

A copy of this preliminary short form prospectus has been filed with the securities regulatory authorities in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Nova Scotia, New Brunswick, Newfoundland and Labrador and Prince Edward Island, 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.

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 only by persons permitted to sell these securities in those jurisdictions.

The securities offered under this short form prospectus have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any applicable securities laws of any state of the United States of America, its territories and possessions, any state of the United States or the District of Columbia (collectively, the “United States”). Accordingly, except as permitted in the Underwriting Agreement, these securities may not be offered or sold to, or for the account or benefit of, persons in the United States or U.S. persons (as such term is defined in Regulation S under the U.S. Securities Act (“U.S. Persons”)), unless registered under the U.S. Securities Act and any applicable securities laws of any state of the United States or unless exemptions from such registration requirements are available. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States or to, or for the account or benefit of, U.S. Persons. 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 the Corporate Secretary of Numinus Wellness Inc. at 801 - 33 Water Street, Vancouver, BC V6B 1R4, Telephone: 1-604-649-3229, and are also available electronically at www.sedar.com.

Numinus

PRELIMINARY SHORT FORM PROSPECTUS

New Issue

December 10, 2020

NUMINUS WELLNESS INC.

\$15,000,120
22,059,000 Units

Price: \$0.68 per Unit

Numinus Wellness Inc. (“**Numinus**” or the “**Company**”) hereby qualifies the distribution in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Nova Scotia, New Brunswick, Newfoundland and Labrador and Prince Edward Island, of an aggregate of 22,059,000 units (the “**Units**”) at an offering price of \$0.68 per Unit (the “**Offering Price**”) for aggregate gross proceeds to the Company of \$15,000,120 (the “**Offering**”). The Units will be sold pursuant to an underwriting agreement dated December 10, 2020 (the “**Underwriting Agreement**”) among the Company, Canaccord Genuity Corp. (“**Canaccord**”) and Eight Capital Corporation (“**Eight Capital**” and together with Canaccord, the “**Underwriters**”), as co-lead underwriters and joint bookrunners. The Offering Price was determined by arm’s length negotiation between the Company and the Underwriters with reference to the

prevailing market price of the common shares of the Company (the “**Common Shares**”). See “*Plan of Distribution*”.

Each Unit consists of one common share of the Company (each a “**Unit Share**”) and one-half of one common share purchase warrant (each whole common share purchase warrant, a “**Warrant**”). Each Warrant entitles the holder to purchase one common share of the Company (a “**Warrant Share**”) at an exercise price of \$0.90 per Warrant Share for a period of 24 months from the Closing Date (as defined herein), subject to adjustment in certain customary events. The Warrants will be governed by a warrant indenture to be entered into on or prior to the Closing Date between the Company and Computershare Trust Company of Canada (“**Computershare**” or the “**Warrant Agent**”), as warrant agent. The Unit Shares and Warrants comprising the Units will separate immediately upon closing of the Offering. See “*Description of Securities Being Distributed*”.

The Common Shares are listed on the TSX Venture Exchange (“**TSXV**”) under the symbol “NUMI”. On December 4, 2020, the last trading day prior to the announcement of the Offering, the closing price of the Common Shares on the TSXV was \$0.77 per Common Share. On December 9, 2020, the last trading day before the date of this Prospectus, the closing price of the Common Shares on the TSXV was \$1.20 per Common Share. The Company has applied to list the Unit Shares and the Warrant Shares, including those Unit Shares and Warrant Shares underlying the Over-Allotment Option (as defined herein) and the Compensation Shares (as defined herein) that may be issued upon exercise of the Compensation Warrants (as defined herein) as well as the Corporate Finance Shares, to be distributed under this Prospectus, on the TSXV. Listing will be subject to the Company fulfilling all of the requirements of the TSXV.

While there is currently no market through which the Warrants may be sold, the Company will, following the Closing Date, apply to list the Warrants, including those Over-Allotment Warrants (as defined herein) underlying the Over-Allotment Option on the TSXV. Listing will be subject to the Company fulfilling all of the requirements of the TSXV. There is no guarantee that the Company's application for listing of the Warrants and the Over-Allotment Warrants will be approved and purchasers may not be able to resell securities purchased under the Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See “*Risk Factors*”.

Subject to applicable laws, the Underwriters may, in connection with the Offering, effect transactions that stabilize or maintain the market price of the Common Shares at levels other than those which might otherwise prevail on the open market. Such transactions, if commenced, may be discontinued at any time. The Underwriters propose to initially offer either directly, or through their broker-dealer affiliates or agents, the Units at the Offering Price. After a reasonable effort has been made to sell all of the Units at the Offering Price, the Underwriters may subsequently reduce the Offering Price to purchasers. Accordingly, the Underwriters may offer the Units at a price lower than that stated above. Any such reduction in the Offering Price will not affect the proceeds received by the Company, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Units is less than the proceeds paid by the Underwriters to the Company. See “*Plan of Distribution*”.

	Price to the Public	Commission and Corporate Finance Cash Fee⁽¹⁾	Net Proceeds to the Company⁽²⁾⁽³⁾
Per Unit	\$0.68	\$0.046	\$0.634
Total	\$15,000,120	\$1,025,007	\$13,975,113

Notes:

- (1) In connection with the Offering, the Company has agreed to issue or pay to the Underwriters: (i) a cash commission (the “**Commission**”) equal to up to 6.0% of the aggregate gross proceeds of the Offering (including any gross proceeds raised on exercise of the Over-Allotment Option (as defined herein); (ii) an aggregate number of compensation warrants (the “**Compensation Warrants**”) equal to up to 6.0% of the aggregate number of Units issued pursuant to the Offering; and (iii) a corporate finance fee (the “**Corporate Finance Fee**”) in the amount of \$250,000 with 50% of the Corporate Finance Fee to be paid in cash (the “**Corporate Finance Cash Fee**”) and 50% of the Corporate Finance Fee to be paid in Common Shares (the “**Corporate Finance Shares**”) at a deemed price of \$0.68 per Corporate Finance Share for a total of 183,824 Corporate Finance Shares. Each Compensation Warrant may be exercised to acquire one Common Share (each, a “**Compensation**”).

Share”) at an exercise price of \$0.68 per Compensation Share for a period of 24 months from the Closing Date, subject to adjustment in certain events. The distribution of the Compensation Warrants, the Compensation Shares underlying the Compensation Warrants, and the Corporate Finance Shares is qualified by this Prospectus. See “*Plan of Distribution*”.

- (2) After deducting the Commission and the Corporate Finance Cash Fee, but before deducting the expenses of the Offering, estimated to be \$319,939.63, which, together with the Commission and the Corporate Finance Cash Fee, will be paid out of the gross proceeds of the Offering.
- (3) The Underwriters have been granted an over-allotment option (the “**Over-Allotment Option**”) to purchase up to an additional 3,308,850 Units (the “**Over-Allotment Units**”) at a price of \$0.68 per Over-Allotment Unit, for a period of 30 days after and including the Closing Date (the “**Over-Allotment Option Deadline**”). The Over-Allotment Option may be exercised by the Underwriters, in whole or in part, to acquire either (i) Over-Allotment Units; (ii) additional Unit Shares (the “**Over-Allotment Shares**”) at a price of \$0.646 per Over-Allotment Share; or (iii) additional Warrants (“**Over-Allotment Warrants**”) at a price of \$0.0688 per Over-Allotment Warrant, with each with each Over-Allotment Warrant entitling the holder thereof to acquire, subject to adjustment in certain circumstances, one Common Share (an “**Over-Allotment Warrant Share**”). If the Over-Allotment Option is exercised in full for 3,308,850 Over-Allotment Units, the total “Price to the Public”, “Commission and Corporate Finance Cash Fee” and “Net Proceeds to the Company” will be approximately \$17,250,138, \$1,160,008 and \$16,090,130, respectively. This Prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Units, the Over-Allotment Shares, the Over-Allotment Warrants and the Over-Allotment Warrant Shares issuable upon exercise of the Over-Allotment Option. See “*Plan of Distribution*”.

A purchaser who acquires securities forming part of the Over-Allotment Option acquires those securities under this Prospectus, regardless of whether the Over-Allotment Option is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

Unless the context otherwise requires, when used herein, all references to “Offering” include the exercise of the Over-Allotment Option, all references to “Units” include the Over-Allotment Units issuable upon exercise of the Over-Allotment Option, all references to “Unit Shares” include the Over-Allotment Shares issuable upon exercise of the Over-Allotment Option, all references to “Warrants” include the Over-Allotment Warrants issuable upon exercise of the Over-Allotment Option and all references to “Warrant Shares” include the Over-Allotment Warrant Shares issuable upon exercise of the Over-Allotment Warrants.

The following table sets out the number of securities, if any, that have been issued or may be issued by the Company to the Underwriters pursuant to the Compensation Warrants, Corporation Finance Shares and Over-Allotment Option:

Underwriters’ Position	Maximum Size or Number of Securities Available	Exercise Period or Acquisition Date	Exercise Price or Average Acquisition Price
Compensation Warrants ⁽¹⁾	1,522,071 Warrants	Exercisable for a period of 24 months following the Closing Date	\$0.68 per Compensation Warrant
Corporate Finance Shares ⁽¹⁾	183,824 Shares	n/a	n/a
Over-Allotment Option	Option to acquire up to 3,308,850 Over-Allotment Units; and/or up to 3,308,850 Over-Allotment Shares; and/or up to 1,654,425 Over-Allotment Warrants	Not later than the 30 th day after the Closing Date	\$0.68 per Over-Allotment Unit \$0.646 per Over-Allotment Share \$0.0688 per Over-Allotment Warrant

Notes:

- (1) Assuming the Over-Allotment Option is exercised in full.

The Underwriters, as principal, conditionally offer the Units, subject to prior sale, if, as and when issued by the Company and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under “*Plan of Distribution*” and subject to approval of certain legal matters relating to the

Offering on behalf of the Company by Miller Thomson LLP and on behalf of the Underwriters by Bennett Jones LLP.

Subscriptions for the Units will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. The closing of the Offering is expected to occur on or about December 29, 2020 or such later date as the Company and the Underwriters may agree (the “**Closing Date**”), however the Units are to be taken up by the Underwriters, if at all, on or before a date that is not later than 42 days after the date of the receipt for the final short form prospectus.

It is anticipated that the Unit Shares and the Warrants comprising the Units will be delivered under the book-based system through CDS Clearing and Depository Services Inc. (“**CDS**”) or its nominee and deposited in electronic form. A purchaser of Units will receive only a customer confirmation from the Underwriters or another registered dealer from or through which the Units are purchased and who is a CDS depository service participant. CDS will record the CDS participants who hold Units on behalf of owners who have purchased Units in accordance with the book-based system. No definitive certificates will be issued unless specifically requested or required. See “*Plan of Distribution*”.

An investment in the Units involves a high degree of risk. Prospective purchasers should consider the risk factors described under “Risk Factors” in this Prospectus, in the Company’s AIF (as defined herein) and the Company’s Filing Statement (as defined herein), which can be found on SEDAR at www.sedar.com, before purchasing the Units.

Prospective investors should rely only on the information contained in or incorporated by reference into this Prospectus. Neither the Company nor the Underwriters have authorized anyone to provide prospective investors with different information. Information contained on the Company’s website shall not be deemed to be a part of this Prospectus or incorporated by reference herein and should not be relied upon by prospective investors for the purpose of determining whether to invest in the Units. Neither the Company nor the Underwriters are making an offer of the Units in any jurisdiction where the offer or sale is not permitted. Prospective investors should not assume that the information contained in this Prospectus is accurate as of any date other than the date on the front of this Prospectus, or the date of any documents incorporated by reference herein. The Company’s business, operating results, financial condition and prospects may have changed since the date of this Prospectus.

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

The Company’s head office is located at 801 – 33 Water Street, Vancouver, BC V6B 1R4, and its registered and records office is located at 400 – 725 Granville Street, Vancouver, BC V7Y 1G5.

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ABOUT THIS PROSPECTUS

Prospective investors should rely only on the information contained in or incorporated by reference into this Prospectus. Neither the Company nor the Underwriters have authorized anyone to provide prospective investors with different information. Information contained on the Company's website shall not be deemed to be a part of this Prospectus or incorporated by reference herein and should not be relied upon by prospective investors for the purpose of determining whether to invest in the Units. Neither the Company nor the Underwriters are making an offer of the Units in any jurisdiction where the offer or sale is not permitted. Prospective investors should not assume that the information contained in this Prospectus is accurate as of any date other than the date on the front of this Prospectus, or the date of any documents incorporated by reference herein. The Company's business, operating results, financial condition and prospects may have changed since the date of this Prospectus.

Market data and certain industry forecasts used in this Prospectus and the documents incorporated by reference in this Prospectus were obtained from market research, publicly available information and industry publications. We believe that these sources are generally reliable, but the accuracy and completeness of this information is not guaranteed. We have not independently verified such information, and we do not make any representation as to the accuracy of such information.

In this Prospectus, unless the context otherwise requires, references to "we", "us", "our" or similar terms, as well as references to "Numinus" or the "Company", refer to Numinus Wellness Corp. together with our subsidiaries.

Unless the context otherwise requires, all references to "\$", "C\$" and "dollars" mean references to the lawful money of Canada.

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING INFORMATION

This Prospectus contains "forward-looking information" within the meaning of applicable Canadian securities legislation, which is based upon the Company's current internal expectations, estimates, projections, assumptions and beliefs. Often, but not always, forward-looking information can be identified by the use of words and phrases such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or similar expressions or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. The forward-looking information included in this Prospectus is made only as of the date of this Prospectus. Such forward-looking information may include, but is not limited to, statements with respect to the future financial or operating performance of the Company and its subsidiaries, the Company's expectations with respect to future growth, the Company's expectations with respect to achievement of its business objectives and milestones; the Company's expectations and plans relating to receipt of a processing licence and sales licence from Health Canada; the Company's expectations with respect to maintaining necessary licensing to operate its business; changes in laws, regulations, guidelines, regulatory risks associated with the operations of the Company; the Company's plans to expand its healing centre footprint; the development and implementation of medical protocols and treatment standard operating procedures for the use of psychedelic therapies; the Company's goals to develop and implement partnerships with research organizations; the Company's business expansion to include cannabis extraction and processing; the Company's expectations with respect to the use of net proceeds of this Offering and the use of the available funds following completion of the Offering; requirements for additional capital; the Company's expectations regarding its revenue, expenses and operational costs; the Company's anticipated cash needs; the Company's intention to grow the business and its operations; the Company's ability to successfully withstand the economic impact of COVID-19; the medical benefits, safety, efficacy, dosing and social acceptance of cannabis and psychedelics; the success of the Company's collaboration with MAPS (defined herein); the success of the Company's collaboration with Syreon Corporation; the approval and/or success of compassionate access clinical trials; the cultivation and harvest of Psilocybe mushrooms; and completion of the Offering and the date of such completion.

Forward-looking statements are based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. The forward-looking information contained herein is based on certain assumptions, including without limitation: (i) the Company being able to generate cash flow from operations and obtain necessary financing on acceptable terms; (ii) general economic, financial market, regulatory and political conditions in

which the Company operates will remain the same; (iii) the Company being able to compete in the medical cannabis industry and the natural wellness industry; (iv) the Company being able to manage anticipated and unanticipated costs; (v) the Company being able to maintain internal controls over financial reporting and disclosure, and procedures; (vi) the Company being able to maintain consumer interest in the Company's products and services; (vii) the timely receipt of any required regulatory approvals; (viii) the Company's ability to obtain qualified staff, equipment and services in a timely and cost efficient manner; (ix) the Company's ability to conduct operations in a safe, efficient and effective manner; (x) government regulation of the Company's activities will remain the same; (xi) the Company's ability to complete the Offering and on the Closing Date as set out herein; and (xii) the Company being in a position to use the proceeds of the Offering as set out herein.

Although the Company believes that the expectations reflected in such forward-looking information are reasonable, it can give no assurance that such expectations will prove to have been correct. The Company's forward-looking information is expressly qualified in its entirety by this cautionary statement. In particular, but without limiting the foregoing, statements regarding the Company's objectives, plans and goals, including future operating results, economic performance may make reference to or involve forward-looking information. The purpose of forward-looking information is to provide the reader with a description of management's expectations, and such forward-looking information may not be appropriate for any other purpose. Readers should not place undue reliance on forward-looking information contained in this Prospectus. The Company undertakes no obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable law. A number of factors could cause actual events, performance or results to differ materially from what is projected in the forward-looking information. Some of the risks and other factors which could cause actual results to differ materially from those expressed in the forward-looking information contained in this Prospectus include, but are not limited to, the factors included under "Risk Factors" herein and in the Company's AIF (as defined herein) and elsewhere in the documents incorporated by reference in this Prospectus.

FINANCIAL INFORMATION

The Company prepares its financial statements, which are incorporated by reference into this Prospectus, in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee.

ELIGIBILITY FOR INVESTMENT

In the opinion of Miller Thomson LLP, counsel to the Company, based on the provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the "**Tax Act**") as of the date hereof, the Unit Shares, Warrants and the Warrant Shares, if issued on the date hereof, would be "qualified investments" under the Tax Act for a trust governed by a registered retirement savings plan ("**RRSP**"), registered retirement income fund ("**RRIF**"), deferred profit sharing plan, registered education savings plan ("**RESP**"), registered disability savings plan ("**RDSP**") and tax-free savings account ("**TFSA**") (collectively, "**Deferred Plans**") provided that (i) in the case of the Unit Shares and the Warrant Shares, the Common Shares are listed on a "designated stock exchange" as defined in the Tax Act (which currently includes Tier 2 of the TSXV), and (ii) in the case of the Warrants: (a) the Warrants are listed on a "designated stock exchange" as defined in the Tax Act (which currently includes Tier 2 of the TSXV); or (b) the Common Shares are listed on a "designated stock exchange" as defined in the Tax Act (which currently includes Tier 2 of the TSXV) and neither the Company, nor any person with whom the Company does not deal at arm's length, is an annuitant, a beneficiary, an employer or a subscriber under, or a holder of the particular Deferred Plan.

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

Persons who intend to hold Unit Shares, Warrants or Warrant Shares in a Deferred Plan, should consult their own tax advisors in regard to the application of these rules in their particular circumstances.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents filed with the securities commission or similar regulatory authority in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Nova Scotia, New Brunswick, Newfoundland and Labrador and Prince Edward Island, are available at www.sedar.com and are specifically incorporated by reference into, and form an integral part of, this Prospectus:

1. the annual information form of the Company for the year ended August 31, 2019 (the “**AIF**”), filed on SEDAR on May 22, 2020, with the exception of page 22 relating to cease trade orders and bankruptcies, which is modified or supplemented with the following: Mr. Ed Garner fully performed a consumer proposal with certain creditors for a total claim amount of \$42,897.45, which was settled through payment of \$12,830.85, including levy. The consumer proposal was filed with the official receiver on July 8, 2013 and was fully performed as of July 21, 2016;
2. the filing statement of the Company dated as at April 29, 2020 (the “**Filing Statement**”), which Filing Statement includes the audited consolidated financial statements of Salvation Botanicals Ltd. (“**Salvation**”) for the year ended August 31, 2019 and related management discussion and analysis, filed on SEDAR on April 30, 2020, with the exception of the following:
 - a. the unaudited consolidated financial statements of the Company for the six months ended January 31, 2020 in Schedule A of the Filing Statement and related management discussion and analysis in Schedule B of the Filing Statement, which are not incorporated by reference into this Prospectus; and
 - b. pages 70 and 77-81 of the Filing Statement relating to the escrowed securities of the Company, and page 32 of the Filing Statement relating to the securities to be issued to former holders of Salvation convertible debentures, which are modified or superseded by the information contained in this Prospectus;
3. the restated condensed interim consolidated financial statements of the Company for the three and nine month period ended May 31, 2020 and 2019, together with the notes thereto and related management’s discussion and analysis, filed on SEDAR on August 24, 2020;
4. the audited consolidated financial statements of the Company for the year ended July 31, 2019, together with the notes thereto (the “**Annual Financial Statements**”) and the auditors’ report thereon and related management’s discussion and analysis, filed on SEDAR on November 26, 2019;
5. the restated condensed interim consolidated financial statements of Salvation for the three and six month period ended February 29, 2020, together with the notes thereto (the “**Salvation Financial Statements**”), filed on SEDAR on August 24, 2020;
6. the management information circular of the Company dated September 8, 2020 regarding the annual general meeting of shareholders of the Company that was held on October 15, 2020;
7. the material change report of the Company dated June 5, 2020 in connection with the completion of the RTO (as defined herein), filed on SEDAR on June 5, 2020;
8. the material change report of the Company dated August 4, 2020 in connection with the announcement of a short form prospectus offering of units (the “**September Offering**”), filed on SEDAR on August 4, 2020; and
9. the material change report of the Company dated December 8, 2020 in connection with the announcement of the Offering, filed on SEDAR on December 8, 2020.

Any documents of the type required by Item 11.1 of Form 44-101F1 – *Short Form Prospectus*, filed by the Company with a securities commission or similar regulatory authority in any of the provinces or territories of Canada pursuant to the requirements of applicable securities legislation after the date of this Prospectus and prior to the termination of the distribution of this Offering shall be deemed to be incorporated by reference into this Prospectus.

Attached as Schedule “A” and also forming part of this Prospectus is the management’s discussion and analysis of Salvation for the three and six month period ended February 29, 2020 (the “**Salvation MD&A**”), relating to the Salvation Financial Statements.

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

DESCRIPTION OF THE BUSINESS

The following description of the Company is, in some instances, derived from selected information about us contained in the documents incorporated by reference into this Prospectus. This description does not contain all of the information about us and our business that you should consider before investing in any securities. You should carefully read the entire Prospectus, including the section titled “Risk Factors” that immediately follows this description of the Company, as well as the documents incorporated by reference into this Prospectus, before making an investment decision.

Name, Address and Incorporation

The Company was incorporated under the *Company Act* (British Columbia) on June 26, 1962 under the name “Triform Explorations (B.C.) Ltd. (N.P.L.)”. On October 26, 1964, the Company amended its articles to change its name from “Triform Explorations (B.C.) Ltd.” to “Triform Mining Ltd.” On October 21, 1968, the Company amended its articles to change its name from “Triform Mining Ltd.” to “Lucky Strike Mines Ltd.” On June 24, 1980, the Company amended its articles to change its name from “Lucky Strike Mines Ltd.” to “Lucky Strike Resources Ltd.” On February 18, 2015, the Company amended its articles to change its name from “Lucky Strike Resources Ltd.” to “Rojo Resources Ltd.”.

On May 15, 2020, the Company acquired 100% of the issued and outstanding securities of a private company, Salvation, pursuant to a securities exchange transaction, which constituted a “reverse takeover” (the “**RTO**”) and the Company changed its name to “Numinus Wellness Inc.” in connection with the RTO, with Numinus being the “reverse takeover acquiree” and Salvation being the “reverse takeover acquirer”, each as defined in National Instrument 51-102 *Continuous Disclosure Obligations* (“**NI 51-102**”).

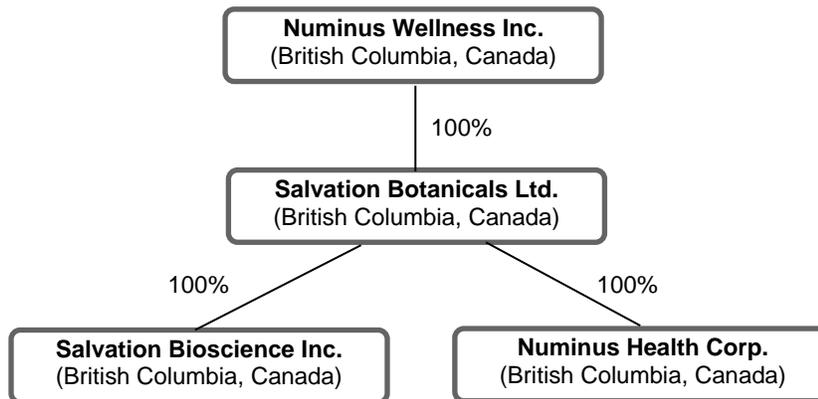
Salvation was incorporated on March 4, 2011 under the name “0904649 B.C. Ltd.”. On April 20, 2016, Salvation was created as a result of the amalgamation of 0904649 B.C. Ltd. and Green Penguin Delights Inc. and, upon completion of the RTO, Salvation became a wholly owned subsidiary of the Company.

The Company’s head office is located at 801 – 33 Water Street, Vancouver, BC V6B 1R4, and its registered and records office is located at 400 – 725 Granville Street, Vancouver, BC V7Y 1G5.

Inter-corporate Relationships

As of the date hereof, the Company has three 100% wholly-owned subsidiaries: (i) Salvation Botanicals Ltd.; (ii) Salvation Bioscience Inc. (“**Salvation Bioscience**”); and (iii) and Numinus Health Corp. (“**Numinus Health**”).

The current organization structure of the Company is as follows:



Business of the Company

The Company is a cannabis technology company covering biomass sourcing, extraction and manufacture, and analytical testing. The Company is involved in the cannabis and integrative health industries, and operates through three key divisions:

1. Salvation;
2. Salvation Bioscience; and
3. Numinus Health.

Under its prior dealer's licence, and subsequently its analytics and testing licence, Salvation built one of the first analytical testing facilities in the cannabis market. In addition to its existing analytical testing and research and industrial hemp activities, Salvation is expanding its business to include extraction and processing of cannabis products. Once it has acquired its processing licence, Salvation will perform extractions from various cannabis strains and formulate standardized products for the Canadian market. These products will include solvent-free vegan oils and capsules, rosins and other cannabis extract products. Future product lines may feature edibles and topicals.

Salvation Bioscience provides analytical services of cannabis products which include conducting independent analytical services, full spectrum testing and consulting, and developing proprietary methods and protocols to ensure accuracy and reliability using customized state-of-the-art equipment at its lab and testing facility (the “**Lab and Testing Facility**”) located in Nanaimo, British Columbia. The cannabis processing operations at Salvation Bioscience are on pause, while its cannabis processing licence application with Health Canada is pending. Once this licence is granted, it will allow the Company to extract, formulate, manufacture, and package cannabis-based products.

Numinus Health operates a wellness centre (the “**Wellness Centre**”) located in Vancouver, British Columbia, where registered professional therapists and health professionals use supportive therapies and technologies to focus on treating mental health and substance abuse. These therapies are conducted in a safe, controlled therapeutic environment in partnership with various health and research organizations. Numinus Health proposes to expand its offering to include client guidance in the therapeutic use of psychedelics upon legalization and regulatory approval .

Recent Developments

On December 7, 2020, the Company received a Notice of Civil Claim from Cold Stream Inc. (“**Cold Stream**”) in relation to certain alleged services provided by Cold Stream to the Company. The Company is currently reviewing the claim with its legal counsel.

Collaboration Agreement with Multidisciplinary Association for Psychedelic Studies

On December 2, 2020, the Company announced that it had signed a collaboration agreement with Multidisciplinary Association for Psychedelic Studies (“**MAPS**”) and Multidisciplinary Association for Psychedelic Studies Public Benefit Corporation (“**MAPS PBC**”), a wholly-owned subsidiary of MAPS, pursuant to which the parties will seek approval of MDMA-assisted psychotherapy for posttraumatic stress disorder (“**PTSD**”) through a single-arm, open-label, compassionate access clinical trial. This compassionate access clinical trial, if approved, will be conducted at the Wellness Centre, providing MDMA-assisted psychotherapy to an initial 20 individuals experiencing PTSD and collecting outcome and safety data for Health Canada. Numinus’ physicians, therapists and staff will be trained to deliver the treatment under MAPS’ clinically-tested PTSD treatment protocol prior to approval by Health Canada.

The safety and efficacy of MDMA-assisted psychotherapy is currently under investigation. It has not yet been approved by Health Canada or the Food and Drug Administration (the “**FDA**”), does not work for everyone, and carries risks even in therapeutic settings. These statements are no guarantee of future Health Canada or FDA approval or availability of MDMA-assisted psychotherapy.

Compassionate Access Clinical Trial

On November 18, 2020, the Company announced that it will undertake a compassionate access clinical trial of psilocybin-assisted psychotherapy for substance use disorders. This study will enable the Company to implement, test, and refine optimal protocols for the use of psilocybin-assisted psychotherapy for participants with a range of substance use disorders and will be conducted in collaboration with Syreon Corporation, a global contract research organization with expertise in conducting clinical trials across a broad range of chronic and complex diseases. The study will involve an initial 30 participants who will take part in a motivational enhancement psychedelic psychotherapy intervention with psilocybin.

According to Health Canada's Special Access Programme, compassionate access single-arm openlabel clinical trials can be incorporated into drug development planning to “meet the needs of patients who are not eligible for enrollment in other pivotal trials” and is one of Health Canada's preferred means for patients to access drugs that are not yet available on the market.

Psilocybe Mushroom Cultivation and Harvest

On September 24, 2020, the Company announced that it began cultivating psilocybe mushrooms, for the purposes of psilocybin production at its Lab and Testing Facility. On October 22, 2020, the Company announced that it harvested its first batch of psilocybe mushrooms, which constituted the first legal harvest of psilocybe mushrooms in Canada by a public company under the Company’s dealer’s licence issued by Health Canada under the *Controlled Drug and Substances Act* (Canada) (the “**CDSA**”).

September Offering

On September 10, 2020, the Company closed its September Offering, consisting of 18,400,000 units (the “**September Units**”) for gross proceeds of \$4,600,000. Each September Unit consisted of one Common Share and one-half Common Share purchase warrant with each whole such warrant entitling the holder to purchase one additional Common Share at a price of \$0.35. The warrants issued under the September Offering were subsequently listed for trading on the TSXV under the symbol “NUMI.WT” effective at market open on September 21, 2020.

Amendment to Dealer’s Licence

On June 8, 2020, the Company received approval from Health Canada to amend the Company’s existing dealer’s licence under the CDSA to allow the Company’s researchers to conduct research to standardize the extraction of psilocybin from mushrooms. The amendment means the Company is the first publicly traded company in Canada to be granted a licence by Health Canada to conduct this type of research. The Company’s dealer’s licence allows for possession, processing, sale, sending, transportation and delivery of the following psychedelics: (i) psilocybin, (ii) psilocin, (iii) 3, 4, 5-Trimethoxyphenethylamine (mescaline), (iv) N, N-Dimethyltryptamine (DMT), and (v) N-Methyl-3, 4-methylenedioxyamphetamine (“**MDMA**”), in compliance with the CDSA and included regulations.

With this regulatory approval, the Company anticipates being able to proceed with the production of naturally sourced, sustainable psilocybin for research purposes that will support the emerging field of psychedelic assisted therapy and

research, at lower costs to currently produced synthetic psilocybin. The licence also allows the Company to develop and licence its own exclusive intellectual property for further product development in partnership with leading research organizations.

The Company submitted an amendment application dated June 22, 2020 to Health Canada to amend the Company's existing dealer's licence under the CDSA to allow the Company to sell Psilocybe mushroom fruiting bodies and extract for clinical research protocols and the development of standardized testing for additional psychedelic substances.

COVID-19 Pandemic

In December 2019, a strain of novel coronavirus, commonly referred to as COVID-19, was reported to have surfaced in Wuhan, China. COVID-19 has since spread rapidly throughout many countries. On March 11, 2020, the World Health Organization declared COVID-19 to be a pandemic, and on March 18, 2020, the Province of British Columbia declared the pandemic a provincial state of emergency. Actions taken globally in response to COVID-19 have significantly interrupted international business activities and contributed to significant volatility in the financial markets. The Company is currently monitoring the situation and has implemented safety measures to deal with the COVID-19 pandemic.

The risks to the Company's business associated with COVID-19 include, without limitation, risks related to breach of material contracts, employee health, workforce productivity, increased insurance premiums, limitations on travel, the availability of industry experts and personnel, prolonged restrictive measures put in place in order to control the pandemic and future outbreaks or other adverse public health developments globally and other factors that will depend on future developments beyond the Company's control, which may have a material and adverse effect on the Company's business, financial condition and results of operations. In addition, COVID-19 may have a significant impact on the preparation of the Company's interim and annual financial statements, as well as other continuous disclosure obligations. Due to different quarantine measures that have been and may to be imposed, it may be challenging for the Company to complete going concern assessments, evaluations of subsequent events, impairments of financial and non-financial assets, as well as prepare financial statements and management discussion and analyses.

The overall severity and duration of COVID-19-related adverse impacts on the Company's business will also depend on future developments, which the Company cannot predict, including directives of federal and provincial governments and health authorities, the status of labour availability and the Company's ability to staff its facilities. Even after the COVID-19 outbreak has subsided, the Company may continue to experience its negative impacts on its business as a result of its economic impact, including any related recession, and potential lingering impacts on the Company's clients. As at the date of this Prospectus, it is unknown how the Company may be affected if the COVID-19 pandemic persists for an extended period of time. See "*Risk Factors – Public Health Crisis*".

As of the date of this Prospectus, COVID-19 has impacted the Company in several ways:

(a) Operational Impact

The Company closed its Wellness Center in mid-March 2020 as a result of government and health professional recommendations in response to the pandemic because the offered services include in-person visits and require close contact between practitioners and customers. During the closure, the Company closely monitored the guidance and response from federal and provincial governments to determine when the Wellness Center could safely resume operations. At the beginning of July 2020, the Wellness Center reopened for business after federal and provincial governments provided guidelines and protocols for businesses to resume operations. The Company introduced detailed protocols at its Wellness Center to protect the health and safety of its employees, practitioners and clients. The financial impact of the closure of the Wellness Center resulted in a 100% decrease in revenues for the Wellness Center. While the Wellness Center has reopened, the Company cannot determine when revenues will reach the levels from before COVID-19. In addition, future spread of the virus could result in another stoppage of in-person visits or the closure of the Wellness Center for an indefinite period of time.

The Lab and Testing Facility continued operations during COVID-19 as its facilities had existing health and safety protocols and standards to ensure customer samples were free of contaminants. In addition to the Company's health and safety protocols at the Lab and Testing Facility, the Company implemented COVID-19 related protocols as provided by federal and provincial governments to ensure the health and safety of staff. During the three months ended May 31, 2020, the Company increased revenues from its cannabis lab and testing services. In March 2020, when federal and provincial governments introduced strict public regulations to contain the virus, reports of increased cannabis usage to treat mental

health effects from COVID-19 surfaced.

In order to manage ongoing costs at the Lab and Testing Facility, the Company uses a just-in-time inventory system for its lab and testing services. This reduces the Company's risk of holding a large amount of inventory in the event that COVID-19 negatively impacts the lab and testing business. The Company currently employs a number of hourly staff for its Lab and Testing Facility and Wellness Center to manage business fluctuations and unknown impacts of COVID-19.

The Company is currently looking at different opportunities to augment its current revenue streams to mitigate the risk and impact of COVID-19, including: (i) virtual therapy services at its Wellness Center; and (ii) lab testing services for non-cannabis products.

(b) Impact on Capital and Liquidity Resources

COVID-19 is a global pandemic that impacts all areas of the Company's business including its customers. Potential negative impacts on our customers could impact the Company's ability to collect on its accounts receivables, thus negatively impacting the Company's cash flow. The Company is actively monitoring its receivables and customer relationships to decrease the negative impacts in this area.

The Company raised investments to fund its near term business milestones and operations. While the Company will continue to look for additional revenue opportunities, the Company may need to raise additional capital to meet its business milestones.

The Company continues to assess available government programs to ensure ongoing operations, including Canadian Emergency Wage Subsidies, Sales Tax Deferral, Canada Emergency Business Account interest-free loan and Canadian Emergency Rent Assistance.

(c) Impact on Capital Expenditures

In the Filing Statement, the Company disclosed how it would use proceeds relating to upgrades for its Lab and Testing Facility. Continued negative impacts of COVID-19 could result in the Company deferring these capital expenditures in order to reallocate funds towards ongoing operations.

Use of Proceeds under Filing Statement

Due to the Company not yet having received its cannabis processing licence from Health Canada, spending on upgrades for the Lab and Testing Facility have not yet proceeded, as was contemplated by the Filing Statement. Additionally, without the processing licence, the Company is not yet able to proceed with activities around obtaining the Health Canada cannabis sales licence. Use of proceeds has been mainly used to fund financing costs, G&A, general working capital and settle certain liabilities.

As at May 31, 2020, the Company used approximately \$1,500,000 from the net proceeds raised under the subscription receipt financing completed on May 15, 2020 (the "**Subscription Receipt Financing**"), of which approximately \$1,000,000 was used to settle liabilities and \$500,000 was used to pay financing costs, G&A and general working capital.

The working capital of the Company as at November 30, 2020 is \$3,519,023 compared to the working capital of \$3,209,230 as at May 31, 2020. The change in working capital of \$309,793 can be attributed to the Company's short form prospectus financing in September 2020 whereby the Company raised \$4,600,000. In addition, the Company incurred costs related to ongoing operations of the Company from May 31, 2020 to November 30, 2020.

Termination and Change of Control Benefits

In June and July 2020, the Company entered into employment agreements (each, an "**Employment Agreement**") with the named executive officers ("**NEOs**") of the Company. The tables below provide a summary of the termination and change of control benefits provided under each Employment Agreement and the anticipated incremental costs associated with various termination events.

	Payments	Other Benefits
Resignation⁽¹⁾	None	None
Termination – For Cause⁽¹⁾	None	None
Termination – No Cause⁽¹⁾ (within first 12 months of employment)	Notice, pay in lieu of notice, or a combination of pay and notice, equal to three (3) months' salary ⁽²⁾	None
Termination – No Cause⁽¹⁾ (within 12-24 months of employment)	Notice, pay in lieu of notice, or a combination of pay and notice, equal to six (6) months' salary ⁽²⁾	None
Termination – No Cause⁽¹⁾ (after 36 months of employment)	Notice, pay in lieu of notice, or a combination of pay and notice, equal to twelve (12) months' salary ⁽²⁾	None
Change of Control⁽¹⁾⁽³⁾	Lump sum payment of 3 months' base salary	None

Notes:

- (1) Each NEO is subject to a non-solicitation clause for 12 months following termination of employment, regardless of how his or her employment is terminated.
- (2) In the event that the terminated NEO obtains alternate employment, which provides for comparable remuneration, prior to the end of the notice period, the severance payments will cease and the Company will make a lump sum payment to the NEO of 50% of the balance of the remaining severance payments.
- (3) Each NEO may terminate his or her Employment Agreement within three months following a change of control.

All NEOs are subject to a 11-15% salary reduction starting on August 1, 2020 and ending on December 31, 2020.

Assuming that the triggering event took place as of the date hereof, the Company's NEOs would be entitled to the following payments and benefits:

	Event	Payments⁽¹⁾	Other Benefits	Total
Payton Nyquvest Chief Executive Officer	Termination – No Cause (within first 12 months of employment)	\$53,125	Nil	\$53,125
	Change of Control	\$53,125	Nil	\$53,125
John Fong Chief Financial Officer	Termination – No Cause (within first 12 months of employment)	\$38,250	Nil	\$38,250
	Change of Control	\$38,250	Nil	\$38,250
Michael Tan Chief Operating Officer	Termination – No Cause (within 12-24 months of employment)	\$40,050	Nil	\$40,050
	Change of Control	\$40,050	Nil	\$40,050
Stacey Wallin Chief Strategy Officer	Termination – No Cause (within first 12 months of employment)	\$38,250	Nil	\$38,250
	Change of Control	\$38,250	Nil	\$38,250

Notes:

- (1) Payments reflect a reduction of each NEO's base salary of 11-15% from August 1, 2020 to December 31, 2020.

Strategic Partnerships

The Company's investment strategy includes investments in strategic partnerships for future research protocols and investments in clinic acquisitions as it looks to increase its ability to deliver integrated treatment solutions to the public. The Company continues to identify and evaluate suitable investment opportunities; however, the Company presently has no proposed acquisitions and does not anticipate using the funds available from the Offering for acquisitions. Acquisition opportunities, if any, would be funded out of working capital or depending on the opportunity, a future debt or equity financing would be required. See "Risk Factors – Additional Financing".

DIVIDENDS

The Company has not declared or paid dividends since incorporation and has no present intention to declare or pay any dividends in the foreseeable future. Dividends paid by the Company would be subject to tax and, potentially, withholdings. Any decision to declare or pay dividends will be made by the Company’s board of directors (the “**Board of Directors**”) based upon the Company’s earnings, financial requirements and other conditions existing at such future time.

CONSOLIDATED CAPITALIZATION

There have been no material changes to the Company’s share and loan capitalization on a consolidated basis since May 31, 2020, the date of the Company’s most recently filed financial statements, except in connection with the following:

- (a) the issuance of 1,060,000 Common Share purchase warrants on July 17, 2020 that were issuable from the RTO;
- (b) the completion of the September Offering on September 10, 2020, pursuant to which the Company issued 18,400,000 September Units, with each September Unit consisting of one Common Share and one-half of one Common Share purchase Warrant entitling the holder to purchase one additional Common Share at an exercise price of \$0.35;
- (a) in connection with the September Offering, the issuance of 1,472,000 agent compensation options and advisory compensation options to acquire up to an aggregate of 1,472,000 September Units (the “**Agent’s Units**”) at a price of \$0.25 per Agent’s Unit; and
- (b) as described under “Prior Sales”.

The following table sets forth the consolidated capitalization of the Company as at the dates indicated, adjusted to give effect to the Offering and the above noted changes on the share and loan capital of the Company since May 31, 2020, the date of the Company’s most recently filed financial statements. This table should be read in conjunction with the consolidated financial statements of the Company and Salvation, and the related notes and management’s discussion and analysis of financial condition and results of operations in respect of those statements that are incorporated by reference in this Prospectus.

	As at May 31, 2020 before giving effect to the Offering, and the above noted changes	Pro-Forma as at December 10, 2020 after giving effect to the above noted changes and the Offering
Common Shares	94,821,372 Common Shares ⁽¹⁾	141,738,966 Common Shares (145,047,816 Common Shares if the Over-Allotment Option is exercised in full)
Warrants	27,629,513 warrants ⁽¹⁾	44,762,795 warrants (46,417,220 warrants if the Over-Allotment is exercised in full)
Stock Options	8,208,000 options ⁽¹⁾	6,577,000 options
Agent’s Unit	Nil Agent’s Units ⁽¹⁾	1,220,416 Agent’s Units: 1,220,416 Common Shares and 610,208 warrants
Compensation Warrants	Nil Compensation Warrants	1,323,530 Compensation Warrants (1,522,071 Compensation Warrants if the Over-Allotment Option is exercised in full)
Corporate Finance Shares	Nil Corporate Finance Shares	183,824 Corporate Finance Shares
Fully diluted issued and outstanding	130,658,885 Common Shares⁽¹⁾	196,416,749 Common Shares (201,578,555 Common Shares if the Over-Allotment Option is exercised in full)

Notes:

- (1) On a post-Consolidation basis.

Escrowed Securities

Certain securities of the Company (the “**Escrowed Securities**”) are subject to escrow restrictions pursuant to a value security escrow agreement dated May 15, 2020 (the “**Escrow Agreement**”) among the Company, Computershare and certain shareholders of the Company in accordance with TSXV Policy 5.4 – *Escrow, Vendor and Resale Restrictions* (the “**Policy**”). The following table sets forth the Escrowed Securities and their release schedule as of the date hereof:

Type of Escrowed Security	Number of Escrowed Securities	Release Schedule
Common Shares	26,700,442 ⁽¹⁾	The Escrowed Securities will be released in five equal parts on each of (i) March 15, 2021, (ii) November 15, 2021, (iii) March 15, 2022, (iv) November 15, 2022, and (v) March 15, 2023.
Warrants	257,175	
Options	562,500	

USE OF PROCEEDS

The estimated net proceeds of the Offering, after deducting the Commission, the Corporate Finance Cash Fee and the estimated expenses of the Offering, will be approximately \$13,648,923 assuming the Over-Allotment Option is not exercised. The net proceeds of the Offering are currently intended to be used for clinic upgrades to prepare for clinical trials, laboratory upgrades, clinic acquisitions, research and development of medical protocols, and general working capital, as outlined below:

Principal Use of Available Funds	Amount ⁽¹⁾
Clinic upgrades to prepare for clinical trials ⁽²⁾	\$250,000
Laboratory upgrades ⁽³⁾	\$1,250,000
Clinic acquisitions ⁽⁴⁾	\$5,000,000
Integrative Treatment Model Development ⁽⁵⁾	\$800,000
General Working Capital ⁽⁶⁾	\$6,348,923
Total Amount for Principal Purposes	\$13,648,923

Notes:

- Notwithstanding the foregoing, there may be circumstances where, for sound business reasons, a reallocation of funds is necessary in order for the Company to achieve its objectives as set out herein.
- The Company will be conducting a compassionate access clinical trial of psilocybin-assisted psychotherapy for substance use disorders. In addition, the Company, in collaboration with MAPS PBC, will seek approval to deliver MDMA-assisted psychotherapy for PTSD through a single-arm, open-label, compassionate access clinical trial. Both of these clinical trials will be conducted at Numinus’ clinic in Vancouver, BC. Numinus will need to invest in space renovations in order to meet the requirements for the clinic trials.
- In October 2020, the Company harvested the first legal flush of Psilocybe mushrooms in Canada under its dealer’s licence issued by Health Canada under the CDSA. The Company intends to invest in additional equipment and facilities upgrades in order to progress with research and development of standardized cultivation, extraction, and testing methods and exploring product formulations to support safe, evidence-based, accessible psychedelic-assisted psychotherapy, as well as build a sequenced spore library.
- The Company intends to expand its delivery of mental health solutions through the acquisitions of therapeutic clinics. The Company intends to build an active client base and compliments publicly accessible psychedelic-assisted therapies when they are regulated and accessible through compassionate access protocols, Health Canada’s Special Access Programme and/or fully approved for use by Health Canada as medicines in Canada.
- The Company will continue to explore the development of integrative mental health treatment models and services that can be delivered through Numinus’ clinics.

- (6) In the event the Over-Allotment Option is exercised in whole or in part, any additional net proceeds will be added to general working capital.

If the Over-Allotment Option is exercised in full, the Company will receive additional net proceeds of approximately \$2,103,204.33 after deducting the Commission, the Corporate Finance Cash Fee and estimated expenses of the Offering. The net proceeds from the exercise of the Over-Allotment Option, if any, is expected to be used for general and working capital purposes.

Business Objectives and Milestones

The key business objectives and milestones that the Company intends to achieve with the net proceeds from the Offering are summarized below:

Business Objective	Milestones that must occur for Business Objective to be Accomplished	Anticipated Timing	Estimated Cost (\$)
Public Access of Psychedelic Therapy			
Clinic Upgrades	<ol style="list-style-type: none"> 1. Funding secured 2. Building and renovation plans meets requirement for clinical trials 3. Building and city permits received 4. Contractors secured 5. Renovations completed and approved by the city 6. Commence clinical trials protocol 	5 months	\$250,000
Laboratory Upgrades	<ol style="list-style-type: none"> 1. Funding secured 2. Equipment vendors identified and secured 3. Facilities upgrade requirements finalized 4. Facilities and renovation permits secured from the city 5. Contractors secured for facilities upgrades 6. Facilities upgrades completed and approved by the city 7. Equipment is received and installed 8. Commence R&D program 	6 months	\$1,250,000
Clinic Acquisitions	<ol style="list-style-type: none"> 1. Funding secured 2. Research clinic acquisition candidates 3. Initiate due diligence with clinic 4. Regulatory approval of acquisition 5. Close acquisition 	24 months	\$5,000,000
Integrative Treatment Model Development	<ol style="list-style-type: none"> 1. Funding secured 2. Program created 3. Staff hired and trained 4. Publicity campaign announcing service launched 5. Referrals received and first patients seen 	12 months	\$800,000

The Company has experienced and is experiencing negative operating cash flow. 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 to the Company or on terms acceptable to the Company.

The Company's priority with this Offering are the clinic and laboratory upgrades. If less than the maximum amount of the Offering is raised, the Company will reduce its activities for clinic acquisitions and R&D protocols activities. If the amounts raised are less than budgeted for the clinic and laboratory upgrades, clinic acquisitions and integrative treatment

model activities, the Company will reduce operating costs to remain in operation.

While the Company currently anticipates that it will use the net proceeds of the Offering as set forth above, the Company may re-allocate the net proceeds of the Offering from time to time, giving consideration to its strategy relative to the market, development and changes in the industry and regulatory landscape, as well as other conditions relevant at the applicable time. Until utilized, the net proceeds of the Offering will be held in cash balances in the Company's bank account or invested at the discretion of the Board of Directors. Management will have discretion concerning the use of the net proceeds of the Offering as well as the timing of their expenditure. See "*Risk Factors*".

Any unallocated funds will be added to the working capital of the Company.

No proceeds will be paid to related parties.

Clinic Upgrades to Prepare for Clinical Trials

The following are brief descriptions of each milestone related to the clinic upgrades required to meet clinical trial requirements.

1. Funding secured (0-1 month timeline). The Company successfully closes the Offering.
2. Building and renovation plans meets requirements for clinical trials (0-1 month timeline, \$50,000 cost). The Company engages an architect and a designer to work with its medical team to ensure space design and clinical trial requirements are aligned.
3. Building and city permits received (0-2 month timeline). The Company applies for building permits with the City of Vancouver.
4. Contractors secured (overlaps with item 2 above).
5. Facilities upgrades completed and approved by the city (3 month timeline, \$200,000). Building materials, fixtures and furnishings are purchased. Renovation and construction phase is completed. City inspection is completed and approved.
6. Commence clinical trials protocol.

Laboratory Upgrades

The following are brief descriptions of each milestone related to the laboratory upgrades required to begin research and development of standardize cultivation of psilocybe mushrooms.

1. Funding secured (0-1 month timeline). The Company successfully closes the Offering.
2. Equipment vendors identified and secured (0-2 month timeline, \$750,000 cost). The Company identifies appropriate equipment vendors that can fulfill equipment requirements. The Company looks to lease equipment compared to purchase.
3. Facilities upgrade requirements finalized (overlaps with Item 2 above). The Company engages appropriate vendors to ensure space requirements are aligned with Health Canada and other regulatory requirements.
4. Facilities and renovation permits secured from the city (0-3 month timeline). The Company applies for building permits with the city.
5. Contractors secured (overlaps with Item 4 above).
6. Facilities upgrades completed and approved by the city (3 month timeline, \$500,000 cost). Building materials, fixtures and equipment are purchased. Renovation and construction phase is completed. City inspection is completed and approved;

7. Equipment is received and installed (Overlaps with Item 6).
8. Commence R&D programs.

Integrative Treatment Model Development

The following are brief descriptions or estimated timelines of each milestone for the research and development of medical protocols:

1. Funding secured (0-1 month timeline). The Company successfully closes the Offering.
2. Program created (6 month timeline, \$400,000 cost). Medical Director hires and directs content developers to create e-learning module content and corresponding group medical visit content. Appropriate internal and/or external referral streams outlined. Feasibility and financial modelling under applicable healthcare regulations, including existing public-pay and 3rd-party/private pay guidelines, is modelled and approved. Workflows and workflow content is generated.
3. Staff hired and trained as required (6 month timeline, \$300,000 cost). All personnel required for implementation are sourced and hired. Some will be sourced internally (i.e. Numinus Medical Director, Chief Medical Officer) while others will be sought externally.
4. Publicity campaign announcing service launched (6 month timeline, \$100,000 cost). The Company targets the general public and medical community inclusive of specialists, primary care physicians and nurse practitioners.
5. Referrals received and first patients seen.

PLAN OF DISTRIBUTION

General

Pursuant to the Underwriting Agreement, the Company has agreed to sell and the Underwriters have agreed to purchase, or find substituted purchasers for, on the Closing Date, the Units at the Offering Price, payable in cash to the Company against delivery. The obligations of the Underwriters under the Underwriting Agreement may be terminated at their discretion on the basis of restrictions on distribution of the Company's securities, material change in respect of the Company, disaster, breach by the Company of a material term and failure to obtain a receipt for a final prospectus by December 21, 2020. The Underwriters are, however, obligated to take up and pay for all of the Units if any of the securities are purchased under the Underwriting Agreement. The Offering Price was determined by arm's length negotiation between the Company and the Underwriters, with reference to the prevailing market price of the Common Shares. The Underwriters have reserved the right to form a selling group of appropriately registered dealers and brokers, with compensation to be negotiated between the Underwriters and such selling group participants, but at no additional cost to the Company.

Each Unit will consist of one Unit Share and one-half of one Warrant. Each whole Warrant will entitle the holder thereof to acquire, subject to adjustment in certain circumstances, one Warrant Share at an exercise price of \$0.90 per Warrant Share until 5:00 p.m. (Vancouver time) on the date that is 24 months from the Closing Date, after which time the Warrants will be void and of no value. This Prospectus qualifies the distribution of the Unit Shares and the Warrants comprising the Units.

The Warrants will be created and issued pursuant to the terms of the Warrant Indenture. The Warrant Indenture will contain provisions designed to protect holders of the Warrants against dilution upon the occurrence of certain events.

The Company has also granted the Underwriters the Over-Allotment Option to purchase from the Company up to 3,308,850 Over-Allotment Units, on the same terms and conditions as the Offering. The Over-Allotment Option may be exercised by the Underwriters, in whole or in part, at the sole discretion of the Underwriters, at any time not later than the 30th day after the Closing Date to acquire either: (i) Over-Allotment Units at the Offering Price; (ii) Over-Allotment Shares at a price of \$0.646 per Over-Allotment Share; (iii) Over-Allotment Warrants at a price of \$0.0688 per Over-Allotment Warrant; or (iv) any combination of Over-Allotment Units, Over-Allotment Shares or Over-Allotment

Warrants, so long as the aggregate number of Over-Allotment Shares and Over-Allotment Warrants issued under the Over-Allotment Option does not exceed 3,308,850 Over-Allotment Shares and 1,654,425 Over-Allotment Warrants for additional gross proceeds of up to \$2,250,018. If the Over-Allotment Option is exercised in full for Over-Allotment Units only, the total “Price to the Public”, “Commission and Corporate Finance Cash Fee” and “Net Proceeds to the Company” will be approximately \$17,250,138, \$1,160,008 and \$16,090,130, respectively. This Prospectus also qualifies the grant of the Over-Allotment Option and the distribution of the Over-Allotment Securities issuable upon exercise of the Over-Allotment Option. A purchaser who acquires securities forming part of the Underwriters’ over-allocation position acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

Pursuant to the Underwriting Agreement, the Company has agreed to pay to the Underwriters the Commission which is equal to 6% of the gross proceeds of the Offering, including proceeds from the exercise of the Over-Allotment Option. As additional compensation, the Company has agreed to: (i) pay to the Underwriters the Corporate Finance Fee of \$250,000 with 50% paid in cash as the Corporate Finance Cash Fee and 50% paid through the issuance of the Corporate Finance Shares at a deemed price of \$0.68 per Corporate Finance Share for a total of 183,824 Corporate Finance Shares; and (ii) issue to the Underwriters on the Closing Date such number of Compensation Warrants as is equal to 6% of the gross proceeds of the Offering, including proceeds from the exercise of the Over-Allotment Option, divided by the Offering Price; provided that a maximum of 1,522,071 Compensation Warrants will be issued to the Underwriters pursuant to the Offering. Each Compensation Warrant will entitle the holder to purchase one Compensation Share at an exercise price of \$0.68 per Compensation Share for a period of 24 months from the Closing Date. This Prospectus qualifies the distribution of the Compensation Warrants. The Company has also agreed to reimburse the Underwriters for their reasonable out-of-pocket fees and expenses, including the fees and expenses of their legal counsel (up to a maximum of \$100,000 exclusive of taxes and disbursements) whether or not the Offering is completed.

The Underwriters reserve the right to offer selling group participation, in the normal course of the brokerage business, to selling groups of other licensed broker-dealers, brokers or investment dealers, who may or may not be offered part of the Corporate Finance Fee.

The Company has applied to list the Unit Shares, the Warrant Shares and the Corporate Finance Shares on the TSXV. Listing on the TSXV is subject to the Company fulfilling all of the requirements of the TSXV. The Company will, following the Closing Date, apply to list the Warrants on the TSXV. Listing will be subject to the Company fulfilling all of the requirements of the TSXV.

Subject to certain exceptions, the Company and the directors and officers of the Company have agreed in favour of the Underwriters that, during the period commencing on the date hereof and ending 90 days after the Closing Date, they will not (and will not cause an affiliate to), directly or indirectly, offer, issue, sell, grant, secure, pledge, or otherwise transfer, dispose of or monetize, or engage in any hedging transaction, or enter into any form of agreement or arrangement the consequence of which is to alter economic exposure to, or announce any intention to do so, in any manner whatsoever, any Common Shares or securities convertible into, exchangeable for, or otherwise exercisable to acquire Common Shares or other equity securities of the Company, without the prior written consent of the Underwriters (such consent not to be unreasonably withheld), except, as applicable in the case of the Company or the applicable person, in conjunction with: (i) the grant or exercise of stock options and other similar issuances pursuant to the share incentive plan of the Company and other share compensation arrangements, provided such options and other similar securities are granted or issued with an exercise price not less than the Offering Price of the Units; (ii) the exercise of outstanding warrants; (iii) any transaction with an arm’s length third party whereby the Company directly or indirectly acquires shares or assets of a business; and (iv) the issuance of securities to a strategic investor in connection with a private placement.

The Units will be offered in all the provinces of Canada other than Québec through the Underwriters or their affiliates who are registered to offer the Units for sale in such provinces and such other registered dealers as may be designated by the Underwriters. Subscriptions for the Units will be received subject to rejection or allotment in whole or in part and the Underwriters reserve the right to close the subscription books at any time without notice. The Closing Date is expected to be on or about December 29, 2020, or such other date as may be agreed upon by the Company and the Underwriters, but in any event no later than the date that is 42 days from the date of the receipt for the final Prospectus. The Offering will be conducted under the book-based system. A purchaser of Units will receive only a customer confirmation from the registered dealer from or through which the Units are purchased and who is a CDS depository service participant. CDS will record the CDS participants who hold Units on behalf of owners who have purchased Units in accordance with the book-based system.

Pursuant to policies of certain Canadian securities regulatory authorities, the Underwriters may not, throughout the period of distribution under the Offering, bid for or purchase Common Shares for its own accounts or for accounts over which it exercises control or direction. The foregoing restriction is subject to certain exceptions, on the condition that the bid or purchase not be engaged in for the purpose of creating actual or apparent active trading in or raising the price of the Common Shares. These exceptions include a bid or purchase permitted under Universal Market Integrity Rules for Canadian marketplaces administered by the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market making activities, and a bid or purchase made for or on behalf of a customer where the order was not solicited during the period of distribution. Subject to the foregoing, the Underwriters may effect transactions which stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time.

These stabilizing transactions and syndicate covering transactions may have the effect of preventing or mitigating a decline in the market price of the Common Shares, and may cause the price of the Units to be higher than would otherwise exist in the open market absent such stabilizing activities. As a result, the price of the Unit Shares may be higher than the price that might otherwise exist in the open market. These transactions, if commenced, may be discontinued at any time. The Company has agreed, pursuant to the Underwriting Agreement, to indemnify the Underwriters and their respective affiliates and their respective directors, officers, employees, shareholders, partners, advisors and agents and each other person, if any, controlling the respective Underwriters or their respective affiliates and against certain liabilities, including liabilities under Canadian securities legislation in certain circumstances or to contribute to payments the Underwriters may have to make because of such liabilities.

The Underwriters propose to offer the Units initially at the Offering Price. After the Underwriters have made a reasonable effort to sell all of the Units at such price, the Offering Price may be decreased and may be further changed from time to time to an amount not greater than the Offering Price, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Units is less than the gross proceeds paid by the Underwriters to the Company.

Offering in the United States

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Units in the United States, or to, or for the account or benefit of, any U.S. Persons or any persons in the United States. The Units, Unit Shares, Warrants and the Warrant Shares have not been and will not be registered under the U.S. Securities Act or the applicable securities laws of any state of the United States, and may not be offered, sold or delivered in the United States, or to, or for the account or benefit of, any U.S. Persons or any persons in the United States, except in transactions exempt from registration requirements of the U.S. Securities Act and any applicable securities laws of any state of the United States.

The Underwriters have agreed that, except as permitted by the Underwriting Agreement pursuant to transactions exempt from the registration requirements of the U.S. Securities Act and any applicable securities laws of any state of the United States, they will not offer or sell the Units at any time within the United States or to, or for the account or benefit of, any U.S. Persons or any persons in the United States as part of their distribution or at any time. The Underwriting Agreement permits the Underwriters acting through their U.S. registered broker-dealers affiliates to offer and resell the Units in the United States or to, or for the account or benefit of, U.S. Persons or persons in the United States only to Qualified Institutional Buyers (as defined under Rule 144A of the U.S. Securities Act) in compliance with Rule 144A under the U.S. Securities Act and pursuant to similar exemptions under applicable securities laws of any state of the United States. Moreover, the Underwriting Agreement provides that the Underwriters will offer and sell the Units outside of the United States only in accordance with the exclusion from the registration requirements of the U.S. Securities Act provided by Rule 903 of Regulation S under the U.S. Securities Act.

The Units and the underlying Unit Shares and Warrants that are sold in the United States, or to, or for the account or benefit of, any U.S. Persons or any persons within the United States, and any Warrant Shares issued to U.S. holders of the Warrants, will be “restricted securities” within the meaning of Rule 144 under the U.S. Securities Act. Accordingly, such securities will be subject to restrictions whereby they may only be offered, sold, pledged or otherwise transferred, directly or indirectly, only pursuant to certain exemptions from the registration requirements of the U.S. Securities Act and in accordance with any applicable securities laws of any state of the United States.

In addition, until 40 days after the commencement of the Offering, an offer or sale of the Units, the Unit Shares, the Warrants and the Warrant Shares within the United States, or to or for the account or benefit of a U.S. Person, by any

dealer, whether or not participating in the Offering, may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with an available exemption under the U.S. Securities Act.

The Warrants may not be exercised in the United States or by, or on behalf of, a U.S. Person or person in the United States and the Warrant Shares may not be delivered to an address in the United States unless the exercise of the Warrants and issuance and delivery of the Warrant Shares is registered under the U.S. Securities Act and any applicable securities laws of any state of the United States or such exercise, issuance and delivery is exempt from such registration requirements.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

Units

Each Unit will be comprised of one Unit Share and one-half of one Warrant. Each Warrant will entitle the holder to purchase, subject to adjustment in certain circumstances, one Warrant Share at a price of \$0.90 for a period of 24 months following the Closing Date. The Units will separate into Unit Shares and Warrants immediately upon issue.

The Company is authorized to issue an unlimited number of Common Shares without par value. Each Common Share carries the right to attend and vote at all general meetings of shareholders. As at December 10, 2020, 119,679,966 Common Shares were issued and outstanding. Holders of Common Shares are entitled to dividends, if any, as and when declared by the directors, and to one vote per Common Share at meetings of shareholders. In the event of liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, subject to prior rights of the holders of the preferred shares, if any, holders of Common Shares are entitled to receive the remaining property and assets of the Company on a pro rata basis. The Common Shares are not subject to call or assessment rights, redemption rights, rights regarding purchase for cancellation or surrender, or any pre-emptive or conversion rights.

Warrants

Each Warrant entitles the holder to acquire, subject to adjustment in certain circumstances, one Warrant Share at an exercise price of \$0.90 on or before 5:00 p.m. (Vancouver time) on the date that is 24 months following the Closing Date, after which time the Warrants will be void and of no value.

The Warrants will be governed by a warrant indenture to be entered into on or prior to the Closing Date (the “**Warrant Indenture**”) between the Company and the Warrant Agent. The Company will designate the Warrant Agent, in its Vancouver office, as agent for the Warrants. Prior to the closing of the Offering, the Company may name any other agent with respect to the Warrants.

The following is a summary of the principal attributes of the Warrants to be issued pursuant to the Offering and certain anticipated provisions of the Warrant Indenture. The summary does not purport to be complete and is qualified in its entirety by the detailed provisions of the Warrant Indenture. Upon execution, a copy of the Warrant Indenture may be obtained on request from the Company’s Corporate Secretary and will be available electronically at www.sedar.com and reference should be made to the Warrant Indenture for the full text of the attributes of the Warrants.

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

- (i) the issuance of Common Shares or securities exchangeable for or convertible into Common Shares to all or substantially all of the holders of Common Shares by way of a stock dividend or other distribution (other than a dividend paid in the ordinary course or a distribution of Common Shares upon the exercise of any outstanding warrants or options);
- (ii) the subdivision, redivision or change of the Common Shares into a greater number of shares;
- (iii) the consolidation, reduction or combination of the Common Shares into a lesser number of shares;
- (iv) the issuance to all or substantially all of the holders of Common Shares of rights, options or warrants under which such holders are entitled, during a period expiring not more than 45 days after the record date for such

issuance, to subscribe for or purchase Common Shares, or securities exchangeable for or convertible into Common Shares, at a price per Common Share to the holder (or at an exchange or conversion price per share) of less than 95% of the “current market price”, as defined in the Warrant Indenture, of Common Shares on such record date; and

- (v) the issuance or distribution to all or substantially all of the holders of Common Shares of securities, including rights, options or warrants to acquire shares of any class or securities exchangeable or convertible into any such shares or property or assets and including evidences of indebtedness, or any property or other assets.

The Warrant Indenture will also provide for adjustment in the class and/or number of securities issuable upon the exercise of the Warrants and/or exercise price per security in the event of the following additional events:

- (i) the reclassification of the Common Shares;
- (ii) the capital reorganization of the Company, other than as described above;
- (iii) the amalgamation, arrangement or merger with or into any other corporation or other entity (other than an amalgamation, arrangement or merger which does not result in any reclassification of the Company’s outstanding Common Shares or a change of the Common Shares into other shares); or
- (iv) the sale or conveyance of the Company’s property or assets as an entirety or substantially as an entirety to another corporation or other entity.

No adjustment in the exercise price or number of Warrant Shares will be required to be made unless the cumulative effect of such adjustment or adjustments would result in a change of at least 1% in the exercise price or a change in the number of Warrant Shares purchasable upon exercise by at least one one-hundredth (1/100th) of a Common Share, as the case may be.

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

No fraction of a Warrant Share will be issued upon the exercise of a Warrant and no cash payment will be made in lieu thereof. Any fraction of a Warrant Share will be rounded down to the nearest full Warrant Share, and any holder of Warrants shall not be entitled to any compensation in respect of any such fractional Warrant Share. Warrant holders are not entitled to any voting rights or pre-emptive rights or any other rights conferred upon a person as a result of being a holder of Common Shares.

From time to time, the Company and the Warrant Agent, without the consent of the holders of Warrants, may amend or supplement the Warrant Indenture for certain purposes, including curing defects or inconsistencies or making any change that does not adversely affect the rights of any holder of Warrants. Any amendment or supplement to the Warrant Indenture that adversely affects the interests of the holders of the Warrants may only be made by “extraordinary resolution”, which will be defined in the Warrant Indenture as a resolution either (1) passed at a meeting of the holders of Warrants at which there are holders of Warrants present in person or represented by proxy representing at least 25% of the aggregate number of the then outstanding Warrants, cumulatively, and passed by the affirmative vote of holders of Warrants representing not less than 66²/₃% of the aggregate number of all the then outstanding Warrants represented at the meeting and voted on the poll upon such resolution, or (2) adopted by an instrument in writing signed by the holders of not less than 66²/₃% of the aggregate number of all then outstanding Warrants.

PRIOR SALES

For the 12-month period before the date of this Prospectus, the Company issued the following Common Shares and securities convertible into Common Shares:

Date Issued	Number of Securities	Type of Security	Issue Price per Security	Aggregate Issue Price	Nature of consideration
Dec 10, 2020	37,690	Common Shares	\$0.50	\$18,845	Cash for warrant exercise
Dec 10, 2020	200,000	Common Shares	\$0.50	\$100,000	Cash for warrant exercise
Dec 10, 2020	220,000	Common Shares	\$0.50	\$110,000	Cash for warrant exercise
Dec 10, 2020	400,000	Common Shares	\$0.50	\$200,000	Cash for warrant exercise
Dec 10, 2020	25,000	Common Shares	\$0.75	\$18,750	Cash for warrant exercise
Dec 10, 2020	20,000	Common Shares	\$0.50	\$10,000	Cash for warrant exercise
Dec 10, 2020	40,000	Common Shares	\$0.50	\$20,000	Cash for warrant exercise
Dec 10, 2020	45,000	Common Shares	\$0.75	\$33,750	Cash for warrant exercise
Dec 10, 2020	80,000	Common Shares	\$0.50	\$40,000	Cash for warrant exercise
Dec 10, 2020	478,300	Common Shares	\$0.50	\$239,150	Cash for warrant exercise
Dec 10, 2020	7,500	Common Shares	\$0.75	\$5,625	Cash for warrant exercise
Dec 8, 2020	40,000	Common Shares	\$0.35	\$14,000	Cash for warrant exercise
Dec 7, 2020	150,000	Common Shares	\$0.50	\$75,000	Cash for warrant exercise
Dec 7, 2020	176,500	Common Shares	\$0.35	\$61,775	Cash for warrant exercise
Dec 3, 2020	100,000	Common Shares	\$0.35	\$35,000	Cash for warrant exercise
Dec 2, 2020	100,000	Common Shares	\$0.50	\$50,000	Cash for warrant exercise
Dec 2, 2020	89,000	Common Shares	\$0.50	\$44,500	Cash for warrant exercise
Dec 2, 2020	9,520	Common Shares	\$0.50	\$4,760	Cash for warrant exercise
Dec 2, 2020	262,500	Common Shares	\$0.38	\$99,750	Cash for warrant exercise
Dec 2, 2020	58,000	Common Shares	\$0.50	\$29,000	Cash for warrant exercise
Dec 1, 2020	400,000	Common Shares	\$0.50	\$200,000	Cash for warrant exercise
Dec 1, 2020	6,400	Common Shares	\$0.50	\$3,200	Cash for warrant exercise
Dec 1, 2020	10,000	Common Shares	\$0.50	\$5,000	Cash for warrant exercise
Dec 1, 2020	792	Warrants	-	-	Warrants upon exercise of Agent's Options
Dec 1, 2020	35,000	Options ⁽¹⁾	-	-	Incentive stock options issued
Nov 30, 2020	80,000	Common Shares	\$0.50	\$40,000	Cash for warrant exercise
Nov 30, 2020	25,600	Common Shares	\$0.50	\$12,800	Cash for warrant exercise
Nov 30, 2020	150,000	Common Shares	\$0.50	\$75,000	Cash for warrant exercise
Nov 30, 2020	150,000	Common Shares	\$0.50	\$75,000	Cash for warrant exercise
Nov 30, 2020	1,584	Common Shares	\$0.25	\$396	Cash for compensation option exercise
Nov 27, 2020	380,000	Common Shares	\$0.50	\$190,000	Cash for warrant exercise
Nov 27, 2020	100,000	Common Shares	\$0.50	\$50,000	Cash for warrant exercise

Date Issued	Number of Securities	Type of Security	Issue Price per Security	Aggregate Issue Price	Nature of consideration
Nov 27, 2020	500,000	Common Shares	\$0.50	\$250,000	Cash for warrant exercise
Nov 26, 2020	10,000	Common Shares	\$0.35	\$3,500	Cash for warrant exercise
Nov 26, 2020	12,500	Common Shares	\$0.25	\$3,125	Cash for option exercise
Nov 26, 2020	150,000	Common Shares	\$0.16	\$24,000	Cash for option exercise
Nov 25, 2020	100,000	Common Shares	\$0.25	\$25,000	Cash for option exercise
Nov 25, 2020	25,000	Common Shares	\$0.25	\$6,250	Cash for option exercise
Nov 25, 2020	500,000	Common Shares	\$0.16	\$80,000	Cash for option exercise
Nov 25, 2020	25,000	Common Shares	\$0.25	\$6,250	Cash for option exercise
Nov 16, 2020	12,500	Common Shares	\$0.25	\$3,125	Cash for option exercise
Nov 16, 2020	125,000	Warrants	-	-	Warrants upon exercise of Agent's Options
Nov 9, 2020	250,000	Common Shares	\$0.25	\$62,500	Cash for compensation option exercise
Oct 26, 2020	1,000	Common Shares	\$0.35	\$350	Cash for warrant exercise
Oct 25, 2020	75,000	Options ⁽⁶⁾	-	-	Incentive stock options issued
Oct 15, 2020	50,000	Options ⁽⁷⁾	-	-	Incentive stock options issued
Oct 5, 2020	100,000	Options ⁽⁸⁾	-	-	Incentive stock options issued to consultant of the Company
Oct 1, 2020	50,000	Options ⁽⁹⁾	-	-	Incentive stock options issued
Oct 1, 2020	80,000	Options ⁽⁹⁾	-	-	Incentive stock options issued
Oct 1, 2020	75,000	Options ⁽⁹⁾	-	-	Incentive stock options issued
Sep 10, 2020	18,400,000	Units ⁽²⁾	\$0.25	\$4,600,000	Cash
Sep 10, 2020	1,472,000	Agent's Options ⁽³⁾	-	-	Issued in connection with September Offering
Jul 24, 2020	300,000	Units ⁽⁴⁾	\$0.315	\$94,500	Units issued as consideration for debt settlement in the amount of \$94,500 for outstanding trade payables
Jul 17, 2020	660,000	Warrants ⁽⁵⁾	-	-	Consideration warrants issued to former holders of Salvation convertible debentures
Jul 17, 2020	400,000	Warrants ⁽⁵⁾	-	-	Consideration warrants issued to former holder of

Date Issued	Number of Securities	Type of Security	Issue Price per Security	Aggregate Issue Price	Nature of consideration
					Salvation warrants
Jul 6, 2020	100,000	Common Shares	\$0.16	\$16,000	Cash for option exercise
Jul 2, 2020	125,000	Common Shares	\$0.16	\$20,000	Cash for option exercise
Jun 22, 2020	75,000	Common Shares	\$0.16	\$12,000	Cash for option exercise
Jun 17, 2020	100,000	Options ⁽⁸⁾	-	-	Incentive stock options issued to consultant of the Company
Jun 3, 2020	150,000	Common Shares	\$0.50	\$75,000	Cash for option exercise
Jun 3, 2020	5,000	Common Shares	\$0.75	\$3,750	Cash for warrant exercise
Jun 1, 2020	75,000	Common Shares	\$0.38	\$28,500	Cash for warrant exercise
May 28, 2020	34,500	Common Shares	\$0.75	\$25,875	Cash for warrant exercise
May 27, 2020	500,000	Common Shares	\$0.25	\$125,000	Cash for option exercise
May 27, 2020	510,000	Common Shares	\$0.50	\$255,000	Cash for warrant exercise
May 26, 2020	50,000	Common Shares	\$0.38	\$19,000	Cash for warrant exercise
May 15, 2020	63,890,235	Common Shares	-	-	Consideration shares issued to former holders of Salvation common shares, Salvation special warrants and former holders of certain debentures
May 15, 2020	7,131,504	Warrants ⁽¹⁰⁾	-	-	Consideration warrants issued to former holders of Salvation warrants
May 15, 2020	5,067,297	Warrants ⁽¹¹⁾	-	-	Consideration warrants issued to former holders of Salvation special warrants
May 15, 2020	5,058,000	Options ⁽¹²⁾	-	-	Consideration options issued to former holders of Salvation options
May 15, 2020	3,650,000	Options ⁽¹³⁾	-	-	Incentive stock options issued to consultants and principals upon closing of the RTO
May 15, 2020	22,980,000	Common Shares	-	-	Conversion of Subscription Receipts
May 15, 2020	11,490,000	Warrants ⁽¹⁴⁾	-	-	Conversion of Subscription Receipts
Mar 3, 2020	22,980,000	Subscription Receipts ⁽¹⁵⁾	\$0.25	\$5,745,000	Cash
Mar 3, 2020	356,192	Warrants ⁽¹⁶⁾	-	-	Finder's warrants issued in connection with closing of Subscription Receipt

Date Issued	Number of Securities	Type of Security	Issue Price per Security	Aggregate Issue Price	Nature of consideration
					financing
Dec 23, 2019	3,200,000	Units ⁽¹⁷⁾	\$0.25	\$800,000	Cash
Dec 23, 2019	41,520	Warrants ⁽¹⁸⁾	-	-	Finder's warrants issued in connection with closing of private placement

Notes:

- (1) These options have a term of two years and an exercise price of \$0.68.
- (2) Each September Unit consists of one Common Share and one-half of one Common Share purchase warrant entitling the holder to purchase one additional Common Share at an exercise price of \$0.35.
- (3) These agent compensation options and advisory compensation options were issued in connection with the September Offering and entitle the holder thereof to acquire up to an aggregate of 1,472,000 Agent's Units at a price of \$0.25 per Agent's Unit having the same terms as the September Units.
- (4) Each unit is comprised of one Common Share and one-half of one Common Share purchase warrant entitling the holder thereof to acquire one Common Share for a period of two (2) years from the date of issuance thereof at a price of \$0.50 per Common Share, to an accelerated expiry if the closing trading price of the Company common shares is greater than \$0.75 per share for a period of 10 consecutive trading days (the "Acceleration Event"). The Company will give notice to the holders of the Acceleration Event and the share purchase warrants will expire 30 days thereafter.
- (5) Each warrant is exercisable at a price of \$0.50 for a period of two (2) years from the date of issuance, subject to the Acceleration Event.
- (6) The options have a term of two years and an exercise price of \$0.425.
- (7) The options have a term of two years and an exercise price of \$0.33.
- (8) The options have a term of two years and an exercise price of \$0.395 per option.
- (9) The options have a term of two years and an exercise price of \$0.25.
- (10) Each warrant issued has the same terms and conditions as the corresponding Salvation warrant, which were exchanged in connection with the RTO.
- (11) Each warrant is exercisable at a price of \$0.75 for a period of eighteen (18) months from issuance, subject to the Acceleration Event.
- (12) Each option issued has the same terms and conditions as the corresponding Salvation option, which were exchanged in connection with the RTO, subject to the terms of the Company's stock option plan.
- (13) The options have a term of two years and an exercise price of \$0.25 per option.
- (14) Each warrant is exercisable at a price of \$0.50 for a period of two years from issuance, subject to the Acceleration Event.
- (15) Upon completion of the RTO, each subscription receipt entitled the holder thereof to receive one common share and one-half of a share purchase warrant.
- (16) Each warrant is exercisable at a price of \$0.50 for a period of two years from issuance.
- (17) Each unit is comprised of one common share and one share purchase warrant. Each share purchase warrant entitles the holder thereof to acquire a common share for a period of one year at a price of \$0.50, subject to the Acceleration Event.
- (18) Each warrant is exercisable at a price of \$0.50 for a period of one year from issuance.

TRADING PRICE AND VOLUME

The Common Shares are listed on the TSXV under the trading symbol "NUMI". The Common Shares were halted from trading on April 24, 2019, and have been reinstated for trading on May 20, 2020 after completion of the RTO. The following tables set forth information relating to the trading of the Common Shares on the TSXV for the dates indicated.

TSXV Price Range			
Month	High	Low	Total Volume
December 1 – 9, 2020	\$1.20	\$0.64	24,649,163
November 1 – 30, 2020	\$0.85	\$0.405	39,971,536
October 1 – 31, 2020	\$0.53	\$0.25	31,393,794
September 1 – 30, 2020	\$0.32	\$0.22	20,280,884
August 1 – 31, 2020	\$0.315	\$0.185	8,762,305

July 1 – 31, 2020	\$0.45	\$0.25	9,810,352
June 1 – 30, 2020	\$0.85	\$0.325	29,480,221
May 20, 2020 – May 29, 2020	\$1.55	\$0.76	25,125,574

On September 21, 2020, the Warrants were listed for trading on the TSXV under the trading symbol “NUMI.WT”. The following tables set forth information relating to the trading of the Warrants on the TSXV for the dates indicated.

TSXV Price Range			
Month	High	Low	Total Volume
December 1 – 9, 2020	\$0.81	\$0.305	1,850,917
November 1 – 30, 2020	\$0.45	\$0.15	3,185,832
October 1 – 31, 2020	\$0.24	\$0.10	3,458,739
September 1 – 30, 2020	\$0.16	\$0.04	1,483,615

REVERSE TAKEOVER DISCLOSURE

On May 15, 2020, the Company completed the RTO as defined in section 1.1(1) of NI 51-102. Information regarding Salvation, the reverse takeover acquirer, in the Prospectus is incorporated by reference through the Filing Statement and other documents referenced under the heading, “*Documents Incorporated by Reference*”.

RISK FACTORS

An investment in the securities of the Company is speculative and subject to risks and uncertainties. The occurrence of any one or more of these risks or uncertainties could have a material adverse effect on the value of any investment in the Company and the business, prospects, financial position, financial condition or operating results of the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently deems immaterial may also impair the Company’s business operations.

Prospective purchasers should carefully consider all information contained in this Prospectus, including the AIF, the Filing Statement and all other documents incorporated by reference, and the information contained in the section entitled “Caution Regarding Forward-Looking Information” before deciding to purchase the Units.

The risks and uncertainties described or incorporated by reference in this Prospectus are not the only ones the Company may face. Additional risks and uncertainties that the Company is unaware of, or that the Company currently deems not to be material, may also become important factors that affect the Company. If any such risks actually occur, the Company’s business, financial condition or results of operations could be materially adversely affected, with the result that the trading price of the Common Shares could decline and purchasers could lose all or part of their investment. Additionally, purchasers should consider the following risk factors:

Risks Related to the Offering

Discretion in the Use of Proceeds

The Company intends to use the net proceeds from the Offering as set forth under “Use of Proceeds”; however, the Company maintains broad discretion concerning the use of the net proceeds of the Offering as well as the timing of their expenditure. The Company may re-allocate the net proceeds of the Offering other than as described under the heading “Use of Proceeds” if management of the Company believes it would be in the Company’s best interest to do so and in ways that a purchaser may not consider desirable. Until utilized, the net proceeds of the Offering will be held in cash balances in the Company’s bank account or invested at the discretion of the Board of Directors. As a result, a purchaser will be relying on the judgment of management of the Company for the application of the net proceeds of the Offering.

The results and the effectiveness of the application of the net proceeds are uncertain. If the net proceeds are not applied effectively, the Company's results of operations may suffer, which could adversely affect the price of the Common Shares on the open market.

Additional Financing

The continued development of the Company will require additional financing. There is no guarantee that the Company will be able to achieve its business objectives. The Company intends to fund its future business activities by way of additional offerings of equity and/or debt financing as well as through anticipated positive cash flow from operations in the future. The failure to raise or procure such additional funds or the failure to achieve positive cash flow could result in the delay or indefinite postponement of current business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Company. If additional funds are raised by offering equity securities, existing shareholders could suffer significant dilution. Any debt financing secured in the future could involve the granting of security against assets of the Company and also contain restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. The Company will require additional financing to fund its operations until positive cash flow is achieved. See "*Risk Factors – Negative Cash Flow from Operations*".

The Market Price of the Common Shares is Volatile and May Not Accurately Reflect the Long-Term Value of the Company

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies has experienced substantial volatility in the past. This volatility may affect the ability of holders of Common Shares to sell their securities at an advantageous price. Market price fluctuations in the Common Shares may be due to the Company's operating results failing to meet expectations of securities analysts or investors in any period, downward revision in securities analysts' estimates, adverse changes in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Company or its competitors, along with a variety of additional factors. These broad market fluctuations may adversely affect the market price of the Common Shares.

Financial markets historically at times 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. 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. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. 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.

Warrants are speculative in nature and may not have any value

The Warrants do not confer any rights of Common Share ownership on their holders, such as voting rights or the right to receive dividends, but rather merely represent the right to acquire Warrant Shares at a fixed price for a limited period of time. Specifically, commencing on the date of issuance, holders of the Warrants may exercise their right to acquire Warrant Shares and pay an exercise price of \$0.90 per Warrant Share, prior to the date that is 24 months from the Closing Date, subject to adjustment in certain events, after which date any unexercised Warrants will expire and have no further value.

The Company will, following the Closing Date, apply to list the Warrants on the TSXV. Listing will be subject to the Company fulfilling all of the requirements of the TSXV. There is no guarantee that the Company's application for listing of the Warrants will be approved and purchasers may not be able to resell securities purchased under the Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. Moreover, following completion of the Offering, the market value of the Warrants, if any, is uncertain and there can be no assurance that the market value of the Warrants will equal or exceed their imputed offering price. There can be no assurance that the market price of the Warrant Shares will ever equal or exceed the exercise price of the Warrants, and consequently, whether it will

ever be profitable for holders of the Warrants to exercise the Warrants.

Risk Factors Related to Dilution

The Company may issue additional securities in the future, which may dilute a shareholder's holdings in the Company. The Company's articles permit the issuance of an unlimited number of Common Shares. The Company's shareholders do not have pre-emptive rights in connection with any future issuances of securities by the Company. The directors of the Company have discretion to determine the price and the terms of further issuances. Moreover, additional Common Shares will be issued by the Company on the exercise of options under the Company's stock option plan, and upon the exercise of outstanding warrants.

Risks Related to the Business of the Company

Negative Cash Flow from Operations

The Company had negative cash flow for the nine months ended April 30, 2020. To the extent that the Company has negative operating cash flow in future periods, it will need to allocate a portion of its cash (including proceeds from the Offering) to fund such negative cash flow. If the Company experiences future negative cash flow, the Company may also be required to raise additional funds through the issuance of equity or debt securities. There can be no assurance that the Company will be able to generate a positive cash flow from its operations, that additional capital or other types of financing will be available when needed, or that these financings will be on terms favourable to the Company.

Public Health Crisis

The Company's business, operations and financial condition could be materially and adversely affected by the outbreak of epidemics or pandemics or other health crises, including the recent outbreak of COVID-19. On January 30, 2020, the World Health Organization declared the outbreak a global health emergency, on March 11, 2020, the World Health Organization declared the outbreak a pandemic, and on January 28, 2020, health officials of British Columbia, Canada, announced the first presumptive case of the virus in the province. On March 18, 2020, the Province of British Columbia declared the pandemic a provincial state of emergency.

To date, there have been a large number of temporary business closures, quarantines and a general reduction in consumer activity in Canada, the United States, Europe and Asia. The outbreak has caused companies and various international jurisdictions to impose travel, gathering and other public health restrictions. While these effects are expected to be temporary, the duration of the various disruptions to businesses locally and internationally and the related financial impact cannot be reasonably estimated at this time. Similarly, the Company cannot estimate whether or to what extent this outbreak and the potential financial impact may extend to countries outside of those currently impacted. The Company is actively assessing and responding where possible to the potential impact of the COVID-19 pandemic.

Such public health crises can result in volatility and disruptions in the supply and demand for cannabis products, global supply chains and financial markets, as well as declining trade and market sentiment, and reduced mobility of people, all of which could affect commodity prices, interest rates, credit ratings, credit risk and inflation. The risks to the Company of such public health crises also include volatility in the global capital markets that could negatively impact the Company's ability to access capital, risks to employee health and safety, a slowdown or temporary suspension of operations impacted by an outbreak, health and safety measures of government and other regulatory bodies that could cause disruption to or closure of the Company's operations at the Wellness Center or Lab and Testing Facility, business interruptions to the Company's customers impacting their ability to make timely payments, increased labour and fuel costs, regulatory changes, political or economic instabilities or civil unrest. COVID-19 could impact future expansions of the Wellness Center and other acquisitions of the Company, especially across national and international borders. The Company will need to take into consideration various impacts of COVID-19 on any potential location, including historical, current and trending COVID-19 health community data, and public health and safety measures implemented by each locations' government agencies. The extent to which COVID-19 will or may impact the Company is uncertain and these factors are beyond the Company's control; however, it is possible that COVID-19 may have a material adverse effect on the Company's business, results of operations and financial condition.

Managing Growth

In order to manage growth and change in strategy effectively, the Company must (a) maintain adequate systems to meet future customer demands; (b) expand sales and marketing, distribution capabilities and administrative functions; (c) expand the skills and capabilities of its current management team; and (d) attract and retain qualified employees. While it intends to focus on managing its costs and expenses over the long term, the Company expects to invest to support its growth and may have additional unexpected costs. It may not be able to expand quickly enough to exploit potential market opportunities.

Retention and Acquisition of Skilled Personnel

The loss of any member of the Company's management team, or of its key individuals or qualified person in charge, could have a material adverse effect on its business and results of operations. In addition, an inability to hire, or the increased costs of new personnel, including members of executive management, could have a material adverse effect on the Company's business and operating results. At present and for the near future, the Company will depend upon a relatively small number of employees to develop, market, sell and support its products. The expansion of marketing and sales of its products will require the Company to find, hire and retain additional capable employees who can understand, explain, market and sell its products. There is intense competition for capable personnel in all of these areas and the Company may not be successful in attracting, training, integrating, motivating, or retaining new personnel, vendors, or subcontractors for these required functions. New employees often require significant training and, in many cases, take significant time before they achieve full productivity. As a result, the Company may incur significant costs to attract and retain employees, including significant expenditures related to salaries and benefits and compensation expenses related to equity awards, and may lose new employees to its competitors or other companies before it realizes the benefit of its investment in recruiting and training them. In addition, if and when the Company moves into new jurisdictions, it will need to attract and recruit skilled employees in those areas.

Legal Proceedings

From time to time, the Company may be a party to legal and regulatory proceedings, including matters involving governmental agencies, entities with whom it does business and other proceedings arising in the ordinary course of business, such as the recently received Notice of Civil Claim from Cold Stream. The Company will evaluate its exposure to these legal and regulatory proceedings and establish reserves for the estimated liabilities in accordance with generally accepted accounting principles. Assessing and predicting the outcome of these matters involves substantial uncertainties. Unexpected outcomes in these legal proceedings, or changes in management's evaluations or predictions and accompanying changes in established reserves, could have an adverse impact on the Company's financial results.

Regulatory Compliance Risks

Achievement of the Company's business objectives is subject to compliance with regulatory requirements enacted and enforced by governmental authorities and obtaining and maintaining all required regulatory approvals. The Company may incur costs and obligations related to regulatory compliance. Failure to comply with applicable laws, regulations and permitting, licence or approval requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. The Company may be required to compensate those suffering loss or damage by reason of its operations and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

The Company cannot predict the timeline required to secure all appropriate regulatory approvals or licenses for the intended business or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failing to obtain, required regulatory approvals or licenses may significantly delay or impact the research and development activities and could have a material adverse effect on the business, results of operations and financial condition of the Company. 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.

The impact of the various legislative regimes, on the Company's business plans and operations is uncertain. There is no guarantee that the applicable legislation regulating the Company's business activities will create or allow for the growth opportunities the Company currently anticipates.

Product Liability

As a distributor of products designed to be ingested or inhaled by humans, the Company faces an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused damages, loss or injury. In addition, the sale of the Company's products involve the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. A product liability claim or regulatory action against the Company could result in increased costs, could adversely affect the Company's reputation with its clients and consumers generally, and could have a material adverse effect on the results of operations and financial condition of the Company. There can be no assurances that the Company will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all.

Distribution/Supply Chain Interruption

The Company is susceptible to risks relating to distributor and supply chain interruptions. Distribution in Canada is largely accomplished through independent contractors, therefore, an interruption (e.g., a labour strike) for any length of time affecting such independent contractors may have a significant impact on the Company's ability to sell its products. Supply chain interruptions, including a production or inventory disruption, could impact product quality and availability. Inherent to producing products is a potential for shortages or surpluses in future years if demand and supply are materially different from long-term forecasts. The Company monitors category trends and regularly reviews maturing inventory levels.

Product Recalls

Manufacturers, producers 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 labelling 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. 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's suppliers have detailed procedures in place for testing its 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 the Company is 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, potential loss of applicable licences and potential legal fees and other expenses.

Risks Relating to the Cannabis Industry

The operations of the Company require it to obtain licences, and in some cases, renewals of existing licences and the issuance of permits by certain national authorities in Canada. The Company believes that it currently holds or has applied for all necessary licences and permits to carry on the activities which it is currently conducting under applicable laws and regulations, and also believes that it is complying in all material respects with the terms of such licences and permits. In addition, the Company will apply for, as the need arises, all necessary licences and permits to carry on the activities it expects to conduct in the future. However, the ability of the Company to obtain, sustain or renew any such licences and permits on acceptable terms is subject to changes in regulations and policies and to the discretion of the applicable authorities or other governmental agencies in foreign jurisdictions. Any loss of interest in any such required licence or permit, or the failure of any governmental authority to issue or renew such licences or permits upon acceptable terms, would have a material adverse impact upon the Company.

Regulation of Cannabis

Extensive controls and regulations of the cannabis industry, or any change in the regulation or interpretation thereof, may significantly affect the financial condition of market participants, and prevent the realization of such market participants of any benefits from an expanded market for recreational cannabis products.

The Cannabis Industry and Market are Relatively New in Canada and This Industry and Market may not Continue to Exist or Grow as Anticipated

The Company operates its business in a relatively new industry and market. In addition to being subject to general business risks, the Company must continue to build brand awareness in this industry and market through significant investments in its strategy, its production capacity, quality assurance and compliance with regulations. In addition, there is no assurance that the industry and market will continue to exist and grow as currently estimated or anticipated or function and evolve in the manner consistent with management's expectations and assumptions. Any event or circumstance that adversely affects the cannabis industry and market could have a material adverse effect on the Company's business, financial conditions and results of operations.

There is no Assurance That the Company Will Obtain and Retain any Relevant Licences from Health Canada

The Company's ability to grow, store, extract, process and sell cannabis in Canada is dependent on its ability to obtain licences from Health Canada, including a standard processor licence and a sales licence. Licences, once issued, are subject to ongoing compliance and reporting requirements. Failure to comply with the requirements would have a material adverse impact on the business, financial condition and operating results of the Company. There is also no assurance of new licences or approvals from Health Canada. The Company cannot predict the time required to secure all appropriate regulatory approvals for its products, or the extent of testing and documentation that may be required by governmental authorities. Any delays in obtaining, or failure to obtain the necessary regulatory approvals will significantly delay the development of the Company's markets and products and could have a material adverse effect on the business, results of operations and financial condition of the Company. There can be no guarantee that Health Canada will issue a processing or a sales licence or any other licences to the Company. Government licences are currently, and in the future may be, required in connection with the Company's operations, in addition to other unknown permits and approvals which may be required. To the extent such permits and approvals are required and not obtained, the Company may be prevented from operating and/or expanding its business, which could have a material adverse effect on the Company's business, financial condition and results of operations.

The Cannabis Industry is Difficult to Quantify and Investors Will be Reliant on Their Own Estimates of the Accuracy of Market Data

Because the cannabis industry is in a nascent stage with uncertain boundaries, there is a lack of information about comparable companies available for potential investors to review in deciding about whether to invest in the Company and, few, if any, established companies whose business model the Company can follow or upon whose success the Company can build. Accordingly, investors will have to rely on their own estimates in deciding about whether to invest in the Company. There can be no assurance that the Company's estimates are accurate or that the market size is sufficiently large for its business to grow as projected, which may negatively impact its financial results. The Company regularly follows market research.

The Cannabis Industry is Experiencing Rapid Growth and Consolidation That May Intensify Competition

The cannabis industry is undergoing rapid growth and substantial change, which has resulted in an increase in competitors, consolidation and formation of strategic relationships. Acquisitions or other consolidating transactions could harm the Company in a number of ways, including by losing strategic partners if they are acquired by or enter into relationships with a competitor, losing customers, revenue and market share, or forcing the Company to expend greater resources to meet new or additional competitive threats, all of which could harm the Company's operating results. As competitors enter the market and become increasingly sophisticated, competition in the Company's industry may intensify and place downward pressure on retail prices for its products and services, which could negatively impact its profitability.

The Processing of Cannabis Includes Risks Inherent in an Agricultural Business Including the Risk of Crop Loss, Sudden Changes in Environmental Conditions, Equipment Failure, Product Recalls and Others

The Company's business involves the growing of medical marijuana, an agricultural product. Such business will be subject to the risks inherent in the agricultural business, such as insects, plant diseases and similar agricultural risks. Although the Company expects that any such growing will be completed indoors under climate-controlled conditions, there can be no assurance that natural elements will not have a material adverse effect on any such future production.

Regulatory Risks

The cannabis industry is a new industry which is highly regulated, highly competitive and evolving rapidly, and psychedelics are illegal substances other than when used for scientific or medical purposes. As such, new risks may emerge, and management may not be able to predict all such risks or be able to predict how such risks may result in actual results differing from the results contained in any forward-looking statements.

These industries are subject to extensive controls and regulations, which may significantly affect the financial condition of market participants. The plain packaging requirements and restrictions on promotion of cannabis and the restrictions on promotion of illegal substances in Canada may limit the ability to effectively advertise and promote the Company's products and business. The marketability of any product may also be affected by numerous factors that are beyond the control of the investee companies and which cannot be predicted, such as changes to government regulations, including those relating to taxes and other government levies which may be imposed. Changes in government levies, including taxes, could reduce the investee companies' earnings and could make future capital investments or the investee companies' operations uneconomic. The cannabis industry is also subject to numerous legal challenges, which may significantly affect the financial condition of market participants and which cannot be reliably predicted.

The impact of various legislative regimes on the Company's business plans and operations is uncertain. There is no guarantee that the applicable legislation regulating the manufacture, distribution, sale and promotion of cannabis will create or allow for the growth opportunities the Company currently anticipates.

Risks Relating to the Natural Wellness Industry

General Healthcare Regulation

Healthcare service providers in Canada are subject to various governmental regulation and licensing requirements and, as a result, the Company's businesses operate in an environment in which government regulations and funding play a key role. The level of government funding directly reflects government policy related to healthcare spending, and decisions can be made regarding such funding that are largely beyond the businesses' control. Any change in governmental regulation, delisting of services, and licensing requirements relating to healthcare services, or their interpretation and application, could adversely affect the business, financial condition and results of operations of these business units. In addition, the Company could incur significant costs in the course of complying with any changes in the regulatory regime. Non-compliance with any existing or proposed laws or regulations could result in audits, civil or regulatory proceedings, fines, penalties, injunctions, recalls or seizures, any of which could adversely affect the reputation, operations or financial performance of the Company.

Reliance on Physicians and other Healthcare Professionals

The Company relies heavily on the availability of physicians and other healthcare professionals to provide services at its facilities. If physicians and other healthcare professionals were unable or unwilling to provide these services in the future, this would cause interruptions in the Company's business until these services are replaced. As such, vacancies and disabilities relating to the Company's current medical staff may cause interruptions in the Company's business and result in lower revenues. As the Company expands its operations, it may encounter difficulty in securing the necessary professional medical and skilled support staff to support its expanding operations. There is currently a shortage of certain medical physicians in Canada and this may affect the Company's ability to hire physicians and other healthcare practitioners in adequate numbers to support its growth plans, which may adversely affect the business, financial condition and results of operations.

Confidentiality of Personal and Health Information

The Company and its subsidiaries' employees and consultants have access, in the course of their duties, to personal information of clients of the Company and specifically their medical histories. There can be no assurance that the Company's existing policies, procedures and systems will be sufficient to address the privacy concerns of existing and future clients whether or not such a breach of privacy were to have occurred as a result of the Company's employees or arm's length third parties. If a client's privacy is violated, or if the Company is found to have violated any law or regulation, it could be liable for damages or for criminal fines and/or penalties.

Psychedelic Regulatory Risk

While the Company's income during its first year of operations will not rely substantially on revenue from psychedelic therapy products and treatments, the Company proposes to use certain of its available working capital (i) implementing an MDMA, psilocybin compassionate access protocol, and (ii) developing an integrative mental health treatment model. Psychedelic therapy is a new and emerging industry with substantial existing regulations and uncertainty as to future regulations. There is no assurance the Company will be able to derive meaningful revenue from its investment in psychedelic therapy development, or to pursue that business to the extent currently proposed or at all. The impact of various legislative regimes on the Company's business plans and operations is uncertain. There is no guarantee that the applicable legislation regulating the research and development of controlled substances will create or allow for the growth opportunities the Company currently anticipates.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The Company's auditors are Davidson & Company LLP, Chartered Professional Accountants, of Suite 1200, 609 Granville St, Vancouver, BC V7Y 1G6. Davidson & Company LLP, Chartered Professional Accountants, as auditors of the Company, report that they are independent with respect to the Company within the meaning of the Chartered Professional Accountants of British Columbia Code of Professional Conduct and within the meaning of Public Company Accounting Oversight Board Rule 3520, Auditor Independence.

The registrar and transfer agent for the Common Shares is Computershare Investor Services Inc. at its principal office in Vancouver, British Columbia.

The Warrant Agent in respect of the Warrants is Computershare Trust Company of Canada at its principal office in Vancouver, British Columbia.

LEGAL MATTERS

Certain legal matters in connection with this Offering will be passed upon by Miller Thomson LLP, on behalf of the Company, and by Bennett Jones LLP, on behalf of the Underwriters. As at the date hereof, the partners and associates of Miller Thomson LLP, as a group, and the partners and associates of Bennett Jones LLP, as a group, each beneficially own, directly or indirectly, less than one percent of the outstanding Common Shares of the Company.

INTERESTS OF EXPERTS

The following are persons or companies whose profession or business gives authority to a statement made in this Prospectus as having prepared or certified a part of that document or report described in the Prospectus:

1. Miller Thomson LLP is the Company's counsel with respect to Canadian legal matters herein;
2. Davidson & Company LLP is the auditor of the Company and reported on the Salvation Financial Statements and the Salvation MD&A; and
3. Kanester Johal LLP was the auditor of the Company and reported on the Company's Annual Financial Statements.

To the knowledge of management, as of the date hereof, no expert, nor any associate or affiliate of such person has any

beneficial interest, direct or indirect, in the property of the Company or of an associate or affiliate of any of them, and, as of the date hereof, each expert, or any associate or affiliate of such person, as a group, beneficially owns, directly or indirectly, less than 1% of the outstanding securities of the Company and no such person is or is expected to be elected, appointed or employed as a director, officer or employee of the Company or of an associate or affiliate thereof.

PURCHASERS' STATUTORY 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 thereto. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

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

SCHEDULE A – SALVATION MD&A

[Please see attached]

SALVATION BOTANICALS LTD.

Restated Management's Discussion and Analysis

For the Three and Six Month Periods Ended February 29, 2020

NOTICE TO READER

Salvation Botanicals Ltd. ("Salvation" or the "Company") has restated its unaudited condensed interim consolidated financial statements for the six months ended February 29, 2020 (the "interim financial statements") and has restated its management's discussion and analysis for the six months ended February 29, 2020 (the "interim MD&A"), which were both previously filed on SEDAR. Subsequent to the original issuance of the interim financial statements and interim MD&A, the Company's external auditors performed an interim review over the interim financial statements and interim MD&A and as a result of this review, it was concluded that there were accounting errors in the previously filed interim financial statements and interim MD&A. These errors have been corrected in the amended and restated unaudited condensed interim consolidated financial statements for the six months ended February 29, 2020 and the management's discussion and analysis for the six months ended February 29, 2020. See *Restatement* section of the amended and restated management's discussion and analysis for details.

SALVATION BOTANICALS LTD.
RESTATED MANAGEMENT DISCUSSION AND ANALYSIS

For the three and six month ended February 29, 2020
(Unaudited and expressed in Canadian Dollars)

This Management's Discussion and Analysis ("MD&A"), restated as at August 24, 2020, reviews the financial condition and results of operations of Salvation Botanicals Ltd. (the "Company" or "Salvation") for the three and six month periods ended February 29, 2020, and all other material events up to the date of this report.

The following discussion should be read in conjunction with the Company's August 31, 2019 annual audited consolidated financial statements and related notes together with the corresponding Management's Discussion and Analysis, and the restated condensed interim consolidated financial statements and related notes for the three and six month periods ended February 29, 2020.

The financial data included in the discussion provided in this report has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretation Committee ("IFRIC"). All dollar amounts are in Canadian dollars, unless otherwise noted.

DESCRIPTION AND OVERVIEW OF BUSINESS

Salvation Botanicals Ltd. was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on March 4, 2011. The Company is a private company with its registered address at 2900 - 595 Burrard Street, Vancouver, British Columbia, Canada, V7X 1J5.

On October 2, 2019, the Company entered into a Definitive Agreement with Rojo Resources Ltd. ("Rojo") whereby Rojo would acquire all the issued and outstanding shares of the Company by way of a plan of arrangement (the "Transaction"). The Transaction was completed in May 15, 2020, resulting in Rojo changing its name to "Numinus Wellness Inc." and Salvation becoming a subsidiary of Rojo and continues its business as a public company listed on the Toronto Venture Exchange.

The Company operates in the cannabis sector providing analytical testing and other laboratory services. The Company currently holds the following licenses:

- Controlled Drugs and Substances Dealer's Licence, enabling the Company to test and analyze psychedelics such as Trimethoxyphenethylamine ("mescaline"), methylenedioxyamphetamine ("MDMA"), Dimethyltryptamine ("DMT"), and Psilocybin.
- Analytical Testing License under the Cannabis Act and Cannabis Regulations allowing for the analytic testing of cannabis for quality assurance purposes.
- Industrial Hemp License issued in accordance with the Cannabis Act and the Industrial Hemp Regulations allowing for:
 - (i) the possession of grain for the purpose of processing,
 - (ii) the sale and distribution of seed and grain, and,
 - (iii) the exportation of seed and grain.

On September 27, 2019, the Company submitted an evidence package to Health Canada to obtain a Standard Processor License for its processing facility where it will extract and produce cannabis products under its own brand. These products will be sold wholesale to licensed distributors and processors approved by Health Canada. With the recent legalization of edibles, extracts and topical-based cannabis product, Salvation anticipates supplying these cannabis extracts to licensed manufacturers currently in the market.

The Company anticipates the submission of an application for a Sales License to Health Canada to sell cannabis products in 2020. Applicants for a Sales License must hold a Standard Processor License. As noted above, the, the Company is waiting for the issuance of the Standard Processor License. With a Sales License, the Company will be able to market cannabis-based products directly to the consumers.

On June 8, 2020 the Company received Health Canada approval to amend the Company's existing License under the Controlled Drug and Substances Act to allow Numinus researchers to conduct research to standardize the extraction of psilocybin from mushrooms. With this regulatory approval, Numinus is able to proceed with the production of naturally sourced, sustainable

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psilocybin for research purposes that will support the emerging field of psychedelic assisted therapy and research, at lower costs to currently produced synthetic psilocybin. The license also allows Numinus to develop and license its own exclusive IP for further product development in partnership with leading research organizations. The work will be eligible for the Government of Canada's Scientific Research and Experimental Development (SR&ED) tax incentive program and will lay a foundation for grant applications.

The current market conditions and volatility increases the uncertainty of the Company's ability to continue as a going concern given the need to both curtail expenditures and to raise additional funds. The Company is experiencing, and has experienced, negative operating cash flows.

The Company will continue to search for new or alternate sources of financing but anticipates that the current market conditions may impact the ability to source such funds. These items cast a significant doubt upon the Company's ability to continue as a going concern.

There can be no assurance that the Company will be able to continue to raise funds in which case the Company will be unable to meet its obligations. Should the Company be unable to realize on its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the Company's statement of financial position.

Numinus Wellness Inc.

On December 31, 2019, the Company entered into a Share Exchange Agreement with Numinus Wellness Inc. ("Numinus") to acquire 100% of the issued and outstanding share capital of Numinus in exchange of 2,000,000 common shares of the Company. Numinus is a therapeutic and integrative health company intending to expand its current offering to include client guidance in the therapeutic use of psychedelics in accordance with regulatory approvals. The Company acquired Numinus to expand its ability to deliver additional health and wellness solutions to the market.

The Company has completed the accounting for the transaction and valuing the underlying assets of Numinus including its property, plant and equipment, intangibles, brands, customer lists and goodwill, and has determined Numinus' final working capital balances. The accounting treatment of this transaction is discussed below in *Acquisition of Numinus Wellness Inc.*

Numinus offers a unique, integrated therapeutic model to create lifelong relationships with individuals wanting lasting physical, mental and emotional health with a focus on treating mental health and substance abuse. In addition to services including psychotherapy, counselling services, neurofeedback, physiotherapy and other therapies, Numinus proposes to guide individuals identified as suitable candidates in the use of psychedelics and supportive therapies to help them heal, connect and grow. Numinus plans to conduct these therapies in a safe, controlled therapeutic environment in partnership with various health and research organizations, and the use of psychedelics will only proceed in accordance with regulatory approval.

The acquisition of Numinus was unanimously approved by the shareholders of the Company at the Annual General Meeting held on January 13, 2020.

Rojo Resources Ltd.

On October 2, 2019, the Company entered into a Definitive Agreement with Rojo Resources Ltd. ("Rojo") whereby Rojo would acquire all the issued and outstanding shares of the Company by way of a plan of arrangement (the "Transaction"). Rojo is a publicly traded company listed on the TSX Venture Exchange (the "Exchange"). The Transaction will result in Rojo's reactivation and graduation from the NEX board of the Exchange to a Tier 2 industrial issuer (which after completion of the Transaction, is referred to herein as the "Resulting Issuer").

As a condition of closing the Transaction, Rojo (a) consolidated its currently issued and outstanding common shares and convertible securities on a two-for-one basis (the "Consolidation"), and (b) changed its name to a mutually agreed upon name reflecting the new entity's business plan.

The Arrangement Agreement contemplates that Rojo, Salvation and Salvation's security holders will complete a securities exchange transaction whereby the holders of all shares and convertible securities of Salvation will exchange such securities in

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consideration for the issuance of equivalent post-Consolidation securities of the Resulting Issuer (“RI Shares”) as described below.

Completion of the Transaction met the following conditions, including but not limited to: (a) receipt of all necessary approvals of the boards of directors of Rojo and Salvation; (b) receipt of all necessary third party consents; (c) receipt of shareholder approvals, (d) approval of the Transaction by the Exchange as Rojo’s reactivation and graduation; and (e) the Resulting Issuer satisfying the Initial Listing Requirements set by the Exchange for a Tier 2 Industrial Issuer.

The Transaction was unanimously approved by the shareholders of the Company at a Special Meeting held on March 25, 2020.

Pursuant to the Transaction, Rojo changed its name to “Numinus Wellness Inc.” and Salvation became a subsidiary of Rojo and continues its business as a public company listed on the Exchange.

Trading of the Company’s shares commenced on May 20, 2020 under the symbol “NUMI”.

ADDITIONAL SOURCES OF INFORMATION

Additional information relating to the Company can be found on under Numinus Wellness Inc. on the SEDAR website at www.sedar.com.

COVID-19 PANDEMIC IMPACT

Operational Impact

The Company’s lab and testing facility continued operations during COVID-19 as its facilities had existing health and safety protocols and standards to ensure our customers’ samples are free of contaminants. In addition to the Company’s health and safety protocols at the lab and testing facility, the Company implemented COVID-19 related protocols as provided by the federal and provincial governments to ensure the health & safety of our staff. In March 2020 when the federal and provincial governments introduced strict regulations for the public as a response to COVID-19, there were reports of increased cannabis usage to treat the mental health effects from COVID-19. The increase in cannabis consumption could have positively impacted the Company’s cannabis lab & testing services, in addition to increased sales efforts by the Company’ sales team.

The Company closed its Wellness Center in mid-March 2020 as a result of federal and provincial governments and health professionals’ colleges recommendations in response to the COVID-19 global pandemic. During the closure, the Company closely monitored the guidance and response from the federal and provincial governments as to when the Wellness Center could safely resume business. In the beginning of July 2020, the Wellness Center reopened for business after the federal and provincial governments provided guidelines and protocols for businesses to resume operations. Detailed protocols have been introduced at our Wellness Center to protect the health and safety of our employees, practitioners and customers. The financial impact of the closure of the Wellness Center resulted in a 100% decrease in revenues for the Wellness Center. While the Wellness Center has reopened, the Company cannot determine at this time when revenues will reach levels before COVID-19.

As a measure to manage ongoing costs at the lab and testing facility, the Company uses a just-in-time inventory system for its lab & testing services. By doing so, it reduces the risk of the Company holding a large amount of inventory in the event that COVID-19 negatively impacts lab & testing business. The Company currently employs a number of hourly staff for its Lab and Wellness facility to better manage business fluctuations and the unknown impacts of COVID-19.

The Company is currently looking at different opportunities to augment its current revenue streams to mitigate the risk of impact of COVID-19, including:

- Virtual therapy services at its Wellness Center
- Lab testing services for non-cannabis products

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The Company has been remobilizing its workforce in order to provide greater physical distancing and allow the time to adopt as well as progressively assess and refine pandemic related operating protocols consistent with those recommended by the local and provincial health authorities, best management practices and the World Health Organization. The Company understands the physical and emotional impact of COVID-19 has had on our team. We continue to create an environment where our people are safe to work and to continue to support a work/life balance for the other areas of their lives that have been affected by this global pandemic.

Capital and Liquidity Resources

COVID-19 is a global pandemic that impacts all areas of the business including our customers. Potential negative impacts on our customers business could impact the Company's ability to collect on its accounts receivables, thus negatively impacting the Company's cashflow. The Company is actively monitoring its receivables and customer relationships to decrease the negative impacts in this area.

The Company has managed to raise investment to fund its near term business milestones and operations. While the Company will continue to look for additional revenue opportunities the Company might need to raise additional capital to meet its business milestones.

The Company continues to assess government programs available to ensure ongoing operations, including Canadian Emergency Wage Subsidies, Sales Tax Deferral, Canada Emergency Business Account interest-free loan and Canadian Emergency Rent Assistance.

Capital Expenditures

In the Company's Filing Statement dated April 23, 2020, the Company disclosed Use of Proceeds related to upgrades for its Lab and Processing facilities. Continued negative impacts of COVID-19 could result in the Company deferring these capital expenditures in order to reallocate funds towards ongoing operations.

Risk Factors

The Company has assessed that there are certain risk factors associated with COVID-19 that would include:

- Volatility in the global capital markets that could negatively impact the Company's ability to access capital.
- Government and other regulatory bodies issue health and safety measures that would cause disruption or closure of operations in the Company's Wellness Center and Lab & Testing facility.
- Interruption to the Lab & Testing facilities supply chain that could cause delays in providing services to our customers.
- Business interruptions to our customers which can negatively impact their ability in making timely payments.

RESULTS OF OPERATIONS

Loss for the period

The Company reported net losses and comprehensive losses of \$(2,979,199) and \$(2,342,970) for the six month periods ended February 29, 2020 and February 28, 2019 respectively.

The Company recorded revenues of \$393,904 compared to revenues of \$49,721 for the six month periods ended February 29, 2020 and February 28, 2019 respectively. The increased revenues can be attributed to the Company actively seeking new business opportunities over the last twelve months for its lab testing facilities. In addition, the increase in revenues can be attributed to the acquisition of Numinus Wellness Inc. and revenue generated from the Wellness Center.

The Company incurred General and Administration costs of \$1,395,845 and \$1,656,333 for the six month periods ended February 29, 2020 and February 28, 2019 respectively. These costs include:

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- The Company incurred salary and wage costs of \$820,608 and \$858,819 for the six month periods ended February 29, 2020 and February 28, 2019 respectively. The Company had added additional staff during the six months ended February 28, 2019 in anticipation of the legalization of cannabis and the Company obtaining its processing license from Health Canada. Due to the delays in receiving its processing license, the Company had reduced its salary and wage costs during the six months ended February 29, 2020.
- The Company incurred professional fees of \$283,631 and \$427,658 for the six month periods ended February 29, 2020 and February 28, 2019 respectively. The lower costs were a result of reduced activity from the delays in receiving its processing license.
- The Company incurred premise rent costs of \$157,579 and \$191,031 for the six month periods ended February 29, 2020 and February 28, 2019 respectively. The lower costs were due to the Company terminating space leases which were no longer required.
- The Company incurred general office costs of \$93,715 and \$90,838 for the six month periods ended February 29, 2020 and February 28, 2019 respectively.

Total assets

Total assets of the Company were \$3,614,836 as at February 29, 2020 compared to assets of \$3,079,565 as at August 31, 2019. The general increase in assets can be attributed to the assets acquired on the acquisition of Numinus Wellness Inc. (“Numinus”) described in *Acquisition of Numinus Wellness Inc.*

Total liabilities

As at February 29, 2020, total liabilities of the Company were \$4,240,207 compared to liabilities of \$1,713,262 as at August 31, 2019. The increase in liabilities is a direct result of the Company not having sufficient funds to pay its creditors. The Company is working with its creditors on negotiating a payment schedule and extending credit terms.

The general increase in liabilities can also be attributed to the various liabilities acquired on the acquisition of Numinus Wellness Inc. (“Numinus”) described below.

Acquisition of Numinus Wellness Inc.

On December 31, 2019, the Company entered into a Share Exchange Agreement with Numinus Wellness Inc. (“Numinus”) to acquire 100% of the issued and outstanding share capital of Numinus in exchange of 2,000,000 common shares of the Company. Numinus is a therapeutic and integrative health company intending to expand its current offering to include client guidance in the therapeutic use of psychedelics in accordance with regulatory approvals. The Company acquired Numinus to expand its ability to deliver additional health and wellness solutions to the market.

The acquisition was accounted for as an asset acquisition as Numinus did not meet the definition of a business under IFRS 3. The related operating results are included in the accompanying consolidated statements of operations, changes in shareholders equity (deficiency) and statement of cash flows commencing from the date of acquisition.

The following table summarizes the allocation of consideration exchanged to the estimated fair value of the assets acquired and liabilities assumed. The excess of the consideration over the net assets acquired was expensed as compensation expense.

	December 31, 2019
Consideration paid through the issuance of 2,000,000 common shares	\$ 500,000
Fair value of net assets acquired:	
Cash	61,341
Amounts receivable	26,660
Prepaid expenses	60,000
Plant & equipment	129,515
Right-of-use asset	177,927
Intangibles	1,273,466
Accounts payable and accrued liabilities	(278,630)
Right-of-use liability	(177,927)

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Loan from Salvation	(50,000)
Shareholder notes payable	(421,952)
Convertible debenture	(300,000)
	<u>\$ (773,466)</u>
Excess of consideration over net assets acquired	<u>\$ 1,273,466</u>

The acquisition of Numinus is a related party transaction as the Company's CEO, Payton Nyquvest, holds a controlling interest of Numinus.

As a condition of the Proposed Transaction, Salvation will settle the outstanding notes payable and convertible debentures payable by Numinus, through the issuance of shares of Salvation.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes information derived from the Company's financial statements for each of the eight most recently completed quarters:

<u>Quarter Ended</u>	<u>Revenues</u>	<u>Net income (loss)</u>	<u>Net income (loss) per share ⁽¹⁾</u>
February 29, 2020	\$ 259,489	\$ (2,067,948)	\$(0.04)
November 30, 2019	\$ 134,415	\$ (911,251)	\$(0.02)
August 31, 2019	\$ 22,316	\$ (3,478,043)	\$(0.04)
May 31, 2019	\$ 35,441	\$ (1,518,809)	\$(0.02)
February 28, 2019	\$ 21,979	\$ (1,195,717)	\$(0.02)
November 30, 2018	\$ 27,742	\$ (1,076,300)	\$(0.02)
August 31, 2018	\$ 355,556	\$ (1,821,994)	\$(0.03)
May 31, 2018	\$ 793,955	\$ (516,626)	\$(0.01)
February 28, 2018	\$ 760,318	\$ (360,194)	\$(0.00)

⁽¹⁾ Fully diluted loss per share amounts are not shown as they would be anti-dilutive.

The Company has incurred significant losses over the years. In anticipation of the legalization of cannabis on October 17, 2018, the Company had invested significant resources to capitalize on the cannabis market immediately. However, with continued delays in obtaining its processing license from Health Canada, the Company had downsized its operations until it would secure its processing license. The Company had invested significant resources in its general and administrative activities to support its operational activities; the downsizing of the Company's operations has result in many one-time reorganization charges.

The Company currently generates revenue from its lab testing facilities in Nanaimo, BC and anticipates revenue growth by offering competitive pricing coupled with quality service at its lab testing facilities. The Company also generates revenue from its wellness center in Vancouver. The Company is also exploring other revenue opportunities that leverages their existing assets in Nanaimo and Wellness Center including lab testing for non-cannabis products at its lab testing facilities and virtual therapy at its Wellness Center.

LIQUIDITY AND CAPITAL RESOURCES

The Company did not generate any cash flow from operations for the six month period ended February 29, 2020. The Company's financial success is reliant on management's ability to identify and evaluate suitable revenue growth opportunities. Future cash flows from operations will be dependent on maximizing the potential of these opportunities.

In order to finance the acquisition of investments and to fund corporate overhead required to oversee these investments, the Company will be dependent on investor sentiment remaining positive towards the cannabis sector, and towards Salvation in particular, so that funds can be raised through the sale of the Company's securities. Many factors have an influence on investor sentiment, including a positive climate from investors to support new investment companies in the cannabis sector, a company's past financial performance and the experience and caliber of a company's management. There is no certainty that

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equity funding will be available at the times and in the amounts required to fund the Company's activities. Note 1 of the Company's August 31, 2019 audited consolidated financial statements further discusses the going concern of the Company. The Company's financial statements do not include any adjustments that might result from these uncertainties.

The Company has, in the past, financed its activities through equity financings. It is anticipated that, as general sentiment towards investment companies in the cannabis sector turn positive, the Company can raise the necessary capital to secure and finance additional investments that are accretive to shareholder value.

With the acquisition of Numinus, the Company also anticipates positive investor sentiment towards an emerging acceptance of alternative based therapeutic and integrative health companies with offerings to include client guidance in the therapeutic use of psychedelics in accordance with legal and regulatory approvals.

Debt financing has been used by the Company as bridge financing to fund operations. The Company would continue to consider such financing if the terms are acceptable.

The Company had a working capital deficit of \$(3,087,731) as at February 29, 2020 compared to a working capital deficit of \$(1,310,506) as at August 31, 2019. The increased deficit can be attributed to an increase in the Company's liabilities due to loans undertaken to fund operations of the Company and to inability to pay creditors in a timely manner.

The Company has no commitments for capital expenditures.

Notice of Claims

- 1) The Company was served with a Notice of Claim dated December 23, 2019 which has been filed in the Supreme Court of British Columbia naming the Company as the defendant. The Notice of Claim alleges the wrongful termination of the former CEO/CFO and unpaid termination benefits of \$360,000. The Company believes the lawsuit is without merit and will be filing a response accordingly. No provision has been made by the Company with regards to the Notice of Claim.
- 2) The Company was served with a Statement of Claim dated June 5, 2020 with the Court of Queen's Bench of Alberta naming the Company as the defendant. The Statement of Claim alleges the Company's breach of a settlement agreement entered with a third party as it relates to the supply of industrial hemp for \$350,000. The Company is currently assessing the merits of the claim and will be responding accordingly.

Cash and Financial Conditions

The Company had a cash balance of \$201,481 as at February 29, 2020 as compared to a cash balance of \$89,987 as at August 31, 2019. The increase in cash can be attributed to the issuance of common shares, various loans obtained from third parties totaling \$420,000 and an additional \$61,341 on the acquisition of Numinus.

The Company does not have any unused lines of credit or other arrangements in place to borrow funds and has no off-balance sheet arrangements.

The Company does not use hedges or other financial derivatives.

Financing Activities

During the six month period ended February 29, 2020, the Company received gross proceeds of \$315,000 on the issuance of 630,000 units at a price of \$0.50 per unit with each unit consisting of one common share and one-half share purchase warrant entitling the holder to acquire one additional share at a price of \$0.75 for a period of 18 months.

On December 20, 2019, the Company entered into a Bridge Loan Agreement (the "Agreement") with Rojo Resources Ltd. ("Rojo") for up to \$500,000. The Agreement is secured with a General Security Agreement against the assets of the Company

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and bears interest at 2% per annum. Upon the completion of the Arrangement Agreement with Rojo, the loan is treated as an intercompany loan. As at February 29, 2020, the Company had a loan balance of \$400,781 including interest.

On February 24, 2020, the Company entered into a Demand Note (the "Note") agreement with a third party for the sum of \$20,000. The Note is unsecured, bears interest at 5% per annum and is due 60 days from the date of the contract. The Note contains a penalty clause of \$2,000 should the principle and interest remain outstanding after 60 days. As at February 29, 2020, the Company had a loan balance of \$20,000. The Company repaid the loan in May 2020.

Subsequent to the period ended February 29, 2020, the Company received approval from the TSX Venture Exchange (the "Exchange") for its proposed reverse take-over transaction (the "Transaction") pursuant to the definitive arrangement agreement dated October 2, 2019, as amended by the amended and restated arrangement agreement dated March 9, 2020 (the "Arrangement Agreement"), entered into with Rojo Resources Ltd. ("Rojo").

The Transaction resulted in Rojo's reactivation and graduation from the NEX board of the Exchange to a Tier 2 industrial issuer. Pursuant to the Arrangement Agreement, Rojo will change its name to "Numinus Wellness Inc.". As a result of the Transaction, Salvation will become a subsidiary of Rojo and continue its business as a public company listed on the Exchange. The Company began trading on the Exchange under the symbol "NUMI".

Subsequent to the six month period ended February 29, 2020, the Company issued 2,457,244 units of Penalty Warrants as part of the Special Warrants. Terms of the Special Warrants require the Company's common shares to be approved for listing on either the TSX Venture Exchange ("TSX-V") or the Canadian Securities Exchange ("CSE") within 200 days following the closing of the private placement (the "Qualification Date"). In the event the Qualification Date has not occurred, each unexercised Special Warrant will thereafter entitle the holder thereof to receive upon the automatic exercise thereof, at no additional cost, one-and-one-tenth (1.10) Units (instead of one Unit) and thereafter at the end of each additional thirty (30) days, each Special Warrant will be exercisable for an additional 0.02 of a Unit. Each Penalty Warrant entitled the holder to one common share and one-half share purchase warrant; each purchase warrant entitles the holder to acquire one additional share at a price of \$0.75 for a period of 18 months.

Upon completion of RTO, the Company converted the 7,677,443 Special Warrants and 2,457,244 Penalty Warrants into 10,134,687 common shares and issued 5,067,343 share purchase warrants of the Company. Each purchase warrant entitles the holder to acquire one additional share at a price of \$0.75 for a period of 18 months.

Subsequent to the six month period ended February 29, 2020, the Company completed a private placement of 1,020,000 units at a price of \$0.25 per Unit for gross proceeds of \$255,000 with each Unit consisting of one common share and one-half of one share purchase warrant exercisable for two years at an exercise price of \$0.50.

Subsequent to the period ended February 29, 2020 and as part of the Reverse Transaction, an aggregate of \$300,000 Convertible Debentures were converted into shares of Rojo Resources.

Subsequent to the six month period ended February 29, 2020, an aggregate of \$250,000 in Shareholder Notes held by CEO of the Company were converted into Convertible Debentures (the "Debentures"). The Debentures are unsecured, bears interest at 10% per annum and matures on the earlier of 1) five years from the date of issuance of the convertible debenture certificate evidencing the subscription; and at the option of the Company, or 2) if the Company completes any one arm's length financing within a 60 day period, then the principle amount of the Debenture and all accrued interest, may at the option of the Company, be converted into securities of the Company of the same type as the securities issued.

Subsequent to the period ended February 29, 2020, the Company completed a private placement for gross proceeds of \$5,745,000. These funds were raised through the issuance of 22,980,000 units at a price of \$0.25 per unit with each unit consisting of one common share and one-half share purchase warrant entitling the holder to acquire one additional share at a price of \$0.50 for a period of 18 months.

Subsequent to the period ended February 29, 2020, the Company settled the outstanding of notes payable and convertible debenture through the issuance of 2,320,000 common shares of the Company, valued \$580,000.

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Subsequent to the period ended February 29, 2020, the Company issued an aggregate of 1,824,500 common shares on the exercise of options and warrants for proceeds of \$612,125.

Subsequent to the period ended February 29, 2020, the Company entered into a binding agreement with a creditor in respect of the settlement of \$94,500 historical trade payables (the "Debt Settlement"). The Debt Settlement will consist of the issuance of 300,000 units (the "Units"). Each Unit will be comprised of one common share of the Company and one half of one common share purchase warrant (each whole such warrant a "Warrant"). Each Warrant share be exercisable for a period of two years from issuance at a price of \$0.50 per Warrant, subject to 30 day accelerated expiry if the volume weighted average closing price of the Company's common shares on the TSX Venture Exchange ("TSXV") is greater than \$0.75 per common share for a period of ten consecutive trading days.

Subsequent to the period ended February 29, 2020, the Company issued 600,000 share purchase warrants (the "Warrants") to three former holders (the "Holders" and each a "Holder") of unsecured convertible debentures of Numinus Health Corp. (formerly Numinus Wellness Inc.). The Company also issued 400,000 Warrants to a former Holder of warrants of Salvation Botanicals Ltd., in consideration of the cancellation of the same. Numinus Wellness Inc. entered into subscription agreements (the "Subscription Agreements") with the Holders in July 2019. Pursuant to the terms of the Subscription Agreements, the Holders were entitled to receive 1,320,000 common shares (the "Common Shares") and the 660,000 Warrants in the capital of the Company upon completion of the Company's reverse takeover transaction (the "RTO") with Rojo Resources Ltd. On May 15, 2020. The Common Shares were issued upon completion of the RTO and are set out in the Company's RTO Filing Statements. Each Warrant entitles the holder to purchase one common share (the "Warrant Shares") of the Company, as constituted on June 30, 2020, at a price of \$0.50 per Warrant Share until 3:00pm Pacific Standard Time on June 30, 2022. The Warrants are subject to a 30 day accelerated expiry if the volume weighted average closing price of the Company's common shares on the TSX Venture Exchange ("TSXV") is greater than \$0.75 per common share for a period of ten consecutive trading days.

Investing Activities

The Company recognized cash inflows of \$53,552 for the six month period ended February 29, 2020 compared to a cash outflow of \$(779,601) for the comparative six month period ended February 28, 2019. The inflow of funds are related to \$61,341 of cash acquired from the acquisition of Numinus Wellness as discussed in *Results of Operations* above.

SECURITIES OUTSTANDING*Common Shares*

During the six month period ended February 29, 2020, the Company received gross proceeds of \$315,000 on the issuance of 630,000 units at a price of \$0.50 per unit with each unit consisting of one common share and one-half share purchase warrant entitling the holder to acquire one additional share at a price of \$0.75 for a period of 18 months.

During the six month period ended February 29, 2020, various shareholders returned an aggregate of 7,575,595 to treasury. No consideration was paid for these shares. These shares were returned to treasury by the founder and several early shareholders who held founder shares.

During the six month period ended February 29, 2020, the Company issued 600,000 common shares, with a value of \$300,000 to a director and officer of the Company per the terms of their employment agreement, of which \$150,000 was recorded as share based payment expense during the year ended August 31, 2019 and \$150,000 was recorded as share based payment expense during the six month period ended February 29, 2020.

During the six month period ended February 29, 2020, the Company issued 800,000 units valued at \$200,000 as part of a contract termination penalty recorded during the year ended August 31, 2019. Each unit comprises of one common share and one share purchase warrant entitling the holder to acquire one additional share at \$0.50 for a period of 18 months.

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During the six month period ended February 29, 2020, the Company entered into a Share Exchange Agreement with Numinus Wellness Inc. ("Numinus"). In exchange for all the issued and outstanding shares of Numinus, the Company issued 2,000,000 common shares of the Company.

As at February 29, 2020, the Company had 50,415,736 Common Shares issued and outstanding.

Subsequent to the six month period ended February 29, 2020, the Company issued 2,457,244 units of Penalty Warrants as part of the Special Warrants described in Note 4. Terms of the Special Warrants require the Company's common shares to be approved for listing on either the TSX Venture Exchange ("TSX-V") or the Canadian Securities Exchange ("CSE") within 200 days following the closing of the private placement (the "Qualification Date"). In the event the Qualification Date has not occurred, each unexercised Special Warrant will thereafter entitle the holder thereof to receive upon the automatic exercise thereof, at no additional cost, one-and-one-tenth (1.10) Units (instead of one Unit) and thereafter at the end of each additional thirty (30) days, each Special Warrant will be exercisable for an additional 0.02 of a Unit. Each Penalty Warrant entitled the holder to one common share and one-half share purchase warrant; each purchase warrant entitles the holder to acquire one additional share at a price of \$0.75 for a period of 18 months. Upon completion of RTO, the Company converted the 7,677,443 Special Warrants and 2,457,244 Penalty Warrants into 10,134,687 common shares and issued 5,067,343 share purchase warrants of the Company. Each purchase warrant entitles the holder to acquire one additional share at a price of \$0.75 for a period of 18 months.

Subsequent to the period ended February 29, 2020, the Company issued 1,020,000 units at \$0.25 per units for gross proceeds of \$255,000. Each unit comprises of one common share and one share purchase warrant entitling the holder to acquire one additional share at \$0.50 for a period of 18 months.

Subsequent to the period ended February 29, 2020 and as part of the Transaction in Note 10(a), an aggregate of \$300,000 Convertible Debentures were converted into shares of Rojo Resources. Details as described in Note 9.

Subsequent to the period ended February 29, 2020, an aggregate of \$250,000 in Shareholder Notes (Note 7) held by the CEO of the Company were converted into Convertible Debentures (the "Debentures"). The Debentures are unsecured, bears interest at 10% per annum and matures on the earlier of 1) five years from the date of issuance of the convertible debenture certificate evidencing the subscription; and at the option of the Company, or 2) if the Company completes any one arm's length financing within a 60 day period, then the principle amount of the Debenture and all accrued interest, may at the option of the Company, be converted into securities of the Company of the same type as the securities issued.

Subsequent to the period ended February 29, 2020, the Company completed a private placement for gross proceeds of \$5,745,000. These funds were raised through the issuance of 22,980,000 units at a price of \$0.25 per unit with each unit consisting of one common share and one-half share purchase warrant entitling the holder to acquire one additional share at a price of \$0.50 for a period of 18 months.

Subsequent to the period ended February 29, 2020, the Company settled the outstanding of notes payable and convertible debenture through the issuance of 2,320,000 common shares of the Company, valued \$580,000.

Subsequent to the period ended February 29, 2020, the Company issued 1,150,000 common shares of the Company on the exercise of options for proceeds of \$280,000.

Subsequent to the period ended February 29, 2020, the Company issued an aggregate of 674,500 common shares on the exercise of warrants for proceeds of \$332,125.

Subsequent to the period ended February 29, 2020, the Company entered into a binding agreement with a creditor in respect of the settlement of \$94,500 historical trade payables (the "Debt Settlement"). The Debt Settlement will consist of the issuance of 300,000 units (the "Units"). Each Unit will be comprised of one common share of the Company and one half of one common share purchase warrant (each whole such warrant a "Warrant"). Each Warrant share be exercisable for a period of two years from issuance at a price of \$0.50 per Warrant, subject to 30 day accelerated expiry if the volume weighted average closing price of the Company's common shares on the TSX Venture Exchange ("TSXV") is greater than \$0.75 per common share for a period of ten consecutive trading days.

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Subsequent to the period ended February 29, 2020, the Company issued 660,000 share purchase warrants (the "Warrants") to three former holders (the "Holders" and each a "Holder") of unsecured convertible debentures of Numinus Health Corp. (formerly Numinus Wellness Inc.). The Company also issued 400,000 Warrants to a former Holder of warrants of Salvation Botanicals Ltd., in consideration of the cancellation of the same. Numinus Wellness Inc. entered into subscription agreements (the "Subscription Agreements") with the Holders in July 2019. Pursuant to the terms of the Subscription Agreements, the Holders were entitled to receive 1,320,000 common shares (the "Common Shares") and the 660,000 Warrants in the capital of the Company upon completion of the Company's reverse takeover transaction (the "RTO") with Rojo Resources Ltd. On May 15, 2020. The Common Shares were issued upon completion of the RTO and are set out in the Company's RTO Filing Statements. Each Warrant entitles the holder to purchase one common share (the "Warrant Shares") of the Company, as constituted on June 30, 2020, at a price of \$0.50 per Warrant Share until 3:00pm Pacific Standard Time on June 30, 2022. The Warrants are subject to a 30 day accelerated expiry if the volume weighted average closing price of the Company's common shares on the TSX Venture Exchange ("TSXV") is greater than \$0.75 per common share for a period of ten consecutive trading days.

As at the date of this MD&A, the Company had entered into a reverse takeover transaction with Numinus which had 95,851,372 Common Shares issued and outstanding.

Options

No options were granted or exercised during the six month period ended February 29, 2020.

As at February 29, 2020 the Company had 5,058,000 stock options outstanding.

Subsequent to the period ended February 29, 2020, the Company issued 100,000 options to a consultant of the Company. Each option is exercisable for a period of two years from issuance at a price of \$0.395 per option and will vest immediately.

As at the date of this MD&A, the Company had entered into a reverse takeover transaction with Numinus which had 7,158,000 stock options outstanding.

Warrants

During the six month period ended February 29, 2020, the Company received gross proceeds of \$315,000 on the issuance of 630,000 units at a price of \$0.50 per unit with each unit consisting of one common share and one-half share purchase warrant entitling the holder to acquire one additional share at a price of \$0.75 for a period of 18 months.

During the six month period ended February 29, 2020, the Company issued 800,000 units at \$0.25 per unit as part of a debt settlement arrangement with a creditor. Each unit consisting of one common share and one share purchase warrant entitling the holder to acquire one additional share at a price of \$0.50 for a period of 18 months.

As at February 29, 2019, the Company had 7,021,504 warrants outstanding.

Subsequent to the six month period ended February 29, 2020, the Company issued 1,020,000 units at \$0.25 per units for gross proceeds of \$255,000. Each unit comprises of one common share and one-half share purchase warrant entitling the holder to acquire one additional share at \$0.50 for a period of 18 months.

As at the date of this MD&A, the Company had entered into a reverse takeover transaction with Numinus which had 29,465,117 warrants outstanding.

OUTLOOK

The Company's ability to continue in the normal course of operations is dependent on its ability to raise equity financing or through the sale of its investments at amounts favorable to the Company. Due to the reverse takeover transaction with Numinus, management estimates there is sufficient working capital as of the date of this MD&A to continue current operations for twelve months.

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The Company is largely dependent upon external financings to fund activities. Management and the board of directors of the Company continuously review and examine business proposals for the Company and conduct their due diligence in respect of the same. The Company will continue to seek new growth opportunities if it feels there are sufficient opportunities to increase shareholder value and if it has adequate financial resources to do so. Management is also actively seeking new revenue generating opportunities by leveraging its existing assets at Nanaimo and Wellness Centre. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

OFF-BALANCE SHEET ARRANGEMENTS

At the date of this report, the Company had no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Related parties and related party transactions impacting the accompanying financial statements are summarized below and include transactions with the following individuals or entities:

Key management personnel

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

Remuneration attributed to key management personnel can be summarized as follows:

	February 29, 2020	February 28, 2019
Management and consulting fees	\$ 184,000	\$ 220,699
Share-based payments	150,000	281,250
Total	\$ 334,000	\$ 501,949

Due from (to) related parties:

	February 29, 2020	August 31, 2019
Receivable from companies controlled by former directors of the Company	\$ 43,766	\$ 43,766
Receivable from shareholders	101,158	101,158
Total receivable from related parties	144,924	144,924

	February 29, 2020	August 31, 2019
Payable to companies controlled by former directors Company	(232,106)	(250,861)
Payable to officers of the Company	(111,247)	-
Payable to companies controlled by a director or an officer of the Company	(185,072)	(28,245)
Payable to shareholders	(53,367)	(54,881)
Total payable to related parties	\$ (581,792)	\$ (333,987)

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All balances are unsecured owing are non-interest bearing and with no fixed terms of repayment.

The Company had entered into a series of Shareholder Notes (the "SH Notes") with a Payton Nyquvest, the CEO of the Company and Barbosa Investment Inc., a company controlled by Payton Nyquvest. The SH Notes are unsecured, non-interest bearing with no set date of repayment.

On December 31, 2019, the Company acquired Numinus Wellness Inc. ("Numinus") as outlined in *Acquisition of Numinus Wellness Inc.* Payton Nyquvest, CEO of the Company, holds a controlling interest in Numinus.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The Company makes estimates and judgments about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions.

The effect of a change in an accounting estimate is recognized prospectively by including it in comprehensive income in the year of the change if the change affects that year only, or in the year of the change and future years if the change affects both.

Information about critical estimates and judgments in applying accounting policies that have the most significant risk of causing material adjustment to the financial statements are discussed below.

Critical judgments

The preparation of these consolidated financial statements requires management to make judgments regarding the going concern of the Company as discussed in Note 1 of the Company's audited consolidated financial statements.

Key sources of estimation uncertainty

The following are key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of resulting in a material adjustment to the carrying amount of assets and liabilities within the current and future years:

- i) Judgment is required in determining whether deferred tax assets are recognized in the statement of financial position. Deferred tax assets, including those arising from unutilized tax losses, require management to assess the likelihood that the Company will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecast cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the date of the statement of financial position could be impacted.

Additionally, future changes in tax laws in the jurisdictions in which the Company operates could limit the ability of the Company to obtain tax deductions in future periods.

The Company has not recorded any deferred tax assets.

- ii) Management uses the Black-Scholes Option Pricing model for valuation of share-based compensation and warrants, which requires the input of subjective assumptions including expected price volatility, risk-free interest rates and forfeiture rates. Changes in the input assumption can materially affect the fair value estimate and the Company's results of operations and equity reserves.

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New standards and interpretations

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning on or after January 1, 2019. Updates which are not applicable or are not consequential to the Company have been excluded thereof. The following have not yet been adopted by the Company.

- IFRS 16 – Leases: New standard to establish principles for recognition, measurement, presentation and disclosure of leases with an impact on lessee accounting, effective for annual periods beginning on or after January 1, 2019.

On September 1, 2019, the Company adopted the new accounting standard IFRS 16. IFRS 16 replaces IAS 17 Leases, IFRIC 4 Determining Whether an Arrangement Contains a Lease ("IFRIC 4"), the accounting for onerous lease liabilities which were previously measured under IAS 37 Provisions ("IAS 37") and other related IFRS interpretations. IFRS 16 prescribes a single recognition and measurement model for lease contracts and requires the recognition of a right-of-use asset and corresponding lease liability for most leases, including subleases.

The Company elected to adopt IFRS 16 using the prescribed modified retrospective approach (simplified method) by recognizing an opening balance sheet adjustment for the Company's discounted right-of-use assets and corresponding lease liabilities as at September 1, 2019. Accordingly, there was no opening adjustment to retained earnings and the comparative 2019 statements of comprehensive income and cash flows have not been restated to reflect the accounting presentation prescribed under IFRS 16.

The Company elected to apply the following recognition exemptions and practical expedients, as described under IFRS 16:

- i) recognition exemption of short-term leases;
- ii) recognition exemption of low-value leases;
- iii) application of a single discount rate to a portfolio of leases with similar characteristics on transition;
- iv) exclusion of initial direct costs from the measurement of the right-of-use assets upon transition;
- v) application of hindsight in determining the applicable lease term at the date of transition; and
- vi) election to not separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component

The adoption of the new standard resulted in the recognition of a Right-of-Use Asset of \$252,292 recorded in aggregate with the Company's property and equipment. A corresponding Lease obligation of \$252,292 is included as a liability in the consolidated condensed statement of financial position. The asset will be amortized over the term of the remaining lease period and the liability will be discounted at the rate of 10%.

The following table reconciles the Company's lease commitments at August 31, 2019 calculated over the remaining term of the lease on a straight-line basis to the lease liability recognized on adoption of IFRS 16 at September 1, 2019:

	Building Leases	Equipment Leases	Total
Lease commitments as at August 31, 2019	\$ 549,883	\$ 268,372	\$ 818,255
Less: short-term commitments and low lease value	(256,816)	(38,176)	(294,992)
Effect of discounting (10%)	(40,775)	(46,991)	(87,766)
Remeasurement of lease liability in accordance with IFRS 16	-	21,325	21,325
Lease liability as at September 1, 2019	\$ 252,292	\$ 204,530	\$ 456,822

For the building leases, the associated right-of-use asset has been measured at the amount equal to the lease liability on September 1, 2019. The right-of-use asset is subsequently depreciated from the commencement date to the earlier of the end of the lease term, or the end of the useful life of the asset. Furthermore, the right-of-use asset may be reduced due to impairment losses.

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For the equipment leases which were previously classified as finance leases under IAS 17, the carrying amount of the right-of-use asset and lease liability at the date of initial application is equivalent to the carrying amount of the leased asset and lease liability immediately before the date measured applying IAS 17, adjusted to include the purchase options at the end of the lease term.

- IFRIC 23 Taxes: This new standard is to be applied to the determination of taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under IAS 12. IFRIC 23 is effective for annual reporting periods beginning on or after January 1, 2019, with earlier application permitted. The Company does not expect a significant impact to the consolidated financial statements on adoption of this new standard.

FINANCIAL INSTRUMENTS AND RELATED RISKS

Categories of Financial Assets and Financial Liabilities

Financial Instruments

The Company has adopted new accounting standard IFRS 9 – Financial Instruments, effective September 1, 2018. The new standard sets out requirements for classifying, recognizing and measuring financial assets and financial liabilities. This standard replaces IAS 39 – Financial Instruments: Recognition and Measurement.

IFRS 9 is effective for annual periods beginning on or after January 1, 2018. IFRS 9 allows for an exemption from restating prior periods in respect of the standard's classification and measurement requirements. The Company has chosen to apply this exemption upon initial adoption, although it was determined that the adoption of IFRS 9 had no impact on the comparative period's financial statements.

IFRS 9 establishes three primary measurement categories for financial assets: fair value through profit and loss ("FVTPL"), fair value through other comprehensive income ("FVOCI") and amortized cost. The basis for classification depends on the entity's business model and the contractual cash flow characteristics of the instrument. For financial liabilities, the new standard retains most of the requirements of IAS 39, except that fair value changes due to changes in an entity's own credit risk are recorded in other comprehensive Income rather than in net earnings.

Upon adoption of IFRS 9, the Company has changed its accounting policy for financial instruments as follows:

Classification

The Company determines the classification of its financial instruments at initial recognition. Upon initial recognition, a financial asset is classified as measured at: amortized cost, FVTPL or FVOCI. The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. The adoption of IFRS 9 has not had a significant effect on the Company's accounting policies related to financial liabilities and derivative financial instruments. A financial liability is classified as measured at amortized cost or FVTPL.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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An equity investment that is held for trading is measured at FVTPL. For other equity investments that are not held for trading, the Company may irrevocably elect to designate them as FVOCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has elected to measure them at FVTPL.

The Company completed an assessment of its financial assets and liabilities as at September 1, 2018. The adoption of IFRS 9 has no quantitative impact on the Company's financial instruments as at September 1, 2018.

The classification of the Company's financial instruments is as follows:

Financial Asset or Liability	Original classification IAS 39	New classification IFRS 9
Cash	FVTPL	FVTPL
Amounts receivable	Loans and receivables	Amortized cost
Due from related parties	Loans and receivables	Amortized cost
Accounts payable, accrued liabilities and payroll liabilities	Other liabilities	Amortized cost
Shareholder notes	Other liabilities	Amortized cost
Loans from third parties	Other liabilities	Amortized cost
Due to related parties	Other liabilities	Amortized cost
Convertible debenture	Other liabilities	Amortized cost

Measurement

Initial measurement

On initial recognition, all financial assets and financial liabilities are measured at fair value adjusted for directly attributable transaction costs except for financial assets and liabilities classified as FVTPL, in which case the transaction costs are expensed as incurred.

Subsequent measurement

The following accounting policies apply to the subsequent measurement of financial instruments:

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.

Financial assets at amortized cost

These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.

Impairment of financial instruments

The Company assesses at each reporting date whether there is objective evidence that a financial asset or a group of financial assets is impaired.

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For financial assets measured at amortized cost, and debt investments at FVOCI, the Company applies the expected credit loss impairment model. On adoption of the expected credit loss model there was no material adjustment.

Risk Management

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

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash, amounts receivable and tax recoverable. Cash is held with a reputable Canadian financial institution, from which management believes the risk of loss is remote. Amounts receivable consists of amounts due from the Government of Canada in which management believes the credit risk to be minimal. The Company does not have significant credit risk with respect to customers. The Company's maximum credit risk exposure is equivalent to the carrying value of these instruments.

Liquidity risk

As at February 29, 2020, the Company's financial liabilities consist of accounts payable and accrued liabilities which have contractual maturities within one year, payroll payable, obligations under finance lease, and due to related parties which have no fixed terms of repayment. Loans from third parties bear terms of repayment as outline in Note 8 in the unaudited condensed interim consolidated financial statements for the three and six months ended February 29, 2020. The Company manages liquidity risk by reviewing its capital requirements on an ongoing basis. The Company currently does not have sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company is exposed to liquidity risk.

The Company is exposed to liquidity risk, as at February 29, 2020, the Company had a cash balance of \$201,481 to settle current liabilities of \$3,489,834. The Company is continuing its efforts to secure resources to meet its debt obligations and have approached various individuals for short-term loans and other financing alternatives. In May 2020, the Company completed the reverse takeover transaction which results in capital for the Company to manage its liabilities.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign currency rates. As at February 29, 2020, the Company had no material financial instruments denominated in any other currency than the Canadian dollar and as such, the Company does not consider itself exposed to significant currency risk.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company holds cash in accounts with variable interest rates, and currently does not carry variable interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its financial institutions. It is management's opinion that the Company is not exposed to significant interest rate risk.

Price risk

The Company is exposed to price risk with respects to movements in market prices for goods which may impact revenue, cost of sales and the results of operations. The Company closely monitors demand and market prices of raw materials to determine the appropriate course of action to be taken by the Company.

Risks Related to the Cannabis Industry

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Risks Relating to Federal Laws and Regulations

The industry in which the Company operates could subject the Company to comply with a myriad of other federal, provincial and local laws and regulations, which could include, among others, laws and regulations relating to cannabis, personally identifiable information, wage and hour restrictions, health and safety matters, consumer protection and environmental matters. The Company's business objectives are contingent upon, in part, compliance with regulatory requirements enacted by these governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its products. The Company cannot predict the time required to secure all appropriate regulatory approvals for its products. Compliance with such laws and regulations may be costly and a failure to comply with such laws and regulations could result in fines, penalties, litigation and other liability that could materially adversely affect the Company.

The Company's business and products is and will continue to be regulated as applicable laws continue to change and develop. Regulatory compliance and the process of obtaining regulatory approvals can be costly and time-consuming. Further, the Company cannot predict what kind of regulatory requirements its business will be subject to in the future. Any delays in obtaining, or failure to obtain regulatory approvals would significantly delay the development of markets and products and could have a material adverse effect on the business, results of operations and financial condition of the Company.

Furthermore, although the operations of the Company are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail the Company's ability to conduct its business. Amendments to current laws and regulations governing the importation, distribution, transportation and/or production of medical marijuana, or more stringent implementation thereof could have a substantial adverse impact on the Company. Local, provincial and federal laws and enforcement policies concerning marijuana-related conduct are changing rapidly and will continue to do so for the foreseeable future. Changes in applicable law are unpredictable and could have a material adverse effect on the Company. Changes in applicable laws or regulations could significantly diminish the Company's prospects. The Company has little or no control over potential changes to laws or regulations that may affect its business.

Additionally, governmental regulations affect taxes and levies, healthcare costs, energy usage and labor issues, all of which may have a direct or indirect effect on the Company's business and its customers or suppliers. Changes in these laws or regulations, or the introduction of new laws or regulations, could increase the costs of doing business for the Company, or its customers or suppliers, or restrict the Company's actions, causing the Company to be materially adversely affected.

Change in Laws, Regulations and Guidelines

Salvation's operations will be subject to various laws, regulations and guidelines relating to the manufacture, management, transportation, storage and disposal of medical marijuana, as well as being subject to laws and regulations relating to health and safety, the conduct of operations and the protection of the environment.

On October 19, 2015, the Liberal Party of Canada obtained a majority government in Canada. The Liberal Party committed to the legalization of recreational cannabis in Canada. On June 30, 2016, the Canadian Federal Government established the Task Force on Cannabis Legalization and Regulation to seek input on the design of a new system to legalize, strictly regulate and restrict access to marijuana. The Task Force has completed its review and published a report dated August 13, 2016, which outlines its recommendations. On November 27, 2017, the House of Commons passed Bill C-45, and on August 20, 2017, the Prime Minister announced that the Canadian Federal Government intends to legalize cannabis on October 17, 2018.

The Task Force had several recommendations for the *Cannabis Act* (Canada) including, permitting home cultivation, restrictions on advertising and branding, and potentially easing access for individuals to enter into the Canadian recreational cannabis market. The Task Force's advice will be taken into account by the Government of Canada as it builds the framework for recreational cannabis. These recommendations could materially and adversely affect the business, financial condition and results of the Company.

On August 11, 2016, Health Canada announced the new ACMPR which came into force on August 24, 2016, replacing the *Marihuana for Medical Purposes Regulations* (Canada) ("MMPR") as the regulations governing Canada's medical cannabis program. The ACMPR was implemented as a result of the Federal Court ruling in the Allard Decision. In the Allard Decision, the

Federal Court found the MMPR to be unconstitutional and of no force and effect, but suspended its declaration of invalidity for six months in order to give the government time to respond.

As per Health Canada's statement and corresponding fact sheet released on August 11, 2016, the ACMPR allows Canadians who have been authorized by their health care practitioner, and who are registered with Health Canada, to produce a limited amount of medical marijuana for their own medical purposes, or to designate someone who is registered with Health Canada to produce it for them. Starting materials such as plants or seeds are to be obtained from Licensed Producers only. Individuals will also continue to have the option to purchase quality controlled medical marijuana from Licensed Producers. It is possible that such developments could significantly reduce the addressable market for the Company's products and materially and adversely affect the business, financial condition and results of operations of the Company.

The Canadian Federal Government's Task Force sought input on the design of a new system to legalize, strictly regulate and restrict access to marijuana. The Task Force has completed its review in a report dated November 30, 2016 which outlines their 25 recommendations. Their advice will be considered by the Government of Canada as a new framework for recreational marijuana is developed. It is possible that such developments could significantly adversely affect the business, financial condition and results of operations of the Company.

On October 3, 2017, the Government's Parliamentary Standing Committee on Health (HESA) proposed amendments to the *Cannabis Act* (Canada) that edibles containing cannabis and its extracts would be added to the classes of cannabis an authorized person may sell. HESA's report also suggested that a framework for sale of edibles and cannabis concentrates would be implemented within one year from the enactment of the *Cannabis Act* (Canada). HESA's proposed amendments were incorporated Bill C-45, which was passed by the House of Commons on November 27, 2017 and the Senate on June 20, 2018.

On November 10, 2017, the National Department of Finance issued regulatory proposals and legislation for the taxation of cannabis. The effect would be that the cannabis producers would be placed in the existing rules that currently apply an excise duties on tobacco, wine and spirits producers under the *Excise Tax Act* (Canada). There will be a new tax licensing category for cannabis producers where excise duties payable by licensed cannabis producers on both recreational and medical cannabis products in addition to GST/HST under the *Excise Tax Act* (Canada). There would also be rules in place for stamping and marking rules and ongoing reporting requirements. The framework for the cannabis excise duty is proposed to generally be in effect by the date that legal recreational cannabis becomes available for retail sale under the proposed *Cannabis Act* (Canada).

On June 21, 2018, the Cannabis Act received Royal Assent and came into force on October 17, 2018. The ACMPR will continue to operate in tandem with the recreational regime, and will be re-evaluated within five years of the Cannabis Act coming into force. The governments of every Canadian province and territory have implemented different regulatory regimes for the distribution, sale and use of recreational cannabis within those jurisdictions. For example, Quebec, Manitoba, New Brunswick, Nova Scotia, Prince Edward Island and the Northwest Territories have chosen the government regulated model for distribution, whereas Saskatchewan and Newfoundland & Labrador have opted for a private sector approach. Alberta and British Columbia are pursuing a hybrid approach of public and private sale and distribution.

While Ontario had previously committed to a government-regulated model for distribution, it subsequently enacted the Cannabis License Act, 2018, which creates a licensing scheme for private cannabis retail stores. The Ontario Cannabis Retail Corporation will have the exclusive right to sell cannabis in Ontario online and the exclusive right to sell cannabis in Ontario to a holder of a retail store authorization for the purposes of resale. The Government of Ontario has indicated that the private retail model will launch by April 1, 2019, with the Ontario Cannabis Retail Corporation offering online sales of recreational cannabis in the interim.

Risks Relating to the Licensing Process

The medical marijuana rules are constantly changing throughout the global cannabis industry. As a result, consumers and producer rights are in limbo. The future business partnerships and licensee agreements that the Company may make may be subject to receiving regulatory certification or accreditation through Health Canada, or any other applicable regulatory authority. Such licensing, certification or accreditation may include, but not be limited to: licenses issued under the CDSA, the Narcotic Control Regulations, GMP Certification and ISO certification. Licensing requirements are stringent and there can be no guarantee that the regulatory authorities will issue, extend or renew any license. Failure to maintain a license or any failure to

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comply with the requirements of a license would have a material adverse impact on the business, financial condition and operating results of the Company and could lead to a significant decline in the value of its securities.

Unfavourable Publicity or Consumer Perception

The management of Salvation believes the medical marijuana industry is highly dependent upon consumer perception regarding the safety, efficacy and quality of the medical marijuana produced. Consumer perception of cannabis based products may be significantly influenced by scientific research or findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of medical marijuana products.

There can be no assurance that future scientific research, findings, regulatory proceedings, litigation, media attention or other research findings or publicity will be favourable to the medical marijuana market or any particular product, or consistent with earlier publicity. Future research reports, findings, regulatory proceedings, litigation, media attention or other publicity that are perceived as less favourable than, or that question, earlier research reports, findings or publicity could have a material adverse effect on the demand for the Company's proposed products and the business, results of operations, financial condition and cash flows of the Company. Salvation's dependence upon consumer perceptions means that adverse scientific research reports, findings, regulatory proceedings, litigation, media attention or other publicity, whether or not accurate or with merit, could have a material adverse effect on the Company, the demand for the Company's proposed services, and the business, results of operations, financial condition and cash flows of the Company. Further, adverse publicity reports or other media attention regarding the safety, efficacy and quality of medical marijuana in general, or the Company's proposed products and services specifically, or associating the consumption of medical marijuana with illness or other negative effects or events, could have such a material adverse effect. Such adverse publicity reports or other media attention could arise even if the adverse effects associated with such products resulted from consumers' failure to consume such products appropriately or as directed.

Liability, Enforcement Complaints etc.

Salvation's participation in the marijuana industry may lead to litigation, formal or informal complaints, enforcement actions, and inquiries by various federal, provincial or local governmental authorities. Litigation, complaints, and enforcement actions could consume considerable amounts of financial and other corporate resources, which could have an adverse effect on the Company's future cash flows, earnings, results of operations and financial condition.

The marijuana industry faces significant opposition

It is believed by many that large well-funded businesses may have strong economic opposition to the marijuana industry. The pharmaceutical industry is well funded with a strong and experienced lobby that eclipses the funding of the medical marijuana industry. Any inroads the pharmaceutical industry could make in halting or impeding the marijuana industry could have a material adverse effect on the Company.

FINANCIAL RISK FACTORS

The fair value of the Company's amounts receivable, inventory, prepaid expenses, accounts payable and accrued liabilities, payroll liabilities, current portion of obligations under finance lease, loans from third parties, shareholder notes and due to related parties approximate their carrying value, which is the amount recorded on the statement of financial position, due to their short terms to maturity. The Company's cash and cash equivalents are measured at fair value, under the fair value hierarchy based on level one quoted prices in active markets for identical assets or liabilities.

FORWARD-LOOKING STATEMENTS

Certain information set forth in this document includes forward-looking statements. By their nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond the Company's control, including but not limited to: general economic and business conditions related to the cannabis industry; cash flow projections; currency fluctuations; risks relating to our ability to obtain adequate financing for future activities; the nature of our future activities; and other general market and industry conditions as well as those factors discussed in the Company's listing statement dated March 9, 2020, a copy of which is available under Numinus Wellness Inc. on SEDAR at www.sedar.com.

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Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. The Company's actual results, programs and financial position could differ materially from those expressed in or implied by these forward-looking statements and accordingly, no assurance can be given that the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits the Company will derive from them. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise and as such, undue reliance should not be placed on forward-looking statements.

The Company believes that the expectations reflected in these forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and as such forward looking statements contained into this report should not be relied upon. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this report. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to assumptions about general business and economic conditions, the availability of financing for the Company, and the ability to identify and secure a quality asset or a business with a view of completing a transaction subject to receipt of shareholder approval and acceptance by regulatory authorities.

SUBSEQUENT EVENTS

- a) Subsequent to the period ended February 29, 2020, the Company received approval from the TSX Venture Exchange (the "Exchange") for its proposed reverse take-over transaction (the "Transaction") pursuant to the definitive arrangement agreement dated October 2, 2019, as amended by the amended and restated arrangement agreement dated March 9, 2020 (the "Arrangement Agreement"), entered into with Rojo Resources Ltd. ("Rojo").

The Transaction resulted in Rojo's reactivation and graduation from the NEX board of the Exchange to a Tier 2 industrial issuer. Pursuant to the Arrangement Agreement, Rojo will change its name to "Numinus Wellness Inc.". As a result of the Transaction, Salvation will become a subsidiary of Rojo and continue its business as a public company listed on the Exchange. The Company began trading on the Exchange under the symbol "NUMI".

The Company completed the Transaction on May 15, 2020.

- b) Subsequent to the six month period ended February 29, 2020, the Company issued 2,457,244 units of Penalty Warrants as part of the Special Warrants described in Note 4. Terms of the Special Warrants require the Company's common shares to be approved for listing on either the TSX Venture Exchange ("TSX-V") or the Canadian Securities Exchange ("CSE") within 200 days following the closing of the private placement (the "Qualification Date"). In the event the Qualification Date has not occurred, each unexercised Special Warrant will thereafter entitle the holder thereof to receive upon the automatic exercise thereof, at no additional cost, one-and-one-tenth (1.10) Units (instead of one Unit) and thereafter at the end of each additional thirty (30) days, each Special Warrant will be exercisable for an additional 0.02 of a Unit. Each Penalty Warrant entitled the holder to one common share and one-half share purchase warrant; each purchase warrant entitles the holder to acquire one additional share at a price of \$0.75 for a period of 18 months.

Upon completion of RTO, the Company converted the 7,677,443 Special Warrants and 2,457,244 Penalty Warrants into 10,134,687 common shares and issued 5,067,343 share purchase warrants of the Company. Each purchase warrant entitles the holder to acquire one additional share at a price of \$0.75 for a period of 18 months.

- c) Subsequent to the period ended February 29, 2020, the Company issued 1,020,000 units at \$0.25 per units for gross proceeds of \$255,000. Each unit comprises of one common share and one share purchase warrant entitling the holder to acquire one additional share at \$0.50 for a period of 18 months.
- d) Subsequent to the period ended February 29, 2020 and as part of the Transaction in Note 10(a), an aggregate of \$300,000 Convertible Debentures were converted into shares of Rojo Resources. Details as described in Note 9.
- e) Subsequent to the period ended February 29, 2020, an aggregate of \$250,000 in Shareholder Notes (Note 7) held by the

SALVATION BOTANICALS LTD.**RESTATED MANAGEMENT DISCUSSION AND ANALYSIS**

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(Unaudited and expressed in Canadian Dollars)

CEO of the Company were converted into Convertible Debentures (the “Debentures”). The Debentures are unsecured, bears interest at 10% per annum and matures on the earlier of 1) five years from the date of issuance of the convertible debenture certificate evidencing the subscription; and at the option of the Company, or 2) if the Company completes any one arm’s length financing within a 60 day period, then the principle amount of the Debenture and all accrued interest, may at the option of the Company, be converted into securities of the Company of the same type as the securities issued.

- f) Subsequent to the period ended February 29, 2020, the Company completed a private placement for gross proceeds of \$5,745,000. These funds were raised through the issuance of 22,980,000 units at a price of \$0.25 per unit with each unit consisting of one common share and one-half share purchase warrant entitling the holder to acquire one additional share at a price of \$0.50 for a period of 18 months.
- g) Subsequent to the period ended February 29, 2020, the Company settled the outstanding of notes payable and convertible debenture through the issuance of 2,320,000 common shares of the Company, valued \$580,000.
- h) Subsequent to the period ended February 29, 2020, the Company issued 1,150,000 common shares on the exercise of options for proceeds of \$280,000.
- i) Subsequent to the period ended February 29, 2020, the Company issued 674,500 common shares pursuant to the exercise of warrants for proceeds of \$332,125.
- j) Subsequent to the period ended February 29, 2020, the Company entered into a binding agreement with a creditor in respect of the settlement of \$94,500 historical trade payables (the “Debt Settlement”). The Debt Settlement will consist of the issuance of 300,000 units (the “Units”). Each Unit will be comprised of one common share of the Company and one half of one common share purchase warrant (each whole such warrant a “Warrant”). Each Warrant share be exercisable for a period of two years from issuance at a price of \$0.50 per Warrant, subject to 30 day accelerated expiry if the volume weighted average closing price of the Company’s common shares on the TSX Venture Exchange (“TSXV”) is greater than \$0.75 per common share for a period of ten consecutive trading days.
- k) Subsequent to the period ended February 29, 2020, the Company issued 600,000 share purchase warrants (the “Warrants”) to three former holders (the “Holders” and each a “Holder”) of unsecured convertible debentures of Numinus Health Corp. (formerly Numinus Wellness Inc.). The Company also issued 400,000 Warrants to a former Holder of warrants of Salvation Botanicals Ltd., in consideration of the cancellation of the same. Numinus Wellness Inc. entered into subscription agreements (the “Subscription Agreements”) with the Holders in July 2019. Pursuant to the terms of the Subscription Agreements, the Holders were entitled to receive 1,320,000 common shares (the “Common Shares”) and the 660,000 Warrants in the capital of the Company upon completion of the Company’s reverse takeover transaction (the “RTO”) with Rojo Resources Ltd. On May 15, 2020. The Common Shares were issued upon completion of the RTO and are set out in the Company’s RTO Filing Statements. Each Warrant entitles the holder to purchase one common share (the “Warrant Shares”) of the Company, as constituted on June 30, 2020, at a price of \$0.50 per Warrant Share until 3:00pm Pacific Standard Time on June 30, 2022. The Warrants are subject to a 30 day accelerated expiry if the volume weighted average closing price of the Company’s common shares on the TSX Venture Exchange (“TSXV”) is greater than \$0.75 per common share for a period of ten consecutive trading days.
- l) Subsequent to the period ended February 29, 2020, the Company issued 100,000 options to a consultant of the Company. Each option is exercisable for a period of two years from issuance at a price of \$0.395 per option and will vest immediately.

Restatement

The Company has amended and restated its unaudited condensed interim consolidated financial statements for the six months ended February 29, 2020 which were previously filed on SEDAR (the “interim financial statements”). Subsequent to the original issuance of the interim financial statements, the Company’s external auditors performed an interim review over the interim financial statements and as a result of this review, it was concluded that there were accounting errors in the previously filed interim financial statements which have been corrected retrospectively in accordance with IAS 8 “Accounting Policies, Changes in Accounting Estimates and Errors”,

SALVATION BOTANICALS LTD.
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- The short term exemption applicable upon the adoption of IFRS 16 was incorrectly applied to leases which were not short term.
- An intangible asset was incorrectly identified in the acquisition of Numinus and has been adjusted to reflect management compensation.
- Certain amounts due to related party were reclassified from accounts payable and accrued liabilities
- Certain loans were incorrectly classified as long term and were reclassified to short term in accordance with the terms of the underlying agreements.
- Disclosures were amended accordingly

The resulting corrections are noted in the adjustment column in the following tables:

Condensed Interim Consolidated Statement of Financial Position as at February 29, 2020

	Previously Reported	Adjustments	Restated
ASSETS			
Current Assets			
Cash	\$ 201,481	\$ -	\$ 201,481
Amounts receivable	144,433	-	144,433
Prepaid expenses	56,189	-	56,189
	<u>402,103</u>	-	<u>402,103</u>
Property and equipment	2,983,803	51,337	3,035,140
Long-term deposits	32,669	-	32,669
Due from related parties	144,924	-	144,924
Intangible Assets	1,273,466	(1,273,466)	-
Total Assets	\$ 4,836,965	\$ (1,222,129)	\$ 3,614,836
LIABILITIES AND EQUITY (DEFICIENCY)			
Current Liabilities			
Accounts payable and accrued liabilities	\$ 1,637,746	\$ (230,913)	\$ 1,406,833
Payroll liabilities	449,108	-	449,108
Current portion of obligations under finance lease	220,897	(61,529)	159,368
Due to related parties	280,879	300,913	581,792
Loans from third parties	-	420,781	420,781
Shareholder notes	-	471,952	471,952
	<u>2,588,630</u>	901,204	<u>3,489,834</u>
Convertible debenture	300,000	-	300,000
Loans from third parties	540,781	(540,781)	-
Obligations under finance lease	335,504	114,869	450,373
Shareholder notes	421,952	(421,952)	-
Total Liabilities	4,186,867	53,340	4,240,207
Equity (Deficiency)			
Capital stock	5,516,691	-	5,516,691
Reserves	10,190,808	-	10,190,808
Deficit	(15,057,401)	(1,275,469)	(16,332,870)
	<u>650,098</u>	<u>(1,275,469)</u>	<u>(625,371)</u>
Total Liabilities and Equity (Deficiency)	\$ 4,836,965	\$ (1,222,129)	\$ 3,614,836

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Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

	For the three months ended February 29, 2020		
	Previously Reported	Adjustments	Restated
Revenues	\$ 259,489	\$ -	\$ 259,489
Cost of goods sold	155,032	(1)	155,031
Gross profit (loss)	<u>104,457</u>	1	<u>104,458</u>
Operating Expenses			
Depreciation	96,228	4,008	100,236
General and administration	598,248	(21,288)	576,960
Sales and marketing	24,631	(7,500)	17,131
Share-based payments	162,391	1,273,466	1,435,857
Inventory impairment	-	5,089	5,089
Total operating expenses	<u>(881,498)</u>	<u>(1,253,775)</u>	<u>(2,135,273)</u>
Loss from operations	(777,041)	(1,253,774)	(2,030,815)
Other income (expenses)			
Inventory impairment	(5,089)	5,089	-
Interest expense and other finance costs	(15,226)	(28,279)	(43,505)
Interest and other finance income	4,875	1,497	6,372
Loss before income taxes	<u>(792,480)</u>	<u>(1,275,467)</u>	<u>(2,067,948)</u>
Loss and comprehensive loss for the period	\$ (792,480)	\$ (1,275,467)	\$ (2,067,948)
Loss per common share, basic and diluted	\$ (0.02)		\$ (0.04)
Weighted average number of common shares outstanding, basic and diluted	49,752,000		49,752,000

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RESTATED MANAGEMENT DISCUSSION AND ANALYSIS

For the three and six month ended February 29, 2020
(Unaudited and expressed in Canadian Dollars)

	<u>For the six months ended February 29, 2020</u>		
	<u>Previously Reported</u>	<u>Adjustments</u>	<u>Restated</u>
Revenues	\$ 393,904	\$ -	\$ 393,904
Cost of goods sold	223,229	-	223,229
Gross profit (loss)	<u>170,675</u>	-	<u>170,675</u>
Operating expenses			
Depreciation	211,802	4,008	215,810
General and administration	1,417,133	(21,288)	1,395,845
Sales and marketing	30,315	(7,500)	22,815
Share-based payments	179,725	1,273,466	1,453,191
Inventory impairment	-	5,089	5,089
Total operating expenses	<u>(1,838,975)</u>	<u>(1,253,775)</u>	<u>(3,092,750)</u>
Loss from operations	(1,668,300)	(1,253,775)	(2,922,075)
Other income (expenses)			
Income tax recovery (expense)	(6,240)	6,240	-
Inventory impairment	(5,089)	5,089	-
Interest expense and other finance costs	(26,309)	(28,279)	(54,588)
Interest and other finance income	2,207	1,497	3,704
Loss before income taxes	<u>(1,703,731)</u>	<u>(1,269,228)</u>	<u>(2,972,959)</u>
Income tax recovery (expense)	-	6,240	(6,240)
Loss and comprehensive loss for the period	<u>\$ (1,703,731)</u>	<u>\$ (1,262,988)</u>	<u>\$ (2,979,199)</u>
Loss per common share, basic and diluted	\$ (0.03)		\$ (0.06)
Weighted average number of common shares outstanding, basic and diluted	50,882,580		50,882,580

SALVATION BOTANICALS LTD.
RESTATED MANAGEMENT DISCUSSION AND ANALYSIS
For the three and six month ended February 29, 2020
(Unaudited and expressed in Canadian Dollars)

Condensed Interim Consolidated Statements of Cash Flows

	<u>For the six months ended February 29, 2020</u>		
	<u>Previously</u>		
	<u>Reported</u>	<u>Adjustments</u>	<u>Restated</u>
Cash flows from operating activities:			
Net loss	\$ (1,703,731)	\$ (1,275,468)	\$ (2,979,199)
Item not affecting cash:			
Depreciation	211,802	4,008	215,810
Share-based payments	179,725	1,273,466	1,453,191
Interest expense	26,309	28,279	54,588
Inventory impairment	5,089	-	5,089
Changes in non-cash working capital:			
Amounts receivable	11,488	-	11,488
Inventory	1,402	-	1,402
Prepaid expenses	48,417	-	48,417
Accounts payable and accrued liabilities	764,671	(350,123)	414,548
Due to related parties	-	247,805	247,805
Cash used in operating activities	(454,828)	(72,033)	(526,861)
Cash flows from investing activities:			
Cash from acquisition of Numinus Wellness Inc.	61,341	-	61,341
Purchase of property and equipment	(49,888)	42,099	(7,789)
Cash generated by investing activities	11,453	42,099	53,552
Cash flows from financing activities:			
Issuance of common shares, net of share issue costs	307,800	-	307,800
Lease payment	(100,603)	(42,394)	(142,997)
Loans	400,781	19,219	420,000
Shareholder notes	-	50,000	50,000
Loan to Numinus (Note 1)	-	(50,000)	(50,000)
Due to related parties	(53,109)	53,109	-
Cash generated by financing activities	554,869	29,934	584,803
Change in cash during the period	111,494	-	111,494
Cash, beginning of the period	89,987	-	89,987
Cash, end of the period	\$ 201,481	\$ -	\$ 201,481

CERTIFICATE OF NUMINUS WELLNESS INC.

Dated: December 10, 2020

This short form prospectus, together with the documents incorporated 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 in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Nova Scotia, New Brunswick, Newfoundland and Labrador and Prince Edward Island.

(Signed) "*Payton Nyquvest*"
Chief Executive Officer

(Signed) "*John Fong*"
Chief Financial Officer

On Behalf of the Board of Directors

(Signed) "*Allen Morishita*"
Director

(Signed) "*Larry Timlick*"
Director

CERTIFICATE OF THE UNDERWRITERS

Dated: December 10, 2020

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated 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 in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Nova Scotia, New Brunswick, Newfoundland and Labrador and Prince Edward Island.

CANACCORD GENUITY CORP.

(Signed) "*Jamie Brown*"

Jamie Brown
Vice Chairman, Managing Director
Investment Banking

EIGHT CAPITAL

(Signed) "*Elizabeth Staltari*"

Elizabeth Staltari
Managing Director
Investment Banking