

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

This preliminary short form prospectus is a base shelf prospectus. This preliminary short form prospectus has been filed under legislation in each of the provinces of Canada that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities, except in cases where an exemption from such delivery requirement has been obtained.

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

The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States of America and, subject to certain exceptions, such securities may not be offered, sold, delivered or otherwise disposed of, directly or indirectly, in the United States of America, its territories, possessions, any State of the United States of America or the District of Columbia (collectively, the "United States") or to a U.S. person (as such term is defined in Regulation S under the U.S. Securities Act) (a "U.S. Person") unless exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws are available. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States or to, or for the account or benefit of, any U.S. Person. See "Plan of Distribution".

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from MustGrow Biologics Corp. at 800, 230-22nd St. E., Saskatoon, SK S7K 1J5, telephone +1-306-668-2652, and are also available electronically at www.sedar.com.

PRELIMINARY SHORT FORM BASE SHELF PROSPECTUS

New Issue and Secondary Offering

April 4, 2022



MUSTGROW BIOLOGICS CORP.

\$40,000,000.00

**Common Shares
Warrants
Units
Debt Securities
Subscription Receipts**

This short form prospectus (this "**Prospectus**") relates to the offering for sale from time to time by MustGrow Biologics Corp. (the "**Company**" or "**MustGrow**") during the 25-month period that this Prospectus, including any amendments hereto, remains effective, of up to \$40,000,000.00 in the aggregate, in one or more series or issuances, of (i) common shares ("**Common Shares**") in our capital, (ii) warrants to purchase Common Shares or Debt Securities ("**Warrants**"), (iii) units comprised of one or more of any of the other securities described in this Prospectus, or any combination of such securities ("**Units**"), (iv) our debt securities ("**Debt Securities**"), and (v) subscription receipts exercisable for equity securities and/or other securities ("**Subscription Receipts**"). The securities may be offered by

us or by our securityholders. The securities may be offered separately or together, in amounts, at prices and on terms to be determined based on market conditions at the time of the sale and set forth in an accompanying prospectus supplement.

Our Common Shares are listed on the Canadian Securities Exchange (the "CSE") under the symbol "MGRO", the OTCQX under the symbol "MGROF", and the German Frankfurt exchange (the "Frankfurt Exchange") under "0CO". The closing price of the Common Shares on April 1, 2022, the last trading date before the date hereof, was \$3.88 per Common Share on the CSE, US\$3.11 per Common Share on the OTCQX, and EUR\$2.88 on the Frankfurt Exchange.

Unless otherwise specified in an applicable prospectus supplement, our Warrants, Units, Debt Securities and Subscription Receipts will not be listed on any securities or stock exchange or on any automated dealer quotation system.

There is currently no market through which our securities, other than Common Shares, may be sold and purchasers may not be able to resell such securities purchased under this Prospectus. This may affect the pricing of our securities, other than Common Shares, in the secondary market, the transparency and availability of trading prices, the liquidity of these securities and the extent of issuer regulation. See "Risk Factors".

The specific terms of securities offered pursuant to this Prospectus will be set forth in a prospectus supplement including, where applicable: (i) in the case of Common Shares, the number of Common Shares offered and the offering price; (ii) in the case of Debt Securities, the aggregate principal amount and offering price, the maturity date, the interest provisions, events of default, redemption or retraction provisions, conversion or exchange rights, whether the debt is senior or subordinated and any other specific terms; (iii) in the case of Subscription Receipts, the number of Subscription Receipts offered, the offering price, the securities issuable in exchange for the Subscription Receipts and any other specific terms; (iv) in the case of Warrants, the number of Common Shares issuable upon exercise thereof, the exercise price and exercise period and the terms of any provisions allowing or providing for adjustments in the exercise price or the number of Common Shares issuable upon exercise thereof; and (v) in the case of Units, the number of Units offered, the offering price and the number of securities included in each Unit. A prospectus supplement may include specific variable terms pertaining to securities that are not within the alternatives and parameters set forth in this Prospectus.

All information permitted under securities legislation to be omitted from this Prospectus will be contained in one or more prospectus supplements that will be delivered to purchasers together with this Prospectus, except in cases where an exemption from such delivery requirements has been obtained. Each prospectus supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the prospectus supplement and only for the purposes of the distribution of the securities to which the prospectus supplement pertains. You should read this Prospectus and any applicable prospectus supplement carefully before you invest in any securities issued pursuant to this Prospectus. This Prospectus may not be used to sell any securities unless accompanied by a prospectus supplement. In connection with any underwritten offering of securities, the underwriters, dealers or placement agents may over-allot or effect transactions which stabilize or maintain the market price of the securities offered at a higher level than that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. A purchaser who acquires securities forming part of the underwriters' over-allocation position acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the over-allotment option or secondary market purchases. See "*Plan of Distribution*".

We or any selling securityholder may offer and sell the securities issued under this Prospectus to or through underwriters, dealers, placement agents or other intermediaries or directly to one or more purchasers, subject in each case to obtaining any required exemptions under applicable securities laws. The distribution of securities under this Prospectus may be effected from time to time in one or more transactions at a fixed price or prices, which may be changed from time to time, at market prices prevailing at the time of sale, or at prices related to such prevailing market prices, or at other negotiated prices, in each case as set forth in the applicable prospectus supplement. The prospectus supplement relating to a particular offering of securities will identify each selling securityholder, underwriter, dealer or agent engaged in connection with an offering and sale of securities pursuant to this Prospectus and will set forth the terms of the offering of such securities, including our proceeds and, to the extent applicable, any fees, discounts,

concessions or other compensation payable to the underwriters, dealers or agents, the method of distribution, the initial issue price (in the event that the offering is a fixed price distribution) and any other material terms of the plan of distribution. See "*Plan of Distribution*".

We are an agricultural biotechnology company focused on the development and commercialization of natural biopesticides, biofumigants and bioherbicides derived from food-grade mustard seed. Investing in our securities is speculative and involves a high degree of risk. An investment in our securities should only be undertaken by those persons who can afford the total loss of their investment. The securities should be considered speculative due to various factors, including the nature of the Company's business. You should carefully read the "Risk Factors" in this Prospectus (including any prospectus supplement) and in the documents incorporated by reference herein as well as the information under the heading "*Cautionary Note Regarding Forward-Looking Statements*". Potential investors are advised to consult their own legal counsel and other professional advisors in order to assess income tax, legal and other aspects of an investment in MustGrow.

You should rely only on the information contained in or incorporated by reference into this Prospectus and any applicable prospectus supplement. We have not authorized anyone to provide investors with different information. Information contained on our website shall not be deemed to be a part of this Prospectus (including any applicable prospectus supplement) or incorporated by reference and should not be relied upon by prospective investors for the purpose of determining whether to invest in the securities. We will not make an offer of these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this Prospectus is accurate as of any date other than the date on the face page of this Prospectus or any applicable prospectus supplement.

Our head office is located at 1005 – 201 1st Ave. S., Saskatoon SK S7K 1J5 and our registered and record office is located at 800, 230 – 22nd St. E., Saskatoon SK S7K 0E9.

No underwriter has been involved in the preparation of this Prospectus or performed any review of the contents of this Prospectus.

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GENERAL MATTERS

About this Prospectus

You should rely only on the information contained or incorporated by reference in this Prospectus or any applicable prospectus supplement and are not entitled to rely on only certain parts of the information contained in this Prospectus or any applicable prospectus supplement to the exclusion of the remainder. We have not authorized anyone to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it. We are not making an offer to sell or seeking an offer to buy the securities offered pursuant to this Prospectus in any jurisdiction where the offer or sale is not permitted. You should assume that the information contained in this Prospectus or any applicable prospectus supplement is accurate only as of the date on the front of those documents and that the information contained in any document incorporated by reference is accurate only as of the date of that document, regardless of the time of delivery of this Prospectus or any applicable prospectus supplement or of any sale of our securities pursuant thereto. Our business, financial condition, results of operations and prospects may have changed since those dates.

Interpretation

In this Prospectus and any applicable prospectus supplement, unless otherwise indicated or the context otherwise requires, the terms "MustGrow", the "Company" and "we", "us" and "our" are used to refer to MustGrow Biologics Corp.

This Prospectus and any applicable prospectus supplement contain company names, product names, trade names, trademarks and service marks of other organizations, all of which are the property of their respective owners.

Market and Industry Data

Market and industry data contained in this Prospectus were obtained from third party sources, such as government or other industry publications and reports, journals, studies and publications, websites and other publicly available information or based on estimates derived from same and management's knowledge of, and experience in, the agricultural biotechnology industry, markets and economies in which the Company operates. Government and industry publications and reports generally indicate that information has been obtained from sources believed to be reliable, but do not guarantee the accuracy and completeness of such information. The Company believes that the industry, market and economic data presented throughout this Prospectus is accurate and, with respect to data prepared by the Company or on the Company's behalf, that the Company's opinions, estimates and assumptions are currently appropriate and reasonable, but there can be no assurance as to the accuracy or completeness thereof. Further, certain of these organizations are participants in, or advisors to participants in, the agricultural biotechnology industry, and they may present information in a manner that is more favourable to the industry than would be presented by an independent source. Actual outcomes may vary materially from those forecasted in such reports or publications, and the prospect for material variation can be expected to increase as the length of the forecast period increases. While the Company believes this data to be reliable, the Company has not independently verified any of the data from third party sources referred to in this Prospectus, analyzed or verified the underlying studies or surveys relied upon or referred to by such sources, or ascertained the underlying industry. Market, economic, industry data and other assumptions relied upon by such sources are subject to variations and cannot be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey.

Currency

In this Prospectus and any applicable prospectus supplement, unless otherwise indicated, all dollar amounts are expressed in Canadian dollars. References to "\$" and "CDN\$" are to Canadian dollars and references to "US\$" and "U.S. dollars" are to United States dollars.

Cautionary Note Regarding Forward-Looking Statements

This Prospectus contains certain information that may constitute "forward-looking information" and "forward-looking statements" (collectively, "**forward-looking statements**") which are based upon the Company's current internal expectations, estimates, projections, assumptions and beliefs. Such statements can be identified by the use of forward-looking terminology such as "expect," "likely", "may," "will," "should," "intend," "anticipate", "potential", "proposed", "estimate", "believe", "plan", "expect", "forecast" and other similar words, including negative and grammatical variations thereof, or statements that certain events or conditions "may" or "will" happen, or by discussions of strategy. Actual results and developments may differ materially from those contemplated by these statements. Forward-looking statements include estimates, plans, expectations, opinions, forecasts, projections, targets, guidance, or other statements that are not statements of fact. The forward-looking statements included in this Prospectus are made only as of the date of this Prospectus. Forward-looking statements in this Prospectus include, but are not limited to, statements with respect to:

- the Company's ability to obtain and protect its intellectual property and other proprietary rights including patents and trade secrets;
- the Company's ability to continue investment and pursue research and development opportunities;
- the Company's ability to continue as a going concern;
- the Company's ability to develop and commercialize, or otherwise monetize, its product candidates and develop new products;
- the Company's ability to compete successfully against its competitors;
- the success of the Company's product candidates and any new products;
- robustness of the Company's information technology system and the ability to safeguard against security breaches;
- general business and economic conditions;
- the effectiveness of any of the Company's products;
- the assumption that the Company's current good relationships with its collaborators and other third parties will be maintained;
- the availability of financing on reasonable terms;
- the Company's ability to attract and retain skilled staff;
- the products and technology offered by the Company's competitors;
- the impact of COVID-19 on the Company;
- the ability of the Company to manage any risks relating to international operations and business; and
- the ability of the Company to obtain regulatory approvals and manage regulatory risks.

Such statements reflect MustGrow's current views with respect to future events and are subject to risks and uncertainties and are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Company as of the date of such statements, are inherently subject to significant medical, scientific, business,

economic, competitive, political and social uncertainties and contingencies. However, although generally indicative of relative market positions, market shares and performance characteristics, such data is inherently imprecise. While MustGrow is not aware of any misstatement regarding any industry or government data presented herein, the factors which could cause results to differ from current expectations include, but are not limited to: the Company's recurring operating losses and negative cash flows; lack of expectations of generating revenues in the near future; any failure to maintain or establish satisfactory supply or manufacturing arrangements; any failure of the Company's product candidates to receive regulatory approval or be commercially viable; any delays or failures in testing and commercialization; the adverse impact on future commercialization efforts from negative results from trials or studies of others; intense competition from corporations with greater resources and experience; any misconduct or improper activities of the Company's employees; dependence on management and key personnel; any failure of collaboration agreements; any failure to protect our intellectual property; any failure of product development to proceed as intended, or at all; any insufficiency of insurance coverage; any changes in laws, regulations and guidelines; any deficiencies in disclosure controls and procedures and internal controls over financial reporting; any cyber-security breaches; any failure of the Company's information technology systems; products recalls; the possible future international expansion of the Company, the volatility and fluctuation of the market price for the Common Shares of the Company; the possible future dilution of shareholders; the subordination of shareholders to the Company's lenders; the senior ranking of future offerings of debt and equity securities to that of Common Shares, the negative impact of future sales of Common Shares by officers and directors on the market price for the Common Shares; the fact that there is no assurance of an active and liquid market for the Company's securities; the Company's limited operating history; the fact that there is no assurance of the Company's future profitability; the risks associated with revenue generation and liquidity levels; the fact that the Company does not currently pay dividends and has no history of paying dividends; and the risks associated with the potential impacts of the COVID-19 pandemic on the general business of the Company.

Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. The Company's forward-looking statements are expressly qualified in their entirety by this cautionary statement. In particular, but without limiting the foregoing, disclosure in this Prospectus under "*Description of the Business*" as well as statements regarding the Company's objectives, plans and goals, including future operating results and economic performance may make reference to or involve forward-looking statements. In evaluating forward-looking statements, current and prospective shareholders should specifically consider various factors, including the risks outlined under the heading "*Risk Factors*" in this Prospectus and under the heading "*Risk Factors*" in the Annual Information Form (as defined herein). A number of factors could cause actual events, performance or results to differ materially from what is projected in the forward-looking statements. The purpose of forward-looking statements is to provide the reader with a description of management's expectations, and such forward-looking statements may not be appropriate for any other purpose. Undue reliance should not be placed on forward-looking statements contained in this Prospectus. Forward-looking statements are made as of the date of this Prospectus and we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

Documents Incorporated by Reference

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated by reference in this Prospectus and not delivered with this Prospectus may be obtained on request without charge from MustGrow at 800, 230 – 22nd St. E., Saskatoon SK S7K 0E9, telephone +1-306-668-2652, or by accessing the disclosure documents through the Internet on the Canadian System for Electronic Document Analysis and Retrieval ("**SEDAR**"), at www.sedar.com.

The following documents, filed with the securities commissions or similar regulatory authorities in all provinces of Canada are specifically incorporated by reference, and form an integral part of, this Prospectus:

- (a) the management's discussion and analysis of the Company for the three and nine months ended September 30, 2021;
- (b) the unaudited condensed consolidated interim financial statements of the Company for the three and nine months ended September 30, 2021 and related notes thereto;

- (c) the annual information form of the Company dated August 25, 2021 for the financial year ended December 31, 2020 (the "**Annual Information Form**");
- (d) the material change report of the Company, dated August 12, 2021 in respect of the announcement of its execution of an evaluation and option agreement with Sumitomo Corporation to evaluate the Company's technology for preplant soil fumigation, bioherbicide, postharvest and food preservation for potatoes and bananas;
- (e) the management information circular of the Company dated May 26, 2021 in connection with the annual general and special meeting of shareholders of the Company held on June 24, 2021;
- (f) the management's discussion and analysis of the Company for the year ended December 31, 2020; and
- (g) the consolidated audited annual financial statements of the Company as at and for the financial years ended December 31, 2020, and December 30, 2019, and related notes thereto, together with the independent auditor's report thereon.

Any documents of the type described in Section 11.1 of Form 44-101F1 – *Short Form Prospectus Distributions* filed with a securities commission or similar regulatory authority in Canada on or after the date of this Prospectus and prior to the expiry of this Prospectus, or the completion of the issuance of securities pursuant hereto, will be deemed to be incorporated by reference into this Prospectus.

A prospectus supplement containing the specific terms of any offering of our securities will be delivered to purchasers of our securities together with this Prospectus (except in cases where an exemption from such delivery requirement has been obtained) and will be deemed to be incorporated by reference in this Prospectus as of the date of the prospectus supplement and only for the purposes of the offering of our securities to which that prospectus supplement pertains.

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

Upon our filing of an annual information form, any subsequent annual information forms or any new annual financial statements and the accompanying management's discussion and analysis, or upon the re-filing of any amended annual information forms, annual financial statements or the accompanying management's discussion and analysis, with applicable securities regulatory authorities during the currency of this Prospectus, the previous, if applicable, annual information form, annual financial statements and management's discussion and analysis and all quarterly financial statements, supplemental information, material change reports and information circulars filed prior to the commencement of our financial year in which a new annual information form is filed will be deemed no longer to be incorporated into this Prospectus for purposes of future offers and sales of our securities under this Prospectus.

Upon interim consolidated financial statements and the accompanying management's discussion and analysis being filed by us with the applicable securities regulatory authorities during the duration of this Prospectus, all interim consolidated financial statements and the accompanying management's discussion and analysis, filed prior to the new

interim consolidated financial statements shall be deemed no longer to be incorporated into this Prospectus for the purposes of future offers and sales under this Prospectus.

References to our website in any documents that are incorporated by reference into this Prospectus do not incorporate by reference the information on our website into this Prospectus, and we disclaim any such incorporation by reference.

THE COMPANY

Corporate Structure

MustGrow was incorporated as 1020673 B.C. Ltd. under the *Business Corporations Act* (British Columbia) ("BCBCA") on December 2, 2014. On January 19, 2016, MustGrow changed its name to Duport Capital Ltd. and on March 29, 2018, it changed its name to MustGrow Biologics Corp. On August 18, 2018, MustGrow continued from under the BCBCA to the *Business Corporations Act* (Saskatchewan) ("SBCA").

On July 8, 2019, the Company announced it had received approval from the CSE for the listing of the Common Shares. The Common Shares were listed for trading on the CSE under the symbol "MGRO" on July 10, 2019. MustGrow is a reporting issuer in the provinces of British Columbia, Alberta, Saskatchewan, and Ontario. MustGrow is also listed on the OTCQX under the symbol "MGROF", and the Frankfurt Exchange under "0C0".

Intercorporate Relationships

On March 14, 2018, the Company completed a triangular amalgamation, pursuant to an amalgamation agreement (the "**Amalgamation Agreement**") between the Company, its wholly owned subsidiary, 102023826 Saskatchewan Ltd. ("**Subco**") and MPT Mustard Products & Technologies Inc. ("**MPT**"). Pursuant to the terms of Amalgamation Agreement, Subco and MPT amalgamated under the SBCA and the amalgamated company retained the name "MPT Mustard Products & Technologies Inc." and remained a wholly-owned subsidiary of the Company. On January 1, 2020, the Company vertically amalgamated with MPT and the amalgamated entity continued the business of the Company under "MustGrow Biologics Corp."

DESCRIPTION OF THE BUSINESS

General

MustGrow is an agricultural biotechnology company focused on the development and commercialization of natural biopesticides, biofumigants and bioherbicides derived from food-grade mustard seed. The mustard plant, which is a *Brassica* species plant, has natural compounds within that produce natural chemicals with pesticidal, fungicidal and herbicidal properties. Allyl-isothiocyanate ("**AITC**") and thiocyanate are the active ingredient compounds which are part of the plant's defense mechanism against disease, pests and weeds. MustGrow has extracted these natural compounds and molecules that form these natural compounds, from mustard seed and formulated them in a dry and liquid form with potential for use as a commercial biopesticide, biofumigant and bioherbicide. MustGrow owns issued patents and patent applications covering the extraction, formulation and use of these natural compounds. The MustGrow technology is a platform technology with multiple applications, including preplant soil treatment of disease, pests and weeds, and a biologic for postharvest food preservation.

Overall Industry and Market Conditions

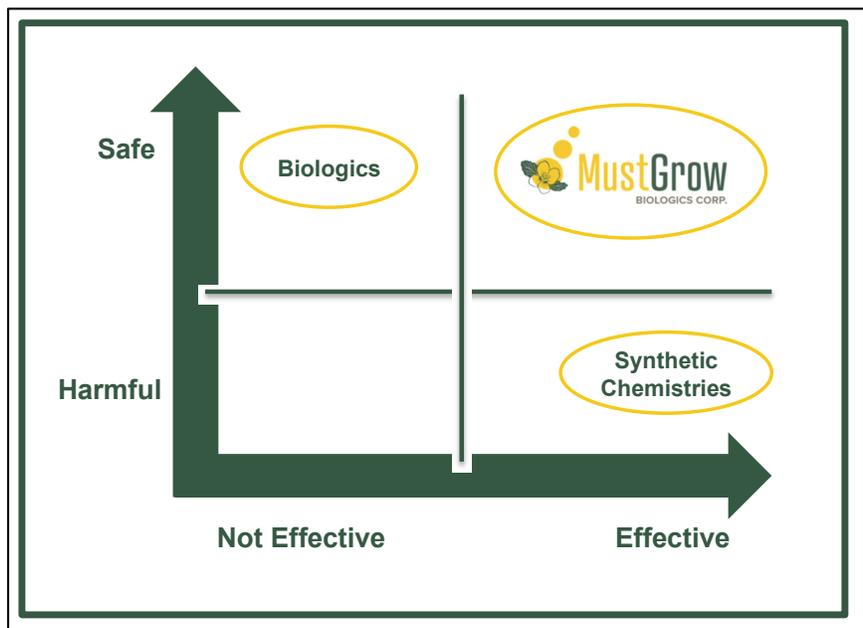
Traditional solutions to combat disease, pests and weeds in agriculture face significant challenges as consumers globally are demanding a reduction in the amount of synthetic pesticides used to produce food crops. Regulatory agencies have responded by significantly restricting or outlawing existing synthetic chemistries, leaving limited alternatives for growers. In addition, the long history of synthetic chemical treatments has resulted in some resistant disease, pest and weed populations, reducing the effectiveness these chemistries. Disease, pest and weed control can be further confounded by tighter regulatory restrictions on application rates and outright bans on the use of some chemicals. At the same time, there is of considerable concern to feed a growing population on a finite amount

of arable land - land needs to become more productive and farming practices need to become more sustainable for future generations. In response, large agricultural chemical companies are investing in more sustainable natural technologies, including biologics, to replace or complement synthetic chemicals. Growers want to use safe, sustainable products to protect their crops, but they need to work and provide competitive return on investment. In the past number of years, biologics that have come to market have had slow uptake because many did not meet performance expectations.

Principal Technology

The Company is currently devoting its resources to research and development of its technology. MustGrow's natural, organic technology platform has the potential to be a solution that combines the efficacy of synthetic chemicals and the safety of biologics.

Figure 1: MustGrow's Technology vs. Biologics vs. Synthetic Chemistries



Compared to existing biologics, MustGrow's solution has demonstrated effective control of disease and pests. The mode of action is similar to that of synthetic chemicals, and in head-to-head field trials, has shown to be competitive at controlling the target disease or pest. However, MustGrow's technology is not a synthetic chemical, it is sourced from food grade mustard and is natural and organic. It is a potentially safer alternative for the environment and soil.

The safety profile of the Company's mustard-derived liquid biopesticide technology (TerraMG™) is achieved through the following:

- The formulation is a two component system that is benign until mixed and applied in the field. The release of the active ingredient, AITC, is delayed. Therefore, the formulation is designed to be safe for storage, transportation and use.
- The formulation has low water solubility, therefore it does not transport via water in the soil and trials demonstrate does not easily run off to contaminate other water sources.
- AITC has a short half-life – approximately 24 hours, versus weeks for some synthetic chemicals. It acts quickly and then dissipates. This promotes positive soil bacterial and microbiome health. Healthier soil has the potential for healthy crops, and as such, better crop yields.

- Healthy soil is better for the environment, promoting increased carbon sequestration.¹

Technology and Products

Over the last several years, over 100 independent tests have been completed evaluating the safety and efficacy of MustGrow's technology and active ingredients. MustGrow previously commercialized a first-generation technology that used AITC from mustard seed as a biopesticide. This product, which is in granule format, is approved for use by the United States Environmental Protection Agency ("EPA") across a number of U.S. states and approved by Health Canada's Pest Management Regulatory Agency ("PMRA") as a biopesticide for high value crops such as fruit & vegetables.

In 2014, MustGrow shifted focus from the granular product to developing a more concentrated, liquid formula appropriate for use in typical chemical application systems such as drip lines, sprayers and shank. This patented two-part liquid formulation biopesticide technology is branded TerraMG™.

MustGrow's technology pipeline is presented in Figure 2 and contains three core market applications:

- **Preplant Soil Biofumigation** – to treat soil-borne diseases and pests for multiple crops including fruit, vegetables, and potentially other crops;
- **Bioherbicide** – to treat unwanted plant growth using a unique mode of action for potential use in organic agriculture and home and garden markets as well as agriculture markets in jurisdictions where glyphosate is out of favor or has been banned; and
- **Postharvest Food Preservation** – sprout, disease and pathogen treatment for storage and food preservation markets (fruit & vegetables, bulk grain, shipping containers and food borne pathogens).

¹ Source: Food and Agriculture Organization of the United Nations. *"Healthy soils are the basis for healthy food production"*. (http://www.fao.org/fileadmin/user_upload/soils-2015/docs/EN/EN_Print_IYS_food.pdf)

Figure 2: MustGrow's Technology Platform with Potential Application in Multiple Markets Globally

APPLICATIONS	TARGET	ESTIMATED MARKET SIZE / LOSS	PROOF OF CONCEPT	EARLY DEVELOPMENT	ADVANCED DEVELOPMENT	REGISTRATION
			Laboratory	Greenhouse	Field Trials	Pre-Launch
Preplant Soil Biofumigant	Soil-borne diseases and pests					
All Crops – Fruits & Veg, Potatoes, Broad Acre, Turf & Ornamental, etc.	Fusarium, Botrytis, Verticillium, Rhizoctonia, Pythium, Phytophthora, Sclerotinia, Nematodes, etc.	US\$1.3 Billion Estimated Global Market Size in Fruit & Vegetable	→			TerraMG US-EPA registration in process
Bananas	Fusarium wilt TR4	US\$18 Billion Estimated Global Loss	→			
Canola	Clubroot (<i>Plasmodiophora brassicae</i>)	C\$500 Million Estimated Economic Loss in Canada	→			
Pulse Crops: Peas, Lentils, Legumes, etc.	Aphanomyces	C\$100 Million Estimated Economic Loss in Canada	→			
Bioherbicide	Weeds	US\$35 Billion Estimated Global Market Size	→			
Postharvest Food Preservation	Storage biopesticide and food preservation					
Storage: Potato, Fruit & Vegetable*	Sprouting, diseases and pests	US\$250 Million Estimated Global Market	→			
Storage: Bulk Grain*	Mycotoxins and pests	US\$15 Billion Estimated Global Loss	→			
Storage: Shipping Containers*	Diseases and pests	US\$2 Billion Estimated Global Market Size	→			
Food-Borne Pathogens*	E.coli, Salmonella, Listeria, Staphylococcus	US\$15 Billion Estimated Global Market Size	→			

Source: Globenewire, 3rd Party Ag Market Researcher, MustGrow estimates.

*Literature shows AITC has application in these areas.

In addition to mustard-based products and technology, MustGrow has licensed a powdery mildew biofungicide product from a third party for use in Canada on cannabis and hemp. This biofungicide was used widely in the cannabis industry under the trade name Actinovate®, but was discontinued when the owner removed cannabis from the label. MustGrow re-branded this biofungicide as CannaPM™ and received regulatory approval from the PMRA in early 2021. CannaPM™ contains *Streptomyces lydicus* WYEC 108, a beneficial bacteria and natural enemy of fungal pathogens, thus offering cannabis and hemp growers a powerful and versatile tool to protect their crops.

Preplant Soil Biofumigant

The initial focus for MustGrow technology is as a preplant soil biofumigant for high value crops such as fruit & vegetables in the US and Canada. The first-generation granular product, MustGrow Invest™, was directed at this market, received regulatory approval and generated sales of approximately \$700,000.

Preplant soil fumigation involves treatment (fumigation) of the soil prior to planting a crop to suppress or control disease and pests. This affords a newly seeded crop the best conditions to attain proper emergence and establishment, which will potentially result in maximum yield, and therefore, returns for the farmer. Crops that are treated in the US fumigation market are:

- Tree nut and vine (nuts, pome, stone fruit, grape);
- Plastic culture crops (fruiting vegetable, cucurbits, strawberries);
- Broad acre field vegetables (potatoes, sweet potatoes, carrots, onion);
- Other field vegetables (brassica, leafy);
- Field crops (tobacco, peanuts, sugar beets, green beans); and
- Nursery crops (greenhouse, field grown, container).

In addition, MustGrow is focusing its testing efforts on other crops such as bananas, canola, and pulse crops, because these crops have no solutions for certain soil borne disease: Fusarium wilt TR4, club root and aphanomyces, respectively.

In December 2021, MustGrow announced successful preplant field trials in the US in cotton, soybeans and cucurbits with Sumitomo Corporation.

Bananas – Fusarium wilt TR4

Fusarium wilt TR4 is the world's most destructive banana disease, affecting particularly Cavendish bananas, which comprise half of global banana production. Currently, there are no effective treatments for infected banana plantations. Crop losses may be up to 100% and the disease may remain viable in soil for decades.² The spread of Fusarium wilt TR4 through banana plantations in South America has prompted Colombia to reportedly declare a National State of Emergency, enacting special measures to stop the disease from spreading, including the preventive eradication of infected plantations.³ In February 2021, MustGrow confirmed control of Fusarium wilt TR4 in laboratory trials in Colombia. In November 2021, MustGrow reported successful field trials in Columbia – field data confirmed reduced incidence and severity of Fusarium wilt TR4 symptoms in banana plants after 21 days. MustGrow's banana research and development in the Americas has now transitioned to Sumitomo Corporation.

Canola - Clubroot

Clubroot is a rapidly spreading disease pathogen destroying canola, one of Canada's more profitable crops with over 20 million acres grown each year and contributing approximately \$30 billion in economic activity in Canada.⁴ Industry experts estimate \$500 million in annual canola crop losses in Canada caused by clubroot. Current measures cannot eradicate clubroot completely – they are only intended to slow down the spread and reduce the incidence and severity of the disease. Some field infections may lead to 100% crop loss. In August 2020, MustGrow reported control of clubroot in greenhouse soil; of particular note: 96.1% disease control at 0.5 gal/acre application rate; and 98.5% disease control at 10 gal/acre application rate.

Pulse Crops - Aphanomyces

Aphanomyces is a water mold pathogen responsible for root-rot disease, infecting a variety of peas, lentils and other legumes collectively referred to as pulse crops. The disease causes severe root damage and wilting, with yield losses ranging from 10% to 100% in infected fields. Canada is one of the world's largest producers (~11 million tons, 2020) and exporters of pulse crops.⁵ The Company estimates \$20 million in annual pulse crop losses in Canada and \$100 million globally caused by Aphanomyces. The Province of Saskatchewan has been hit particularly hard, with about 90% of fields showing Aphanomyces symptoms in 2019. Current treatment measures cannot control Aphanomyces – they are only able to slow down the spread and reduce the incidence and severity of the disease. Further, there are currently no genetic cultivars available with complete Aphanomyces resistance. MustGrow's TerraMG™ soil biofumigant technology has demonstrated control of root-rot in greenhouse trials.

Bioherbicide

In early 2021, MustGrow isolated and concentrated an additional molecule, thiocyanate, from mustard seed. Thiocyanate is responsible for the systemic activity behind the mustard plant's natural herbicidal (weed-killer)

² Source: Food and Agriculture Organization of the United Nations. "Preventing the spread and introduction of banana fusarium wilt disease Tropical race 4 (TR4)" (<http://www.fao.org/3/ca7590en/ca7590en.pdf>)

³ Source: American Association for the Advancement of Science. "Colombia confirms that dreaded fungus has hit its banana plantations" (August 12, 2019) (<https://www.sciencemag.org/news/2019/08/colombia-confirms-dreaded-fungus-has-hit-its-banana-plantations>)

⁴ Source: LMC International report for Canola Council of Canada. *The Economic Impact of Canola on the Canadian Economy: 2020 Update*. December 2020 (<https://www.canolacouncil.org/about-canola/economic-impact/>)

⁵ Source: IMARC. *Canada Pulses Market: Industry Trends Share, Size, Growth, Opportunity and Forecast 2021-2026* (<https://www.imarcgroup.com/canada-pulses-market>).

properties. MustGrow had previously reported bioherbicidal proof-of-concept success without isolating thiocyanate and now expects to build on those studies with this additional bioherbicidal mode-of-action now identified.

Thiocyanate extract has the potential to be a natural organic bioherbicide that is soil active with systemic translocated properties. Systemic activity, or the ability of the active ingredient to move from soil, to roots, and then to stem and leaves, is particularly significant given that the leading synthetic herbicide glyphosate is not soil active, and only acts on the above ground portions of the weed it contacts. MustGrow believes a significant opportunity exists to potentially replace or compliment glyphosate or other synthetic herbicides in certain markets, by providing a natural organic solution. These systems include home and garden, organic acres, jurisdiction where glyphosate or other synthetic herbicides have been banned, and in combination with synthetic chemicals, thereby reducing application rate.

Postharvest Food Preservation

MustGrow's active ingredient, AITC, has application in areas beyond preplant soil fumigation of diseases and pests. Many of these diseases affect not only crops in the field, but also in storage. As such, MustGrow is developing its AITC technology for application in postharvest food preservation in the following areas:

- Potato and stored vegetable sprouting and disease;
- Bulk grain storage for mycotoxin, disease and pests;
- Storage containers disease and pests; and
- Food borne pathogens.

Sprouting and Disease Treatment for Potatoes and Vegetables

In November 2020, MustGrow entered into an exclusive technology license agreement with the University of Idaho providing access to, amongst other things, a natural mustard-based treatment of stored produce and other foods. Included in the licensed technology is an issued patent containing matter and method claims to utilize AITC to control vegetable and potato sprouting without using harmful synthetic chemicals.

Potatoes can be stored for up to nine months following harvest and sprout suppression is a key element of managing potato storage. The current annual European sprout suppression market is estimated at US\$64 million and over US\$100 million globally.⁶ The leading agrochemical product for sprout suppression, chlorpropham ("CIPC"), was banned by the European Union on October 8, 2020. CIPC has long been the major global sprout suppressant, widely applied to stored potatoes. With this ban now effective, growers will be forced to refrigerate produce, adding an estimated US\$150 million expenditure annually in the European Union.⁷ The additional capital expenditure and refrigeration energy consumption make this temporary approach unsustainable. Although the ban was anticipated, no effective treatment alternatives have emerged – creating a major problem for existing potato storage sites. In February 2022, MustGrow reported successful postharvest trials in both disease control and sprout suppression of stored potatoes conducted by a third-party laboratory. There currently is no product on the market that can provide both disease control and sprout suppression of stored potatoes.

Other Postharvest Food Preservation

Stored Bulk Grain: The Company estimates the global losses from stored grains infected with mycotoxins at roughly US\$15 billion per year. Damage may be caused by insects, rodents, mold and mycotoxins, amongst other things. For example, once mycotoxins infect stored grains, they cannot be used for food or feed consumption and are

⁶ Source: Confidential third party source.

⁷ Source: Confidential third party source.

a total loss for the producer and there is currently no preventive or curative treatment available. The Company believes that its technology has potential for treatment of mold, mycotoxins and insects (repellency).

Shipping Containers: All shipping containers around the world are treated for disease and pests prior to crossing national borders. Harmful chemicals such as methyl bromide, which is hazardous to users and the ozone and banned in many jurisdictions, continue to be used for fumigating containers, including those used for organic produce transport. Methyl bromide is effective, but environmentally harmful and hazardous to human health.

Food-borne Pathogens: *E. coli*, *Salmonella sp.*, *Listeria spp.* and *Staphylococcus sp.* not only cause food and produce waste, but also are harmful and even deadly when consumed by humans and animals. Recalls of infected lettuce, spinach or other vegetables are common.

Business Objectives

The Company's business objectives for the next 12 months include:

- Global field trials with current partners (Bayer, Sumitomo Corporation and Nexus BioAg) of the liquid formulation technology, TerraMG™, for use as a preplant soil biopesticide for soil borne diseases and pests in a variety of different crops such as fruits & vegetables, bananas, canola and pulses;
- Postharvest trials of the Company's mustard-derived AITC technology for use in disease control and sprout suppression in potatoes and vegetables, and in addition, for use in other postharvest applications such bulk grain fumigation;
- Continue to pursue US-EPA regulatory approval of the Company's technology, TerraMG™ as a preplant soil biopesticide for fruit & vegetables, turf & ornamental, and other crops;
- Greenhouse and field trials of the Company's thiocyanate technology as a bioherbicide;
- Continue collaborative research with agriculture industry partners to develop and commercialize the MustGrow technology;
- Continue optimization of MustGrow's formulation of AITC and thiocyanate; and
- Potential to secure options for production through toll manufacturing.

Commercial Collaborations

MustGrow has an agreement with Sumitomo Corporation ("**Sumitomo**") to evaluate MustGrow's technology to determine efficacy and commercial potential in the Americas. Sumitomo has exclusive option rights to MustGrow's technology for preplant soil fumigation and bioherbicide applications, as well as postharvest and food preservation for potatoes and bananas in North, Central and South America.

MustGrow has an agreement with Bayer to evaluate MustGrow's technology to determine efficacy and commercial potential. Bayer AG has exclusive option rights to MustGrow's technology for preplant soil fumigation, bioherbicide applications and postharvest food preservation of potatoes including sprout suppression in the regions of Europe, Asia Pacific, Middle East and Africa.

MustGrow has an agreement with Univar Canada Ltd.'s NexusBioAg ("**NexusBioAg**"), a division of Univar Solutions Inc. ("**Univar Solutions**"), whereby NexusBioAg will complete a field trial program in Canada utilizing MustGrow's mustard-derived biopesticide technology, TerraMG™, for treatment of clubroot and aphanomyces diseases in canola and pulse crops, respectively. Univar Solutions is a global specialty chemical and ingredient distributor. In Canada, NexusBioAg offers a portfolio of crop nutrition solutions, which includes inoculants, micronutrients, nitrogen stabilizers and foliar products.

Intellectual Property

MustGrow's intellectual property portfolio consists of 61 issued or allowed patents, 9 pending patent applications, as well as trade secrets and know-how.

The following table summarizes claims in patents and patent applications along with their commercial application and expected life.

Patents / Patent Applications	Commercial Application	Expiry
Compositions including plant materials extracted from multiple mustard species to achieve pesticidal activity, methods for making the same, and methods for using the same to control pests	Soil biofumigant	2031
Two-part pesticide precursor systems including pesticidally inactive mustard extracts, becoming pesticidally active upon combining, methods for making the same, and methods for using the same to control pests	Soil biofumigant	2034
Pesticidal formulations comprising mustard extracts and formulary ingredients, methods for making the same, and pesticide application kits containing the same	Soil biofumigant	2034
Methods for controlling weed plants by applying mustard plant extracts to plant foliage, and kits for using the same	Herbicide	2040
Methods for controlling weed plants by applying a combination of a mustard plant extract and chemical herbicide to plant foliage, compositions, methods for making, and kits containing the same	Herbicide	2041
Methods for controlling Fusarium wilt of banana plants using mustard extracts, and kits to conduct the same	Soil biofumigant	2041
Methods to treat vegetable to prevent sprouting using mustard extracts (exclusively licensed from the University of Idaho)	Food Preservation	2036
Methods to control nematode growth using mustard extracts (exclusively licensed from the University of Idaho)	Soil biofumigant	2038

Competition

The agricultural pesticide market is dominated by a few relatively large participants. The Company competes with other companies in acquiring and retaining qualified personnel, seeking and protecting patents as well as to acquire market share in the biofumigant, bioherbicide and food preservation markets. The Company's main competitors include, but are not limited to Bayer, Syngenta Group, BASF SE, FMC Corporation, Sumitomo Corporation, Mitsui & Co., Ltd., NuFarm Ltd, UPL Limited, American Vanguard Corporation, Gowan Company and Corteva, Inc.

Soil Fumigation

Synthetic chemicals used as soil fumigants are as follows:

- Chloropicrin;
- Metam-Sodium;
- 1,3-Dicloropropene; and

- Potassium N-Methyldithiocarbamate.

There are two other AITC derived fumigants that are EPA registered as a preplant soil fumigant for high value crops such as fruit and vegetables; MustGrow Invest™ and Dominus. MustGrow Invest™ is the Company's first generation granular biopesticide that is OMRI certified and natural form of AITC. Dominus is a biofumigant product that is a synthetic form of AITC, owned by Isagro USA, which is now owned by Gowan Group. Dominus is not OMRI certified and does not have state approval for use in California and many other states including the mid-west potato producing states.

Bioherbicide

Glyphosate is the most commonly used herbicide. In some global markets, glyphosate is being phased out, including recent announcements by Germany and Mexico to phase out by 2024. France recently announced glyphosate restrictions but stopped short of a full ban because of a lack of non-chemical alternatives.

The Company believes that its thiocyanate technology, if efficacious, would not be able to compete directly with glyphosate due to the low cost of glyphosate, but could potentially have an opportunity in the following areas:

- Organic acres where glyphosate cannot be used;
- Home & garden;
- Jurisdictions where glyphosate has been banned; and
- In combination with glyphosate for a different mode of action, or to decrease the potential load per acre of glyphosate.

Postharvest Food Preservation

The leading agrochemical product for sprout suppression, CIPC, was banned by the European Union on October 8, 2020. CIPC has long been the major global sprout suppressant, widely applied to stored potatoes. With this ban now effective, growers will be forced to refrigerate produce. The additional capital expenditure and refrigeration energy consumption make this temporary approach unsustainable. Although the ban was anticipated, no effective treatment alternatives have emerged – creating a major problem for existing potato storage sites.

In the US, CIPC continues to be used as do other products that are not approved in the European Union:

- Phosphoric acid
- Thiabendazole
- Chlorine dioxide
- A product which is a mix of azoxystrobin, difenoconazole and fludioxonil

MustGrow Competitive Position

MustGrow's technologies are natural and organic biologicals derived from food grade mustard. They are shown to have an effective mode of action similar to synthetic chemicals, but without the negative environmental profile and hazardous use profile.

MustGrow has a patented technology platform that has potential application in several crops and geographic markets for biofumigation, weed control and food preservation.

Business Cycles

The Company's business as an agricultural biotechnology company at the research and development stage, is not cyclical, and may be conducted year-round. Research and development can be done in laboratories, greenhouses as well as in many regions around the world due to many active crop targets. Field testing is the one area that would

be cyclical in nature due to the limitations of the weather cycles but with activities in both the Northern and Southern hemispheres this allows flexibility in trials.

Economic Dependence

The Company's business is not dependent on any contract to sell the major part of its products or to purchase the major part of its requirements for goods, services or raw materials, or on any franchise or license or other agreement to use a patent, formula, trade secret, process or trade name upon which its business depends. It is not expected that the Company's business will be affected in the current financial year by the renegotiation, amendment or termination of contracts or subcontracts.

Employees and Expertise

The Company has engaged contractors to provide expertise in the areas of soil science, entomology, plant science, biochemistry, intellectual property, agricultural technology markets and business development. The Company currently has no employees other than its executive officers.

Foreign Operations

MustGrow had a wholly-owned subsidiary, MustGrow Biologics Columbia SAS, through which it conducted research and development trials on fumigation of banana crops in Columbia. This subsidiary was wound up on March 31, 2022.

Environmental and Sustainability Matters

The Company utilizes natural and organic materials in the manufacture of their bioherbicide. Nonetheless, the Company's operations are subject to environmental requirements under federal, provincial, state, and local laws, regulations and permits of the countries in which the Company operates. These laws, regulations and permits apply to the manufacturing process and the Company believes it is in material compliance with existing requirements.

Lending

The Company has certain lending relationships with the Government of Saskatchewan and Ag-West Bio Inc., pursuant to which it is obligated to make certain repayments and royalty payments. See "*Material Contracts*" for more details on these lending arrangements.

RECENT DEVELOPMENTS

Product Testing and Development

On January 19, 2021, the Company confirmed positive soil health and ecological impact of its natural mustard-derived biopesticide technology.

On January 20, 2021, the Company announced successful laboratory test results of TerraMG™ technology on *Aphanomyces euteiches* zoospores ("**Aphanomyces**") via an independent third party facility: 100% control at economic application rates within 24 hours.

On February 9, 2021, the Company reported confirmatory results of 100% control of TerraMG™ technology on the disease Fusarium wilt TR4, a soil borne disease affecting bananas.

On March 3, 2021, the Company announced that it had isolated and concentrated thiocyanate from mustard seed and that this extract had potential to be a non-selective bioherbicide (natural weed-killer).

On April 12, 2021, the Company announced results from tobacco field trials. MustGrow's TerraMG™ technology achieved comparable efficacy and yield results versus Chloropicrin, a synthetic chemical pesticide.

On April 29, 2021 the Company announced a collaborative field trial program with Univar Canada Ltd. subsidiary NexusBioAg. Trials will test the MustGrow biopesticide technology's ability to treat clubroot in canola and Aphanomyces in pulse crops.

On May 12, 2021, the Company announced successful results from greenhouse trials on Aphanomyces. Control in greenhouse soils was recorded across a range of economic applications rates.

On July 12, 2021, the Company announced positive results controlling Fusarium disease in carnation flower soil trials completed by Gowan Group in Columbia. TerraMG™ technology outperformed the grower standard of steam sterilization and the untreated control.

On November 10, 2021, the Company announced successful banana field trials in Columbia. TerraMG™ technology reduced incidence and severity of Fusarium wilt TR4 symptoms in banana plants after 21 days. The Company also announced that the banana program will transition to Sumitomo Corporation.

On February 9, 2022, the Company announced successful postharvest potato trial results. MustGrow's mustard-derived technology controlled Fusarium dry rot disease and also inhibited sprouting, in both cases outperforming the chemical products typically used by industry.

Regulatory Approvals

On February 24, 2021, the Company reported registration approval through Canada's Pest Management Regulatory Agency (the "PMRA") for its powdery mildew biofungicide product for use on cannabis and hemp crops in Canada. MustGrow has licensed this product exclusively from a leading multinational biological and microbial company, through a definitive licensing agreement initially announced September 3, 2019. This product is a natural biological product (not mustard-derived) that aids cannabis and hemp producers with powdery mildew suppression. MustGrow is now able to sell this product in Canada with the exclusive option to expand internationally. This product is registered under the MustGrow trademark CannaPM™ as a foliar spray.

Agreement with Sumitomo Corporation

On August 4, 2021, the Company announced that it entered into an exclusive evaluation and option agreement with Sumitomo Corporation ("**Sumitomo**") to evaluate the Company's technology for its efficacy and commercial potential. Pursuant to the agreement, the Company granted Sumitomo, amongst other things, the intellectual property rights for testing and the option to acquire exclusive rights to MustGrow's technology for preplant soil fumigation, bioherbicide, postharvest and food preservation for potatoes, and bananas in North, Central, and South America. See "*Description of the Company's Business – Commercial Collaborations*".

On December 14, 2021, the Company announced an expansion of the Sumitomo collaboration program to include development work in Mexico, Peru and Chile across multiple crops and applications. The Company and Sumitomo also commenced regulatory approval processes in multiple countries across South and Central America in addition to the ongoing US EPA approval process.

Agreement with Bayer AG

On January 21, 2022, the Company announced that it entered into an exclusive evaluation and option agreement with Bayer AG ("**Bayer**") to evaluate the Company's technology for its efficacy and commercial potential. Pursuant to the agreement, the Company granted Bayer, amongst other things, the intellectual property rights for testing and the option to acquire exclusive rights to MustGrow's technology for preplant soil fumigation, bioherbicide, postharvest and food preservation for potatoes in Europe, Asia Pacific, Middle East and Africa.

Private Placement

On October 7, 2021, the Company completed a non-brokered private placement of 2,726,611 units of the Company (the "**2021 Units**") at \$2.60 per unit for aggregate gross proceeds of C\$7,089,189 (the "**2021 Offering**").

Each 2021 Unit consists of one common share of the Company and one-half of one common share purchase warrant (each a "**2021 Warrant**"). Each full 2021 Warrant entitles the holder to acquire one common share of the Company at a price of C\$4.00 for a period of 24 months following the closing of the 2021 Offering. A complete and detailed description of the 2021 Offering is contained in a press release filed by the Company on SEDAR on October 7, 2021.

Board Appointment

On March 15, 2022, the Company announced the appointment of Laura Westby to the Board of Directors.

RISK FACTORS

An investment in our securities is speculative and involves a high degree of risk. In addition to the other information included or incorporated by reference in this Prospectus or any applicable prospectus supplement, you should carefully consider the risks and uncertainties described below in the documents incorporated by reference in this Prospectus and any applicable prospectus supplement, together with all of the other information contained in this Prospectus, before purchasing our securities. The occurrence of any of such risks could have a material adverse effect on our business, financial condition, results of operations and future prospects. In these circumstances, the market price of our securities, including Common Shares, could decline, and you may lose all or part of your investment. The risks described herein are not the only risks we face; risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business, financial condition and results of operations. Investors should also refer to the other information set forth or incorporated by reference in this Prospectus or any applicable prospectus supplement, including our consolidated financial statements and related notes. This Prospectus also contains forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in the forward-looking statements as a result of a number of factors, including the risks described herein. See "Cautionary Note Regarding Forward-Looking Statements".

In particular, you should carefully consider the risks described under the heading "Risk Factors" in our Annual Information Form for the year ended December 31, 2020 and in our Management Discussion and Analysis for the three and nine months ended September 30, 2021, and other publicly filed documents which are incorporated herein by reference including, without limitation, any annual information form, as well as the risk factors described under the heading "Risk Factors" in any applicable prospectus supplement. See "Documents Incorporated by Reference".

Risks Related to the Securities of the Company

Volatile market price of the Common Shares

The market price for securities of biotechnology companies, including the Company's, have historically been volatile and subject to wide fluctuations in response to various factors, many of which are beyond the Company's control, which may affect the ability of the Company's shareholders to sell their securities at an advantageous price. The Company's failure to meet expectations, downward revision in securities analysts' estimates, adverse changes in general market conditions or economic trends, acquisitions, dispositions, industry related developments, results of product development or commercialization, changes in government regulations or other material public announcements by the Company or its competitors, along with a variety of additional factors may affect market fluctuations. The market price of the Common Shares may decline even if the Company's operating results, underlying asset values or prospects have not changed. There can be no assurance that continuing fluctuations in price and volume will not occur.

Financial markets have at times historically experienced significant price and volume fluctuations that have particularly affected the market prices of equity securities of companies and that have often been unrelated to the operating performance, underlying asset values or prospects of such companies. In recent years, the securities markets in the US and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price. Accordingly, the market price of the Common Shares may decline even if the Company's operating results, underlying asset values or prospects have not changed. There can be no assurance that continuing fluctuations in price and volume will not occur. If such increased levels of

volatility and market turmoil continue, the Company's operations could be adversely impacted and the trading price of the Common Shares may be materially adversely affected.

Holder of warrants have no rights as a shareholder

Until a holder of warrants acquires warrant shares upon exercise of warrants, such holder will have no rights with respect to the warrant shares underlying such warrants. Upon exercise of such warrants, such holder will be entitled to exercise the rights of a common shareholder only as to matters for which the record date occurs after the exercise date.

Dilution

The Company may issue additional securities in the future, including pursuant to acquisitions completed from time to time, 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 subject to applicable securities laws and stock exchange rules. 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 outstanding warrants.

Subordination of common shareholders to Mustgrow's lenders

In the event of bankruptcy, liquidation or reorganization of the Company, holders of its debt and its trade creditors will generally be entitled to payment of their claims from the assets of the Company before any assets are made available for distribution to the Company or shareholders. The Common Shares are effectively subordinated to the debt and other obligations of the Company.

Senior ranking of future offerings of debt or equity securities

If the Company decides to issue debt or equity securities in the future ranking senior to the Common Shares or otherwise incur additional indebtedness, it is possible that these securities or indebtedness will be governed by an indenture or other instrument containing covenants restricting the Company's operating flexibility and limiting the Company's ability to pay dividends to shareholders. Additionally, any convertible or exchangeable securities that the Company issues in the future may have rights, preferences and privileges, including with respect to dividends, more favorable than those of the Common Shares and may result in dilution to shareholders. Because the Company's decision to issue debt or equity securities in any future offering or otherwise incur indebtedness may depend on market conditions and other factors beyond the Company's control, it cannot predict or estimate the amount, timing or nature of the Company's future offerings or financings, any of which could reduce the market price of the Common Shares and dilute the value of the Common Shares.

Future sales of Common Shares by officers and directors

Subject to compliance with applicable securities laws, directors and officers of the Company and their affiliates may sell some or all of their Common Shares in the future. No prediction can be made as to the effect, if any, such future sales of Common Shares may have on the market price of the Common Shares prevailing from time to time. However, the future sale of a substantial number of Common Shares by the directors and officers of the Company and their affiliates, or the perception that such sales could occur, could adversely affect prevailing market prices for the Common Shares.

No assurance of active and liquid market for securities

The Common Shares are listed on the CSE, the OTCQX and the German Frankfurt exchange; however, 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. If an active or liquid market for the Common Shares fails to be sustained, the prices at which such shares trade may be adversely affected and holders of Common

Shares may be unable to sell their investment on satisfactory terms. Whether or not the Common Shares will trade at lower prices depends on many factors, including the liquidity of the Common Shares, prevailing interest rates and the markets for similar securities, general economic conditions and the Company's financial condition, historic financial performance and prospects. Other factors unrelated to the Company's performance that may have an effect on the price and liquidity of the Company's securities include the extent of the analytical coverage, lessening in trading volume and general market interest in the Company's securities, the size of the Company's public float and any event resulting in a delisting of the Common Shares. Moreover, the issuance by the Company of Common Shares on the exercise of options under the Company's stock option plan and upon the exercise of outstanding Warrants and the subsequent resale of such Common Shares in the public market could also adversely affect the prevailing market price.

No dividends policy

The Company has not declared a dividend since incorporation and does not anticipate doing so in the foreseeable future. Any future determination as to the payment of dividends will be at the discretion of the board of directors (the "**Board**") and will depend on the availability of profit, operating results, the financial position of the Company, future capital requirements and general business and other factors considered relevant by the directors of the Company. No assurances in relation to the payment of dividends can be given. See "*Dividends*".

Risks Relating to MustGrow and its Business

Intellectual property

The Company's success depends, in part, on its ability to obtain patent protection for its products, technologies and their uses, on its ability to maintain trade secret protection and to operate without infringing the proprietary rights of others and without third parties circumventing the rights that the Company currently owns or licenses. MustGrow has filed and is actively pursuing patent applications related to its technologies in key jurisdictions globally, including the United States, Europe, Canada, Central and South America and Asia. In seeking to protect the Company's inventions using patents it is important to note that there can be no assurance that:

- Patent applications will result in the issuance of patents; additional proprietary products developed will be patentable;
- The coverage claimed in a patent application will not be significantly reduced before a patent is issued;
- Patents issued will provide adequate protection or any competitive advantages; patents issued will not be successfully challenged by third parties;
- Commercial exploitation of the Company's inventions does not infringe the patents or intellectual property of others; or
- The Company will be able to obtain any extensions of the patent term.

Failure of the Company to obtain adequate patent protection for any of the current or projected patent applications could have a material adverse effect on the Company's ability to gain a competitive advantage and may have a material adverse effect on operations. In particular, failure to obtain patent protection could permit competitors of the Company to produce products that could be directly competitive with the Company's product candidates or to develop technologies directly competitive with the Company's technologies.

MustGrow has filed patent applications on the basis that the inventors have assigned their interest in the inventions to MustGrow and that such assignments have been confirmed in assignments as of the date of the patent applications. There is no assurance that the inventors did not deal with their interest in the inventions named in the patent applications prior to the date of the confirmatory assignments. The confirmatory assignments have been obtained from employees that MustGrow identified as being the inventors of the inventions named in the patent applications. No assurance can be given that any other person who may be an inventor has assigned to MustGrow their, or waived any, interest in the inventions for which MustGrow has filed patent applications.

Patent applications in Canada and many other jurisdictions remain confidential for 18 months from the priority filing date. Publication of discoveries in the scientific or patent literature often lag behind actual discoveries. As a consequence, MustGrow cannot be certain that it was, or any licensor was, the first creator of inventions covered by issued patents or pending patent applications for such inventions.

There can be no assurance that patents the Company may be able to obtain in the future would be held valid or enforceable by a court. A holding of invalidity or unenforceability may reduce or eliminate the value of the Company's technology covered by the patent. Competitor companies and research and academic institutions have developed technologies, filed patent applications or received patents on various technologies that may be related to the Company's business and technology. Some of these technologies, applications or patents may conflict with or limit the scope of the Company's technology or intellectual property rights. It is also possible that these technologies, applications or patents may preclude the Company from obtaining patent protection for its inventions. Further, there may be uncertainty as to whether the Company may be able to successfully defend any challenge to its patent portfolio.

The Company also relies on trade secrets and proprietary know-how that may not be protected by patent and there is no assurance that the Company will be able to protect its trade secrets. The Company seeks to protect its rights in part by confidentiality agreements with its collaborators, employees, advisors and consultants. No assurance can be made that the obligation to maintain the confidentiality of the Company's secrets and proprietary know-how will not wrongfully be breached by the Company's employees, consultants, advisors or others, or that the Company's trade secrets or proprietary know-how will not otherwise become known, or be independently developed by competitors in a manner providing the Company with no practical recourse against the other parties involved.

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.

Competition and market pressures

The high level of competition in the market for biological agricultural products may result in pricing pressure, reduced margins or the inability of the Company's products to achieve market acceptance. The markets for biological agricultural products are intensely competitive, rapidly changing and undergoing consolidation. The Company may be unable to compete successfully against its current and future competitors, which may result in price reductions, reduced margins and the inability to achieve market acceptance for its products.

Many entities are engaged in developing biological agricultural products. The Company's competitors include major multinational agrichemical companies, some of which have developed biological products for the Company's target markets, as well as specialized biological agricultural businesses such as Bayer AG, Syngenta Group, BASF SE, FMC Corporation, Sumitomo Corporation, Mitsui & Co., Ltd., NuFarm Ltd, UPL Limited, American Vanguard Corporation, Gowan Company and Corteva, Inc. Many of these organizations have longer operating histories, significantly greater resources, greater brand recognition and a larger base of customers than the Company at present. As a result, they may be able to devote greater resources to the manufacture, promotion or sale of their products, receive greater resources and support from independent distributors, initiate or withstand substantial price competition or more readily take advantage of acquisition or other opportunities. Further, many of the large agrichemical companies have a more diversified product offering, which may give these companies an advantage in meeting customers' needs by enabling them to offer a broader range of crop protection, plant nutrition and plant health solutions. In addition, the Company could face competition in the future from new, well-financed start-up companies.

Lack of public knowledge of crop protection and plant health products

Biological crop protection and plant health products are not well understood, which necessitates investment in customer education and makes effectively marketing and selling the Company's technology and products difficult.

The market for biological agricultural products is underdeveloped when compared to conventional products. Customers in the crop production sector are generally cautious in their adoption of new products and technologies. Growers often require on-farm demonstrations of a given crop protection or plant health product. Initial purchases of the product tend to be conservative, with the grower testing on a small portion of their overall crop. As the product is proven, growers incorporate the product into their rotational programs and deploy it on a greater percentage of their operations. As a result, large scale adoption generally takes several growing seasons.

Customers have historically perceived biological agricultural products as more expensive and less effective than conventional products. To succeed, the Company will need to continue to change that perception. To the extent that the market for biological agricultural products does not further develop or customers elect to continue to purchase and rely on conventional chemical products, the Company's market opportunity will be limited.

Third-party intellectual property infringement claims

Third parties may assert that the Company is using their proprietary information without authorization. Third parties may also have or obtain patents and may claim that technologies licensed to or used by the Company infringe their patents. If the Company is required to defend patent infringement actions brought by third parties, or if it sues to protect its own patent rights or otherwise to protect its proprietary information and to prevent its disclosure, the Company may be required to pay substantial litigation costs and managerial attention may be diverted from business operations even if the outcome is in the Company's favour. In addition, any legal action that seeks damages or an injunction to stop the Company from carrying on our commercial activities relating to the affected technologies could subject the Company to monetary liability and require it or any third-party licensors to obtain a license to continue to use the affected technologies. The Company cannot predict whether it would prevail in any of these types of actions or that any required license would be available on commercially acceptable terms, or at all. Some of the Company's competitors may be able to sustain the costs of complex patent litigation more effectively than the Company, because they have substantially greater resources.

Limited operating history and no assurance of profitability

The Company is subject to all of the business risks and uncertainties associated with any early-stage enterprise, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources, and lack of revenues. Its main products have yet to reach production stage.

The Company has incurred significant operating losses since inception and substantially all losses have resulted from expenses incurred in connection with research and development and general and administrative costs associated with operations. The Company may not be able to achieve or maintain profitability and may continue to incur significant losses in the future. In addition, the Company expects to continue to increase operating expenses as it implements initiatives to continue to grow its business. If the Company cannot produce revenue to offset these expected increases in costs and operating expenses, the Company will not be profitable. There is no assurance that the Company will generate revenue and be successful in achieving a return on shareholders' investments and the likelihood of success must be considered in light of the early stage of operations.

Revenue generation and liquidity

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities and the continued development of the Company and its products may require additional financing. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as liquidity.

The ability to generate sufficient revenue to sustain the operations of the Company depends upon the ability to successfully commercialize its intellectual property or other product candidates that the Company develops or acquires in the future. The Company has incurred operating losses and negative cash flows from operations since inception. To the extent the Company has negative cash flows in future periods, the Company may use a portion of its

general working capital to fund such negative cash flow. As of the date of this Prospectus, there is no expectation to generate substantial revenue from the Company's intellectual property in the foreseeable future.

There is no assurance that if regulatory approval is achieved for the product candidates, revenues will be generated. The ability to generate revenue further depends on additional factors, including:

- Successful completion of development activities, including the studies and trials for the product candidates;
- Obtaining regulatory approval from regulatory authorities;
- Potentially raising substantial additional capital to fund operations;
- Securing and maintaining strategic collaborations with partners to test, commercialize and manufacture product candidates;
- Manufacturing approved products in commercial quantities and on commercially reasonable terms;
- Developing a commercial organization, or finding suitable partners, to market, sell and distribute approved products;
- Achieving acceptance among customer and advocacy groups for any developed products;
- The successful grant of patents for the products under development; and
- Setting a commercially viable price for any approved products.

Any doubt about the Company's ability to continue as a going concern may materially and adversely affect the price of the Common Shares, and it may be more difficult for the Company to obtain financing. Any doubt about the Company's ability to continue as a going concern may also adversely affect the Company's relationships with current and future collaborators, contract manufacturers and investors, who may become concerned about its ability to meet its ongoing financial obligations. If potential collaborators decline to do business with the Company or potential investors decline to participate in any future financings due to such concerns, the Company's ability to increase its financial resources may be limited. Further, the failure to raise such capital could result in the delay or indefinite postponement of current business objectives or in the inability of the Company to discharge its liabilities in the normal course of business. The Company has prepared its financial statements on a going concern basis, which assumes that the Company will be able to meet its commitments, realize its assets and discharge its liabilities in the normal course of business. The Company's consolidated financial statements do not include any adjustment to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of this uncertainty.

Security breaches of proprietary information

In the ordinary course of business, the Company may collect and store sensitive data, including intellectual property, data from pretrial studies, trial data, the Company's proprietary business information and that of its customers, suppliers and business partners, and personally identifiable information of the Company's customers, trial participants and employees, in its data centers and on its networks. The secure processing, maintenance and transmission of this information is critical to the Company's operations. Despite security measures, the Company's information technology and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance or other disruptions. Although to the Company's knowledge it has not experienced any such material security breach to date, any such breach could compromise its networks and the information stored there could be accessed, publicly disclosed, lost or stolen. Any such access, disclosure or other loss of information could result in legal claims or proceedings, liability under laws that protect the privacy of personal information, regulatory penalties, disrupt the Company's operations, damage its ability to obtain patent protection for its product candidates, damage its reputation, and cause a loss of confidence in its products and its ability to conduct clinical trials, which could adversely affect the Company's business and reputation and lead to delays in gaining regulatory approvals.

Failure of information technology systems

The Company's business increasingly depends on the use of information technologies, which means that certain key areas such as research and development, production and sales are to a large extent dependent on its information systems or those of third-party providers. The Company's ability to execute its business plan and to comply with regulators' requirements with respect to data control and data integrity, depends, in part, on the continued and uninterrupted performance of its information technology systems, or IT systems and the IT systems supplied by third-party service providers. These IT systems are vulnerable to damage from a variety of sources, including telecommunications or network failures, malicious human acts and natural disasters. Moreover, despite network security and backup measures, some of the Company's servers are potentially vulnerable to physical or electronic break-ins, computer viruses and similar disruptive problems. Despite the precautionary measures the Company and its third-party service providers have taken to prevent unanticipated problems that could affect its IT systems, sustained or repeated system failures or problems arising during the upgrade of any of its IT systems that interrupt the Company's ability to generate and maintain data, and in particular to operate the Company's technology platform, could adversely affect its ability to operate its business.

Effectiveness of products

The Company does not know whether a production problem exists until its products are manufactured at scale. When a production issue is identified, the product is analyzed and tested to determine the cause. As a result, production deficiencies may not be identified until well into the production process. The Company may experience inability to ramp up production in the third-party manufacturers it engages. In addition, in the event that the Company continues to rely on third-party manufacturers, resolution of production problems requires cooperation among, and communication between, the Company and its manufacturers. Third-party manufacturers may contaminate the runs of the Company's products while in process, causing a run failure and causing the Company to miss sales opportunities or a season. The Company will not succeed if it cannot maintain or decrease its production costs and effectively scale its technology and manufacturing processes with the desired production and pesticidal activity and without contaminations.

Deficiencies in disclosure controls and procedures and internal controls over financial reporting

The Company could be adversely affected if there are deficiencies in its disclosure controls and procedures or in its internal controls over financial reporting. The design and effectiveness of the Company's disclosure controls and procedures and its internal controls over financial reporting may not prevent all errors, misstatements or misrepresentations. Deficiencies, including material weaknesses, in internal controls over financial reporting which may occur could result in misstatements of the Company's results of operations, restatements of financial statements, a decline in the price of the Common Shares, or otherwise materially adversely affect its business, reputation, results of operations, financial condition or liquidity.

General economic and business conditions

Any global systemic economic and financial crisis could negatively affect our business, results of operations, and financial condition. The recent global financial crisis in connection with the COVID-19 pandemic has caused volatility and disruptions in the capital and credit markets. See "*Risk Factors – COVID-19 – Pandemic Risk*" below. A severe or prolonged economic downturn could result in a variety of risks to the Company's business, including its ability to raise additional capital when needed on acceptable terms, if at all. The Company cannot anticipate all the ways in which the current economic climate and financial market conditions could adversely impact its business. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, or tax rates may adversely affect the Company's growth and profitability.

COVID-19 – pandemic risk

The COVID-19 outbreak was declared as a pandemic by the World Health Organization on March 11, 2020. Globally, governments worldwide have focused on containment of the outbreak and the prevention of further spread. Since the outbreak, global economies have been impacted as governments have imposed restrictions such as travel bans, self-imposed quarantines, social distancing and temporary closures of non-essential businesses. While economies began to slowly reopen in June 2020 after an initial lockdown, governments were required to reinstate lockdowns and closures when infection rates returned at the end of 2020 and early 2021. Since March 2021, the supply of vaccines has become more secure in Canada. Immunization rates are continuing to improve in Canada, the US and many developed countries in world. However, the threat of the COVID-19 pandemic on the world economy is expected to remain until immunization rates in developing countries improve. The duration and long term effects of the COVID-19 pandemic is unknown at this time. Even though governments worldwide, including Canada, have implemented significant monetary and fiscal relief programs designed to stabilize their economies, it is too early to predict the efficacy of such programs at this time. In response to the COVID-19 pandemic, MustGrow implemented measures to ensure the safety of work conditions for its employees. While the Company believes that the COVID-19 pandemic has not significantly affected its business operations to date, it is not possible to predict how long the pandemic will continue to last and whether the financial and business conditions of the Company will be impacted in future periods.

International operations

The Company expect sales of its products, once and if registered in international jurisdictions. The Company's international operations are subject to inherent risks, and the Company's business and future results could be adversely affected by a variety of factors, many of which are outside of its control, including:

- Greater difficulty in collecting accounts receivable and longer collection periods;
- Difficulties of managing manufacturing, infrastructure and legal compliance costs associated with producing products internationally;
- Political, social and economic instability, including wars, terrorism, political unrest, boycotts, public health emergencies, curtailment of trade and other business restrictions;
- Tariff and trade barriers and other regulatory requirements or contractual limitations on our ability to sell or develop our products in certain foreign markets;
- Less effective protection of intellectual property than is afforded to the Company in Canada, the United States and Europe;
- Potentially adverse tax consequences;
- Effects of changes in currency exchange rates that could negatively affect our financial results and cash flows; and
- Changes in governmental trade policies can lead to the imposition of new duties, tariffs or quotas affecting agricultural commodities, fertilizer or industrial products. These can alter trade flows, access to supplies or demand, and regional balances for our products.

International sales, sourcing and manufacturing may be significant to the Company and as such its business, financial condition and results of operations could be significantly harmed if any of the risks described above were to occur or if it is otherwise unsuccessful in managing its international operations.

International expansion

The Company may in the future expand its operations and business into jurisdictions outside of Canada. There can be no assurance that any market for the Company's products will develop in any such foreign jurisdiction. The Company may face new or unexpected risks or significantly increase its exposure to one or more existing risk factors, including economic instability, changes in laws and regulations and the effects of competition. These factors may limit the Company's capability to successfully expand its operations and may have a material adverse effect on the Company's business, financial condition and results of operations.

Risks Relating to Product Development and Regulatory Matters

Unsuccessful field trials and registration risks

The successful completion of multiple field trials on various crops is critical to the success of the Company's product development and marketing efforts. If the Company's ongoing or future field trials are unsuccessful or produce inconsistent results or unanticipated adverse side effects on crops or on non-target organisms, or if it is unable to collect reliable data, regulatory approval of our products could be delayed, or we may be unable to commercialize our products. In addition, more than one growing or treatment season may be required to collect sufficient data and the Company may need to collect data from different geographies to prove performance for customer adoption. Although the Company has conducted successful field trials on a broad range of crops, it cannot be certain that additional field trials conducted on a greater number of acres, or on crops for which the Company has not yet conducted field trials, will be successful. Moreover, the results of the Company's ongoing and future field trials are subject to a number of conditions beyond its control, including weather-related events such as drought or floods, severe heat or frost, hail, tornadoes and hurricanes, or low or no natural occurrence of the pests intended for testing. Generally, the Company pays third parties, such as growers, consultants and universities, to conduct field tests on its behalf. Incompatible crop treatment practices or misapplication of the Company's products by these third parties or lack of sufficient occurrence of the identified pests in nature for a particular trial could impair the success of the field trials.

Regulatory risks

Biofumigants, biopesticides and bioherbicides are highly regulated products around the world. Changes to the approval process that could be imposed by the regulatory bodies around the world, such as Canada's PMRA and the US' EPA, may materially impact the Company's ability to access desirable markets or to do so in a profitable manner. The Company's intended markets could be highly susceptible to changes in regulation. Moreover, these regulations may be different across each jurisdiction in which the Company operates. Regulatory changes and timing are a matter over which the Company has no control, and there can be no assurance that regulatory changes applicable to the Company and/or its customers will not negatively impact the business, financial condition, and operating results of the Company.

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

Success of product candidates

The Company can make no assurance that its research and development programs will result in regulatory approval or commercially viable products. To achieve profitable operations, the Company, alone or with others, must successfully develop, gain regulatory approval, and market its future products. Other than CannaPM (which is approved by the PMRA) and MustGrow Invest (which is approved by the PMRA and EPA), the Company currently has no other products that have been approved by the PMRA, the EPA, or any similar regulatory authority.

Many product candidates never reach the stage of field trials and even those that do have only a small chance of successfully completing the trial stage and gaining regulatory approval. Product candidates may fail for a number of reasons. Positive results of early field testing may not be indicative of favorable outcomes in later-stage field testing. The Company can make no assurance that any future studies, if undertaken, will yield favorable results. The early stage of the Company's product development makes it particularly uncertain whether any of its product development efforts will prove to be successful and meet applicable regulatory requirements, and whether any of its product candidates will receive the requisite regulatory approvals, be capable of being manufactured at a reasonable cost or be successfully marketed. If the Company is successful in developing its current and future product candidates into approved products, the Company will still experience many potential obstacles such as the need to develop or obtain manufacturing, marketing and distribution capabilities. If the Company is unable to successfully commercialize any of its products, its financial condition and results of operations may be materially and adversely affected.

Financial risks

The Company is in the research and development stage, has operated and is expected to operate at a loss until one of its lines of business becomes established and therefore may require additional financing in order to complete its research and development and to fund its ongoing and future operations. The failure to raise such capital could result in the delay or indefinite postponement of current business objectives or the going out of business. The Company's ability to secure any required financing to sustain its operations will depend in part upon prevailing capital market conditions, as well as the Company's business success. There can be no assurance that the Company will be successful in its efforts to secure any additional financing or additional financing on terms satisfactory to the Company's management. If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of Common Shares. In addition, from time to time, the Company may enter into transactions to acquire assets or the shares of other corporations. These transactions may be financed wholly or partially with debt, which may temporarily increase the Company's debt levels above industry standards.

Environmental liabilities

The Company is subject to certain environmental, health and safety laws and regulations, including laws and regulations relating to the emission of contaminants to the air and the treatment and disposal of biological wastes and emissions. Specifically, the Company's research and development and manufacturing processes may result in the release of certain biological emissions. At present, the Company manages these emissions through containment and treatment of such emissions. The Company cannot eliminate the risk of accidental contamination or discharge and any injury resulting from these waste materials and emissions.

In addition, the Company may have to incur significant costs to comply with future environmental laws and regulations. The Company cannot predict the impact of new governmental regulations that might have an adverse effect on the research, development, production and marketing of its products, if any. The Company may be required to incur significant costs to comply with current or future laws or regulations. Its business may be harmed by the cost of compliance.

The Company's collaborators may use hazardous materials in connection with its collaborative efforts. To the Company's knowledge, their work is performed in accordance with applicable biosafety regulations. In the event of a lawsuit or investigation, however, the Company could be held responsible for any injury caused to persons or property by exposure to, or release of, hazardous materials used by these parties. Further, the Company may be required to indemnify its collaborators against all damages and other liabilities arising out of these development activities or products produced in connection with these collaborations.

Regulatory compliance

If the Company is unable to comply with regulations applicable to the Company's operations, procedures or facilities, its research and development or manufacturing activities could be delayed, limited or ceased. If the Company is required to limit or cease its research and development activities, its ability to develop new products would be impaired. In addition, if the Company is required to limit or cease its manufacturing activities, its ability to produce its products in commercial quantities would be impaired or prohibited, which would harm the Company's business.

Dependence on management and key personnel

The Company strongly depends on the business and technical expertise of its management team and there is little possibility that this dependence will decrease in the near term. The Company's success will depend in large measure on certain key personnel. The loss of the services of such key personnel may have a material adverse effect on the Company's business, financial condition, results of operations and prospects. The contributions of the existing management team to the immediate and near term operations of the Company are likely to be of central importance. In addition, the competition for qualified personnel in the biological /agricultural industry is competitive and there can be no assurance that the Company will be able to continue to attract and retain all personnel necessary for the development and operation of its business. Investors must rely upon the ability, expertise, judgment, discretion, integrity and good faith of the management of the Company.

Success of collaboration agreements

The Company has relationships with corporate and institutional/academic collaborators, some of whom conduct research at the Company's request or assist the Company in formulating its research and development strategies. These scientific collaborators are not the Company's employees and such collaborators may have commitments to, or consulting or advisory contracts with, companies that conflict in interests with and pose a competitive threat to MustGrow. Moreover, to the extent that the Company decides to enter into collaboration agreements, it will face significant competition in seeking appropriate collaborators. Collaboration arrangements are complex, and time consuming to negotiate, document and implement. The Company may not be successful in its efforts to establish, implement and maintain collaborations or other alternative arrangements if it chooses to enter into such arrangements and its selected partners may be given, and may exercise, a right to terminate their agreement with the Company without cause. The terms of any collaboration or other arrangements that the Company may establish may not be favorable to it.

See "*Description of the Company's Business – Commercial Collaborations*".

Insurance coverage

The Company currently maintains directors and officers liability insurance and property and general liability insurance. This insurance may not remain available to the Company or be obtainable at commercially reasonable rates, and the amount of the Company's coverage may not be adequate to cover any liability it incurs. Future increases in insurance costs, coupled with the increase in deductibles, will result in higher operating costs and increased risk. 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.

Product recalls and liability

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labeling disclosure. If any of the Company's products are recalled due to an alleged product defect or for any other reason, the Company could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall, including but not limited to proceedings relating to product liability. The Company may lose a significant amount of sales and may not be able to replace those sales at an acceptable margin or at all. In addition, a product recall may require significant management attention. Although the Company intends to implement detailed procedures for testing finished products, there can be no assurance that any quality, potency or contamination problems will be detected in time to avoid unforeseen product recalls, regulatory action or lawsuits. Additionally, if one of the Company's products were subject to recall, the image of the Company could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for the Company's products and could have a material adverse effect on the results of operations and financial condition of the Company. Additionally, product recalls may lead to increased scrutiny of the Company's operations by regulatory agencies, requiring further management attention and potential legal fees and other expenses.

Employee misconduct or other improper activities

The Company is exposed to the risk of employee fraud or other misconduct. Misconduct by employees could include intentional failures to comply with regulations of domestic or foreign regulatory authorities. In addition, misconduct by employees could include intentional failures to comply with certain development standards, to report financial information or data accurately, or to disclose unauthorized activities to the Company. Employee misconduct could also involve the improper use of information obtained in the course of field trials and testing, which could result in regulatory sanctions and serious harm to the Company's reputation. While prohibited, it is not always possible to identify and deter employee misconduct, and the precautions the Company takes to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting the Company from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. If any such actions are instituted against the Company, and it is not successful in defending itself or asserting its rights, those actions could have a significant impact on the Company's business and results of operations, including the imposition of significant fines or other sanctions.

USE OF PROCEEDS

The use of proceeds from the sale of securities will be described in the applicable prospectus supplement relating to a specific offering and sale of securities. Among other potential uses, the Company may use the net proceeds from the sale of securities (i) for general corporate purposes, including funding research and development, intellectual property development, lab, greenhouse and field trial expenses, funding ongoing operations and/or working capital requirements, (ii) to repay indebtedness outstanding from time to time, (iii) for capital projects, potential future acquisitions, joint venture or licensing arrangements, and (iv) the advancement of our business objectives.

The above-noted allocation represents the Company's intention with respect to its use of proceeds based on current knowledge and planning by management of the Company (excluding potential contingencies and any deficiencies). There may be circumstances where for other sound business reasons, a re-allocation of funds may be necessary or prudent. Accordingly, management of the Company will retain broad discretion in allocating the net proceeds of any offering of securities under this Prospectus and the Company's actual use of the net proceeds will vary depending on the availability and suitability of investment and development opportunities and its operating and capital needs from time to time. Our ultimate use might vary substantially from what is stated in this Prospectus or a prospectus supplement and the actual amount that we spend in connection with each intended use of proceeds may vary significantly from the amounts specified in the applicable prospectus supplement and will depend on a number of factors, including those referred to under "*Risk Factors*" and any other factors set forth in the applicable prospectus supplement. All expenses relating to an offering of securities and any compensation paid to underwriting dealers or agents as the case may be, will be paid out of the proceeds from the sale of securities, unless otherwise stated in the applicable prospectus supplement. The Company will not receive any proceeds from the sale of securities by a selling securityholder.

The Company may, from time to time, issue securities otherwise than pursuant to a prospectus supplement to this Prospectus.

By the nature of its business as an agricultural biotechnology company focused on the development and commercialization of natural biopesticides, biofumigants and bioherbicides derived from food-grade mustard seed, the Company had negative operating cash flow for the nine months ending September 30, 2021. To the extent the Company has negative cashflows in future periods, the Company may use a portion of its general working capital to fund such negative cash flow. See "*Risk Factors*". If the Company does not achieve positive cash flow, it will be necessary for the Company to raise additional equity or debt. There is no assurance that additional equity or debt will be available on terms acceptable to the Company.

EARNINGS COVERAGE

If we offer Debt Securities having a term to maturity in excess of one year under this Prospectus and any applicable prospectus supplement, the applicable prospectus supplement will include earnings coverage ratios giving effect to the issuance of such securities. See "*Debt Securities*".

CONSOLIDATED CAPITALIZATION

Other than as disclosed in this Prospectus (including under the section "*Description of the Business – Recent Financings*"), there have been no material changes in our share and loan capital, on a consolidated basis, since September 30, 2021, the date of our most recently filed interim financial statements.

The applicable prospectus supplement will describe any material change, and the effect of such material change, on the share and loan capitalization of the Company that will result from the issuance of securities pursuant to such prospectus supplement.

OUTSTANDING SECURITY DATA

As of the date of this Prospectus, the following securities of the Company were outstanding:

<u>Security</u>	<u>Amount</u>
Common Shares	49,209,237
Options	3,700,000
Warrants	1,940,304

PRIOR SALES

Common Shares

During the 12-month period prior to the date of this Prospectus, MustGrow issued the following Common Shares:

Date of Issuance	Number of Common Shares	Price
April 2021 – March 2022 ⁽¹⁾	5,053,741	\$0.25 - \$0.78
October 7, 2021	2,726,611	\$2.60
November 4, 2021	56,366	\$3.65
March 29, 2022 ⁽²⁾	1,400,000	\$0.35

Notes:

- (1) Total shares issued pursuant to warrant and option exercises for the period April 1, 2021 to March 31, 2022.
- (2) Shares issued pursuant to a warrant exercise.

Options

Pursuant to the stock option plan of the Company, during the 12-month period prior the date of this Prospectus, MustGrow issued the following Options exercisable for Common Shares:

Date of Issuance	Number of Options ⁽¹⁾	Exercise Price	Expiry Date	Optionees
March 14, 2022	250,000	\$3.40	March 14, 2027	Board member

Notes:

- (1) Vested and non-vested; 25% of the options granted vest on the date of grant and 25% on each anniversary of the date of grant.

Warrants

During the 12-month period prior the date of this Prospectus, MustGrow issued the following warrants. Each warrant entitles the holder thereof to acquire one Common Share at the exercise price, up to the expiry date.

Date of Issuance	Number of Warrants	Exercise Price	Expiry Date
October 7, 2021	2,726,611 ⁽¹⁾	\$2.60	October 7, 2023
November 4, 2021	27,000 ⁽²⁾	\$3.65	November 4, 2023
February 25, 2022	100,000 ⁽³⁾	\$3.71	February 25, 2024

Notes:

- (1) Warrants issued as part of the units offered in a private placement completed on October 7, 2021.
- (2) Warrants issued to a finder as part of the private placement completed on October 7, 2021.
- (3) Warrants issued to a consultant of the Company.

MARKET FOR SECURITIES

Our Common Shares are listed on the CSE (trading symbol: MGRO) and the OTCQX (trading symbol: MGROF), and the Frankfurt Exchange (under symbol "0C0"). The following tables set forth, for the 12-month period prior to the date of this Prospectus, the high and low trading prices and composite volume of trading of our Common Shares respectively as reported on the CSE.

Period	High Trading Price (\$)	Low Trading Price (\$)	Volume (#)
March 2022	3.9600	3.1000	864,030
February 2022	4.0000	2.8900	1,505,210
January 2022	4.2500	3.2000	1,696,594
December 2021	4.1700	2.4500	1,743,381
November 2021	4.9700	3.2100	2,186,316
October 2021	5.6000	3.2000	2,250,154
September 2021	3.8300	2.7600	1,630,405
August 2021	3.1400	1.7700	2,858,770
July 2021	1.8100	1.6100	743,724
June 2021	1.9000	1.6300	604,785
May 2021	1.9400	1.6800	895,504
April 2021	2.0500	1.7300	697,291

DESCRIPTION OF THE SECURITIES BEING DISTRIBUTED

Common Shares

The Company's authorized share capital consists of an unlimited number of Common Shares, 49,209,237 Common Shares are issued and outstanding as of the date hereof. All Common Shares rank equally as to dividends, voting powers and participation in the distribution of assets.

All holders of Common Shares are entitled:

- To receive notice of any meetings of shareholders of the Company, and to attend and cast one vote per Common Share at all such meetings, but holders of Common Shares do not have cumulative voting rights with respect to the election of directors.

- To receive on a pro rata basis such dividends, if any, as and when declared by the Board at its discretion from funds legally available therefore.
- Upon the liquidation, dissolution or winding up of the Company, to receive on a pro rata basis the net assets of the Company after payment of liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to or on a pro rata basis with the holders of Common Shares with respect to dividends or liquidation.

The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

As of the date of this Prospectus, the Company has neither declared or paid any dividends on any class of securities. The Company currently intends to retain future earnings, if any, to fund the development and growth of its business, and does not intend to pay any cash dividends on the Common Shares for the foreseeable future. Any decision to pay dividends on the Common Shares in the future will be made in accordance with the CBCA and by the Board on the basis of earnings, financial requirements and other conditions existing at the time.

Warrants

General

This section describes the general terms that will apply to any Warrants for the purchase of Common Shares, or equity Warrants, or for the purchase of Debt Securities, or debt Warrants.

Warrants may be issued independently or together with other securities, and Warrants sold with other securities may be attached to or separate from the other securities. Warrants to be issued under this Prospectus may or may not be listed on the CSE or on any other securities exchange. The prospectus supplement regarding any Warrant to be issued under this Prospectus will provide disclosure regarding whether the Warrants to be issued under such Prospectus Supplement will be listed. Warrants will be issued under one or more warrant agency agreements to be entered into by the Company and with one or more financial institutions or trust companies acting as warrant agent.

The Company will deliver an undertaking to the securities regulatory authority in each of the provinces of Canada that it will not distribute Warrants that, according to the aforementioned terms as described in the applicable prospectus supplement for Warrants supplementing this Prospectus, are "novel" specified derivatives within the meaning of Canadian securities legislation, separately to any member of the public in Canada, unless the offering is in connection with and forms part of the consideration for an acquisition or merger transaction or unless such prospectus supplement containing the specific terms of the Warrants to be distributed separately is first approved by or on behalf of the securities commissions or similar regulatory authorities in each of the provinces of Canada where the Warrants will be distributed.

This summary of some of the provisions of the Warrants is not complete. The statements made in this Prospectus relating to any warrant agreement and Warrants to be issued under this Prospectus are summaries of certain anticipated provisions thereof and do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable warrant agreement. You should refer to the warrant indenture or warrant agency agreement relating to the specific Warrants being offered for the complete terms of the Warrants. A copy of any warrant indenture or warrant agency agreement relating to an offering of Warrants will be filed by the Company with the securities commissions or similar regulatory authorities in applicable Canadian offering jurisdictions, after it has been entered into, and will be available electronically at www.sedar.com.

The applicable prospectus supplement relating to any Warrants that we offer will describe the particular terms of those Warrants and include specific terms relating to the offering.

Original purchasers of Warrants (if offered separately) will have a contractual right of rescission against the Company in respect of the exercise of such Warrant. The contractual right of rescission will entitle such original purchasers to receive, upon surrender of the underlying securities acquired upon exercise of the Warrant, the total of

the amount paid on original purchase of the Warrant and the amount paid upon exercise, in the event that this Prospectus (as supplemented or amended) contains a misrepresentation, provided that: (i) the exercise takes place within 180 days of the date of the purchase of the Warrant under the applicable prospectus supplement; and (ii) the right of rescission is exercised within 180 days of the date of purchase of the Warrant under the applicable prospectus supplement.

In an offering of Warrants, or other convertible securities, original purchasers are cautioned that the statutory right of action for damages for a misrepresentation contained in the Prospectus is limited, in certain provincial and territorial securities legislation, to the price at which the Warrants, or other convertible securities, 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 conversion, exchange or exercise of such securities, 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 these rights, or consult with a legal advisor.

Equity Warrants

The particular terms of each issue of equity Warrants will be described in the applicable prospectus supplement. This description will include, where applicable:

- the designation and aggregate number of equity Warrants;
- the price at which the equity Warrants will be offered;
- the currency or currencies in which the equity Warrants will be offered;
- the date on which the right to exercise the equity Warrants will commence and the date on which the right will expire;
- the number of Common Shares that may be purchased upon exercise of each equity Warrant and the price at which and currency or currencies in which the Common Shares may be purchased upon exercise of each equity Warrant;
- the terms of any provisions allowing or providing for adjustments in (i) the number and/or class of Common Shares that may be purchased, (ii) the exercise price per Common Share or (iii) the expiry of the equity Warrants;
- whether the Company will issue fractional shares;
- whether the Company has applied to list the equity Warrants or the underlying shares on a securities exchange or automated interdealer quotation system;
- the designation and terms of any securities with which the equity Warrants will be offered, if any, and the number of the equity Warrants that will be offered with each security;
- the date or dates, if any, on or after which the equity Warrants and the related securities will be transferable separately;
- whether the equity Warrants will be subject to redemption or call and, if so, the terms of such redemption or call provisions;
- material Canadian federal income tax consequences of owning the equity Warrants; and
- any other material terms or conditions of the equity Warrants.

Debt Warrants

The particular terms of each issue of debt Warrants will be described in the related prospectus supplement. This description will include, where applicable:

- the designation and aggregate number of debt Warrants;

- the price at which the debt Warrants will be offered;
- the currency or currencies in which the debt Warrants will be offered;
- the designation and terms of any securities with which the debt Warrants are being offered, if any, and the number of the debt Warrants that will be offered with each security;
- the date or dates, if any, on or after which the debt Warrants and the related securities will be transferable separately;
- the principal amount of Debt Securities that may be purchased upon exercise of each debt Warrant and the price at which and currency or currencies in which that principal amount of Debt Securities may be purchased upon exercise of each debt Warrant;
- the date on which the right to exercise the debt Warrants will commence and the date on which the right will expire;
- the minimum or maximum amount of debt Warrants that may be exercised at any one time;
- whether the debt Warrants will be subject to redemption or call, and, if so, the terms of such redemption or call provisions;
- material Canadian federal income tax consequences of owning the debt Warrants; and
- any other material terms or conditions of the debt Warrants.

Prior to the exercise of their Warrants, holders of Warrants will not have any of the rights of holders of the securities subject to the Warrants.

Units

The Company may issue Units, which may consist of one or more Common Shares, Warrants or any combination of securities as is specified in the relevant prospectus supplement. In addition, the relevant prospectus supplement relating to an offering of Units will describe all material terms of any Units offered, including, as applicable:

- the designation and aggregate number of Units being offered;
- the price at which the Units will be offered;
- the designation, number and terms of the securities comprising the Units and any agreement governing the Units;
- the date or dates, if any, on or after which the securities comprising the Units will be transferable separately;
- whether the Company will apply to list the Units on a securities exchange or automated interdealer quotation system;
- material Canadian federal income tax consequences of owning the Units, including how the purchase price paid for the Units will be allocated among the securities comprising the Units; and
- any other material terms or conditions of the Units.

Debt Securities

The following description of the terms of Debt Securities sets forth certain general terms and provisions of Debt Securities in respect of which a prospectus supplement may be filed. The particular terms and provisions of Debt Securities offered by any prospectus supplement, and the extent to which the general terms and provisions described below may apply thereto, will be described in the prospectus supplement filed in respect of such Debt Securities. Prospective investors should rely on information in the applicable prospectus supplement if it is different from the following information.

Debt Securities may be offered separately or in combination with one or more other securities of the Company. The Company may, from time to time, issue Debt Securities and incur additional indebtedness other than through the issue of Debt Securities pursuant to this Prospectus.

The Debt Securities will be issued under one or more indentures (each, a "**Trust Indenture**"), in each case between the Company and a financial institution or trust company organized under the laws of Canada or any province thereof and authorized to carry on business as a trustee (each, a "**Trustee**").

The following description sets forth certain general terms and provisions of the Debt Securities and is not intended to be complete. The particular terms and provisions of the Debt Securities and a description of how the general terms and provisions described below may apply to the Debt Securities will be included in the applicable prospectus supplement. The following description is subject to the detailed provisions of the applicable Trust Indenture. Accordingly, reference should also be made to the applicable Trust Indenture, a copy of which will be filed by the Company with the securities commissions or similar regulatory authorities in applicable Canadian offering jurisdictions, after it has been entered into, and will be available electronically at www.sedar.com.

General

The applicable Trust Indenture will not limit the aggregate principal amount of Debt Securities that may be issued under such Trust Indenture and will not limit the amount of other indebtedness that the Company may incur. The applicable Trust Indenture will provide that the Company may issue Debt Securities from time to time in one or more series and may be denominated and payable in U.S. dollars, Canadian dollars or any foreign currency. Unless otherwise indicated in the applicable prospectus supplement, the Debt Securities will be unsecured obligations of the Company.

The Company may specify a maximum aggregate principal amount for the Debt Securities of any series and, unless otherwise provided in the applicable prospectus supplement, a series of Debt Securities may be reopened for issuance of additional Debt Securities of such series. The applicable Trust Indenture will also permit the Company to increase the principal amount of any series of the Debt Securities previously issued and to issue that increased principal amount.

Any prospectus supplement for Debt Securities supplementing this Prospectus will contain the specific terms and other information with respect to the Debt Securities being offered thereby, including, but not limited to, the following:

- the designation, aggregate principal amount and authorized denominations of such Debt Securities;
- the percentage of principal amount at which the Debt Securities will be issued;
- whether payment on the Debt Securities will be senior or subordinated to other liabilities or obligations of the Company;
- whether the payment of the Debt Securities will be guaranteed by any other person;
- the date or dates, or the methods by which such dates will be determined or extended, on which the Company may issue the Debt Securities and the date or dates, or the methods by which such dates will be determined or extended, on which the Company will pay the principal and any premium on the Debt Securities and the portion (if less than the principal amount) of Debt Securities to be payable upon a declaration of acceleration of maturity;
- whether the Debt Securities will bear interest, the interest rate (whether fixed or variable) or the method of determining the interest rate, the date from which interest will accrue, the dates on which the Company will pay interest and the record dates for interest payments, or the methods by which such dates will be determined or extended;
- the place or places the Company will pay principal, premium, if any, and interest, if any, and the place or places where Debt Securities can be presented for registration of transfer or exchange;

- whether and under what circumstances the Company will be required to pay any additional amounts for withholding or deduction for Canadian taxes with respect to the Debt Securities, and whether and on what terms the Company will have the option to redeem the Debt Securities rather than pay the additional amounts;
- whether the Company will be obligated to redeem or repurchase the Debt Securities pursuant to any sinking or purchase fund or other provisions, or at the option of a holder, and the terms and conditions of such redemption;
- whether the Company may redeem the Debt Securities at its option and the terms and conditions of any such redemption;
- the denominations in which the Company will issue any registered and unregistered Debt Securities;
- the currency or currency Units for which Debt Securities may be purchased and the currency or currency Units in which the principal and any interest is payable (in either case, if other than Canadian dollars) or if payments on the Debt Securities will be made by delivery of Common Shares or other property;
- whether payments on the Debt Securities will be payable with reference to any index or formula;
- if applicable, the ability of the Company to satisfy all or a portion of any redemption of the Debt Securities, any payment of any interest on such Debt Securities or any repayment of the principal owing upon the maturity of such Debt Securities through the issuance of securities of the Company or of any other entity, and any restriction(s) on the persons to whom such securities may be issued;
- whether the Debt Securities will be issued as global securities (defined below) and, if so, the identity of the depository for the global securities;
- whether the Debt Securities will be issued as unregistered securities (with or without coupons), registered securities or both;
- the periods within which and the terms and conditions, if any, upon which the Company may redeem the Debt Securities prior to maturity and the price or prices of which, and the currency or currency Units in which, the Debt Securities are payable;
- any events of default or covenants applicable to the Debt Securities;
- any terms under which Debt Securities may be defeased, whether at or prior to maturity;
- whether the holders of any series of Debt Securities have special rights if specified events occur;
- any mandatory or optional redemption or sinking fund or analogous provisions;
- the terms, if any, for any conversion or exchange of the Debt Securities for any other securities;
- rights, if any, on a change of control;
- provisions as to modification, amendment or variation of any rights or terms attaching to the Debt Securities;
- the Trustee under the Trust Indenture pursuant to which the Debt Securities are to be issued;
- whether the Company will undertake to list the Debt Securities of the series on any securities exchange or automated interdealer quotation system;
- the material Canadian income tax consequences of owning and disposing of the Debt Securities; and
- any other terms, conditions, rights and preferences (or limitations on such rights and preferences) including covenants and events of default which apply solely to a particular series of the Debt Securities being offered which do not apply generally to other Debt Securities, or any covenants or events of default generally applicable to the Debt Securities which do not apply to a particular series of the Debt Securities.

The Company reserves the right to include in a prospectus supplement specific terms pertaining to the Debt Securities which are not within the options and parameters set forth in this Prospectus. In addition, to the extent that

any particular terms of the Debt Securities described in a prospectus supplement differ from any of the terms described in this Prospectus, the description of such terms set forth in this Prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such prospectus supplement with respect to such Debt Securities.

Unless stated otherwise in the applicable prospectus supplement, no holder of Debt Securities will have the right to require the Company to repurchase the Debt Securities and there will be no increase in the interest rate if the Company becomes involved in a highly leveraged transaction or has a change of control.

The Company may issue Debt Securities bearing no interest or interest at a rate below the prevailing market rate at the time of issuance, and offer and sell these securities at a discount below their stated principal amount. The Company may also sell any of the Debt Securities for a foreign currency or currency unit, and payments on the Debt Securities may be payable in a foreign currency or currency unit. In any of these cases, the Company will describe certain Canadian federal income tax consequences and other special considerations in the applicable prospectus supplement.

Unless otherwise indicated in the applicable prospectus supplement, the Company may issue Debt Securities with terms different from those of Debt Securities previously issued and, without the consent of the holders thereof, reopen a previous issue of a series of Debt Securities and issue additional Debt Securities of such series.

Ranking and Other Indebtedness

Unless otherwise indicated in an applicable prospectus supplement, the Debt Securities will be direct unsecured obligations of the Company. The Debt Securities will be senior or subordinated indebtedness of the Company as described in the applicable prospectus supplement. If the Debt Securities are senior indebtedness, they will rank equally and ratably with all other unsecured indebtedness of the Company from time to time issued and outstanding which is not subordinated. If the Debt Securities are subordinated indebtedness, they will be subordinated to senior indebtedness of the Company as described in the applicable prospectus supplement, and they will rank equally and ratably with other subordinated indebtedness of the Company from time to time issued and outstanding as described in the applicable prospectus supplement. The Company reserves the right to specify in a prospectus supplement whether a particular series of subordinated Debt Securities is subordinated to any other series of subordinated Debt Securities. Unless otherwise described in an applicable prospectus supplement or the obligations of the Company under the Debt Securities are secured by the Company's subsidiaries, the Debt Securities will be structurally subordinated to all existing and future liabilities of the Company's subsidiaries.

The Board may establish the extent and manner, if any, to which payment on or in respect of a series of Debt Securities will be senior or will be subordinated to the prior payment of our other liabilities and obligations and whether the payment of principal, premium, if any, and interest, if any, will be guaranteed by any other person and the nature and priority of any security.

Registration of Debt Securities

Debt Securities in Book Entry Form

Unless otherwise indicated in an applicable prospectus supplement, Debt Securities of any series may be issued in whole or in part in the form of one or more global securities ("**Global Securities**") registered in the name of a designated clearing agency (a "**Depository**") or its nominee and held by or on behalf of the Depository in accordance with the terms of the applicable Trust Indenture. The specific terms of the depositary arrangement with respect to any portion of a series of Debt Securities to be represented by a Global Security will, to the extent not described herein, be described in the prospectus supplement relating to such series. The Company anticipates that the provisions described in this section will apply to all depositary arrangements.

Upon the issuance of a Global Security, the Depository or its nominee will credit, in its book-entry and registration system, the respective principal amounts of the Debt Securities represented by the Global Security to the accounts of such participants that have accounts with the Depository or its nominee ("**Participants**"). Such accounts are typically designated by the underwriters, dealers or agents participating in the distribution of the Debt Securities

or by the Company if such Debt Securities are offered and sold directly by the Company. Ownership of beneficial interests in a Global Security will be limited to Participants or persons that may hold beneficial interests through Participants. With respect to the interests of Participants, ownership of beneficial interests in a Global Security will be shown on, and the transfer of that ownership will be effected only through records maintained by the Depository or its nominee. With respect to the interests of persons other than Participants, ownership of beneficial interests in a Global Security will be shown on, and the transfer of that ownership will be effected only through records maintained by Participants or persons that hold through Participants.

So long as the Depository for a Global Security, or its nominee, is the registered owner of such Global Security, such Depository or such nominee, as the case may be, will be considered the sole owner or holder of the Debt Securities represented by such Global Security for all purposes under the applicable Trust Indenture and payments of principal, premium, if any, and interest, if any, on the Debt Securities represented by a Global Security will be made by the Company to the Depository or its nominee. The Company expects that the Depository or its nominee, upon receipt of any payment of principal, premium, if any, or interest, if any, will credit Participants' accounts with payments in amounts proportionate to their respective beneficial interests in the principal amount of the Global Security as shown on the records of such Depository or its nominee. The Company also expects that payments by Participants to owners of beneficial interests in a Global Security held through such Participants will be governed by standing instructions and customary practices and will be the responsibility of such Participants.

Conveyance of notices and other communications by the Depository to direct Participants, by direct Participants to indirect Participants and by direct and indirect Participants to beneficial owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial owners of Debt Securities may wish to take certain steps to augment transmission to them of notices of significant events with respect to the Debt Securities, such as redemptions, tenders, defaults and proposed amendments to the Trust Indenture.

Owners of beneficial interests in a Global Security will not be entitled to have the Debt Securities represented by such Global Security registered in their names, will not receive or be entitled to receive physical delivery of such Debt Securities in certificated non-book-entry form, and will not be considered the owners or holders thereof under the applicable Trust Indenture, and the ability of a holder to pledge a debt security or otherwise take action with respect to such holder's interest in a debt security (other than through a Participant) may be limited due to the lack of a physical certificate.

No Global Security may be exchanged in whole or in part for Debt Securities registered, and no transfer of a Global Security in whole or in part may be registered, in the name of any person other than the Depository for such Global Security or any nominee of such Depository unless: (i) the Depository is no longer willing or able to discharge properly its responsibilities as depository and the Company is unable to locate a qualified successor; (ii) the Company at its option elects, or is required by law, to terminate the book-entry system through the Depository or the book-entry system ceases to exist; or (iii) if provided for in the Trust Indenture, after the occurrence of an event of default thereunder (provided the Trustee has not waived the event of default in accordance with the terms of the Trust Indenture), Participants acting on behalf of beneficial holders representing, in aggregate, a threshold percentage of the aggregate principal amount of the Debt Securities then outstanding advise the Depository in writing that the continuation of a book-entry system through the Depository is no longer in their best interest.

If one of the foregoing events occurs, such Global Security shall be exchanged for certificated non-book-entry Debt Securities of the same series in an aggregate principal amount equal to the principal amount of such Global Security and registered in such names and denominations as the Depository may direct.

The Company, any underwriters, dealers or agents and any Trustee identified in an accompanying prospectus supplement, as applicable, will not have any liability or responsibility for (i) records maintained by the Depository relating to beneficial ownership interests in the Debt Securities held by the Depository or the book-entry accounts maintained by the Depository, maintaining, supervising or reviewing any records relating to any such beneficial ownership interests, or (ii) any advice or representation made by or with respect to the Depository and contained in this Prospectus or in any prospectus supplement or Trust Indenture with respect to the rules and regulations of the Depository or at the direction of Depository Participants.

Unless otherwise stated in the applicable prospectus supplement, CDS Clearing and Depository Services Inc. or its successor will act as Depository for any Debt Securities represented by a Global Security.

Debt Securities in Certificated Form

A series of the Debt Securities may be issued in certificated form, solely as registered securities, solely as unregistered securities or as both registered securities and unregistered securities. Unless otherwise indicated in the applicable prospectus supplement, unregistered securities will have interest coupons attached.

In the event that the Debt Securities are issued in certificated non-book-entry form, and unless otherwise indicated in the applicable prospectus supplement, payment of principal, premium, if any, and interest, if any, on the Debt Securities (other than a Global Security) will be made at the office or agency of the Trustee or, at the option of the Company, by the Company by way of cheque mailed or delivered to the address of the person entitled at the address appearing in the security register of the Trustee or electronic funds wire or other transmission to an account of the person entitled to receive such payments. Unless otherwise indicated in the applicable prospectus supplement, payment of interest, if any, will be made to the persons in whose name the Debt Securities are registered at the close of business on the day or days specified by the Company.

At the option of the holder of Debt Securities, registered securities of any series will be exchangeable for other registered securities of the same series, of any authorized denomination and of a like aggregate principal amount and tenor. If, but only if, provided in an applicable prospectus supplement, unregistered securities (with all unmatured coupons, except as provided below, and all matured coupons in default) of any series may be exchanged for registered securities of the same series, of any authorized denominations and of a like aggregate principal amount and tenor. In such event, unregistered securities surrendered in a permitted exchange for registered securities between a regular record date or a special record date and the relevant date for payment of interest shall be surrendered without the coupon relating to such date for payment of interest, and interest will not be payable on such date for payment of interest in respect of the registered security issued in exchange for such unregistered security, but will be payable only to the holder of such coupon when due in accordance with the terms of the Trust Indenture. Unless otherwise specified in an applicable prospectus supplement, unregistered securities will not be issued in exchange for registered securities.

The applicable prospectus supplement may indicate the places to register a transfer of the Debt Securities in definitive form. Except for certain restrictions to be set forth in the Trust Indenture, no service charge will be payable by the holder for any registration of transfer or exchange of the Debt Securities in definitive form, but the Company may, in certain instances, require a sum sufficient to cover any tax or other governmental charges payable in connection with these transactions.

Subscription Receipts

The Company may issue Subscription Receipts separately or in combination with one or more other securities. The Subscription Receipts will entitle holders thereof to receive, upon satisfaction of certain release conditions and for no additional consideration, Common Shares, Warrants, Units, Debt Securities or any combination thereof. Subscription Receipts will be issued pursuant to one or more subscription receipt agreements (each, a "**Subscription Receipt Agreement**"), each to be entered into between the Company and an escrow agent (the "**Escrow Agent**") that will be named in the relevant prospectus supplement. Each Escrow Agent will be a financial institution organized under the laws of Canada or a province thereof and authorized to carry on business as a trustee. If underwriters or agents are used in the sale of any Subscription Receipts, one or more of such underwriters or agents may also be a party to the Subscription Receipt Agreement governing the Subscription Receipts sold to or through such underwriter or agent.

The following description sets forth certain general terms and provisions of Subscription Receipts that may be issued hereunder and is not intended to be complete. The statements made in this Prospectus relating to any Subscription Receipt Agreement and Subscription Receipts to be issued thereunder are summaries of certain anticipated provisions thereof and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable Subscription Receipt Agreement. Prospective investors should refer to the Subscription Receipt Agreement relating to the specific Subscription Receipts being offered for the complete terms of the Subscription Receipts. The Company will file a copy of any Subscription Receipt Agreement relating to an offering of Subscription

Receipts with the securities commissions or similar regulatory authorities in applicable Canadian offering jurisdictions, after it has been entered into, and such Subscription Receipt Agreement will be available electronically at www.sedar.com.

General

The prospectus supplement and the Subscription Receipt Agreement for any Subscription Receipts that the Company may offer will describe the specific terms of the Subscription Receipts offered. This description may include, but may not be limited to, any of the following, if applicable:

- the designation and aggregate number of Subscription Receipts being offered;
- the price at which the Subscription Receipts will be offered;
- the designation, number and terms of the Common Shares, Warrants, Units, Debt Securities, or a combination thereof to be received by the holders of Subscription Receipts upon satisfaction of the release conditions, and any procedures that will result in the adjustment of those numbers;
- the conditions (the "**Release Conditions**") that must be met in order for holders of Subscription Receipts to receive, for no additional consideration, the Common Shares, Warrants, Units, Debt Securities, or a combination thereof;
- the procedures for the issuance and delivery of the Common Shares, Warrants, Units, Debt Securities or a combination thereof to holders of Subscription Receipts upon satisfaction of the Release Conditions;
- whether any payments will be made to holders of Subscription Receipts upon delivery of the Common Shares, Warrants or a combination thereof upon satisfaction of the Release Conditions;
- the identity of the Escrow Agent;
- the terms and conditions under which the Escrow Agent will hold all or a portion of the gross proceeds from the sale of Subscription Receipts, together with interest and income earned thereon (collectively, the "**Escrowed Funds**"), pending satisfaction of the Release Conditions;
- the terms and conditions pursuant to which the Escrow Agent will hold Common Shares, Warrants, Units, Debt Securities or a combination thereof pending satisfaction of the Release Conditions;
- the terms and conditions under which the Escrow Agent will release all or a portion of the Escrowed Funds to the Company upon satisfaction of the Release Conditions;
- if the Subscription Receipts are sold to or through underwriters or agents, the terms and conditions under which the Escrow Agent will release a portion of the Escrowed Funds to such underwriters or agents in payment of all or a portion of their fees or commissions in connection with the sale of the Subscription Receipts;
- procedures for the refund by the Escrow Agent to holders of Subscription Receipts of all or a portion of the subscription price of their Subscription Receipts, plus any pro rata entitlement to interest earned or income generated on such amount, if the Release Conditions are not satisfied;
- any contractual right of rescission to be granted to initial purchasers of Subscription Receipts in the event that this Prospectus, the prospectus supplement under which Subscription Receipts are issued or any amendment hereto or thereto contains a misrepresentation;
- any entitlement of MustGrow to purchase the Subscription Receipts in the open market by private agreement or otherwise;
- whether the Company will issue the Subscription Receipts as global securities and, if so, the identity of the depository for the global securities;
- whether the Company will issue the Subscription Receipts as bearer securities, as registered securities or both;

- provisions as to modification, amendment or variation of the Subscription Receipt Agreement or any rights or terms of the Subscription Receipts, including upon any subdivision, consolidation, reclassification or other material change of the Common Shares, Warrants or other MustGrow securities, any other reorganization, amalgamation, merger or sale of all or substantially all of the Company's assets or any distribution of property or rights to all or substantially all of the holders of Common Shares;
- whether the Company will apply to list the Subscription Receipts on a securities exchange or automated interdealer quotation system;
- material Canadian federal income tax consequences of owning the Subscription Receipts; and
- any other material terms or conditions of the Subscription Receipts.

Original purchasers of Subscription Receipts will have a contractual right of rescission against the Company in respect of the conversion of the Subscription Receipt. The contractual right of rescission will entitle such original purchasers to receive the amount paid on original purchase of the Subscription Receipt upon surrender of the underlying securities gained thereby, in the event that this Prospectus (as supplemented or amended) contains a misrepresentation, provided that: (i) the conversion takes place within 180 days of the date of the purchase of the Subscription Receipt under this Prospectus; and (ii) the right of rescission is exercised within 180 days of the date of purchase of the Subscription Receipt under the applicable prospectus supplement. This contractual right of rescission will be consistent with the statutory right of rescission described under section 130 of the *Securities Act* (Ontario), and is in addition to any other right or remedy available to original purchasers under section 130 of the *Securities Act* (Ontario) or otherwise at law.

Rights of Holders of Subscription Receipts Prior to Satisfaction of Release Conditions

The holders of Subscription Receipts will not be, and will not have the rights of, shareholders of MustGrow. Holders of Subscription Receipts are entitled only to receive Common Shares, Warrants, Units, Debt Securities or a combination thereof on exchange of their Subscription Receipts, plus any cash payments, all as provided for under the Subscription Receipt Agreement and only once the Release Conditions have been satisfied. If the Release Conditions are not satisfied, holders of Subscription Receipts shall be entitled to a refund of all or a portion of the subscription price thereof and all or a portion of the pro rata share of interest earned or income generated thereon, as provided in the Subscription Receipt Agreement.

Escrow

The Subscription Receipt Agreement will provide that the Escrowed Funds will be held in escrow by the Escrow Agent, and such Escrowed Funds will be released to the Company (and, if the Subscription Receipts are sold to or through underwriters or agents, a portion of the Escrowed Funds may be released to such underwriters or agents in payment of all or a portion of their fees in connection with the sale of the Subscription Receipts) at the time and under the terms specified by the Subscription Receipt Agreement. If the Release Conditions are not satisfied, holders of Subscription Receipts will receive a refund of all or a portion of the subscription price for their Subscription Receipts, plus their pro rata entitlement to interest earned or income generated on such amount, if provided for in the Subscription Receipt Agreement, in accordance with the terms of the Subscription Receipt Agreement. Common Shares, Warrants, Units and Debt Securities may be held in escrow by the Escrow Agent and will be released to the holders of Subscription Receipts following satisfaction of the Release Conditions at the time and under the terms specified in the Subscription Receipt Agreement.

Modifications

The Subscription Receipt Agreement will specify the terms upon which modifications and alterations to the Subscription Receipts issued thereunder may be made by way of a resolution of holders of Subscription Receipts at a meeting of such holders or consent in writing from such holders. The number of holders of Subscription Receipts required to pass such a resolution or execute such a written consent will be specified in the Subscription Receipt Agreement.

The Subscription Receipt Agreement will also specify that the Company may amend any Subscription Receipt Agreement and the Subscription Receipts, without the consent of the holders of the Subscription Receipts, to cure any ambiguity, to cure, correct or supplement any defective or inconsistent provision, or in any other manner that will not materially and adversely affect the interests of the holders of outstanding Subscription Receipts or as otherwise specified in the Subscription Receipt Agreement.

The foregoing summary of certain of the principal provisions of the securities is a summary of anticipated terms and conditions only and is qualified in its entirety by the description in the applicable prospectus supplement under which any securities are being offered.

PLAN OF DISTRIBUTION

New Issue

We may sell securities to or through underwriters or dealers, and also may sell securities to one or more other purchasers directly or through agents, including sales pursuant to ordinary brokerage transactions and transactions in which a broker-dealer solicits purchasers or may issue securities in whole or in partial payment of the purchase price of assets acquired by us or our subsidiaries, or any other method pursuant to applicable law. Each prospectus supplement will set forth the terms of the offering or issue, including the name or names of any underwriters, agents or selling securityholders, the purchase price or prices of the securities, the proceeds to us from the sale of the securities and any commissions, fees, discounts and other items constituting underwriters', dealers' or agents' compensation.

Our securities may be sold, from time to time in one or more transactions at a fixed price or prices which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices, including sales in transactions that are deemed to be "at-the-market distributions" as defined in National Instrument 44-102 – *Shelf Distributions*, including sales made directly on the CSE or other existing trading markets for the securities. In the event that the Company determines to pursue an "at-the-market distribution" in Canada, the Company will apply for the applicable exemptive relief from the Canadian securities commissions, which may include complying with the Prospectus requirement in Québec. The prices at which the securities may be offered may vary between purchasers and during the period of distribution. If, in connection with the offering of securities at a fixed price or prices, the underwriters have made a bona fide effort to sell all of the securities at the initial offering price fixed in the applicable prospectus supplement, the public offering price may be decreased and thereafter further changed, from time to time, to an amount not greater than the initial public offering price fixed in such prospectus supplement, in which case the compensation realized by the underwriters will be decreased by the amount that the aggregate price paid by purchasers for the securities is less than the gross proceeds paid by our underwriters.

Underwriters, dealers and agents who participate in the distribution of the securities may be entitled to, under agreements to be entered into with us, indemnification by us against certain liabilities, including liabilities under the U.S. Securities Act and applicable Canadian provincial securities legislation, or to contribution with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof. Such underwriters, dealers and agents may be customers of, engage in transactions with, or perform services for us in the ordinary course of business.

In connection with any offering of our securities, other than an "at-the-market distribution", the underwriters may over-allot or effect transactions which stabilize or maintain the market price of our securities offered at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. Each prospectus supplement will set forth the terms of such transactions.

Secondary Offering

This Prospectus may also, from time to time, relate to the offering of Common Shares by certain selling securityholders. The prospectus supplement that we will file in connection with any offering of Common Shares by selling securityholders will include the following information:

- the names of the selling securityholders;

- the number or amount of Common Shares owned, controlled or directed by each selling securityholder;
- the number or amount of Common Shares being distributed for the account of each selling securityholder;
- the number or amount of securities to be owned, controlled or directed by the selling securityholders after the distribution and the percentage that number or amount represents of the total number of our outstanding securities;
- the date or dates the selling securityholder acquired the Common Shares if such Common Shares were acquired within two years preceding the date of this Prospectus;
- if the selling securityholder acquired any Common Shares in the 12 months preceding the date of the applicable prospectus supplement, the cost thereof to the securityholder in the aggregate and on an average cost per security basis; and
- whether such Common Shares are owned by the selling securityholders both of record and beneficially, of record only or beneficially only.

The selling securityholders may sell all or a portion of the Common Shares beneficially owned by them and offered hereby from time to time directly or through one or more underwriters, broker-dealers or agents. If Common Shares are sold through underwriters or broker-dealers, the selling securityholders will be responsible for underwriting discounts or commissions or agent's commissions. Common Shares may be sold by the selling securityholders in one or more transactions at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, or at negotiated prices. These sales may be effected in transactions, which may involve crosses or block transactions, as follows:

- on any national securities exchange or quotation service on which the securities may be listed or quoted at the time of sale;
- in the over-the-counter market;
- in transactions otherwise than on these exchanges or systems or in the over-the-counter market;
- through the writing of options, whether such options are listed on an options exchange or otherwise;
- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- an exchange distribution in accordance with the rules of the CSE;
- privately negotiated transactions;
- short sales;
- broker-dealers may agree with the selling securityholders to sell a specified number of such shares at a stipulated price per share;
- a combination of any such methods of sale; and
- any other method permitted pursuant to applicable law.

If the selling securityholders effect such transactions by selling the Common Shares to or through underwriters, broker-dealers or agents, such underwriters, broker-dealers or agents may receive commissions in the form of discounts, concessions or commissions from the selling securityholders or commissions from purchasers of our Common Shares for whom they may act as agent or to whom they may sell as principal (which discounts, concessions or commissions as to particular underwriters, broker-dealers or agents may be in excess of those customary in the types of transactions involved). In connection with sales of the Common Shares or otherwise, the selling securityholders may enter into hedging transactions with broker-dealers, which may in turn engage in short sales of the Common Shares in the course of hedging in positions they assume. The selling security holders may also sell the Common Shares short and deliver the Common Shares covered by this Prospectus to close out short positions

and to return borrowed shares in connection with such short sales. The selling securityholders may also loan or pledge the Common Shares to broker-dealers that in turn may sell such shares.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The applicable prospectus supplement may describe certain Canadian federal income tax consequences to an investor who is a non-resident of Canada or to an investor who is a resident of Canada acquiring, owning and disposing of any of our securities offered thereunder.

Investors should read the tax discussion in any prospectus supplement with respect to a particular offering and consult their own tax advisors with respect to their own particular circumstances.

EXEMPTION FROM NATIONAL INSTRUMENT 44-102

Pursuant to a decision of the Autorité des marchés financiers dated March 24, 2022, the Company was granted a permanent exemption from the requirement to translate into French this Prospectus, any of the documents incorporated by reference therein into French, or any prospectus supplement to be filed in relation to an "at-the-market" distribution. This exemption is granted on the condition that this Prospectus and any prospectus supplement (other than in relation to an "at-the-market" distribution) be translated into French if the Company offers securities to Quebec purchasers in connection with an offering other than in relation to an "at-the-market" distribution.

AUDITORS, TRANSFER AGENT AND REGISTRAR

Ernst & Young LLP is the independent auditor of the Company and is independent within the meaning of the Code of Professional Conduct of Chartered Professional Accountants of Saskatchewan.

The transfer agent and registrar for the Common Shares is Computershare Investor Services located at 650 West Georgia St., Suite 2700 Vancouver, BC V6B 4N9.

LEGAL MATTERS

Certain legal matters related to this Prospectus will be passed upon on behalf of the Company by Bennett Jones LLP, with respect to certain matters of Canadian law. Neither Bennett Jones LLP nor any partner, principal or employee thereof, as applicable, received or has received a direct or indirect interest in the Company or of any associate or affiliate of the Company. As at the date hereof, the partners and associates of Bennett Jones LLP beneficially own, directly or indirectly, less than 1% of our outstanding securities.

WHERE YOU CAN FIND MORE INFORMATION

We are required to file with the securities commission or authority in each of the provinces of Canada annual and quarterly reports, material change reports and other information.

You may read any document we file with or furnish to the securities commissions and authorities of each of the provinces of Canada, through SEDAR at www.sedar.com.

PURCHASERS' STATUTORY AND CONTRACTUAL RIGHTS 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. However, purchasers of Common Shares under an at-the-market distribution by the Company will not have the right to withdraw from an agreement to purchase Common Shares and will not have remedies of rescission or, in some jurisdictions, revisions of the price, or damages for non-delivery of the prospectus, because the prospectus, prospectus supplements relating to Common Shares purchased by the purchaser and any amendment relating to Common Shares purchased by purchaser will not be delivered in cases where an exemption from such delivery requirement has been obtained.

In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the Prospectus, the accompanying prospectus supplement and any amendment contains a misrepresentation or is not delivered to the purchaser (except where an exemption from such delivery requirement has been obtained), provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. Any remedies under securities legislation that a purchaser of Common Shares under an at-the-market distribution by the Company may have against the Company or agents for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus, prospectus supplements relating to securities purchased by a purchaser and any amendment contain a misrepresentation will remain unaffected by the non-delivery in cases where an exemption from such delivery requirement has been obtained. 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 the event of an offering of convertible, exchangeable or exercisable securities such as Warrants, Debt Securities or Subscription Receipts, you 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 convertible, exchangeable or exercisable securities are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if you pay additional amounts upon conversion, exchange or exercise of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. You 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.

Original purchasers of Warrants, Subscription Receipts or convertible or exchangeable Debt Securities (or Units comprised partly thereof) will have a contractual right of rescission against the Company following the issuance of underlying securities of the Company to such original purchasers upon the conversion, exchange or exercise of the Warrant, the Subscription Receipt or the convertible or exchangeable Debt Security. The contractual right of rescission will be further described in the applicable prospectus supplement, but will, in general, entitle such original purchasers to receive the amount paid for the applicable convertible, exchangeable or exercisable security (and any additional amount paid upon conversion, exchange or exercise) upon surrender of the underlying securities of the Company issued upon the conversion, exchange or exercise of the applicable convertible, exchangeable or exercisable security, in the event that this Prospectus, the relevant prospectus supplement or an amendment contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase under this Prospectus of the applicable convertible, exchangeable or exercisable security; and (ii) the right of rescission is exercised within 180 days of the date of the purchase under this prospectus of the applicable convertible, exchangeable or exercisable security. This contractual right of rescission will be consistent with the statutory right of rescission described under Section 130 of the *Securities Act* (Ontario), and is in addition to any other right or remedy available to original purchasers under Section 130 of the *Securities Act* (Ontario) or otherwise at law. Original purchasers are further advised that in certain provinces the statutory right of action for damages in connection with a prospectus misrepresentation is limited to the amount paid for the applicable convertible, exchangeable or exercisable security that was purchased under a prospectus, and therefore a further payment at the time of conversion, exchange or exercise may not be recoverable in a statutory action for damages.

CERTIFICATE OF THE COMPANY

April 4, 2022

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

The Company:

(signed) "*Corey Giasson*"

Corey Giasson
Chief Executive Officer

(signed) "*Todd Lahti*"

Todd Lahti
Chief Financial Officer

On behalf of the Board of Directors:

(signed) "*Bradley Munro*"

Bradley Munro
Director

(signed) "*Colin Bletsky*"

Colin Bletsky
Director