations and has relied on equity financings and trade credit to fund the losses. The Company does not have sufficient funds to satisfy its product development and marketing expenditure plans for the current fiscal year and will be required to raise capital through the equity market.

These financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since inception and the ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. Management is actively targeting sources of additional financing through alliances with financial entities, or other business and financial transactions which would assure continuation of the Company's operations. In order for the Company to meet its liabilities as they come due and to continue its operations, the Company is solely dependent upon its ability to generate such financing.

	February 28, 2021	November 30, 2020
Working capital	$ 59,135	$ 166,910
Deficit	$ 170,265	$ 92,742

Net cash used in operating activities during the three months ended February 28, 2021, was $72,665 (2020, $47). The increase in cash used in operating activities for the period was due, primarily, to a loss of $77,523 (2020, $47), which was offset primarily by an increase in accounts payable and accrued liabilities of $37,450 (2020, $nil).

Net cash used by financing activities during the three months ended February 28, 2021 was $25,345 (2019, $nil).

Net cash used in investing activities during the three months ended February 28, 2021 was $13,361 (2019, $nil).

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. If adequate financing is not available when required, the Company may be unable to continue operating. The Company may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution to the ownership interests of the Company's shareholders and may result in dilution to the value of such interests.

The Company has insufficient funds to cover anticipated administrative expenses and continue to conduct product development and marketing activities throughout the current fiscal year.

Related Party Transactions

During the three months ended February 28, 2021, the Company incurred $7,500 for management fees to Gerry Diakow, a director of the Company (2020, $nil).

During the three months ended February 28, 2021, the Company incurred $9,000 for management fees to Chadley Diakow, a director of the Company (2020, $nil).

At February 28, 2021, $nil was owed to Gerry Diakow, a director of the Company. (November 30, 2020, $6,344). These amounts are unsecured, non-interest bearing and due on demand.

At February 28, 2021, $nil was owed to Chadley Diakow, a director of the Company for expenses paid on behalf of the Company. (November 30, 2020, $4,727). These amounts are unsecured, non-interest bearing and due on demand.

During the year ended November 30, 2020, the Company issued 500,000 common shares to Chadley Diakow a director of the Company, at a price of $0.005 for proceeds of $2,500.

On January 21, 2021 the Company granted 150,000 fully vested stock options to Hector Diakow, a director of the Company which entitle the holders to purchase one common share for each option held at a price of $0.10 per share up to January 21, 2025.

Changes in Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in the financial statements.

The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, the financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The financial statements of the Company are presented in Canadian dollars unless otherwise indicated, which is the functional currency of the Company.

Significant Accounting Policies

a) Use of Estimates

The preparation of the financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amount of expenses during the reporting period. Significant areas requiring the use of management estimates relate to share-based payments and future income tax valuation allowance.

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

1) the carrying value and the recoverability of equipment, which are included in the statements of financial position,

2) the inputs used in the accounting for the deferred tax liability,

3) the inputs used in the accounting for stock-based payment expense included in profit or loss.

Actual results could differ from these estimates.

b) Income Taxes

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantially enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purpose. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantially enacted by the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax assets and liabilities, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

c) Impairment

The carrying amounts of the Company's non-financial assets, other than deferred tax assets if any, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit" or "CGU"). The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

The Company's corporate assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. A reversal of an impairment loss is recognized immediately in profit or loss.

d) Leases

On December 1, 2019, the Company adopted IFRS 16 which replaced IAS 17 "Leases" and related interpretations, using the modified retrospective method which does not require restatement of prior period financial information. Accordingly, comparative information in the Company's financial statements is not restated. The new standard introduces a single lessee accounting model and requires a lessee to recognize an ROU asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments On transition to IFRS 16, the Company elected to apply the practical expedient to grandfather the assessment of which transactions represent leases. The Company did not have contracts that were previously identified as leases under IAS 17 and IFRIC 4. Therefore, the definition of a lease under IFRS 16 was applied only to contracts entered into, or changed, on or after December 1, 2019. The Company used the following additional practical expedients:

• Applied the exemption not to recognize right-of-use assets and lease liabilities for short-term leases with terms less than 12 months and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line or other systematic basis over the lease term;

• Excluded initial direct costs from the measurement of the right-of-use asset at the date of initial application; and

• Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

The Company has furthermore applied judgment to determine the applicable discount rate. The discount rate is based on the Company's incremental borrowing rate and reflects the current market assessments of the time value of money and the associated risks for which the estimates of future cash flows have not been adjusted for.

e) Share-based payment

The Company applies the fair value method to share-based payments and all awards that are direct awards of stock, that call for settlement in cash or other assets or are stock appreciation rights that call for settlement by the issuance of equity instruments.

Share-based payment expense is recognized over the applicable vesting period with a corresponding increase in equity reserves. When the options are exercised, the exercise price proceeds together with the amount initially recorded in equity reserves are credited to share capital.

f) Share Issue Costs

Professional, consulting, regulatory and other costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are charged to operations.

g) Financial Instruments

Financial assets:

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held to maturity, available for sale, loans and receivables or at fair value through profit or loss ("FVTPL").

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through profit or loss. The Company's cash is classified as FVTPL.

Financial assets classified as loans and receivables and held to maturity assets are measured at amortized cost. Financial assets classified as available for sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income and loss except for losses in value that provide objective evidence of impairment, which are recognized in earnings. The Company's investments are classified as available-for-sale and its receivables are classified as loans and receivables.

Transaction costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

Financial liabilities:

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value plus directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized costs using the effective interest rate method. The effective interest rate method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period or, where appropriate, a shorter period. The Company's financial liabilities consist of accounts payable, accrued liabilities and due to related parties, which are classified as other liabilities.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including embedded derivatives, are also classified as held for trading and recognized at fair value with changes in fair value recognized in earnings unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized in profit or loss.

Impairment of financial assets:

Financial assets, other than those at FVTPL, are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been impacted.

For all financial assets objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organization.

For certain categories of financial assets, such as receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. The carrying amount of financial assets is reduced by the impairment loss directly for all financial assets with the exception of receivables, where the carrying amount is reduced through the use of an allowance account. When a receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date of impairment is reversed does not exceed what the amortized cost would have been had the impairment not be recognized.

Financial Instruments

Fair Values

The Company's financial instruments consist of cash, accounts payable and accrued liabilities and due to related parties. The fair values of these financial instruments approximate their carrying values because of their current nature.

The following table summarizes the carrying values of the Company's financial instruments:

	February 28, 2021	November 30, 2020
Fair value through profit or loss (i)	$ 92,638	$ 199,228
Other financial liabilities (ii)	58,503	32,447

(i) Cash, amounts receivable and amounts due from related parties
(ii) Accounts payable and accrued liabilities, amounts due to related parties and lease liability

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risks consist principally of cash. To minimize the credit risk the Company places these instruments with a high credit quality financial institution.

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 manages liquidity risk through the management of its capital structure and financial leverage as outlined above.

The Company monitors its ability to meet its short-term exploration and administrative expenditures by raising additional funds through share issuances when required. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms. The Company does not have investments in any asset backed deposits.

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in foreign exchange rates. The Company, has exposure to foreign exchange risk as the success fee liability (note 10) is denominated in Euros.

Interest Rate Risk

The Company is not exposed to significant interest rate risk.

Price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely

monitors the commodity prices of precious metals and the stock market to determine the appropriate course of action to be taken by the Company

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements as at February 28, 2021.

Additional Disclosure for Venture Issuers without Significant Revenue

For a description of the general and administrative expenses, please refer to the statement of comprehensive loss contained in the financial statements for the three months ended February 28, 2021.

Outstanding Share Data

The following table summarizes the outstanding share capital as of the date of the MD&A:

	Number of shares issued or issuable
Common shares	10,070,000
Stock options	150,000
Warrants	nil

Business Risks

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

- Operational risks include, marketing, production and product deliverability uncertainties, changing governmental law and regulation, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Insurance may be maintained at levels consistent with prudent industry practices to minimize risks, but the Company is not fully insured against all risks, nor are all such risks insurable.

- Financial risks include commodity prices and interest rates both which are beyond the Company's control.

- Regulatory risks include the possible delays in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings, the introduction of ever more complex reporting requirements the cost of which the Company must meet in order to acquire and maintain its exchange listing.

- The Company currently does not have adequate cash for planned production, marketing and general and administrative expenses in the next fiscal year and will require financing in the future to continue in business. There can be no assurance that such financing will be available or, if available, that it will be on reasonable terms. If financing is obtained by issuing common shares from treasury, control of the Company may change and investors may suffer additional dilution. To the extent financing is not available, lease payments, work commitments, rental payments and option payments, if any, may not be satisfied and could result in a loss of property ownership or earning opportunities for the Company.

Internal Controls over Financial Reporting

Management has designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Lack of optimal segregation of duties has been observed due to the relatively small size of the Company, but management believes that these weaknesses have been adequately mitigated through management and director oversight.

Management's Responsibility for Financial Statements

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

SCHEDULE C

AUDIT COMMITTEE CHARTER

The primary function of the audit committee (the "**Audit Committee**") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Issuer to regulatory authorities and shareholders, the Issuer's systems of internal controls regarding finance and accounting, and the Issuer's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Issuer's policies, procedures and practices at all levels.

The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Issuer's financial reporting and internal control systems and review the Issuer's financial statements;
- review and appraise the performance of the Issuer's external auditors; and
- provide an open avenue of communication among the Issuer's auditors, financial and senior management and the Board of Directors.

Composition

The Audit Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would reasonably interfere with the exercise of his or her independent judgement as a member of the Audit Committee. At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of this Audit Committee Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Issuer's financial statements. The members of the Audit Committee shall be elected by the Board of Directors at its first meeting following the annual shareholder's meeting.

Meetings

The Audit Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

(a) Review and update this Audit Committee Charter annually.

(b) Review the Issuer's financial statements, MD&A and any annual and interim earnings, press releases before the Issuer publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including certification, report, opinion, or review rendered by the external auditors.

(c) Confirm that adequate procedures are in place for the review of the Issuer's public disclosure of financial information extracted or derived from the Issuer's financial statements.

External Auditors

(a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Audit Committee as representatives of the shareholders of the Issuer.

(b) Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and the Issuer, consistent with the Independence Standards Board Standard 1.

(c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

(d) Take, or recommend that the full Board of Directors, take appropriate action to oversee the independence of the external auditors.

(e) Recommend to the Board of Directors the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

(f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Issuer's accounting principles, internal controls and the completeness and accuracy of the Issuer's financial statements.

(g) Review and approve the Issuer's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Issuer.

(h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

(i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Issuer's external auditors. The preapproval requirement is waived with respect to the provision of non-audit services if:

i. the aggregate amount of all such non-audit services provided to the Issuer constitutes not more than five percent of the total amount of fees paid by the Issuer to its external auditors during the fiscal year in which the non-audit services are provided;

ii. such services were not recognized by the Issuer at the time of the engagement to be non-audit services; and

iii. such services are promptly brought to the attention of the Committee by the Issuer and approved prior to the completion of the audit by the Committee or by one or more members of the Audit Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Audit Committee. Provided the pre-approval of the non-audit services is presented to the Audit Committee's first scheduled meeting following such approval, such authority may be delegated by the Audit Committee to one more independent members of the Audit Committee.

Financial Reporting Processes

(a) In consultation with the external auditors, review with management the integrity of the Issuer's financial reporting process, both internal and external.

(b) Consider the external auditors' judgements about the quality and appropriateness of the Issuer's accounting principles as applied in its financial reporting.

(c) Consider and approve, if appropriate, changes to the Issuer's auditing and accounting principles and practices as suggested by the external auditors and management.

(d) Review significant judgements made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgements.

(e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

(f) Review any significant disagreement among management and the external auditors in connection with preparation of the financial statements.

(g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

(h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.

(i) Review certification process.

(j) Establish a procedure for the confidential, anonymous submission by employees of the Issuer of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions

CERTIFICATE OF ARGO LIVING SOILS CORP.

Dated: June 25, 2021

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

"Stephen Gerald Diakow'	*"Peter J. Hoyle"*
STEPHEN GERALD DIAKOW Chief Executive Officer	PETER J. HOYLE Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Chadley Diakow"	*"Hector Diakow"*
CHADLEY DIAKOW Director	HECTOR DIAKOW Director

CERTIFICATE OF THE PROMOTER

Dated: June 25, 2021

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

"Stephen Gerald Diakow'	*"Chadley Diakow"*
STEPHEN GERALD DIAKOW Chief Executive Officer, Director	CHADLEY DIAKOW Director

CERTIFICATE OF THE AGENT

Dated: June 25, 2021

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

PI FINANCIAL CORP.

Per: *"Jim Locke"*

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JIM LOCKE
Vice President, Investment Banking

SCHEDULE "B"

FORM 2A LISTING STATEMENT DISCLOSURE – ADDITIONAL INFORMATION

14. Capitalization

14.1 The following tables provide information about the Company's capitalization as of the date of this Listing Statement.

Issued Capital : Common Shares

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	%of Issued (non-diluted)	% of Issued (fully diluted)
Public Float				
Total outstanding (A)	18,070,001	26,860,001	100%	100%
Held by Related Persons or employees of the Issuer or Related Person of the Issuer, or by persons or companies who beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than a 5% voting position in the Issuer upon exercise or conversion of other securities held) (B)	3,400,001	3,550,001	18.82%	13.22%
Total Public Float (A-B)	**14,670,000**	**23,310,000**	**81.18%**	**86.78%**
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	2,000,001	2,000,001	11.07%	7.45%
Total Tradeable Float (A-C)	**16,070,000**	**24,860,000**	**88.93%**	**92.55%**

Public Securityholders (Registered)

The following table sets forth information regarding the number of registered "public securityholders" of the Company, being persons other than persons enumerated in section (B) of the Issued Capital table above.

Class of Security: Common Shares

Size of Holding	Number of holders	Total number of securities
1 – 99 securities		
100 – 499 securities		
500 – 999 securities		
1,000 – 1,999 securities		
2,000 – 2,999 securities		
3,000 – 3,999 securities		
4,000 – 4,999 securities		
5,000 or more securities	48	14,670,000
TOTAL:	**48**	**14,670,000**

Public Securityholders (Beneficial)

The following table sets forth information regarding the number of beneficial "public securityholders" of the Company, being persons other than persons enumerated in section (B) of the Issued Capital table above who either: (i) hold securities in their own name as registered shareholders; or (ii) hold securities through an intermediary where the Company has been given written confirmation of shareholdings:

Class of Security: Common Shares

Size of Holding	Number of holders	Total number of securities
1 – 99 securities		
100 – 499 securities		
500 – 999 securities		
1,000 – 1,999 securities	1	1,000
2,000 – 2,999 securities		
3,000 – 3,999 securities	2	6,000
4,000 – 4,999 securities		
5,000 or more securities	248	14,663,000
Unable to confirm		
TOTAL:	**251**	**14,670,000**

Non-Public Securityholders (Registered)

The following table sets forth information regarding the number of registered "non-public securityholders of the Company, being persons enumerated in section (B) of the issued capital chart:

Class of Security: Common Shares

Size of Holding	Number of holders	Total number of securities
1 – 99 securities		
100 – 499 securities		
500 – 999 securities		
1,000 – 1,999 securities		
2,000 – 2,999 securities		
3,000 – 3,999 securities		
4,000 – 4,999 securities		
5,000 or more securities	5	3,400,001
TOTAL:	**5**	**3,400,001**

14.2 Convertible Securities

The following table summarizes the outstanding securities convertible into Common Shares in our authorized capital as of the date of this Listing Statement:

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Stock Options (each exercisable into one Common Share of the Issuer at an exercise price of $0.10 per share until the earlier of three years from the date of the Company's common shares are listed on the CSE and January 21, 2025)	150,000	150,000
Warrants (each exercisable into one Common Share of the Issuer at an exercise price of $0.35 per share until the date which is 24 months from the date the Company's common shares are listed on the CSE.)	8,000,000	8,000,000
Agent's Options (each exercisable into one Common Share of the Issuer at an exercise price of $0.10 per share until the date which is 24 months from the date the Company's common shares are listed on the CSE.)	640,000	640,000
TOTAL	**8,790,000**	**8,790,000**

14.3 Other Listed Securities

Provide details of any listed securities reserved for issuance that are not included in section 14.2.

The Company has no other listed securities reserved for issuance that are not included in section 14.2.

SCHEDULE "C"

CERTIFICATE OF THE ISSUER

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

Dated at Vancouver, British Columbia, this 26th day of July, 2021.

"Stephen Gerald Diakow"	*"Peter J. Hoyle"*
Stephen Gerald Diakow Chief Executive Officer	Peter J. Hoyle Chief Financial Officer
"Stephen Gerald Diakow"	*"Chadley Diakow"*
Stephen Gerald Diakow Promoter	Chadley Diakow Promoter
"Chadley Diakow"	*"Hector Diakow"*
Chadley Diakow Director	Hector Diakow Director