

FORM 2B

LISTING SUMMARY

Issuer Name: Optimi Health Corp. (the "Issuer")	Listing Statement Date: February 22, 2021
Descriptions of securities to be listed: Common Shares: Holders of the common shares are entitled to vote at all meetings of the holders of the common shares and, subject to the rights of holders of any shares ranking in priority to or on a parity with the common shares, to participate rateably in any distribution of the Issuer's property or assets upon liquidation or wind-up. Warrants: Each warrant entitles the holder thereof to purchase one common share at an exercise price of \$1.25 per share at any time until 24 months after the closing date of the Issuer's prospectus offering.	
Address: 201 – 1448 Commercial Drive, Vancouver, British Columbia V5L 3X9	Brief Description of the Issuer's Business: The Issuer is developing a vertically integrated Canadian direct-to-consumer functional mushroom brand that focuses on the health and wellness food markets. The Issuer also intends to cultivate, extract, process and distribute the finest strains of fungi products in its GMP certified facility located in Princeton, British Columbia. The Issuer intends to grow and process functional mushrooms for its own use to develop its own health food products and to sell its mushrooms and related products directly to consumers, and to other health food brands and distributors. In addition, on January 13, 2021, the Issuer received an authorization for the use of psilocybin for scientific purposes granted by Health Canada under J.01.059 of Part J of the <i>Food and Drug Regulations</i> and also has applied for a licensed dealer designation under the <i>Narcotic Control Regulations (Canada)</i> ("Dealer's License") on November 12, 2020 through its wholly owned subsidiary Optimi Labs Inc. relating to (respectively) (i) the use and scientific research on psilocybin mushrooms and (ii) the possession, distribution, sale, laboratory analysis of and research and development in respect of psilocybin. To date the Issuer has not received approval for the Dealer's Licence. The Issuer will not engage in any business related to psilocybin or related matters other than in

	accordance with obtained regulatory approvals.
<p>Company Contact: Mike Stier</p>	<p>Description of securities outstanding</p> <p>1. Common shares: Holders of the common shares are entitled to vote at all meetings of the holders of the common shares and, subject to the rights of holders of any shares ranking in priority to or on a parity with the common shares, to participate rateably in any distribution of the Issuer's property or assets upon liquidation or wind-up.</p> <p>2. Stock options: 500,000 options are exercisable at a price of \$0.50 per share expiring on Oct 9, 2025, and 40,000 options vest as to 1/5 on each of the date of grant, and the first, second, third and fourth annual anniversary of the date of grant, at an exercise price of \$0.50 per share expiring on Jan 25, 2026.</p> <p>3. RSRs: The RSRs vest 10% on the date the Company's shares are listed on the CSE and 15% on every 6-month anniversary of the listing date.</p> <p>4. Private Placement Warrants: The warrants are exercisable at \$0.10 per share for a period of 24 months from the date of issuance on July 6, 2020.</p> <p>5. SW Warrants: The SW warrants are exercisable at a price of \$0.40 per share for a period of two years from the date of issuance on Jan 12, 2021.</p> <p>6. IPO Warrants***: The warrants are exercisable at \$1.25 per share for a period of 24 months from the date of closing of the IPO, subject to accelerated expiry.</p> <p>7. IPO Broker Warrants***: The warrants are exercisable at \$1.25 per share for a period of 24 months from the date of closing of the IPO, subject to accelerated expiry.</p> <p>*** <i>Subject to IPO closing.</i></p>

Phone: (778) 930-1321			Symbol OPTI OPTI.WT	Type Common Warrants	Number 41,113,006 13,800,000	CUSIP 68405H100 68405H118
Fax: N/A			If the Listing Statement was required to be filed because an event giving rise to material information has occurred that makes the previous Statement inaccurate or misleading, briefly describe the event: N/A			
E-mail: mike@greendropcapital.com			Dates of Press Release and Any Public Filings Concerning the Event: N/A			
Jurisdiction of Incorporation: British Columbia			Date of Last Shareholders' Meeting and Date of Next Shareholders' Meeting (if scheduled): N/A			
Website: www.optimihealth.ca						
Fiscal Year End: September 30						
Financial Information as at : December 31, 2020			Board of Directors:			
	<u>[Current]</u>	<u>[Previous]</u>	Name	Position		
Current Assets	\$3,129,030*	\$4,622,289	Mike Stier	President, CEO and Director		
Working Capital	\$2,660,261*	\$3,870,514	Bryan Safarik	Director and COO		
Total assets	\$5,686,564	\$6,170,285	Jacob Safarik	CFO		
Long-term liabilities	\$123,602	\$130,890	Dane Stevens	Chief Marketing Officer and Director		
Shareholders' equity	\$5,094,193	\$5,287,620	JJ Wilson	Director and Chairman		
*Current assets and working capital are net of IPO proceeds.			Jonathan Schintler	Director		