

FORM 1
Start-up Crowdfunding Registration and Prospectus Exemptions
OFFERING DOCUMENT
ORGANIC MEDICAL GROWTH OMG3 INC. (“OMG” or “Issuer”)

Item 1: RISKS OF INVESTING

No securities regulatory authority or regulator has assessed reviewed or approved the merits of these securities or reviewed this offering document. Any representation to the contrary is an offence. This is a risky investment.

Item 2: THE ISSUER

2.1 Provide the following information for the issuer:

(a) Full legal name as it appears in the issuer's organizing documents:

Organic Medical Growth OMG3 Inc.

(b) Head office address:

230 Notre-Dame Street West, Montréal, Quebec, Canada H2Y 1T3

(c) Telephone:

514-710-2805

(d) Fax :

Not applicable

(e) Website URL:

<https://www.organicmedicalgrowth.com/>

2.2 Provide the following information for a contact person of the issuer who is able to answer questions from purchasers and security regulatory authority or regulator:

(a) Full legal name (first name, middle name and last name):

Jorge Alberto Diaz Atehortua

(b) Position held with the issuer:

President and Director

(c) Business address:

230 Notre-Dame Street West, Montréal, Quebec, Canada H2Y 1T3

(d) Business telephone:

514-710-2805

(e) Fax:

Not applicable.

(f) Business e-mail:

jd@organicmedicalgrowth.com

Item 3: BUSINESS OVERVIEW

A more detailed description of the issuer's business is provided below.

Summary of Issuer's Business:

OMG is a Canadian corporation and investment holding company focused on the production, transformation and distribution of high-quality organically sourced Cannabidiol oil ("**CBD oil**") for medical purposes and other cannabis derivative products from organic certified farms in Colombia. OMG has developed and is currently implementing a unique vertically integrated cannabis production investment model ("**CPIM**") for Colombia for the purpose of empowering, purchasing, transforming, distributing and exporting the production of multiple LPs which own licenses issued by the Colombian governmental authorities to produce cannabis throughout Colombia.

Item 4: Management

4.1 Provide the information in the following table for each promoter, director, officer and control person of the issuer:

Full legal name municipality of residence and position at issuer	Principal occupation for the last five years	Expertise, education, and experience that is relevant to the issuer's business	Number and type of securities of the issuer owned	Date securities were acquired and price paid for the securities	Percentage of the issuer's securities held as of the date of this offering document
Jorge Alberto Diaz Atehortua Montreal Director and President	Founder and President Domäne Investment Group Inc.	MBA, Financial Engineer Graduate. Advisor of Colombian President; Business Development Technology; Mining, Agribusiness Sector.	1,666,666 common shares	December 7, 2018 \$1	3.55% on a fully diluted basis

Full legal name municipality of residence and position at issuer	Principal occupation for the last five years	Expertise, education, and experience that is relevant to the issuer's business	Number and type of securities of the issuer owned	Date securities were acquired and price paid for the securities	Percentage of the issuer's securities held as of the date of this offering document
André Halley Montreal Director and Chairman of the Board of Directors	Executive Chairman of Prevtect Microbia Inc.; Chairman of the Board at 2KLIC Inc.; Executive Chairman of Prevtect Microbia Inc.; Board member of Konnect Mobile Inc.; Chairman of the Advisory Board, EERS; Board member of the Alzheimer Society of Canada.	Member of various boards; Held various advisory positions with 40 years of experience in the field of telecommunication s; Former Vice-President with Bell Canada, Vice-President Europe Middle East & Africa for Teleglobe Canada, Executive Vice-President with Orbcomm Global and CEO of TIW Asia.	100,000 common shares	March 29, 2019, \$0.05	0.2% on a fully diluted basis
Tara Asfour Montreal Executive Vice President	Chief Development Officer for FairGreen Capital Partners and managing director for North America.	More than 10 years of management and strategy development experience; Holds an MBA from Herzing University and an undergraduate degree in Political Sciences from Concordia.	N/A	N/A	N/A

Full legal name municipality of residence and position at issuer	Principal occupation for the last five years	Expertise, education, and experience that is relevant to the issuer's business	Number and type of securities of the issuer owned	Date securities were acquired and price paid for the securities	Percentage of the issuer's securities held as of the date of this offering document
Pilar Acosta Montreal Vice President Legal & Corporate Montreal	Corporate & governor at Central America Nickel Inc./ Hitlab Inc./	Expert in corporate governance and in supporting private placements transactions in Canada, securities administration and going public transactions in various industries such as mining, technology and agribusiness. Managed business relations for international public private partnership (PPP). Supported international alliances, joint ventures transactions, subsidiaries incorporation and acquisitions in Cuba, Bolivia and other parts of Central and South America. An accredited Colombian lawyer and MSc in Globalization, Sustainable development and social regulation (University of Lausanne, Switzerland).	1,666,666	December 7, 2018 \$1,00	3.55% on a fully diluted basis
Marija Zivkovic Montreal Communications & Investor Relations Manager	Marketing consultant at Central America Nickel Inc. and Auxico Resources Canada Inc.	Held positions in Corporate Strategy and Business Development, Marketing Communications, PR & Corporate Communications and CSR, in both private and public sector; Graduated Political Sciences, Diplomacy and International Relations (University of Montenegro).	N/A	N/A	N/A

4.2 State whether each person listed in item 4.1 or the issuer, as the case may be:

(a) has ever, pled guilty to or been found guilty of:

(i) a summary conviction or indictable offence under the *Criminal Code* (R.S.C., 1985, c. C-46) of Canada:

Not Applicable.

(ii) a quasi-criminal offence in any jurisdiction of Canada or a foreign jurisdiction:

Not Applicable.

(iii) a misdemeanour or felony under the criminal legislation of the United States of America, or any state or territory therein:

Not Applicable.

(iv) an offence under the criminal legislation of any other foreign jurisdiction:

Not Applicable.

(b) is or has been the subject of an order (cease trade or otherwise), judgment, decree, sanction, or administrative penalty imposed by a government agency, administrative agency, self-regulatory organization, civil court, or administrative court of Canada or a foreign jurisdiction in the last ten years related to his or her involvement in any type of business, securities, insurance or banking activity:

Not Applicable.

(c) is or has been the subject of a bankruptcy or insolvency proceeding:

Not Applicable.

(d) is a director or executive officer of an issuer that is or has been subject to a proceeding described in paragraphs (a), (b) or (c) above:

Not Applicable.

Item 5: START-UP CROWDFUNDING DISTRIBUTION

5.1 Provide the name of the funding portal the issuer is using to conduct its start-up crowdfunding distribution.

Liquid Crowd (liquidcrowd.ca)

5.2 List the name of all the participating jurisdictions (Canadian province or territory) where the issuer intends to raise funds and make this offering document available.

New Brunswick, Quebec, Manitoba and British Columbia.

5.3 Provide the following information with respect to the start-up crowdfunding distribution:

- (a) the date before which the issuer must have raised the minimum offering amount for the closing of the distribution (no later than 90 days after the date this offering document is made available on the funding portal):

September 4th, 2019

- (b) the date(s) and description of any amendment(s) made to this offering document, if any.

Not Applicable.

5.4 Indicate the type of eligible securities offered.

Convertible debentures convertible into common shares of OMG.

5.5 The eligible securities offered provide the following rights (choose all that apply):

☐ Voting rights,

☐ Dividends or interests (describe any right to receive dividends or interest),

☐ Rights on dissolution,

☒ Conversion rights (describe what each security is convertible into),

☐ Other (describe the rights).

Conversion rights

The Issuer shall have the right at all time prior to the maturity date, which is 48 months from the date of issuance of the convertible debenture (the "**Maturity Date**"), to convert the principal amount of the convertible debenture into common shares of the Issuer at the conversion price of \$0.25 per share, all upon and subject to the terms of the convertible debenture attached hereto as Schedule A. Upon any conversion of the convertible debenture at the option of the Issuer prior to the Maturity Date, all interest accrued thereon shall be forfeited.

5.6 Provide a brief summary of any other material restrictions or conditions that attach to the eligible securities being offered, such as tag-along, drag along or pre-emptive rights.

Not Applicable.

5.7 In a table, provide the following information:

	Total amount (\$)	Total number of eligible securities issuable
Minimum offering amount	\$10,000	25,000
Maximum offering amount	\$200,000	800,000
Price per eligible security	\$0.25	

5.8 Indicate the minimum investment amount per purchaser, if any:

\$125 per purchaser.

Note: The minimum offering amount stated in this offering document may be satisfied with funds that are unconditionally available to OMG that are raised by concurrent distributions using other prospectus exemptions without having to amend this offering document.

Item 6: ISSUER'S BUSINESS

6.1 Describe the issuer's business. Provide details about the issuer's industry and operations.

Summary of Issuer's Business

OMG is a Canadian corporation and investment holding company focused on the production, transformation and distribution of high-quality organically sourced CBD oil for medical purposes and other cannabis derivative products from organic certified farms in Colombia through affiliations with licensed producers ("**LPs**"), laboratories, a strategic partner and distributors.

OMG has developed and is currently implementing a unique vertically integrated CPIM for Colombia for the purpose of empowering, purchasing, transforming, distributing and exporting the production of multiple LPs which own licenses issued by the Colombian governmental authorities to produce cannabis throughout Colombia.

OMG controls 100% of OMG Colombia S.A.S a duly registered Colombian company, that pursue the achievement of OMG's objective in Colombia as it pertains to the production of CBD oil, manufacture, commercialization and distribution of cannabis related products for medicinal, therapeutic and cosmetic purposes.

OMG and OMG Colombia have signed a joint venture agreement with Salutti S.A.S. ("**Salutti**"), a Colombian company that owns 100% of Ortix S.A.S. ("**Ortix**"), for the exclusive distribution of CBD oil and cannabis related products for medicinal, therapeutic and cosmetic purposes. Ortix acts as a distribution company for Salutti and has a network of 7,850 points of sales in Colombia, including institutional channels, wholesales channels and specialized stores (the "**Distribution Agreement**").

OMG has signed a manufacture agreement with Laboratorios Vitalite that has developed formulas for the manufacture of CBD related products including gels, creams and ointments that will be branded under the OMG brand and distributed by Salutti. This activity will be governed by the Distribution Agreement in Colombia with the permission granted by Invima, the local sanitary authority for the distribution of products.

OMG has entered into a service agreement with a strategic partner Next Green Wave Holdings Inc. ("**NGW**"). NGW will provide OMG the complement on nursery, cultivation and extraction related to the cannabis production, NGW is a corporation that produces and supplies medical cannabis products throughout the State of California (US).

OMG has also signed a distribution master agreement with Endoca, a company registered in the Netherlands, for the exclusive distribution of its products in Colombia, Brazil, Argentina and Peru.

Organizational Structure of the Issuer

OMG has cast a wide net in the Colombian cannabis sector with the intent to control, purchasing, distributing and exporting CBD oil and derivatives throughout Colombia. In order to do so, OMG has affiliated itself, in varying degrees, to LPs, laboratories, a strategic partner and distributors as detailed below.

Colombia

1. Cannabis Growth

OMG is initially focused on funding production of the cannabis oil, rather than the acquisition of companies with licenses. The diversification of the different partnerships with accredited licensees, addresses the risk that may pose by the cancellation of any license by the Colombian Government.

OMG has developed and is currently implementing a unique vertically integrated CPIM for Colombia and international markets for the purpose of empowering, purchasing, transforming, distributing and exporting the production of multiple LPs which own licenses issued by the Colombian governmental authorities to produce cannabis throughout Colombia.

The CPIM is structured as follows:

- OMG Colombia, the wholly-owned subsidiary of OMG, will finance all the costs associated to the production of cannabis of its LPs;
- The LPs will adopt OMG's standard operating procedures in order for OMG to ensure both the cost of production as well as the quality of the product;
- The LPs will give OMG exclusive rights to purchase the production;
- In consideration for this financing, OMG Colombia will receive 70% of the EBITDA while 30% will go to the LP. After OMG has recovered the total investment, the profit will be shared 50% to each partner;
- OMG will provide partner LPs with exclusive off-take right agreements allowing LPs to extend their production to their full capacity as included in the quota attributed to their license.

OMG's CPIM is based on establishing a Production Unit (PU) with an infrastructure organized in an area from 0.5 to 1 hectare each (80,000 square feet), having an average of 6,000 plants per hectare, for an average of 350 grs biomass per plant from which a production of 12% CBD oil per plant is expected. The average cost to set up each PU is \$1.2 million USD (this includes land preparation, greenhouses installation, water, energy etc.).

OMG has also entered into a joint venture agreement with Cannabolland Cluster S.A.S ("**Cannabolland**"), a vertical biotech cluster based in Piedemonte Llanero region, Meta (Colombia) that groups companies with licenses for the cultivation, transformation and export of CBD oil and other cannabis-based products and derivatives. OMG wants to formalize the same CPIM for Cannabolland, and with licensed partners in order to expand the off-take right on the cannabis production.

2. Technology

According to the services agreement signed with NGW on March 14, 2019, OMG will receive commercial strategic support from NGW in exchange for 4,100,000 common shares or 10% of the Issuer's outstanding shares and 2,050,000 options granted or 5% of the Issuer outstanding shares in addition to the subscription by NGW which took place on March 14, 2019 for 2,000,000 common shares of the Issuer at \$0,25 as strategic partner, that will be issued according to the ESOP plan that will be approved by the BOD in the next days. This will include adoption of nursery, cultivation and extraction techniques that will enable OMG to maintain compliance with Good Manufacturing Practices as well as the help to plan and design of necessary infrastructure for outdoor and indoor facilities. The agreement includes the

implementation of NGW's biotech proprietary products, including Intrexon's Boticelli™ tissue culture platform.

3. Cannabis Distribution of OMG Branded Products

OMG and OMG Colombia have signed a joint venture agreement with Salutti for the exclusive distribution of CBD oil and Cannabis related products for medicinal, therapeutic and cosmetic purposes. Ortix acts as a distribution company for Salutti and has a network of 7,850 points of sales in Colombia, including institutional channels, wholesales channels and specialized stores.

OMG has signed a manufacture agreement with Laboratorios Vitalite that has developed formulas for the manufacture of CBD related products including gels, creams and ointments that will be branded under the OMG brand and distributed by Salutti. This activity will be governed by the Distribution Agreement with the permission granted by Invima, the local sanitary authority for the distribution of products.

4. Distribution Network

The Distribution Agreement signed by Salutti, OMG and OMG Colombia, will provide OMG with shelf space in 7,830 pharmacies in Colombia, according to agreements that are already in place between Ortix and the following groups: La Rebaja and Coopidrogas. OMG has also signed a master distribution agreement with Endoca, a company registered in the Netherlands, for the exclusive distribution of its products in Colombia, Brazil, Argentina and Peru.

In addition, OMG is finalizing the terms of agreements with Isodiol, Dr. Kirkland and Elixinol for the distribution of their products within this network. The agreement with Ortix could prove a gateway to other countries in Latin America as Ortix has similar agreements with pharmaceutical chains located in Argentina, Peru, Ecuador, Panama, Brazil and Uruguay.

- 6.2 Describe the legal structure of the issuer and indicate the jurisdiction where the issuer is incorporated or organized:

The Issuer was incorporated under the *Canada Business Corporations Act* on December 7, 2018.

OMG Colombia S.A.S was incorporated under the laws of Colombia, on March 29, 2019. OMG controls 100% of OMG Colombia S.A.S a duly registered Colombian company, that pursue the achievement of OMG's objective in Colombia as it pertains to the production of CBD oil, manufacture, commercialization and distribution of cannabis related products for medicinal, therapeutic and cosmetic purposes.

- 6.3 Indicate where the issuer's articles of incorporation, limited partnership agreement, shareholder agreement or similar document are available to purchasers:

These documents are available at the Issuer's head office: 230 Notre-Dame Street West, Montréal, Quebec, Canada H2Y 1T3.

- 6.4 Indicate which statement(s) best describe the issuer's operations (select all that apply):

- ☒ Has never conducted operations,
- ☐ Is in the development stage,
- ☐ Is currently conducting operations,
- ☐ Has shown profit in the last financial year.

6.5 Indicate whether the issuer has financial statements available.

The Issuer has financial statements available for the period from December 7, 2018 (incorporation) to December 31, 2018 and the financial statements for the 3 months ended March 31, 2019.

Information for purchasers: If you receive financial statements from an issuer conducting a start-up crowdfunding distribution, you should know that those financial statements have not been provided to or reviewed by a securities regulatory authority or regulator. They are not part of this offering document. You should ask the issuer which accounting standards were used to prepare the financial statements and whether the financial statements have been audited. You should also consider seeking advice of an accountant or an independent financial adviser about the information in the financial statements.

6.6 Describe the number and type of securities of the issuer outstanding as at the date of the offering document. If there are securities outstanding other than the eligible securities being offered, describe those securities.

As of the date of the offering document and prior to the issuance of the convertible debentures, the Issuer has 47,100,000 common shares issued and outstanding.

Item 7: USE OF FUNDS

7.1 Provide information on all funds previously raised and how they were used by the issuer.

As of the date of the offering document, the Issuer has raised approximately \$2,000,000, net of fees directly related to such financing. Of that amount, approximately \$1,500,000 has been spent on operating expenses and the remaining amount (approximately 500,000) is held in cash and restricted cash. The Issuer has not previously raised funds under the start-up crowdfunding exemption.

7.2 Using the following table, provide a detailed breakdown of how the issuer will use the funds from this start-up crowdfunding distribution. If any of the funds will be paid directly or indirectly to a promoter, director, officer or control person of the issuer, disclose in a note to the table the name of the person, the relationship to the issuer and the amount. If more than 10% of the available funds will be used by the issuer to pay debt and the issuer incurred the debt within the two preceding financial years, describe why the debt was incurred.

Description of intended use of funds listed in order or priority	Total amount (\$)	
	Assuming minimum offering amount	Assuming maximum offering amount ¹
Working Capital in Canada	\$0	\$210,000
Liquid Crowd Fee	\$10,000	\$30,000

¹ The issuer will continue to raise capital concurrently to this offering using other available prospectus exemptions. While it is limited to raising \$250,000, twice per calendar year, using this Start-up Crowdfunding Offering, it may raise more than \$50,000,000 in the calendar year via such other available prospectus exemptions.

Item 8: PREVIOUS START-UP CROWDFUNDING DISTRIBUTIONS

- 8.1 For each start-up crowdfunding distribution in which the issuer and each promoter, director, officer and control person of the issuer have been involved in any of the participating jurisdictions in the past five years, provide the information below:

No such person has participated in any previous start-up crowdfunding distributions in the past five years.

- (a) the full legal name of the issuer that made the distribution:

Not Applicable.

- (b) the name of the funding portal:

Not Applicable

- (c) whether the distribution successfully closed, was withdrawn by the issuer or did not close because the minimum offering amount was not reached and the date on which any of these occurred:

Not Applicable.

Item 9: COMPENSATION PAID TO FUNDING PORTAL

- 9.1 Describe the commission, fee and any other amounts expected to be paid by the issuer to the funding portal for this start-up crowdfunding distribution.

The Issuer has agreed to pay:

- (a) a set-up fee in the amount of \$10,000 and 0.28% of the Issuer's post financing in warrants, each warrant shall be exercisable for one (1) common share of the share capital of the Issuer for a period of three (3) years from the closing of the offering at a strike price equal to \$0.25.
- (b) The following success fee:
- 25 investors: \$5,000 and 214.285 warrants;
 - 50 investors: \$5,000 and 214.285 warrants;
 - 75 investors: \$5,000 and 214.285 warrants;
 - 100 investors: \$5,000 and 214.285 warrants;
 - 125 investors: \$5,000 and 214.285 warrants;
 - 150 investors or \$250,000 raised: \$5,000 and 214.285 warrants.

Item 10: RISK FACTORS

- 10.1 Describe in order of importance, starting with the most important, the main risks of investing in the issuer's business for the purchasers.

Due to the nature of the Issuer's business, the legal and economic climate in which it operates and its present stage of development, the Issuer is subject to significant risks. The risks presented below should not be considered to be exhaustive and may not be all of the risks that

the Issuer may face. The Issuer's future development and operating results may be very different from those expected as at the date of this Offering Document. Additional risks and uncertainties not presently known to the Issuer or that the Issuer currently considers immaterial may also impair the business and operations of the Issuer. If any of the following or other risks occur, the Issuer's business, prospects, financial condition, results of operations and cash flows could be materially adversely impacted. In that event, the investors could lose all or part of their investment. There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the risks described below or other unforeseen risks. Readers should carefully consider all such risks and other information elsewhere in this Offering Document before making an investment in the Issuer and should not rely upon forward-looking statements as a prediction of future results. Risk factors relating to the Issuer include, but are not limited to, the factors set out below.

Business Risks

Dependence upon Third Parties' Agreements, Licences and Authorizations

As a result of the agreements entered into with each of Next Green Wave, and other third party licenses sublicensed to the Issuer, the business and ability of the Issuer may be adversely affected by changes in the business, market price, directors, officers or employees of said companies. The Issuer is dependent upon each of Salutti, Next Green Wave, the LPs and Cannabolland for its ability to grow and sell medical cannabis and other products derived therefrom in Colombia, and other jurisdictions where licensing is required. Failure to comply with the requirements of these licences or any failure to obtain or maintain those licences could have a material adverse impact on the business, financial condition and operating results of the Issuer. There can be no guarantee that a licence will be issued, extended or renewed or, if issued, extended or renewed, that they will be issued, extended or renewed on terms that are favourable to the Issuer. Should a licence not be issued, extended or renewed or should it be issued or renewed on terms that are less favourable to the Issuer than anticipated, the business, financial condition and results of the operations of the Issuer could be materially adversely affected.

Change of Cannabis Laws, Regulations, and Guidelines

Cannabis laws and regulations are dynamic and subject to evolving interpretations which could require the Issuer to incur substantial costs associated with compliance or alter certain aspects of its business plan. It is also possible that regulations may be enacted in the future that will be directly applicable to certain aspects of the Issuer's businesses. The Issuer cannot predict the nature of any future laws, regulations, interpretations or applications, nor can it determine what effect additional governmental regulations or administrative policies and procedures, when and if promulgated, could have on the Issuer's business. Management expects that the legislative and regulatory environment in the cannabis industry in Colombia, and internationally will continue to be dynamic and will require innovative solutions to try to comply with this changing legal landscape in this nascent industry for the foreseeable future. Compliance with any such legislation may have a material adverse effect on the Issuer's business, financial condition and results of operations.

Public opinion can also exert a significant influence over the regulation of the cannabis industry. A negative shift in the public's perception of the cannabis industry could affect future legislation or regulation in different jurisdictions.

Demand for Cannabis and Derivative Products

The legal cannabis industry in Colombia is at an early stage of its development. Consumer perceptions regarding legality, morality, consumption, safety, efficacy and quality of medicinal cannabis are mixed and evolving and can be significantly influenced by scientific research or

findings, regulatory investigations, litigation, media attention and other publicity regarding the consumption of medicinal cannabis 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 medicinal cannabis 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 medicinal cannabis and on the business, results of operations, financial condition and cash flows of the Issuer. Further, adverse publicity reports or other media attention regarding cannabis in general, or associating the consumption of medicinal cannabis with illness or other negative effects or events, could have such a material adverse effect. Public opinion and support for medicinal cannabis use has traditionally been inconsistent and varies from jurisdiction to jurisdiction. The Issuer's ability to gain and increase market acceptance of its business may require substantial expenditures on investor relations, strategic relationships and marketing initiatives. There can be no assurance that such initiatives will be successful and their failure to materialize into significant demand may have an adverse effect on the Issuer's financial condition.

Product Liability

As a distributor of products designed to be used by humans, the Issuer faces an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused bodily harm or injury. In addition, the sale of the Issuer's products involves the risk of injury to consumers due to tampering by unauthorized third parties or product contamination. Adverse reactions resulting from human consumption of the Issuer's products alone or in combination with other medications or substances could occur. The Issuer may be subject to various product liability claims, including, among others, that the Issuer's products caused injury or illness, include inadequate instructions for use or include inadequate warnings concerning health risks, possible side effects or interactions with other substances. A product liability claim or regulatory action against the Issuer could result in increased costs, could adversely affect the Issuer'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 Issuer. There can be no assurances that the Issuer 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. The inability to obtain sufficient insurance coverage on reasonable terms or to otherwise protect against potential product liability claims could prevent or inhibit the commercialization of the Issuer's potential products.

Product Recalls

Manufacturers and distributors of products are sometimes subject to the recall or return of their products for a variety of reasons, including product defects, such as contamination, unintended harmful side effects or interactions with other substances, packaging safety and inadequate or inaccurate labelling disclosure. If any of the Issuer's products are recalled due to an alleged product defect or for any other reason, the Issuer could be required to incur the unexpected expense of the recall and any legal proceedings that might arise in connection with the recall. The Issuer 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 Issuer has 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 Issuer's products are subject to recall, the reputation of the Issuer could be harmed. A recall for any of the foregoing reasons could lead to decreased demand for the Issuer's products and could have a material adverse effect on the results of operations and financial condition of the Issuer. Additionally, product recalls may lead to increased scrutiny of the Issuer's operations by

regulatory agencies, requiring further management attention, potential loss of applicable licences, and potential legal fees and other expenses.

Regulatory Compliance Risks

Achievement of the Issuer's business objectives is contingent, in part, upon compliance with regulatory requirements enacted by governmental authorities and obtaining all regulatory approvals, where necessary, for the sale of its products. The Issuer may not be able to obtain or maintain the necessary licences, permits, quotas, authorizations or accreditations to operate its business, or may only be able to do so at great cost. The Issuer 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 local governmental authorities.

The officers and directors of the Issuer must rely, to a great extent, on the Issuer's Colombian counsels and local consultants retained by the Issuer in order to keep abreast of material legal, regulatory and governmental developments as they pertain to and affect the Issuer's business operations, and to assist the Issuer with its governmental relations. The Issuer must rely, to some extent, on those members of management and the board who have previous experience working and conducting business in Colombia in order to enhance its understanding of and appreciation for the local business culture and practices in Colombia. The Issuer also relies on the advice of local experts and professionals in connection with any current and new regulations that develop in respect of banking, financing and tax matters in Colombia. Any developments or changes in such legal, regulatory or governmental requirements or in local business practices in Colombia are beyond the control of the Issuer and may adversely affect its business.

The Issuer will incur ongoing costs and obligations related to regulatory compliance. Failure to comply with applicable laws, regulations and permitting 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 Issuer 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. In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Issuer'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 Issuer.

Retention and Acquisition of Skilled Personnel

The loss of any member of the Issuer's management team, could have a material adverse effect on its business and results of operations. In addition, the inability to hire or the increased costs of hiring new personnel, including members of executive management, could have a material adverse effect on the Issuer's business and operating results. The expansion of marketing and sales of its products will require the Issuer 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 Issuer 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 a significant amount of time before they achieve full productivity. As a result, the Issuer may incur significant costs to attract and retain employees, including significant expenditures related to salaries and benefits and compensation expenses issued in connection 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, as the Issuer moves into new jurisdictions, it will need to attract and recruit skilled employees in those new areas.

Risks Inherent in an Agricultural Business

Through the LPs, the Issuer's business involves the growing of cannabis, which is an agricultural product. The occurrence of severe adverse weather conditions, especially droughts or floods is unpredictable and may have a potentially devastating impact on agricultural production, and may otherwise adversely affect the supply of cannabis. Adverse weather conditions may be exacerbated by the effects of climate change and may result in the introduction and increased frequency of pests and diseases. The effects of severe adverse weather conditions may reduce the Issuer's yields or require the Issuer to increase its level of investment to maintain yields. Additionally, higher than average temperatures and rainfall can contribute to an increased presence of insects and pests, which could negatively affect cannabis crops. Future droughts could reduce the yield and quality of the Issuer's cannabis production, which could materially and adversely affect the Issuer's business, financial condition and results of operations.

The occurrence and effects of plant disease, insects and pests can be unpredictable and devastating to agricultural, potentially rendering all or a substantial portion of the affected harvests unsuitable for sale. Even when only a portion of the production is damaged, the Issuer's results of operations could be adversely affected because all or a substantial portion of the production costs may have been incurred. Although some plant diseases are treatable, the cost of treatment can be high and such events could adversely affect the Issuer's operating results and financial condition. Furthermore, if the Issuer fails to control a given plant disease and the production is threatened, the Issuer may be unable to adequately supply its customers, which could adversely affect its business, financial condition and results of operations. There can be no assurance that natural elements will not have a material adverse effect on production.

Supply of Cannabis Seeds

If for any reason the supply of cannabis seeds is ceased or delayed, the Issuer would have to seek alternate suppliers and obtain all necessary authorization for the new seeds. If replacement seeds cannot be obtained at comparable prices, or at all, or if the necessary authorizations are not obtained, the Issuer's business, financial condition and results of operations would be materially and adversely affected.

Limited Operating History

The Issuer is an early stage company, founded in 2018, and as a result, it has no operating history upon which its business and future prospects may be evaluated. The Issuer will be subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that it will not achieve its operating goals. In order for the Issuer to meet its future operating and debt service requirements, the Issuer will need to be successful in its growing, marketing and sales efforts of its products. Additionally, where the Issuer experiences increased sales, the Issuer's current operational infrastructure may require changes to scale the Issuer's business efficiently and effectively to keep pace with demand, and achieve long-term profitability. If the Issuer's products and services are not accepted by new customers, the Issuer's operating results may be materially and adversely affected.

Managing Growth

In order to manage growth and changes in strategy effectively, the Issuer must: (a) maintain adequate systems to meet customer demand; (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 Issuer expects to invest its earnings and capital to support its growth, but may incur additional unexpected costs. If the Issuer incurs

unexpected costs it may not be able to expand quickly enough to capitalize on potential market opportunities.

Legal and Regulatory Proceedings

From time to time, the Issuer 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. The Issuer 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 Issuer's financial results.

The Issuer's participation in the cannabis industry may lead to litigation, formal or informal complaints, enforcement actions, and inquiries by third parties, other companies and/or various governmental authorities against the Issuer. Litigation, complaints, and enforcement actions involving the Issuer could consume considerable amounts of financial and other corporate resources, which could have an adverse effect on the Issuer's future cash flows, earnings, results of operations and financial condition.

Competition

The Issuer will face intense competition from other companies, some of which have longer operating histories and more financial resources and manufacturing and marketing experience than the Issuer. Increased competition by larger and better financed competitors could materially and adversely affect the proposed business, financial condition and results of operations of the Issuer. Because of the early stage of the industry in which the Issuer operates, the Issuer expects to face additional competition from new entrants. If the number of users of medicinal cannabis products in the countries in which the Issuer will operate its business increases, the demand for products will increase and the Issuer expects that competition will become more intense, as current and future competitors begin to offer an increasing number of diversified products. To remain competitive, the Issuer will require a continued high level of investment in research and development, marketing, sales and client support. The Issuer may not have sufficient resources to maintain research and development, marketing, sales and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of its operations.

Ability to Establish and Maintain Bank Accounts

There is a risk that banking institutions in countries where the Issuer operates will not open accounts for the Issuer or will not accept payments or deposits from proceeds related to the cannabis industry. Such risks could increase costs for the Issuer or prevent the Issuer from expanding into certain jurisdictions.

Insurance Coverage

The Issuer's business is subject to a number of risks and hazards generally, including adverse environmental conditions, accidents, labour disputes and changes in the regulatory environment. Such occurrences could result in damage to assets, personal injury or death, environmental damage, delays in operations, monetary losses and possible legal liability. Although the Issuer intends on maintaining insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations. The Issuer may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against

risks such as environmental pollution or other hazards encountered in the operations of the Issuer is not generally available on acceptable terms. The Issuer might also become subject to liability for pollution or other hazards which may not be insured against or which the Issuer may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Issuer to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Changes in Termination of LPs agreement/ license

Colombian cannabis licences are granted on a non-transferable, non-exchangeable and non-assignable basis. Any breach of this restriction may give rise to unilateral termination of the license by the governmental authority.

Notwithstanding the above, Colombian laws do not provide for specific regulations or restrictions regarding the effects of a change in control, modification of the corporate structure, issuance of shares, or any changes in holders or final beneficiaries of cannabis licences.

Colombian legislation gives special attention to the identification and background of the legal representatives of licensees. Licensees must file a declaration of the legality of the proceeds of the legal representatives. Furthermore, Decree 613 of 2017 provides a set of resolutive conditions, which enable the Ministry of Health or the Ministry of Justice, as applicable, to terminate a license if the licensee fails to request the amendment of the licence within 30 calendar days following any changes in: (i) the legal representation of the licensee; or (ii) the declaration that a legal representative is criminally liable for drug trafficking or related crimes, after having issued the respective license.

Emerging Market Risks

Emerging market investment generally poses a greater degree of risk than investment in more mature market economies because the economies in the developing world are more susceptible to destabilization resulting from domestic and international developments. All of the Issuer's operations are in Colombia. Colombia has a history of geopolitical instability and crises including those related to drug cartels. While there is no current major political instability in Colombia, this could be subject to change in the future and could adversely affect the Issuer's business, financial condition and results of operations.

Global Economy

Financial and securities markets in Colombia are influenced by the economic and market conditions in other countries, including other South American emerging market countries. Although economic conditions in these countries may differ significantly from economic conditions in Colombia, international investors' reactions to developments in these other countries, may substantially affect capital inflows into the Colombian economy, and the market value of securities of issuers with operations in Colombia.

Economic downturn or volatility could have a material adverse effect on the Issuer's business, financial condition and results of operations. In addition, weakening of economic conditions could lead to reductions in demand for the Issuer's products. For example, its revenues can be adversely affected by high unemployment and other economic factors. Further, weakened economic conditions or a recession could reduce the amount of income customers are able to spend on the Issuer's products. In addition, as a result of volatile or uncertain economic conditions, the Issuer may experience the negative effects of increased financial pressures on its clients. For instance, the Issuer's business, financial condition and results of operations could be negatively impacted by increased competitive pricing pressure, which could result in the Issuer incurring increased bad debt expense. If the Issuer is not able to timely and appropriately

adapt to changes resulting from a weak economic environment, its business, results of operations and financial condition may be materially and adversely affected.

Risks Related to Investment in a company with foreign operations

Economic and Political Risks Inherent with any Investment in Colombia

The Issuer's operations are located in Colombia. Consequently, the Issuer is dependent upon Colombia's economic and political developments. As a result, the Issuer's business, financial position and results of operations may be affected by the general conditions of these economies, price instabilities, currency fluctuations, inflation, interest rates, regulation, taxation, social instabilities, political unrest and other developments in or affecting Colombia, over which the Issuer has no control. In the past, Colombia has experienced periods of weak economic activity and deterioration in economic conditions. The Issuer cannot assure that such conditions will not return or that such conditions will not have a material adverse effect on the Issuer's business, financial condition or results of operations.

Guerrilla Activity in Colombia

Colombia is subject to sustained civil unrest due to the activities of guerrilla groups such as non-demobilized groups within the Revolutionary Armed Forces of Colombia (*Fuerzas Armadas Revolucionarias de Colombia*), or "FARC," the National Liberation Army (*Ejército de Liberación Nacional*), or "ELN," paramilitary groups, drug cartels and criminal gangs (*Bacrim*). In remote regions of the country with minimal governmental presence, these groups have exerted influence over the local population and funded their activities by protecting and rendering services to drug traffickers and participating in drug trafficking activities. Armed conflict between government forces and anti-government insurgent groups and illegal paramilitary groups have been funded by the drug trade, and consequently, Colombia has experienced significant social upheaval and criminal activity. Insurgents have attacked and kidnapped civilians and violent guerrilla activity exists in many parts of the country. Any terrorist activity in Colombia generally may disrupt supply chains and discourage qualified individuals from being involved with the Issuer's operations.

Operational Risks

Operations in Colombia are subject to risk due to the potential for social, political, economic, legal and fiscal instability. The government in Colombia faces ongoing problems including but not limited to inflation, unemployment and inequitable income distribution. In addition, Colombia experiences narcotics-related violence, a prevalence of kidnapping and extortionist activities and civil unrest in certain areas of the country. Such instability may require the Issuer to suspend operations on its properties. Although the Issuer is not presently aware of any circumstances or facts which may cause the following to occur, other risks may involve matters arising out of the evolving laws and policies in Colombia, any future imposition of special taxes or similar charges, as well as foreign exchange fluctuations and currency convertibility and controls, the unenforceability of contractual rights or the taking or nationalization of property without fair compensation, restrictions on the use of expatriates in the Issuer's operations, or other matters.

Inflation in Colombia

Colombia has in the past experienced double digit rates of inflation. If Colombia experiences substantial inflation in the future, the Issuer's costs in Colombian peso terms will increase significantly, subject to movements in applicable exchange rates. Inflationary pressures may also curtail the Issuer's ability to access global financial markets in the longer term and its ability to fund planned capital expenditures, and could materially adversely affect the Issuer's business, financial condition and results of operations. The Colombian government's

response to inflation or other significant macro-economic pressures may include the introduction of policies or other measures that could increase the Issuer's costs, reduce operating margins and materially adversely affect its business, financial condition and results of operations.

Operations in Spanish

As a result of the Issuer conducting its operations in Colombia, the books and records of the Issuer, including key documents such as material contracts and financial documentation are principally negotiated and entered into in the Spanish language and English translations may not exist or be readily available.

Enforcement of Judgments

The Issuer is incorporated under the Canada Business Corporations Act. The Issuer's business operations are in Colombia. The Issuer's head and registered office is in Montréal, Quebec, Canada. All of the Issuer's assets are located in Colombia. As a result, purchasers may not be able to effect service of process within Canada upon the Issuer or certain of its directors, officers or experts or to enforce judgements against the Issuer or certain of its directors, officers or experts in Canadian courts predicated on Canadian Securities Laws. It may also be difficult for a shareholder to bring an original action in a Colombian or other foreign court predicated upon the civil liability provisions of Canadian Securities Laws against the Issuer or these persons. It may be possible for civil liabilities predicated upon Canadian Securities Laws to be enforced through proceedings commenced in the courts of Colombia or other jurisdictions, assuming such liabilities constitute a cause of action that is recognizable under the laws of Colombia or other jurisdictions. Judgments of Canadian courts based upon the civil liability provisions of Canadian Securities Laws may however not be enforceable against the Issuer in Colombia or other jurisdictions.

Financial and Accounting Risks

Access to Capital

The Issuer makes, and will continue to make, substantial investments and other expenditures related to acquisitions, research and development and marketing initiatives. Since its incorporation, the Issuer has financed these expenditures through offerings of its equity securities. The Issuer will have further capital requirements and other expenditures as it proceeds to expand its business or take advantage of opportunities for acquisitions or other business opportunities that may be presented to it. The Issuer may incur major unanticipated liabilities or expenses. The Issuer can provide no assurance that it will be able to obtain financing to meet the growth needs of its operations.

Foreign Sales

The Issuer's functional currency is denominated in U.S. dollars. The Issuer currently expects that sales will be denominated in Colombian pesos and may, in the future, have sales denominated in the currencies of additional countries in which it establishes operations or distribution. In addition, the Issuer incurs the majority of its operating expenses in Colombian Pesos. In the future, the proportion of the Issuer's sales that are international may increase. Such sales may be subject to unexpected regulatory requirements and other barriers. Any fluctuation in the exchange rates of foreign currencies may negatively impact the Issuer's business, financial condition and results of operations. The Issuer has not previously engaged in foreign currency hedging. If the Issuer decides to hedge its foreign currency exposure, it may not be able to hedge effectively due to lack of experience, unreasonable costs or illiquid markets. In addition, those activities may be limited in the protection they provide the Issuer from foreign currency fluctuations and can themselves result in losses.

Estimates or Judgments Relating to Critical Accounting Policies

The preparation of financial statements in conformity with International Financial Reporting Standards (IFRS) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. The Issuer bases its estimates on historical experience and on various other assumptions that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets, liabilities, equity, revenue and expenses that are not readily apparent from other sources. The Issuer's operating results may be adversely affected if the assumptions change or if actual circumstances differ from those in the assumptions, which could cause the Issuer's operating results to fall below the expectations of securities analysts and investors, resulting in a decline in the share price of the Issuer. Significant assumptions and estimates used in preparing the financial statements include those related to the credit quality of accounts receivable, income tax credits receivable, share based payments, impairment of non-financial assets, fair value of biological assets, as well as revenue and cost recognition.

Tax Risks

The Issuer will operate and will be subject to income tax and other forms of taxation in multiple jurisdictions. Taxation laws and rates which determine taxation expenses may vary significantly in different jurisdictions, and legislation governing taxation laws and rates are also subject to change. Therefore, the Issuer's earnings may be impacted by changes in the proportion of earnings taxed in different jurisdictions, changes in taxation rates, changes in estimates of liabilities and changes in the amount of other forms of taxation. The Issuer may have exposure to greater than anticipated tax liabilities or expenses. The Issuer may be subject to income taxes and non-income taxes in a variety of jurisdictions and its tax structure may be subject to review by both domestic and foreign taxation authorities and the determination of the Issuer's provision for income taxes and other tax liabilities will require significant judgment. In addition, the Issuer may be subject to different taxes imposed by the Colombia government, and changes within such tax legal and regulatory framework may have an adverse effect on the Issuer's financial results.

Risks Related to the Common Shares and Completion of the Offering

Discretion in the Use of Proceeds

Management will have discretion concerning the use of the proceeds of the offering contemplated hereunder as well as the timing of their expenditure. As a result, an investor will be relying on the judgment of management for the application of the proceeds of this offering. Management may use the net proceeds of this offering other than as described hereunder if they believe it would be in the Issuer's best interest to do so and in ways that an investor may not consider desirable. The results and the effectiveness of the application of the proceeds are uncertain. If the proceeds are not applied effectively, the Issuer's results of operations may suffer.

Market for the Convertible Debentures and the common shares

There can be no assurance that an active trading market for the Convertible Debentures or the common shares will develop or, if developed, that any market will be sustained. The Issuer cannot predict the prices at which the Common Shares will trade. The price of the Common Shares was determined by negotiations with the Agent and might not bear any relationship to the market price at which the Common Shares will trade or to any other established criteria of the value of the Issuer's business. Fluctuations in the market price of the Common Shares could cause an investor to lose all or part of its investment in Common Shares. Factors that could cause fluctuations in the trading price of the Common Shares include: (a) announcements of new offerings, products, services or technologies, commercial relationships, acquisitions or

other events by the Issuer or its competitors; (b) price and volume fluctuations in the overall stock market from time to time; (c) significant volatility in the market price and trading volume of agriculture companies; (d) fluctuations in the trading volume of the Common Shares or the size of the Issuer's public float; (e) actual or anticipated changes or fluctuations in the Issuer's results of operations; (f) whether the Issuer's results of operations meet the expectations of securities analysts or investors; (g) actual or anticipated changes in the expectations of investors or securities analysts; (h) litigation involving the Issuer, its industry, or both; (i) regulatory developments in the Canada, Colombia and foreign countries; (j) general economic conditions and trends; (k) major catastrophic events; (l) escrow releases, sales of large blocks of the Common Shares; (m) departures of key employees or members of management; or (n) an adverse impact on the Issuer from any of the other risks cited herein.

No History of Payment of Cash Dividends

To date, the Issuer has not declared or paid dividends on the common shares. Upon completion of the offering, the Issuer intends to retain future earnings to finance the operation, development and expansion of the business. The Issuer does not anticipate paying cash dividends on the common shares in the foreseeable future. Payment of future cash dividends, if any, will be at the discretion of the Board and will depend on the Issuer's financial condition, results of operations, contractual restrictions, capital requirements, business prospects and other factors that the Board considers relevant.

Additional Financing and Risk of Dilution

The Issuer may issue additional common shares or offer other securities in subsequent offerings to finance future activities which may dilute a prospective investor's holdings in the Issuer. The Issuer's articles permit the issuance of an unlimited number of common shares and shareholders will have no pre-emptive rights in connection with such further issuance. The directors of the Issuer have discretion to determine the price and the terms of further issuances. The Issuer cannot predict the size of future issuances of common shares or other securities or the effect, if any, that future issuances and offerings will have on the price of the common shares. Sales or issuances of substantial numbers of common shares, or the perception that such sales could occur, may adversely affect prevailing market prices of the common shares. With any additional sale or issuance of common shares, shareholders will suffer dilution to their voting power and the Issuer may experience dilution in its earnings per share.

Tax Issues

There are income tax consequences in relation to the convertible debentures and the common shares in the context of the offering that will vary according to circumstances of each investor. Prospective investors should seek independent advice from their own tax and legal advisers.

Completion of the Offering

The completion of this offering remains subject to a number of conditions. There can be no certainty that this offering will be completed. Failure by the Issuer to satisfy all of the conditions precedent to this offering would result in this offering not being completed. If this offering is not completed, the Issuer may not be able to raise the funds required for the purposes contemplated under "Use of Proceeds" from other sources on commercially reasonable terms or at all.

Item 11: REPORTING OBLIGATIONS

11.1 Describe the nature and frequency of any disclosure of information the issuer intends to provide to purchasers after the closing of the distribution and explain how purchasers can access this information.

- Unaudited Annual Financial Statements, no later than 120 days following December 31, 2019 of each year;
- Unaudited Semi-Annual Financial Statements, no later than 60 days following the 6-month period ending on December 31 of each year;
- Summary of future challenges;
- Summary of material events (positive and negative) that took place since last report.

Item 12: RESALE RESTRICTIONS

The securities you are purchasing are subject to a resale restriction. You may never be able to resell the securities.

Item 13: PURCHASERS' RIGHTS

If you purchase these securities, your rights may be limited and you will not have the same rights that are attached to a prospectus under applicable securities legislation. For information about your rights you should consult a lawyer.

You can cancel your agreement to purchase these securities. To do so, you must send a notice to the funding portal within 48 hours of your subscription. If there is an amendment to this offering document, you can cancel your agreement to purchase these securities by sending a notice to the funding portal within 48 hours of receiving notice of the amendment.

The offering of securities described in this offering document is made pursuant to a start-up crowdfunding registration and prospectus exemptions order issued by the securities regulatory authority or regulator in each participating jurisdiction exempting the issuer from the prospectus requirement and the funding portal from the registration requirement.

Item 14: DATE AND CERTIFICATE

On behalf of the issuer, I certify that the statements made in this offering document are true.

I acknowledge that I am signing this offering document electronically and agree that this is the legal equivalent of my handwritten signature. I will not at any time in the future claim that my electronic signature is not legally binding.



(s) *Jorge Alberto Diaz Atehortua*
Jorge Alberto Diaz Atehortua
President and Director
ORGANIC MEDICAL GROWTH OMG3 INC.
September 4th, 2019.

Questions:

Refer any questions to the following participating jurisdictions:

British Columbia	British Columbia Securities Commission P.O. Box 10142, Pacific Centre 701 West Georgia Street Vancouver, British Colombia V7Y 1L2 Telephone: 604-899-6854 Toll free in Canada: 1-800-373-6393 Facsimile: 604-899-6581 E-mail: inquiries@bcsc.bc.ca www.bcsc.bc.ca
Manitoba	The Manitoba Securities Commission 500 – 400 St Mary Avenue Winnipeg, Manitoba R3C 4K5 Telephone: 204-945-2548 Toll free in Manitoba: 1-800-655-2548 Fax: 204-945-0330 E-mail: exemptions.msc@gov.mb.ca www.mbsecurities.ca
Québec	Autorité des marchés financiers Direction du financement des sociétés 800, rue du Square-Victoria, 22nd floor P.O. Box 246, Tour de la Bourse Montréal, Québec H4Z 1G3 Telephone: 514-395-0337 Toll free in Québec: 1-877-525-0337 Fax: 514-873-3090 E-mail: financement-participatif@lautorite.qc.ca www.lautorite.qc.ca
New Brunswick	Financial and Consumer Services Commission 85 Charlotte Street, Suite 300 Saint John, New Brunswick E2L 2J2 Toll free: 1-866-933-2222 Fax: 506-658-3059 E-mail: emf-md@fcnb.ca www.fcnb.ca

SCHEDULE A

Convertible Debenture

(See document attached)

UNLESS PERMITTED UNDER SECURITIES LEGISLATION, THE HOLDER OF THIS SECURITY MUST NOT TRADE THE SECURITY BEFORE THE DATE THAT IS 4 MONTHS AND A DAY AFTER THE LATER OF (I) , 2019 [NTD: INSERT THE DATE OF THE DEBENTURE], AND (II) THE DATE THE CORPORATION BECAME A REPORTING ISSUER IN ANY PROVINCE OR TERRITORY.

No securities regulatory authority or regulator has assessed reviewed or approved the merits of these securities or reviewed the offering document related thereto. Any representation to the contrary is an offence. This is a risky investment.

The securities you are purchasing hereunder are subject to a resale restriction. You may never be able to resell the securities.

If you purchase these securities, your rights may be limited and you will not have the same rights that are attached to a prospectus under applicable securities legislation. For information about your rights you should consult a lawyer.

You can cancel your agreement to purchase these securities. To do so, you must send a notice to the funding portal within 48 hours of your subscription. If there is an amendment to the offering document related to these securities, you can cancel your agreement to purchase these securities by sending a notice to the funding portal within 48 hours of receiving notice of the amendment.

The offering of securities described in this document is made pursuant to a start-up crowdfunding registration and prospectus exemptions order issued by the securities regulatory authority or regulator in each participating jurisdiction exempting the issuer from the prospectus requirement and the funding portal from the registration requirement.

ORGANIC MEDICAL GROWTH OMG3 INC.

a corporation incorporated under the
laws of Canada

CONVERTIBLE DEBENTURE (the “**Debenture**”)

Principal Amount: \$[•] [NTD: Cannot exceed \$1,500 per Holder]

[•], 2019

1. Promise to Pay

For value received, **ORGANIC MEDICAL GROWTH OMG3 INC.** (the “**Corporation**”) hereby issues this Debenture to, acknowledges itself indebted and hereby promises to pay to the order of the person (the “**Holder**”) and at the address indicated in Schedule A attached hereto or at any other place which the Holder may communicate in writing, from time to time to the Corporation:

- 1.1 the Principal Amount mentioned above on the earlier of (i) the date which is forty-eight (48) months from the date hereof (the “**Maturity Date**”); (ii)

immediately prior to the closing of a Liquidity Event (as defined below); or (iii) the date of an Event of default (as defined below); and

- 1.2 unless otherwise provided herein, the interest on the Principal Amount or any outstanding balance thereof, accruing from the date hereof until the Maturity Date at the rate of 10% per annum, calculated daily and compounded quarterly (the “Interest”).

2. Payments

- 2.1 The Principal Amount of this Debenture together with all Interest accrued thereon may not be prepaid by the Corporation before the Maturity Date, unless specifically permitted in writing by Holder, at its sole discretion.
- 2.2 Payments made pursuant to this Debenture shall be made by the Corporation to the Holder by way of certified cheque, bank draft or wire transfer by or on behalf of the Corporation to the account specified therefor by the Holder no later than 3:00 p.m. (Montreal time) on the due date therefor. Any payments received after such time shall be considered, for all purposes, as having been made on the next following Business Day unless the Holder otherwise agrees in writing.

3. Conversion of the Debenture

3.1 Corporation’s Conversion Right

- 3.1.1 At any time during from the date hereof until the Maturity Date, the Corporation shall have the right to convert, in whole or in part, the Principal Amount of this Debenture, into common shares of the Corporation at the conversion price of \$0.25 per share (the “**Conversion Price**”), all upon and subject to the terms of this Debenture.
- 3.1.2 Upon any conversion of this Debenture at the option of the Corporation prior to the Maturity Date, all Interest accrued thereon shall be forfeited.

3.2 Conversion Upon a Liquidity Event

- 3.2.1 Concurrent with a Liquidity Event occurring on or before the Maturity Date, the Principal Amount shall be automatically converted, immediately prior to the closing of such Liquidity Event, into common shares of the Corporation at the Conversion Price.
- 3.2.2 Upon any conversion of this Debenture in case of a Liquidity Event, all Interest accrued thereon shall be forfeited.
- 3.2.3 A “**Liquidity Event**” means:

- a) a sale, lease, conveyance, transfer or other disposition of all or substantially all of the Corporation's assets (other than a sale or transfer to a wholly-owned subsidiary of the Corporation); or
- b) an initial public offering, a reverse takeover, a capital pool company or a special purpose acquisition company (by way of merger, amalgamation, arrangement or other transaction or series of related transactions) for the purpose of obtaining a listing of the shares of the Corporation or the continuing or surviving entity on a stock exchange.

3.2.4 The Corporation shall provide the Holder with written notice of a proposed Liquidity Event as soon as reasonably practicable in advance of such Liquidity Event (but in any event no less than 10 business days prior to the closing of such Liquidity Event).

3.3 Automatic Conversion upon the Maturity Date

3.3.1 If no Liquidity Event has occurred prior to the Maturity Date and if no other conversion pursuant to this Debenture has occurred, then the Principal Amount and all Interest thereon shall be converted on the Maturity Date into common shares of the Corporation at the Conversion Price.

3.4 Adjustment Provisions

In case of reorganization, redesignation, split of shares or any other change whatsoever to the common shares, and in each such case, the conversion rights referred to in this Section shall be proportionally and automatically adjusted in order to preserve to their fullest extent the rights of Holder without having a better or worse situation for Holder.

3.5 Terms and Conditions Upon Conversion

3.5.1 Upon conversion pursuant to Section 3.1, 3.2 or 3.3, the Holder shall surrender this Debenture to the Corporation at its principal office in Montreal (Québec) or at such place as the Corporation may direct from time to time, during normal business hours. The Holder shall, at that time, be entitled to be entered in the books of the Corporation as of the date of conversion, as the Holder of the number of shares into which this Debenture is convertible in accordance with its provisions and, as soon as practicable thereafter, the Corporation shall deliver to the Holder, without charge, a certificate or certificates for such shares and, if applicable, a cheque for any amount payable pursuant to section 3.5.2. Upon conversion, this Debenture shall be cancelled.

3.5.2 The Corporation shall not be required to issue fractional shares upon the conversion of this Debenture. If any fractional interest in a share would be delivered upon the conversion of the Principal Amount and the Interest thereon, the Corporation shall, in lieu of delivering a certificate for such

fractional interest, satisfy such fractional interest by paying to the Holder an amount equal (computed to the nearest cent) to the Conversion Price, as applicable, of the shares multiplied by such fractional interest.

- 3.6 The Corporation undertakes in favour of the Holder, as long as the right of conversion provided in such Debenture may be exercised, to take all necessary measures and to see that a sufficient number of shares be authorized in order to satisfy the terms of the right of conversion relating to the Debenture.

4. Loss of the Debenture

- 4.1 If the Debenture is lost, destroyed or stolen, the Corporation shall, subject to section 4.2, issue, sign and deliver a new Debenture having the same date, the same Principal Amount, and the same contents than the Debenture, in exchange and in replacement thereof.
- 4.2 The Holder shall assume the cost of such issuance and shall also, as a preliminary condition to the issuance of the new Debenture, provide to the Corporation a proof of the deterioration, loss, destruction or theft of the Debenture that shall reasonably be acceptable to the Corporation.

5. Representations of the Corporation

- 5.1 The Corporation hereby represents, warrants and covenants to the Holder as follows:
- 5.1.1 The Corporation is a corporation duly organized, validly existing and in good standing under the laws of its jurisdiction of incorporation and has all requisite corporate power to execute, deliver and to issue this Debenture and to carry out and perform its obligations under its terms. The Corporation has all permits, licenses, certificates and authorizations required for the conduct of its business;
- 5.1.2 All corporate actions on the part of the Corporation, its directors and its shareholders necessary for the authorization, execution, delivery, issuance and performance of this Debenture by the Corporation have been taken, and all required consents and/or waivers have been obtained by the Corporation;
- 5.1.3 Neither the execution and delivery of this Debenture, nor the consummation of the transactions contemplated hereby, will violate any statute or law or any judgment, decree, order, regulation or rule of any court or governmental authority applicable to the Corporation;
- 5.1.4 The Corporation covenants that all common shares which shall be issued upon conversion of this Debenture shall be duly and validly issued as fully paid;

- 5.1.5 The Corporation is carrying out a distribution of securities in compliance with Multilateral CSA Notice 45-316: *Start-up Crowdfunding Registration and Prospectus Exemptions* (the “**Notice**”), using the Liquid Crowd crowdfunding platform operated by 9344-4289 Québec Inc. (“**Liquid Crowd**”);
- 5.1.6 The Corporation is not a reporting issuer or an investment fund in any jurisdiction of Canada or foreign jurisdiction;
- 5.1.7 The Corporation head office is located in the Montreal (Quebec);
- 5.1.8 The Corporation or its issuer group (as defined in the Notice) has not completed any offering under the Notice before;
- 5.1.9 No concurrent start-up crowdfunding distribution is made by any person in the issuer group (as defined in the Notice) of the Corporation for the purpose described in the offering document related to this Debenture;
- 5.1.10 No principal of the issuer group (as defined in the Notice) of the Corporation is a principal of Liquid Crowd; and
- 5.1.11 The Corporation has not paid and will not pay any commission, fee or other amount to its issuer group (as defined in the Notice) or any of its principals, employees or agents with respect to the offering of the Debenture.

6. Representations of the Holder

- 6.1 The Holder hereby represents and warrants to the Corporation that:
 - 6.1.1 The Holder is acquiring this Debenture solely for its own account and beneficial interest and not for sale or with a view to distribution of this Debenture or any part thereof and that it has no present intention of selling (in connection with a distribution or otherwise), granting any participation in, or otherwise distributing this Debenture, and does not presently have reason to anticipate a change in such intention;
 - 6.1.2 If the Holder is an individual, the Holder is of the full age of majority and is legally competent to execute, deliver and be bound by this Debenture, to perform all of its obligations hereunder and to take all action required pursuant hereto;
 - 6.1.3 If the Holder is not an individual, it has the requisite power, authority, legal capacity and competence to enter into, deliver and be bound by this Debenture, to perform all of its obligations hereunder and to undertake all actions required of the Holder hereunder and further certifies that all necessary approvals of directors, shareholders, partners, trustees or otherwise have been given and obtained;

- 6.1.4 If the Holder is not an individual, it has been duly organized and is validly existing under the laws of its jurisdiction of incorporation or formation and the laws of any other jurisdiction in which its properties or operations require qualification;
- 6.1.5 The Holder has read and understood the contents of Form 2 – Start-up Crowdfunding – Risk Acknowledgement and the Holder’s representations thereunder are accurate in all respects;
- 6.1.6 The Holder has been encouraged to and should obtain independent legal, tax and investment advice with respect to the subscription of this debenture and the contents of this Debenture;
- 6.1.7 The Holder (a) has neither received nor requested any document describing the Corporation’s business and affairs or otherwise relating to the distribution of the Debentures, other than the offering document related thereto and (b) has not become aware of any advertisement relating to such distribution in any medium, including the internet, or any meeting whose attendees were invited by general solicitation; and
- 6.1.8 The Holder is a resident of one of the Provinces of British Columbia, Manitoba, Quebec or New Brunswick, and the identification that the Holder has supplied to Liquid Crowd establishing the Holder’s province of residence is current and valid.

7. Event of Default

- 7.1 The Corporation will be considered in default in all of the following cases (each of these cases being called an “**Event of Default**”):
 - 7.1.1 if the Corporation violates any provision of this Debenture and does not cure such violation within 10 days following the receipt by the Corporation of a notice to that effect;
 - 7.1.2 if the Corporation (i) makes a general assignment for the benefit of creditors, (ii) institutes or has instituted against it any proceeding seeking (a) to adjudicate it a bankrupt or insolvent, (b) liquidation, winding up, reorganization, arrangement, adjustment, protection, relief or composition of it or its debts under any laws relating to bankruptcy, insolvency, reorganization or relief of debtors, or (c) the entry of an order for relief or the appointment of a receiver, trustee or other similar official for it or for any part of its properties and assets, or (iii) takes any corporate action to authorize any of the above actions;
 - 7.1.3 if any application is made for, or order, judgment or decree is entered against the Corporation decreeing the winding-up, dissolution or similar process of the Corporation;

- 7.1.4 if the Corporation terminates its operations; or
- 7.1.5 If any of the property of the Corporation is seized or repossessed.
- 7.2 Upon the occurrence or existence of any Event of Default and at any time thereafter during the continuance of such Event of Default, Holder shall have the option to declare the Principal Amount of this Debenture together with all Interest accrued thereon immediately due and payable in full and these sums shall then be due and payable immediately by the Corporation; provided that Holder may specify a later date at which such amounts shall become due and payable. Holder shall also have the right to resort to all other recourses available at law, at its discretion.
- 7.3 Holder may waive any Event of Default by notice to that effect, whether given before or after such Event of Default, in which case the position of the parties shall be as if the Event of Default had not occurred. A waiver of an Event of Default shall not extend to or be taken in any manner whatsoever to affect the rights of Holder with respect to any subsequent Event of Default, whether similar or not.

8. Notice

- 8.1 Any notice or communication required or permitted to be given pursuant to this Debenture shall be given by writing and transmitted by email or delivered in person to the Holder at the address indicated in Schedule A or to the Corporation at the following address or, regarding each one, at any other address, or other fax number that may be designated in a written notice given to the other parties.

Organic Medical Growth OMG3 Inc.

230 Notre-Dame West,
Montreal, Quebec
H2Y 1T3

- 8.2 The notices or communications provided in section 8.1 shall be deemed having been received the same day of their transmission.

9. Transferability of the Debenture

- 9.1 Except as permitted pursuant to applicable laws, the Holder may not transfer, sell, assign or transfer this Debenture for a period of four months and one day from the later of the date hereof or the date the Corporation became a reporting issuer in any province or territory. Any certificate representing the shares issued upon the Conversion prior to such date will bear the following legend:

“Unless permitted under securities legislation, the holder of this security must not trade the security before the date that is 4 months and a day after the later of (i) , 2019 [NTD: Insert

the date of the Debenture], and (ii) the date the Corporation became a reporting issuer in any province or territory.”

- 9.2 At any time thereafter, the Holder may assign or transfer this Debenture by delivering an instrument signed in writing in form satisfactory to the Corporation and in compliance with all applicable laws and other reasonable requirements of the Corporation. The assignee shall, to the extent of the interest so assigned or transferred, be entitled to the benefit of and the right to enforce this Debenture to the same extent as if the assignee were the Holder. The Corporation shall not be entitled to assign or transfer this Debenture or any of the Corporation’s rights, duties or obligations hereunder without the prior written consent of the Holder.

10. Non-working Day

- 10.1 Providing that a day on which or before which a measure has to be taken pursuant to this Debenture falls on a Saturday, a Sunday or a statutory holiday in Montreal (Québec), then this measure shall be taken at the latest on the next working day.

11. Interpretation

- 11.1 The headings in this Debenture are inserted for convenience of reference only and shall not affect the interpretation hereof.
- 11.2 Any decision from a court or from an arbitrator to the effect that any provision of the Debenture is null and unenforceable will not affect the validity or enforceability of the other provision of the Debenture.

12. Currency

- 12.1 Unless indicated otherwise, all references to money amounts in this Debenture are in Canadian dollars.

13. Enurement

- 13.1 The rights and obligations of the Corporation and the Holder under this Debenture shall be binding upon and enure to their respective successors and permitted assigns.

14. Execution and Delivery

- 14.1 This Debenture may be executed by the Corporation and the Holder in counterparts and may be executed and delivered by facsimile or electronic means and all such counterparts and facsimiles together constitute one and the same agreement.

15. Governing Law

- 15.1 This Debenture, its application and its interpretation are governed by the laws of Canada applicable in the province of Québec and by the laws of the province of Québec.

16. Language

- 16.1 The Corporation and the Holder have expressly agreed that this Debenture and all notices and documents relating thereto be drawn up in the English language. *La société et le détenteur de cette débenture ont expressément exigé que la présente débenture et tout avis ou document y afférant soient rédigés en langue anglaise.*

[Signatures follow]

IN WITNESS WHEREOF, this Debenture has been duly signed by the Corporation as
of _____, 2019.

ORGANIC MEDICAL GROWTH
OMG3 INC.

**[NAME OF HOLDER (if not an
individual)]**

By: _____
[Name]
[Title]

By: _____
[Name]
[Title]

**[NAME OF HOLDER (if an
individual)]**

**SCHEDULE A
HOLDER**

[NAME OF THE HOLDER]
[ADDRESS]

Telephone:
Email : [●]