



# Prospectus



True North Agri N.V. [153174]  
Maximum 10,000,000 New Ordinary  
Shares  
Offering Price of USD 1.50 each  
November 13, 2020  
Tradable Listing  
PYGG Corporate Finance  
1<sup>st</sup> Subscription deadline: 12/31/2020

## IMPORTANT NOTICE

This Prospectus is made-up for the purpose of the listing and offering of existing and New Ordinary Shares of True North Agri N.V. (hereinafter also the “**Company**” or the “**Issuer**”) on the Dutch Caribbean Securities Exchange of Curacao (“**DCSX**”). It is prepared under responsibility of the Issuer by Isatis Capital Group Inc, the Issuer’s arranger, and business advisor, in consultation with PYGG Corporate Finance B.V., the Companies Listing Adviser.

The fact that DCSX may approve the listing, offering & trading of the Company’s New Ordinary Shares is not to be taken in any way as an indication of the merits of the Company or its New Ordinary Shares. DCSX takes no responsibility for the contents of this Prospectus, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon any part of the contents of this Prospectus. The approval of this Prospectus by the DCSX does not constitute an approval of its content or an approval to invest in the New Ordinary Shares nor an indication of the risks related to the issuer and/or the New Ordinary Shares. The approval of the DCSX means that the Prospectus contains the information according to the rules and regulations of the DCSX and is presented in accordance with the format requirement of the DCSX.

No person is authorized to provide any information or make any representation in connection with the listing which is not contained in this Prospectus or is not publicly disseminated through the official announcement platform of DCSX.

## WARNING TO INVESTORS

Prospective Investors should not construe the contents of this Prospectus as financial, legal or tax advice. Before deciding to invest in the Company’s New Ordinary Shares, prospective Investors should read the whole Prospectus and pay special attention to the summary of the Company’s principal activities in the Sections 4 and 7 and the risk factors in Section 6. Each prospective Investor should carefully consider these factors in view of their personal circumstances (including financial and taxation matters) and should consult his own professional advisors as to any financial, legal, tax or other matter which may be relevant to the suitability and the propriety of an investment in the Company for such respective Investor before deciding to invest.

Investors may be required to bear the financial risk of their investment in the Company for an indefinite period. Prospective Investors are also notified that the Company may be classified as a passive foreign investment company for United States federal income tax purposes. If the Company is so classified, the Company may but is not obliged to, provide to US holders of New Ordinary Shares the information that would be necessary in order for such persons to make a tax determination with respect to the New Ordinary Shares for any year in which the Company is deemed a passive foreign investment company.

This Prospectus includes, or may include, forward-looking statements including, without limitation, forward-looking statements regarding the Company’s financial position, business strategies, and plans and objectives for its business and future operations (including development plans and objectives), which have been based on the Company’s current expectations.

These forward-looking statements are, however, subject to known and unknown risks, uncertainties and assumptions that could cause actual results, performance, or achievements to differ materially from future results, performance or achievements expressed or implied by these forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the Company's present and future business strategies and environment in which the Company will operate in the future. Matters not yet known to the Company or not currently considered material to the Company may impact on these forward-looking statements. These statements reflect views held only as at the date of this information memorandum. Considering these risks, uncertainties and assumptions, the forward-looking statements in this information memorandum might not occur. Investors are therefore cautioned not to place undue reliance on these statements.

**In view of the above, an investment in the Company can be considered highly speculative and subject to various risks, only certain of which are outlined in this Prospectus. The New Ordinary Shares are neither guaranteed by nor constitute obligations of the board of directors, who therefore make no representation to the prospects of the Company.**

## RESTRICTIONS

### GENERAL

NEITHER THIS PROSPECTUS NOR THE NEW ORDINARY SHARES DESCRIBED HEREIN HAVE BEEN QUALIFIED FOR OFFER, SALE OR DISTRIBUTION UNDER THE LAWS OF ANY JURISDICTION GOVERNING THE OFFER OR SALE OF LISTED SHARES OR OTHER SECURITIES. THEREFORE THE DISTRIBUTION OF THIS PROSPECTUS AND THE OFFERING OF THE NEW ORDINARY SHARES MAY BE PROHIBITED OR RESTRICTED IN CERTAIN JURISDICTIONS AND THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL OR SOLICITATION OF AN OFFER TO BUY NOR SHALL THERE BE ANY SALE OF THE NEW ORDINARY SHARES IN ANY SUCH JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS PROHIBITED OR RESTRICTED, OR TO ANY PERSON TO WHOM ITS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION. PERSONS WHO OBTAIN POSSESSION OF THE PROSPECTUS ARE REQUIRED BY THE COMPANY AND THE DIRECTORS TO INFORM THEMSELVES ABOUT THE LEGITIMACY OF THE OFFERING OR SALE IN HIS/HER JURISDICTION AND ACT IN ACCORDANCE WITH THE APPLICABLE LOCAL LAWS AND REGULATIONS IN THAT RESPECT.

## **CURACAO RESIDENTS ONLY**

THE NEW ORDINARY SHARES MAY NOT BE OFFERED, SOLD OR DISTRIBUTED TO, OR FOR THE BENEFIT OF, A CURAÇAO RESIDENT, EXCEPT WHEN SUCH RESIDENT HAS BEEN GRANTED A GENERAL EXEMPTION UNDER, OR A GENERAL OR SPECIFIC LICENSE FROM, THE CURAÇAO FOREIGN EXCHANGE CONTROL REGULATIONS BY THE CENTRAL BANK OF CURAÇAO AND SINT MAARTEN. FOR THE PURPOSE OF THIS CLAUSE, A CURAÇAO RESIDENT INCLUDES, *INTER ALIA*, ANY NATURAL PERSON LIVING IN CURAÇAO, LEGAL ENTITIES, GENERAL OR LIMITED PARTNERSHIPS ESTABLISHED IN CURAÇAO, AND ANY CURAÇAO BASED PERMANENT ESTABLISHMENT, BRANCH OFFICE OR AGENCY.

### **Notes:**

**This Prospectus may be amended from time to time at the sole discretion of the Board of Directors with the approval of the DCSX, without the knowledge or approval of the holders of New Ordinary Shares.**

**This prospectus is governed by and construed in accordance with the laws of Curaçao. Any disputes resulting here from or relating hereto are to be exclusive submitted to the Curaçao courts.**

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## 1. Glossary of Terms

<b>“Admission”</b>	Approval of the Company’s application by the DCSX to list and make tradable its ordinary New Ordinary Shares on the DCSX.
<b>“Articles of Association”</b>	The Company’s articles of association, as amended from time to time.
<b>“Board of Directors”, “Board” or “Directors”</b>	The board of directors of the Company.
<b>“CBD” or “Cannabidiol”</b>	CBD stands for cannabidiol. It is the second most prevalent of the active ingredients of cannabis (marijuana). While CBD is an essential component of medical marijuana, it is derived directly from the hemp plant, which is a cousin of the marijuana plant. While CBD is a component of marijuana (one of hundreds), by itself it does not cause a “high.”
<b>“Civil Code”</b>	Curacao Civil Code.
<b>“DCSX”</b>	Dutch Caribbean Securities Exchange N.V.
<b>“Director”</b>	A managing director of the Company.
<b>“Enlarged Share Capital”</b>	The issued share capital of the Company after placement and the listing of the New Ordinary Shares.
<b>“Existing Ordinary Shares”</b>	The 11,488,000 Ordinary Shares issued until the date of this Prospectus.
<b>“Incorporator”</b>	PYGG B.V. incorporating the Company on behalf of the Founders.
<b>“Founders”</b>	Mr. Rick Brar and Mr. Sean Alston.
<b>“Initial Shareholders”</b>	The holders of the Existing Ordinary Shares as mentioned in section 4 of the Prospectus.
<b>“Group”</b>	The Company and its subsidiaries.
<b>“Investor”</b>	A person who subscribes for New Ordinary Shares pursuant the Offering.
<b>“LAD”</b>	Listing Advisor.
<b>“Listing Rules”</b>	The Rules and Regulations of the DCSX.
<b>“Listing Date”</b>	The date that the Company is admitted to the DCSX.

<b>“Net Proceeds”</b>	The funds received in relation to the Placing, together with the funds received for the Existing Ordinary Shares, less any expenses paid or payable in connection with Admission and the incorporation of the Company.
<b>“New Ordinary Shares”</b>	The 10,000,000 Ordinary Shares to be issued pursuant the Offering.
<b>“Official List”</b>	The official list of entities listed and traded in DCSX’ Main Market.
<b>“Offering”</b>	The offering of the New Ordinary Shares.
<b>“Offering Price”</b>	USD 1.50 per New Ordinary Share.
<b>“Options”</b>	Options granted in accordance with the Recognition Stock Option Program as described in section 9.
<b>“Ordinary Shares”</b>	The ordinary shares in the capital of the Company with a nominal value of USD 0.05 each.
<b>“Placing”</b>	The placing of New Ordinary Shares pursuant the subscription to the offering by Investors.
<b>“Placing Letters”</b>	The placing letters from the participating authorized brokers to Investors who subscribed to the offering, confirming the number of New Ordinary Shares allotted and inviting the Investors to remit the total amount due including principal, broker commission, bank charges, and possible turnover tax.
<b>“Placing Shares”</b>	The 10,000,000 New Ordinary Shares in the capital of the Company which have been issued, subject to Admission, and allotted to the Subscribers, pursuant the subscription.
<b>“Prospectus”</b>	The prospectus dated August 25, 2020 of the Issuer, as amended from time to time.
<b>Related Party Transaction</b>	A related party is a party related to the Company in a way other than by the Company’s own transactions. It means that a special relationship persists between the parties even before the transaction takes place.
<b>“Rules and Regulations”</b>	Rules and Regulations of the DCSX.
<b>“Shareholder/s”</b>	A holder of Ordinary Shares.
<b>“Significant Control”</b>	An interest, or interests, in shares carrying in aggregate 5% or more of the voting rights of a company, irrespective of whether such interest or interests give de facto control.
<b>“Subscribers”</b>	Those persons who subscribed to purchase New Ordinary Shares in the Company.
<b>“THC” or “Tetrahydrocannabinol”</b>	Tetrahydrocannabinol (THC) is one of at least 113 cannabinoids identified in cannabis. THC is the principal psychoactive constituent of cannabis.
<b>“Voting Rights”</b>	All the voting rights attributable to the capital of a company which are currently exercisable at a general meeting.

## 2. Corporate Directory

### ISSUER'S REGISTERED OFFICE

True North Agri N.V.  
 Julianaplein 36, Willemstad - Curaçao.  
 Phone: +5999 8437236  
 E-mail: [ipodesk@pygg.nl](mailto:ipodesk@pygg.nl)  
[www.truenorthagri.com](http://www.truenorthagri.com)

### BOARD OF DIRECTORS

Full Names	Nationality	Position
Dharamvir Singh GILL	Canadian	CEO
Sean Jason Hudson	Canadian	COO
Ricky Brar	Canadian	Chairman of Board
Swarandeep Singh BRAR	Canadian	Director
PYGG B.V.	Curacao	Corporate Service Provider / Director*

\*PYGG will be sole local Statutory Director during the start-up period of 1 year and may be accompanied or replaced by market specialist director(s) in due course.

### PROFESSIONAL PARTIES

<b>Auditor</b>	<i>Abaque Financial Solutions Sta. Rosa weg 33H, Curacao T : +5999-841 1116 F : +5999-747 6566 <a href="http://www.abaque.com">www.abaque.com</a></i>
<b>Listing Advisor</b>	<i>PYGG Corporate Finance b.v. Julianaplein 36, Willemstad, Curacao Frank Lammers + 5999 564 1333 <a href="mailto:frank.lammers@pygg.nl">frank.lammers@pygg.nl</a>; <a href="http://www.pygg.nl">www.pygg.nl</a></i>
<b>Legal Advisor</b>	<i>HBN Law &amp; Tax B.V. L.B. Smithplein 3, Willemstad, Curacao Jeroen Eichhorn <a href="mailto:Jeroen.eichhorn@hbntaxlaw.com">Jeroen.eichhorn@hbntaxlaw.com</a></i>



<p><b>Central Securities Depository</b></p>	<p><i>Vidanova Bank Custody Foundation Schottegatweg Oost 44 Willemstad, Curacao; +5999 732 2900 Mw. Maria-Liza Zunder-Curiel <a href="mailto:Mzunder@vidanovabank.com">Mzunder@vidanovabank.com</a></i></p>
<p><b>Mandated Broker</b></p>	<p><i>PYGG Securities Co. B.V. Julianaplein 36, Willemstad, Curacao; +5999 843 7236 Mw. C. Nepomuceno; <a href="mailto:carichma.nepomuceno@pygg.nl">carichma.nepomuceno@pygg.nl</a></i></p>
<p><b>Arranger / Business advisor assisting the Issuer's founders during preparation of the transaction</b></p>	<p><i>Isatis Capital Group Inc. 680 Victoria Avenue, Suite 119, Saint-Lambert, QC J4P 3S1, Canada Mr. Yves Legault +1 450-904-5055 <a href="mailto:ylegault@isatiscapital.ca">ylegault@isatiscapital.ca</a> <a href="http://www.isatiscapital.ca">www.isatiscapital.ca</a></i></p>

#### OTHER LISTINGS

No Ordinary Shares of the Company are listed on another exchange at the time of producing this Prospectus. However, listing on another exchange, including but not limited to the Frankfurt Stock Exchange Cash Market ("DAX"), may become part of the Company's strategy at a later development stage.

### 3. About the offering

Application is made for listing and tradability on the DCSX of 100% of the Company's Ordinary Shares (already issued and to be issued). The Offering sees to the New Ordinary Shares to be issued at an initial offering price of USD 1.50 per share.

#### ISSUED AND OUTSTANDING SHARE CAPITAL

The issued and paid up share capital of the Company as per the date of this Prospectus being USD 574,400. = consists of 11,488,000 Ordinary Shares with a nominal value of USD 0.05 each issued to the founders/initial shareholders for their contribution to the Company including contribution of their shares in True North Agri Inc., and to the Companies arranger Isatis Capital Group for its advisory work. These already issued Ordinary Shares are to be listed and become tradable, but do not form part of the initial public offering.

#### TO BE ISSUED SHARE CAPITAL / IPO

The Company hereby offers up to 10,000,000 New Ordinary Shares at USD 1.50 per share, conditional inter alia, upon approval of the listing application by the Listing Committee of the DCSX. All the rights attaching to all New Ordinary Shares will be the same and the New Ordinary Shares will form a single class for all purposes. The indicative timetable is as follows:

#### LISTING PRICE

The listing price per share has been determined based on the total number of shares outstanding on the date of the Prospectus, plus the minimum number of New Ordinary Shares to be placed in order to raise the minimum of USD 8,500,000.– The 17,154,667 shares outstanding would represent a total market capitalization of USD 25,732,000, which is in line with an independent business valuation by RWE Growth Partners commissioned by the founding shareholders (<http://rwegrowthpartners.com/>), For the valuation of TNA's business potential, RWE Growth Partners has taken a Weighted Business Valuation approach, using the combination of Adjusted Book Value (relief from Royalty Method) and Public Guideline Methods looking at comparable transactions and Companies. As per the date of May 6, 2020, RWE Growth Partners valued the business potential at USD 25,000,000. Seriously interested investors can submit to the Listing Advisor, their request for a copy of the valuation report which was originally meant for internal use only.

#### RIGHTS ATTACHED TO THE SECURITIES

The following is a summary of the more significant rights attaching to the Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. Investors should seek their own independent legal advice if they wish to have such a statement or have any doubt as to their own legal position.

### General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. Shareholders may require meetings in accordance with the Articles of incorporation and the Curacao Civil code.

### Voting rights

Each Shareholder entitled to vote may vote in person or by proxy, attorney or representative.

### Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, Directors may from time to time declare a dividend to be paid to Shareholders who are entitled to be paid this dividend and shall be paid to Shareholders according to the proportion of the number of Shares they hold on the record date determined by Directors.

Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest against the Company. Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the Listing Rules and the Curacao Civil code, the Company may, by resolution of Directors, implement a dividend reinvestment plan on such terms and conditions as Directors think fit and which provides for any dividend which Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either, pursuant to the Constitution, or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

### Shareholder liability

As the shares issued under this information memorandum are fully paid shares, they are not subject to any calls for money by Directors and will therefore not become liable for forfeiture.

### Transfer of Shares

Generally, Shares are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Curacao and the transfer not being in breach of the Curacao Civil code or the Listing Rules.

### Variation of rights

Pursuant to the Constitution, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders, vary, or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of Shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied or abrogated with the consent in writing of the holders of three-quarters of the issued shares of that class, or if authorized by a special resolution passed at a separate meeting of the holders of the shares of that class.

### Amendment of Articles of Incorporation

The Articles of Incorporation can be amended only by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

### ESTIMATED TIME SCHEDULE PRINCIPAL EVENTS AFTER LISTING APPROVAL

Submission of the Application incl. this document to the DCSX	No later than 09/11/2020
Subscription period open	No later than 11/01/2020; 9:00 AST
Subscription period first close	No later than 12/31/2020; 16:00 AST
Confirmation & payment instructions to subscribers	01/15/2021
Payment subscribers in	01/30/2021
Financial closing	02/03/2021
Trading start	After listing approval and dematerialization of existing shares
<i>All references to time in this Document are to Atlantic Standard Time (AST) unless stated otherwise.</i>	

### Statistics

Number of shares issued and paid-up pre-admission to the DCSX	11,488,000
Maximum total number of Placing Shares issued conditional to Listing approval & subscription	10,000,000
Offering price per New Ordinary Shares	USD 1.50
Nominal value per New Ordinary Shares	USD 0.05
Estimated gross Proceeds	USD 15,000,000
Estimated Admission Cost	USD 753,036
Estimated Net Proceeds of Placing receivable by the Company	USD 14,246,964



## OPENING AND CLOSING DATE FOR SUBSCRIPTION

Subscriptions will be received subject to the rights of the Company to reject or allot them in whole or in part and subject to the right to close the subscription books at any time without notice. The first closing of the Offering is scheduled to occur 30 days after the Offering start date, or any such close date as the Company may determine.

Subscribers agree to become a shareholder of the Company and agree to subscribe for those New Ordinary Shares set out in this Prospectus. To the fullest extent permitted by law, Investors will not be entitled to rescind their agreement to subscribe at any time. If the New Ordinary Shares for any reason would not be admitted to the DCSX, Subscribers will receive their full principal investment amount refunded. Bank and broker charges may remain applicable.

## SUBSCRIPTION CHARGES

No subscription fee will be charged by the Company, except as otherwise stipulated by the Board. Participating authorized brokers may charge a subscription fee for their services.

## REASONS FOR THE OFFERING AND USE OF PROCEEDS

The Company in Curacao starts as special holding & finance company for the business development of True North Agri Inc. (Canada) (“**True North**”, or “**True North Agri**”). True North is a start-up / scale-up company. The founding team of True North established strategic partnerships, registered an appealing brand, created a product line, and obtained all needed licenses for its planned hemp and CBD business.

The Offering is being undertaken to raise up to USD 15,000,000 (before expenses). Proceeds of the Offering will be applied to the further development of True North. The largest part of the proceeds of the Offering will initially be applied as a reserve for business development including opportune target acquisitions and working capital.

Specifically, True North wants to establish and expand its hemp and CBD retail and brokerage business operations starting in its home markets, the legal Canadian and United States marketplaces. Once that is up and running or earlier if market circumstances allow so, True North aims to be among the early players in the to be legalized Curacao market. After that, True North aims at expanding globally.

The listing on the DCSX will elevate the Group’s profile, ease dealings with banks while the DCSX is supposed to create liquidity and add to the market value of the Company. The Investor funding will allow the Company to start fulfilling contracts and opportunities that it has pursued with strategic partners and prospective clients.

## MINIMUM NET AMOUNT OF PROCEEDS

To be able to develop the Company’s business in a feasible manner, the minimum net amount of proceeds to be generated by the Offering should be \$8,500,000. This minimum comprises the following amounts:

- i. Potential Production Facility Purchase - USD 3,500,000
- ii. Marketing and Brokerage – 1,500,000
- iii. Working capital – USD 3,500,000



If this minimum net amount is not subscribed for the Offering will neither proceed nor close financially, unless the board of directors decide to go ahead with a smaller amount. If it is decided to not proceed, all subscription agreements are considered terminated and no subscription payments will be due.

#### FUTURE RAISES

Although at this point of time, the Board considers the minimum net amount to be sufficient to cover the required investments, expenses and any other costs associated with the extension of the Group's business activities, if business opportunities arise and require so, the Company may consider the use of extra debt or equity financing.

## 4. About the Company

The legal and commercial name of the Issuer is True North Agri N.V. The Company has been incorporated under the laws of Curacao as a public limited liability company (*naamloze vennootschap*) on April 20, 2020.

The registered office and principal place of business in Curaçao is Julianaplein, Willemstad, Curaçao. The Company is registered in the official Curacao Commercial Trade Register under number 153174.

The Company has since the date of its incorporation acted in conformity with the Articles of Association. There is no limitation on the length of life of the Company.

The Ordinary Shares will be issued pursuant to the Civil Code. The liability of the shareholders is limited.

The Company's fiscal year (book year) runs from January 1 through December 31. The first fiscal year starts on the date of incorporation April 20, 2020 and will end on December 31, 2020 as per the Articles of Incorporation.

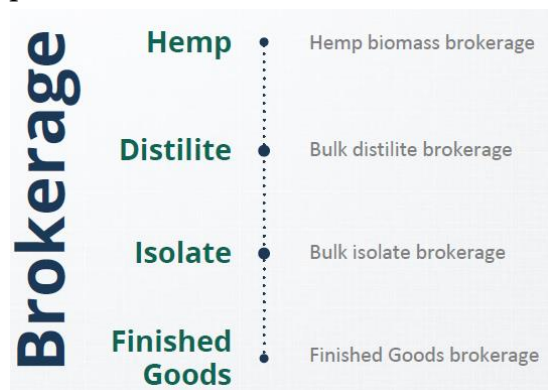
### DESCRIPTION OF PRINCIPAL ACTIVITIES

#### CURRENT OPERATIONS AND PRINCIPAL ACTIVITIES

The Company has been formed for the purpose of raising capital and financing the business development of True North Agri Inc, a start-up in the hemp derived Cannabidiol (CBD) market which is entering the 'scale-up phase'. Besides financing the scaling-up and further development of True North Agri Inc., the Company's objective is to acquire other companies and/or business assets when opportunities in the market arrive. True North Inc. has become a 100% subsidiary of the Company, effective on May 29<sup>th</sup>, 2020. Hence before listing application, approval, and the offering of New Ordinary Shares via the DCSX.

The Company or rather the Group's strategy is to become a leader in the sales and brokerage of the global hemp-derived CBD products and a significant player into the supply chain to penetrate the global markets. It is possible to become a leader in this industry as the company will facilitate relationships throughout the supply chain to maximize value for its partners and consumers ensuring a seamless experience for its retail distribution partners.

This allows each segment to focus its area of expertise; growers solely focus on growing, processors optimize manufactured product supply (bulk CBD oils, distillates, isolates, and CPGs) and have a continuous supply of material they need to make finished products without needing to source bulk products or biomass. Moreover, True North has access to over 6,000 acres of biomass in Canada, which will allow it to become a leader in the brokerage of hemp-derived CBD market as the company.



The Directors, Dharamvir Gill, Sean Alston, Ricky Brar, and Swarandee Brar have a proven track record in developing global business and for rapidly scaling development stage companies into profitable businesses.

## BUSINESS STRATEGY AND EXECUTION

The Hemp-derived CBD is sourced from industrial hemp plants, which are grown primarily for their fiber and seeds. Hemp plants tend to differ from marijuana plants in appearance; they are often skinny and scarce in foliage. Hemp is also differentiated from marijuana by its levels of Tetrahydrocannabinol (THC), the cannabinoid that possesses intoxicating properties<sup>1</sup>.

True North has assembled a world-class team of industry experts in the CBD sector. With their retail and pharma relationships, including access to biomass and processing partners, True North can secure demand for its premium products.

True North will facilitate relationships throughout the supply chain to maximize value for its partners and consumers thereby ensuring a seamless experience for its retail distribution partners. This will allow each segment to focus on its area of expertise:

- Growers solely focus on growing
- Processors optimize manufactured product supply (bulk CBD oils, distillates, isolates, and CPGs) thereby ensuring the continuous supply for finished products. This eliminates the need to source bulk products or biomass.

True North has developed three business segments for its supply chain



1. Biomass Brokerage
2. Global Processing Partners
3. CBD Sales

On the biomass brokerage, True North relies on its World Class Global Distribution Network Buying and selling quality cultivated hemp from global farming partners allows them to get compliant product in any regulated jurisdiction.

With their global processing partnership, the transformation of Hemp is made to become Premium Products. Indeed, each partner has been selected as they meet True North rigorous testing, quality, and safety standards.

Regarding the Sales, True North facilitates relationships throughout the supply chain to maximize value for its partners and consumers ensuring a seamless experience for its retail distribution partners. This allows each segment to focus its area of expertise; growers solely focus on growing, processors optimize manufactured product supply (bulk CBD oils, distillates, isolates, and CPGs) and have a continuous supply of material they need to make finished products without needing to source bulk products or biomass.

<sup>1</sup><https://weedmaps.com/learn/cbd/hemp-derived-cbd-vs-marijuana-derived-cbd-so-whats-the-difference>

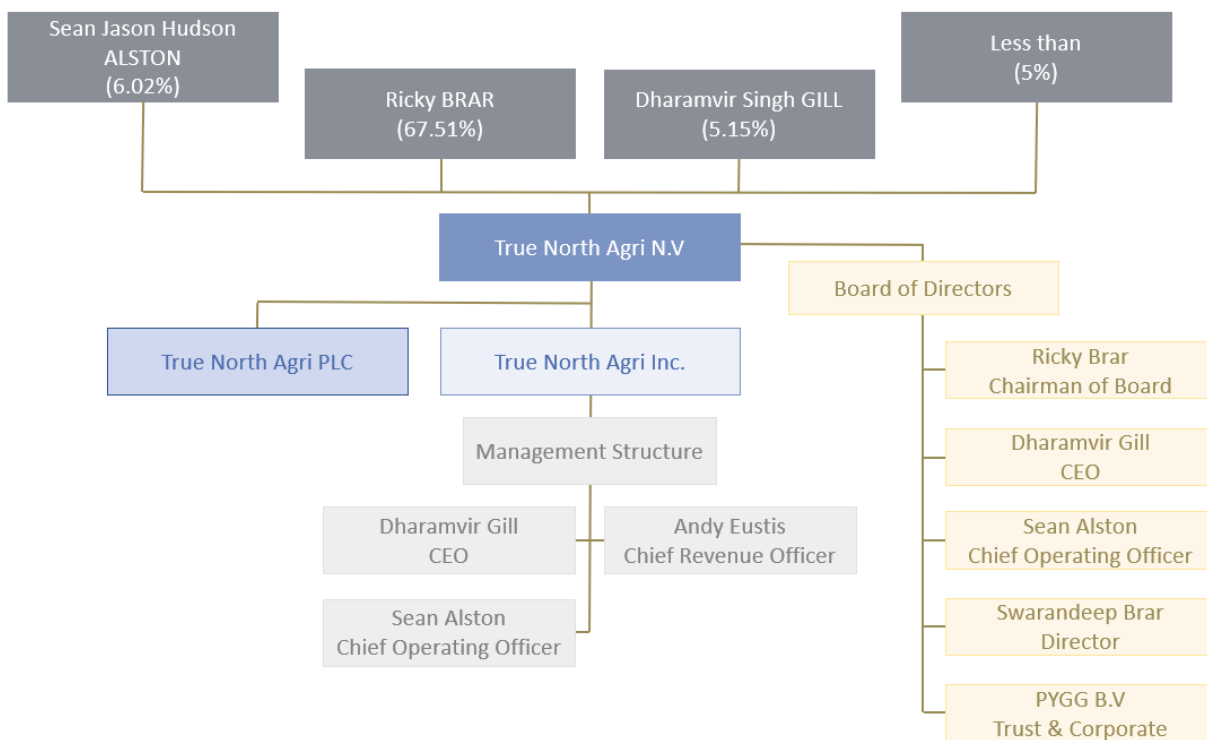


## SHAREHOLDERS WITH SIGNIFICANT CONTROL (5% OR MORE)

Table 1

Name	Number of shares	Interest %
Ricky BRAR	7,755,000	67.51
Sean Jason Hudson ALSTON	692 000	6.02%
Dharamvir Singh GILL	592 000	5.15%

### Group structure





## 5. Financial Information

### TRUE NORTH AGRI

The True North Agri founders invested a lot of time and capital getting the business fully licensed as a hemp producer, processor, and sales agent in Canada. Two brands are built, the first being “True North Agri” which will be made available in the US and UK, and the second being “Red Barn Brand” which will be made available in Canada. Each of these product lines contain unique formations to provide a wide range of desired effects for the consumer.

After incorporation of the Company in Curacao, besides the incorporation of True North Agri PLC and acquiring True North Inc. as 100% subsidiary, there are no activities up to the date of the production of the prospectus. The consolidated financials are presented below. The complete audit report, also including the compiled financials of True North Agri Inc and the audited financial statements of True North Agri N.V. dated July 31,2020, and the Auditor comfort letter are added as annexes to the Prospectus.

### Condensed Consolidated Audited Financials True North Agri N.V.

All Amounts in USD

31-Jul-20

#### P&L

Sales	-
Other income	-
Cost of Sales	-
Administrative Expenses	(114,954)
Depreciation	-
Financial income & expenses	(17,062)
Taxes	
<b>Net result from operations</b>	<b>(132,016)</b>
<b>Net result</b>	<b>(132,016)</b>
EBITDA	(114,954)
EBIT	(114,954)

<b>Balance Sheet</b>	
Property, Plant & Equipment	33,568
Intangible assets	633,903
Current Assets	31,380
<b>Total Assets</b>	<b>698,851</b>
Accounts Payable	26,489
Subordinated profit-sharing loan	1,402,688
Other payables	19,838
<b>Total Liabilities</b>	<b>1,449,015</b>
Issued share capital	574,400
Currency conversion reserve	63,464
Retained earnings / Accumulated loss	(1,388,028)
<b>Total Equity</b>	<b>(750,164)</b>
<b>Total Liabilities &amp; Equity</b>	<b>698,851</b>

#### FINANCIAL PROJECTIONS TRUE NORTH AGRI GROUP

True North recently announced (June 30, 2020) it has signed a partnership with Heritage Cannabis Holders a leading Canadian extraction company bring its products to the Canadian Market with sales expected to start by end of September. Under the terms of this agreement True North Agri can provide Heritage with Biomass expected to be in the range 40,000-50,000 kg per year starting in late 2020. True North Agri has also signed several product brokerage and supply agreements with brands like Brains, CBDays, and Choklat and has many more in the works. It will also be selling its products in US based showgrowmarketplace.com prior to evaluating building its own e-commerce platform. The following are the financial projections for the Group.

<b>Consolidated in '000 USD</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>
Revenue	4,966.89	41,111.13	81,506.74	130,660.27	253,594.34
COGS	3,550.97	28,306.10	60,462.19	75,322.57	148,698.81
Margin GM \$	1,415.92	12,805.03	21,044.55	55,337.70	104,895.53
Margin GM %	29%	31%	26%	42%	41%
% Brokerage	25%	22%	12%	8%	5%
% CPG	75%	78%	88%	92%	95%
<b>% Market Share in 2024</b>					<b>1%</b>

## 6. Risks involved with the offering

**Investment in the Company and its New Ordinary Shares carries a significant number and degree of risks. The risks referred to below are some of the material risks relating to the Company. However, there may be additional or other risks that the Company and the Directors are not aware of, or currently consider to be non-material. Prospective Investors should pay special attention to the risks involved with investment in the Company, read the Prospectus entirely, and consult professional advisers before deciding to subscribe to the Offering or buy shares on the DCSX. If any of the risks referred to in this Prospectus were to occur, the results of operations, financial condition, and prospects of the Company could be materially adversely and negatively affected. If that were to be the case, the trading price of the Ordinary Shares, the target rate of return, and/or the level of dividends or distributions (if any) received from the Ordinary Shares could decline significantly. Further, Investors could lose all or part of their investment.**

### STOCK MARKET RISK

There is no certainty that the actual price of the Ordinary Shares will equal the Offering Price. Share prices fluctuate and the price of the Ordinary Shares may fall below the Offering Price.

### ACQUISITION RISK

Following the Offering, the Company will receive net proceeds. Being in the market as business developer, the Company's cash resources will be used for business development. If the Company would acquire another business or business assets, cash balances may become substantially depleted by the costs of such transaction(s). Although each opportunity will be assessed carefully, there is no guarantee that the executed transactions will meet or beat management's expectations. If expectations are not met, then the price of the Company's shares may fall.

### CANNABIS/ NICHE MARKET RISK

The main barriers to entry in the cannabis industry are legal, political, and regulatory<sup>2</sup>.

The legalization of cannabis is relatively young, and the situation is relatively unpredictable. Furthermore, in Canada and the US, the difference between Government levels could increase conflicts between Federal enforcement and State/Provincial sovereignty.

Cannabis licensing requirements and applications can be very complex and restricting:

- A difficult and time-consuming license application process
- High application fees
- An unreasonably short application window
- High minimum funding requirements

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<sup>2</sup>Howdo.com, *Cannabis Industry; A primer on the industry emerging from years of prohibition*, [<https://howdo.com/growth-primers/cannabis/#cannabis-barriers-to-entry>].

The above barriers and complexities may cause the Company to not meet its financial projections, or only at a later stage.

### (BIOMASS) PRODUCTION RISKS

The main problem facing the expansion of biomass energy production are the relatively high costs of new facilities and the need to make the industry truly renewable. The cost barrier may be overcome by government policy and rising prices of conventional energy sources. However, careful attention is also needed to confront the problems of deforestation, land use, water use, soil quality, erosion, and pollution. Producing energy, in addition to lumber and paper, could put new stress on the sustainability of a forest resource base that is already endangered by past practices of the forest industries. Biomass energy must be farmed, not mined; otherwise, it will merely join coal, oil, and natural gas yet another non-renewable energy source.<sup>3</sup>

Into the Biomass production challenge, it is also important to emphasize:

- The seasonality of biomass supplies and wide variability in available sources present a potential challenge for biomass energy plants
- Facilities must be able to cope with the fluctuations associated with the changing of the seasons, which can vary greatly
- As water content may be high in many of the biomass sources, transportation of the material may increase costs
- Energy generation from biomass containing multiple components may not have the same efficiency compared to the usage of a single source.

### CANNABIS SUPPLY CHAIN RISKS

The three most common supply/value chain risks identified are<sup>4</sup>:

1. Inbound logistics (Forward Planning & Procurement Risks);
2. Outbound logistics (Compliance & Traceability); and
3. Technology (Intellectual Property).

#### **Inbound Logistics**

To determine the capacity and plans for the growth of products into the markets, it is important to consider the influence of expectations regarding the demand for the product as well as the available supply of inputs to enable production. Within the cannabis industry, a high degree of uncertainty exists concerning the demand for the various products and equally the availability of raw material/input supply to the market are:

- Fragmented market actors
- Low availability and varying quality of suppliers to support the development and supply of new products
- Transportation and distribution infrastructure inadequacies
- Irrational allocation of available supply capacity by local manufacturers.

#### **Outbound Logistics**

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<sup>3</sup><https://www.thecanadianencyclopedia.ca/en/article/biomass-energy>

<sup>4</sup><https://onlinelibrary.wiley.com/doi/full/10.1111/fmii.12104>



The compliance within the cannabis industry ranges from on-site regulation compliance (to enable the demonstration of license compliance) to ensure proper processes and agreements are in place to protect the organization from non-compliance and product quality failures, through to ensuring traceability across an organization's value chain.

The value chain is structured to manage the operational processes and technologies implemented in the businesses that are intended to provide transparency in decision making. Therefore, the structure and capabilities of a value chain will impact a business's ability to profit from traceability and related information systems by enabling prompt recalls of inferior quality products and thus reputational management.

A robust traceability system enables a quick withdrawal of products. Besides, the benefits of a transparent and tracked system by all actors in the value chain are a significant value-add to the industry.

### INTELLECTUAL PROPERTY

Accordingly, Investors seek opportunities to invest in organizations that can deliver superior returns, and thus the motivation to obtain the protection of intellectual property for a marijuana business is no different than motivation for any other business - competitive advantage.

In the current regulatory environment, there is no easy way to protect intellectual property rights and brands

### CANNABIS PRODUCTION RISKS

#### **Difficulty to determine Fair Value of the Cannabis expected to be produced, sold, and traded by the Company**

One of the chief concerns about cannabis is that it is an unproven commodity. There are no financial statements, earnings reports, or financial ratios to study to determine the fair value of the industry.

The second concern is about stocks that can be analyzed based on fundamental analysis and determined risk factors; cannabis has no such fundamentals or determining risk factors. With those unknowns comes uncertainty. With uncertainty comes volatility.

The rapid evolution of the cannabis industry may lead to changes in regulations, laws, and guidelines issued by various government authorities with respect to cannabis-related companies. These may include but are not limited to, rules regarding the transportation, storage, manufacture, and disposal of cannabis products.

Cannabis sellers are also subject to environmental, health, safety and privacy laws and regulations and many other regulations. "Such regulations, laws and guidelines are subject to change and development".

#### **Extreme Volatility of the Cannabis Market**

The volatility of cannabis funds is largely determined by price action. Significant fluctuations in the market value of cannabis can occur and currently make it a highly volatile investment. Another threat to this nascent market is the potential for an overabundance of industry participants.

The fact that the market is expensive is not necessarily a mitigating investment factor either. Although the sector is highly speculative, there is still plenty of latent optimism surrounding the sector's potential. With cannabis, there is widespread agreement that regulations need to be created, and enforcement actions need to be increased to protect Investors, asset managers, and financial institutions. The regulations should include measures to prevent fraud, money laundering, and funding. Speculation in cannabis stocks remains a significant challenge.

#### RISKS OF INVESTING IN A START-UP / SCALE-UP PARTICIPATION COMPANY

##### THE COMPANY MAY NOT BE ABLE TO FIND SUITABLE NEW ACQUISITION TARGETS

The Company's business strategy is to identify, evaluate, and complete suitable opportunities in the CBD and hemp industries sector. No guarantee can be made by the Directors and the Shareholders that any such opportunities will occur. Should a suitable project be identified and evaluated no guarantee can be made that the Company will complete the acquisition. Further, no assurance can be given that once the acquisition is made that the project will produce positive returns for shareholders. Should the Company, for whatever reason, fail to attain a targeted opportunity then the Company may be well be left with substantial unrecoverable transaction costs.

##### THE COMPANY IS RELIANT ON ITS INITIAL SHAREHOLDERS AND BOARD OF DIRECTORS

Young companies often rely on the abilities of its board of directors and Initial Shareholders heavily.

##### RELIANCE ON INCOME FROM THE ACTIVITIES

In the beginning the Company is dependent solely on the income generated by True North Agri Inc. to meet the Company's expenses. If the acquired business is unable to provide enough income to the Company, the Company may be unable to pay its expenses or make distributions and dividends on the Ordinary Shares.

##### RISKS INHERENT TO AN ACQUISITION

Although the Company and the Directors will evaluate the risks inherent in a particular target, they cannot offer any assurance that all of the significant risk factors can be identified or properly assessed. Furthermore, no assurance can be made that an investment in the New Ordinary Shares will ultimately prove to be more favorable to Investors than a direct investment, if such opportunity were available, in a target business.

##### COMPETITION FOR AN ACQUISITION

Although the Directors and the Shareholders believe that the current economic environment has created potential opportunities for the Company, there may be competition from others seeking similar or the same opportunities. Competitors might include investment banks, major human resources players seeking to dominate the market space, existing shareholder groups, and investment funds. Although the Company, through its Board of Directors has excellent contacts in the biomass hemp production as well as derived CBD products, no assurance can be given that the Company will be successful against such competition.

## DILUTION RISK

The pre-emption (preferential) rights for existing shareholders as contained in the Company's Articles of Association can be (partly) disappplied by the Board with respect to the issuance of newly to be issued Ordinary Shares. In addition, the Board may decide on accepting a non-cash consideration for any issuance of newly to be issued Ordinary Shares in order to enable acquisitions, provided that the value of the non-cash consideration is least the nominal value of the outstanding Ordinary Shares. If the Company does offer its Ordinary Shares against a non-cash consideration in making an acquisition, depending on the number of Ordinary Shares offered, the value attributed to the offered Ordinary Shares, whether or not the Board partly disappplied the pre-emption (preferential) rights for the then existing Shareholders, and the value of such non-cash consideration, at the time of the issuance, the issuance of such Ordinary Shares against such non-cash consideration could materially reduce the ownership percentage of the holders of Ordinary Shares and also dilute the value of their holding.

## SPECIFIC ECONOMICAL RISKS

### WEAK GLOBAL ECONOMIC CONDITIONS MAY HAVE A NEGATIVE IMPACT ON THE COMPANY'S OPERATIONS

The health of the global market may be affected by a number of factors such as national economy, political developments, government regulations, changes in tax laws, interest rate fluctuations, inflation, and the availability of financing and yields of alternative investments.

Specifically, in the cannabis sector, many economists expect increased activity in the global economy in gross domestic product terms over the next two years. However, the outlook for cannabis demand remains considerably uncertain. If cannabis prices continue to decline, the Directors would expect a greater number of potential opportunities to become available but with more difficult operating conditions once the financing and/or acquisitions are made. Changes in the global supply and demand position for cannabis products may have a negative effect on the Company's operations, cash flow, financial position, and share price.

### IMPACT OF THE COVID-19 ON THE GLOBAL ECONOMY

The wide range of possibilities for the predicted decline is explained by the unprecedented nature of this health crisis and the uncertainty around its precise economic impact. The World Trade Organization (WTO) economists believe the decline will likely exceed the trade slump brought on by the global financial crisis of 2008-09. World trade is expected to fall by between 13% and 32% in 2020 as the COVID 19 pandemic disrupts normal economic activity and life around the world.

One of the major's particularities of this crisis is in regard to the restrictions on movement and social distancing to slow the spread of the disease means that labor supply, transport, and travel are today directly affected in ways they were not during the financial crisis. Whole sectors of national economies have been shut down, including hotels, restaurants, non-essential retail trade, tourism, and significant shares of manufacturing.

### GLOBAL SUPPLY AND DEMAND CHANGES DUE TO A POTENTIAL ECONOMIC DOWNTURN MAY ADVERSELY AFFECT THE BUSINESS, CASH FLOWS, RESULTS OF OPERATIONS, AND FINANCIAL CONDITION OF THE COMPANY.





Global supply and demand affect commodity prices. Widespread trading activities by market participants seeking either to secure access to commodities or to hedge against commercial risks affect commodity prices as well.

Changes in commodity prices give rise to commodity price risk for the Company. Commodity prices are subject to substantial fluctuations and cannot be accurately predicted.

In the event of a substantial global economic downturn, and if that downturn depresses the economy for the medium to long-term, the Company's ability to grow or sustain revenues in the future years may be adversely affected, and with respect to certain long-term price levels for a given commodity, extractive operations may not remain economically feasible.

Disadvantageous economic conditions can also limit the Company's ability to predict revenues and costs which may affect the Company's capability to conduct planned projects anticipated following the Acquisition.

#### RISKS RELATING TO ANY FORM OF GOVERNMENT CONTROL OR REGULATION THAT, WHEN CHANGED, HAVE FINANCIAL CONSEQUENCES FOR THE ISSUER

##### GOVERNMENTAL INSTABILITY INCLUDING POLITICAL, LEGAL AND COMMERCIAL INSTABILITY IN THE COUNTRIES AND TERRITORIES IN WHICH THE COMPANY OPERATES MAY AFFECT THE VIABILITY OF THE COMPANY'S OPERATIONS

The Company may operate in regions with varying degrees of commercial, legal, and political stability. These jurisdictions will not be limited to a particular geographic region. Regional changes in the political landscape by civil and social pressures could cause regime change, policy reforms, or changes in legal or governmental regulations. These changes may result in expropriation or nationalization of a target's assets. Nullification or renegotiation concerning pre-existing concessions, agreements, leases, and permits held by a target business, changes to economic policies, including but not limited to taxes or royalty rates, or currency restrictions are all possibilities. Regional instability due to corruption, bribery, and generally underdeveloped corporate governance policies have the potential to lead to similar consequences. These risks could have a materially adverse effect on the profitability, the ability to finance, or in extreme cases, the viability of an operation.

Moreover, political pressures and fiscal constraints could lead governments to impose higher taxes on operations in hemp production as well as CBD products. These taxes or other types of expropriation of assets could be imposed on the Company by any jurisdiction. The Company's earnings growth may be constrained by delays or shutdowns as a result of political, commercial, or legal instability, and may be constrained if subjected to increased taxation or other expropriation. The ability of the Company to generate the long-term value of Shareholders could be impacted by these risks.

Bearing the above in mind, the Company believes it has minimal risk exposure to government instability. Given that the Company intends to business development in Canada and in the United States

##### CURRENCY EXCHANGE RATE FLUCTUATIONS MAY NEGATIVELY AFFECT THE COMPANY

The Offering will raise proceeds denominated in United States Dollars. The Company does not intend to hedge the Net Proceeds against risks associated with disadvantageous movements in the currency exchange rates until after it has identified the target. Therefore, currency exchange rate



fluctuations from the closing date of the Offering until the date it hedges the currency exchange rate in connection with the Acquisition may negatively affect the Company. The Company does not intend to enter into such hedging activities until after it has identified the target.

Additionally, the Company may be exposed to ongoing currency risk. The price of its products (and thus its revenues) will be determined by world commodities markets which are typically expressed in US dollars, and depending on the location of an acquired target, the Company may have operating expenses denominated in another currency. Consequently, changes in the exchange rates of these currencies may negatively affect the Company's cash flows, operating results, or financial condition to a material extent.

#### TAXATION OF RETURNS FROM ASSETS LOCATED OUTSIDE OF CURAÇAO MAY REDUCE ANY NET RETURN TO INVESTORS

To the extent that any assets, companies or businesses that the Company acquires are established outside of Curaçao, it is possible that any return the Company receives from it may be reduced by irrecoverable foreign withholding tax or other local taxes which may reduce any net return derived by Investors from a shareholding in the Company, unless a tax treaty between Curaçao and the other country arranges otherwise.

#### CHANGES IN TAX LAW MAY REDUCE ANY NET RETURNS FOR INVESTORS

The tax treatment of holders of Ordinary Shares issued by the Company, any special purpose vehicle that the Company may establish, and any company which the Company may acquire are all subject to changes in tax laws or practices in Curaçao or any other relevant jurisdiction. Any change may reduce any net return derived by Investors from an investment in the Company.

#### THERE CAN BE NO ASSURANCE THAT THE COMPANY WILL BE ABLE TO MAKE RETURNS FOR INVESTORS IN A TAX-EFFICIENT MANNER

It is intended that the Company will structure the Group, including any company or assets acquired in any acquisition to maximize returns for Investors in as fiscally efficient a manner as is practicable. The Company has made certain assumptions regarding taxation. However, if these assumptions are not borne out in practice, taxes may be imposed with respect to any of the Company's assets, or the Company may be subject to tax on its income, profits, gains or distributions in a particular jurisdiction or jurisdictions in excess of taxes that were anticipated. This could alter the post-tax returns for Investors (or Investors in certain jurisdictions) and adversely affect the level of return for Investors. Any change in laws or tax authority practices could also adversely affect any post-tax returns of capital to Shareholders or payments of dividends (if any, which the Company does not envisage the payment of, at least in the short to medium-term). In addition, the Company may incur costs in taking steps to mitigate any such adverse effect on the post-tax returns for Investors.

IN VIEW OF THE ABOVE THE COMPANY RESERVES THE RIGHT TO UNILATERALLY AND AT ITS SOLE DISCRETION ADJUST, AMEND OR OTHERWISE CHANGE THE CURRENT STRUCTURE OF THE COMPANY AND/OR THE GROUP IF SO REQUIRED FOR MITIGATING THE ADVERSE OR NEGATIVE EFFECTS OF CURRENT OR FUTURE TAX REGULATIONS OR MEASURES.

## LEGAL UNCERTAINTIES CONCERNING THE ISSUER'S BUSINESS OR OPERATIONS OR CONTRACTUAL AGREEMENTS

THE DIRECTORS WILL ALLOCATE THEIR TIME TO OTHER BUSINESSES LEADING TO POTENTIAL CONFLICTS OF INTEREST IN THEIR DETERMINATION AS TO HOW MUCH TIME TO DEVOTE TO THE COMPANY'S AFFAIRS, WHICH COULD HAVE A NEGATIVE IMPACT ON THE COMPANY'S ABILITY TO PERFORM.

None of the Directors are required to commit their full time or any specified amount of time to the Company's affairs, which could create a conflict of interest when allocating their time between the Company's operations and their other commitments. Whilst the Company will maintain at least four executive directors it is not intended to have any other executive officers or full-time employees working full time for the Company or the Group. The Directors are engaged in other business endeavors and are not obligated to devote any specific number of hours to the Company's or Group affairs.

If the Directors' other business affairs require them to devote more substantial amounts of time to such affairs, it could limit their ability to devote time to the Company's affairs and could have a negative impact on the Company's ability to consummate or further develop the Acquisition.

THE DIRECTORS ARE CURRENTLY AFFILIATED AND MAY IN THE FUTURE BECOME AFFILIATED WITH, OR OTHERWISE HAVE FINANCIAL INTERESTS IN, ENTITIES ENGAGED IN BUSINESS ACTIVITIES SIMILAR TO THOSE INTENDED TO BE CONDUCTED BY THE COMPANY AND MAY HAVE CONFLICTS OF INTEREST IN ALLOCATING THEIR TIME AND BUSINESS OPPORTUNITIES, AND THE DIRECTORS AND CERTAIN OF THEIR AFFILIATES ARE REQUIRED TO PROVIDE CERTAIN AFFILIATED COMPANIES WITH A RIGHT OF THE FIRST REVIEW OF CERTAIN OPPORTUNITIES

Each of the Directors has, is currently or may in the future become affiliated with or have financial interests in entities, including certain special purpose acquisition companies, engaged in business activities similar to those intended to be conducted by the Company.

Besides, the Directors may become aware of business opportunities that may be appropriate for presentation to the Company. In such instances, they may decide to present these business opportunities to other entities with which they are or may be affiliated, in addition to, or instead of, presenting them to the Company. Due to these existing or future affiliations, the Directors may have fiduciary obligations to present potential financing and/or acquisition opportunities to those entities prior to presenting them to the Company, which could cause additional conflicts of interest.

The Company cannot assure you that the Initial Shareholders or any of the Company's Directors will not become involved in one or more business opportunities that would present conflicts of interest in the time they allocate to the Company. In addition, the conflict of interest procedures described above may require or allow the Initial Shareholders and certain of their affiliates to present certain opportunities to other companies before they may present them to the Company and may make it more difficult for the Company to identify a suitable target business.

## RISKS RELATING TO THE ORDINARY SHARES

### LACK OF LIQUIDITY

The investment in the Company's New Ordinary Shares may be relatively illiquid. The New Ordinary Shares may not be suitable for short-term investment.

Upon Admission and aside from any restriction applying the Investor's shares, there is no current certainty regarding the existence of an active market for the Ordinary Shares. Hence it may be difficult for an Investor to sell his Ordinary Shares and if a sale does occur, the price obtained may be less than the amount paid for them.

There may be a limited number of Shareholders and this factor, together with the number of New Ordinary Shares to be issued according to the Offering, may contribute to infrequent trading in the Ordinary Shares on the Stock Exchanges and volatile Ordinary Share price movements. Investors should not expect that they will necessarily be able to realize their investment in Ordinary Shares within a period that they would regard as reasonable.

The Offering has not been priced to offer immediate gains. Investors must be prepared to take a medium- to long-term view on their investment. Substantial movement in the price of shares should not be expected until sufficient time has elapsed for the Company to demonstrate its ability to perform.

### DIVIDEND PAYMENTS ON THE ORDINARY SHARES ARE NOT GUARANTEED OR ASSURED

The Company intends to pay dividends on the Ordinary Shares in such amounts (if any) as the Board determines appropriate and subject to its obligations under the Civil Code. Payments of such dividends will be dependent on the availability of distributable reserves.

The Company can, therefore, give no assurance that it will be able to pay dividends going forward or as to the amount of such dividends if any.

### THE ABILITY OF SHAREHOLDERS TO BRING ACTIONS OR ENFORCE JUDGMENTS AGAINST THE COMPANY OR THE DIRECTORS MAY BE LIMITED

The ability of a Shareholder to bring an action against the Company may be limited under law. The Company is a public limited company incorporated in Curaçao. The rights of holders of Ordinary Shares are set out in the Articles of Association and are governed by Curaçao law. These rights may differ from the rights of shareholders in non-Curaçao corporations. A Shareholder may not be able to enforce a judgment against some or all the Directors and executive officers. It may not be possible for a Shareholder to effect service of process upon the Directors and executive officers within such Shareholder's country of residence or to enforce against the Directors and executive officers' judgments of courts of such Shareholder's country of residence based on civil liabilities under that country's securities laws. There can be no assurance that a Shareholder will be able to enforce any judgments in civil and commercial matters or any judgments under the securities laws of countries other than Curaçao against the Directors or executive officers who are residents of Curaçao or countries other than those in which judgment is made. In addition, Curaçao or other courts may not impose civil liability on the Directors or executive officers in any original action based solely on foreign securities laws brought against the Company or the Directors in a court of competent jurisdiction in Curaçao or other countries.

The risks above do not necessarily comprise all those faced by the Company and are not intended to be presented in any assumed order of priority.

## 7. Identification and Anti-Money Laundering regulations

To ensure compliance with the Curacao laws, regulations and other generally accepted principles relating to identification, anti-money laundering and anti-terrorist financing, the Company will require verification of identity from any person delivering a completed subscription agreement but may waive some or all requirements for a prospective investor for which the identification requirements have been waived under the applicable Curacao regulations, including Curaçao licensed credit institutions, insurance institutions, investment institutions, administrators thereof, trust service providers, insurance brokers and any other entity exempted under the applicable Curacao regulations.

An individual may be required to produce a certified copy of a passport or identification card and a utility bill no more than three months old. In the case of corporate applicants, they will be required to produce a certified extract from the register of the Chamber of Commerce and Industry or an equivalent institution in the country where the corporate applicant has its registered office, which extract shall contain the following information: the legal form, the name according to the articles of association, the trade name, the address in full, the registered office, the country where the registered office is established, the registration number and the country or island territory where any such Chamber or similar authority has been set up, as well as with regard to all authorized directors, agents, corporate secretaries and other representatives: their names, occupations, nationalities, dates and place of birth, residential and business address and the documents on the strength of which identification was made. Furthermore, they will be required to produce a certificate of incorporation (and any change of name), certificate of good standing (or equivalent) a copy of its explanatory memorandum and/or articles of association (or equivalent), by-laws and a certified copy of the authorized signatory list.

The Company reserves the right to request such (additional) information as is necessary to verify the identity of any applicant. If, within a reasonable period of time following a request for verification of identity, the Company has not received evidence satisfactory to it as mentioned above, it may, in its absolute discretion, refuse to allot the New Ordinary Shares applied for and to return the subscription proceeds without interest to the account from which such proceeds were originally debited.

If the Company has a suspicion that a payment to the Company (by way of subscription or otherwise) contains the proceeds of criminal conduct or has a suspicion that the payee is engaged in money laundering, tax fraud, terrorist financing or any other criminal activity, the Company may, in its absolute discretion, refuse to allot the New Ordinary Shares applied for and to return the subscription proceeds without interest to the account from which such proceeds were originally debited. In addition, the Company may report such suspicion to the Curaçao Financial Intelligence Unit (“FIU”), without informing such payee, and without incurring any liability to such payee for a breach of any confidentiality provision imposed by any law or contract.

As the Company's local director and Central Bank supervised trust service provider, it is PYGG B.V.'s role to make sure the Company is compliant with the relevant Curacao laws and regulations, also in connection with anti-money laundering and detection of terrorism financing. PYGG Securities Co. and possible other participating authorized brokers are (also) required to conduct adequate customer due diligence before opening a broker account, necessary for a candidate investor to subscribe to the issue.

## 8. Business and Industry Overview

### RELEVANT LAWS AND REGULATIONS GOVERNING THE INDUSTRY AND THE CBD MARKET IN PARTICULAR

Five main market opportunities have been identified based on the global CBD market climate. The first opportunity is in the US, based on the passing of the *Farm Bill*, allowing for the sale of CBD products. In recent months the FDA has started a working group to help establish clear regulations for this new market. The second market opportunity is in Canada, where CBD and THC products are legal, and the company has a proven path to market across the country. The company has signed a deal with Heritage Cannabis Inc, a licensed producer in Canada allowing the company to have access to their sales license immediately. The next 2 markets are the UK and Europe, where the introduction of the *Novel Foods Act* will paint a clear path to marketing for the company's line in edible, topical, and indigestible products. Last but not least, the company has plans to make its products available for sales in Curacao as soon as allowed under local laws.

### SIGNIFICANT TRENDS IN THE CBD MARKET

The global CBD market in 2019 was over 2.8 billion in sales and is expected to grow to almost 90 billion by 2026 based on research from Global Market Insights, Inc.

([https://www.gminsights.com/industry-analysis/cannabidiol-cbd-market?utm\\_source=globenewswire.com&utm\\_medium=referral&utm\\_campaign=Paid\\_Globnewswire](https://www.gminsights.com/industry-analysis/cannabidiol-cbd-market?utm_source=globenewswire.com&utm_medium=referral&utm_campaign=Paid_Globnewswire))

According to a Forbes article "*Cannabis Industry: 2020 Predictions*"<sup>5</sup>, cannabis sales have increased substantially in the last few years, but so has the competition with more growers, retailers, and other entrepreneurs vying for a stake in the "green rush."

1. *Cannabis Legalization Is Going Global*

Legalization is growing and countries that are first to the global marketplace can create sustainable advantages for themselves in their customer base and their funding.

2. *The CBD Product Market Will Mature*

On the CBD standards, "Consumers are getting more savvy on the benefits of CBD and they will begin to insist on knowing exactly what they are paying for.

3. *Medical Testing Will Increase*

4. *Older Customers Will Expand Their Cannabis Purchases Beyond Medical Use*

Increased recreational expansion.

5. *Legislative Action Will Remain Robust*

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<sup>5</sup>Forbes, *Cannabis Industry: 2020 Predictions*, January 26<sup>th</sup>, 2020, <https://www.forbes.com/sites/forbestreptalks/2020/01/26/cannabis-industry-2020-predictions/#563f41913f31>

As per the legalization of Cannabis, the consumers and commercial interest in hemp-derived CBD have only intensified. For the year 2020, there is a prediction on why Hemp-Derived CBD will become a leader in the market<sup>6</sup>.

1. Safety Product Assurance

Today's consumer cares about where the products they put in, and on, their bodies come from. This trend will hit the hemp industry next, as consumers demand information on plant origin, farming practices, product composition, and sustainability.

2. Baby Boomer Consumption Escalates

It is expected that the consumption of the Boomers seeks to replace prescription and OTC pharmaceuticals with the hemp-derived product.

3. Hemp As Mental Health Aid

It will also be possible to see even more people ditch per example Prozac prescriptions for non-impairing hemp-derived CBD to support their mental health goals.

### TRUE NORTH PRINCIPAL ACTIVITIES

True North is developing a global distribution network of Biomass to buy and sell quality cultivated hemp from global farming partners. This will allow getting compliant products in any regulated jurisdiction. True North can become a leader in the global hemp-derived CBD market as the company has access to over 6,000 acres of biomass in Canada.

Precisely, True North supplies premium biomass; their hemp tests for 8% CBD or higher. Also, True North has access to advanced genetics and cultivars for farmers who are growing in partnership with them.

Indeed, True North's relationships with extractors, processors, ensure consistent demand for quality biomass without fear of downtime. Further, the company remains insulated from fluctuating prices of biomass given broker fees are a fixed percentage markup.

The biomass production and the possibility of its brokerage are possible as "Hemp is a fast-growing, environmentally-friendly plant with a low cost to produce" "Hemp is a unique plant, with over 25,000 identified uses. Indeed, the uses and derivative products of hemp are so diverse that hemp globally intersects more markets and industries than any other crop."

By developing a biomass brokerage, True North will become a leader in global distribution. By creating a network of growing partners, the strategy of True North is to provide logistics fulfillment for the CBD and hemp industries by creating and satisfying demand along with various aspects of the supply chain. The company provides an uninterrupted flow of products, through the integrated value chain (see below).

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<sup>6</sup><https://www.forbes.com/sites/irisdorbian/2019/12/27/expert-offers-predictions-for-the-hemp-derived-cbd-market-in-2020/#1cd9c3ad1391>



For True North, it is important to use relationships and infrastructure to drive CBD global sales, as well as to connect brands with producers and manufacturers. By developing this integrated logistics, the global opportunities for each party increase.

True North can develop its integrated value chain using a world-class team of industry experts the company has assembled. With over 100 years of combined experience in cannabis, agriculture, legal and regulatory affairs, the True North team is well-equipped to meet the demand of the evolving global CBD marketplace. Further, True North has a network of processing partners to turn biomass into bulk CBD oils, distillates, isolates, and CPGs. Their partners are certified for quality and consistency. True North works exclusively with processing partners that meet our rigorous testing, quality, and safety standards.

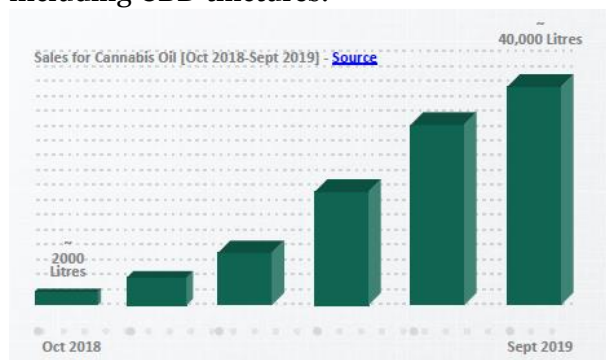
The Strategy behind the integrated value chain is to broaden opportunities for all parties by using the Biomass Brokerage.

### MARKET COVERAGE AND POSITION

Global Market Insights, Inc. has recently added a new report on the cannabidiol (CBD) market which estimates the global market valuation for cannabidiol will surpass US\$ 89 billion by 2026. Growing medical applications and increasing sales of cannabidiol-derived products in retail stores are two major factors supplementing the market growth.

After passing the Farm Bill in 2018<sup>7</sup>, there has been a significant demand for CBD products across the globe especially in developed countries such as the U.S., France, Canada, and The Netherlands among others. The sales of CBD products are also increasing rapidly.

More specifically, in Canada, the industry is seeing expanding growth in the purchasing of extracts primary oils. Over one calendar year, Canada saw exponential growth in cannabis oil sales including CBD tinctures.



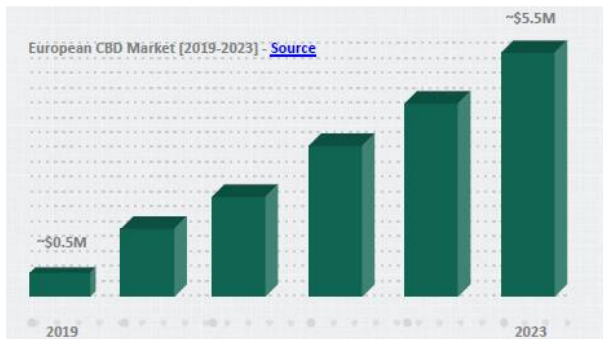
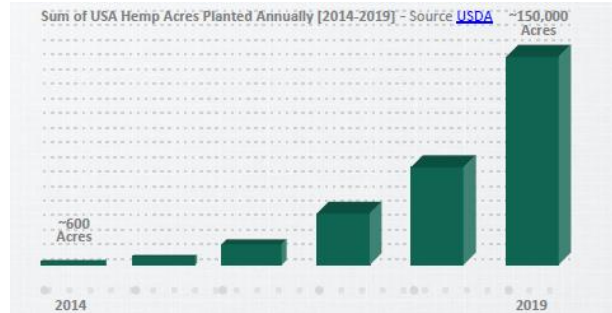
With all the Hemp regulations, this will allow Canada to dominate the CBD market just as it dominates industrial hemp. Market estimates for the value of hemp-derived CBD in Canada are limited, but the market predicted the overall Canadian hemp industry could be worth \$1 billion a year by 2023.

<sup>7</sup>The 2018 Farm Bill reclassified hemp, and it is now legal to grow industrial hemp, (<https://www.farmers.gov/manage/hemp>).



In the United States of America, the 2018 Farm Bill had a cascading effect on the industry including allowing farmers to protect their crops as well as greater hemp supply to be processed into finished products.

Further, it is expected that U.S. consumer sales of cannabidiol (CBD) will reach around 1.8 billion U.S. dollars by 2022. Thus, the CBD consumer market is following the trend of the total legal cannabis market in the United States, which is projected to be a 23-billion-dollar business by 2025.



In Europe alone, the market is on course to grow 400% over the next four years, according to the Brightfield Group. The growth of the CBD market in Europe is thanks to the growing adoption of CBD infused products in industries such as pharmaceuticals, personal care, cosmetics, nutraceuticals, along with medical applications.

The global industrial hemp market size is projected to grow from USD 4.6 billion in 2019 to USD 26.6 billion by 2025, recording a compound annual growth rate (CAGR) of 34.0%.

Further, the industrial hemp market is driven by factors such as increasing legalization in the cultivation of industrial hemp, functional properties of hemp seed and hemp seed oil, and their increased use in different food applications, and an increasing number of chronic diseases.

## Global Hemp Market

*Growing International Opportunities - Global Brokerage, Global Brands*



**Global Hemp Leaders** - Source New Frontier Data

**Global Hemp Market Sales**

2020e	\$5.73 Billion
2019e	\$4.58 Billion
2018	\$3.74 Billion
2017	\$3.14 Billion
2016	\$2.76 Billion

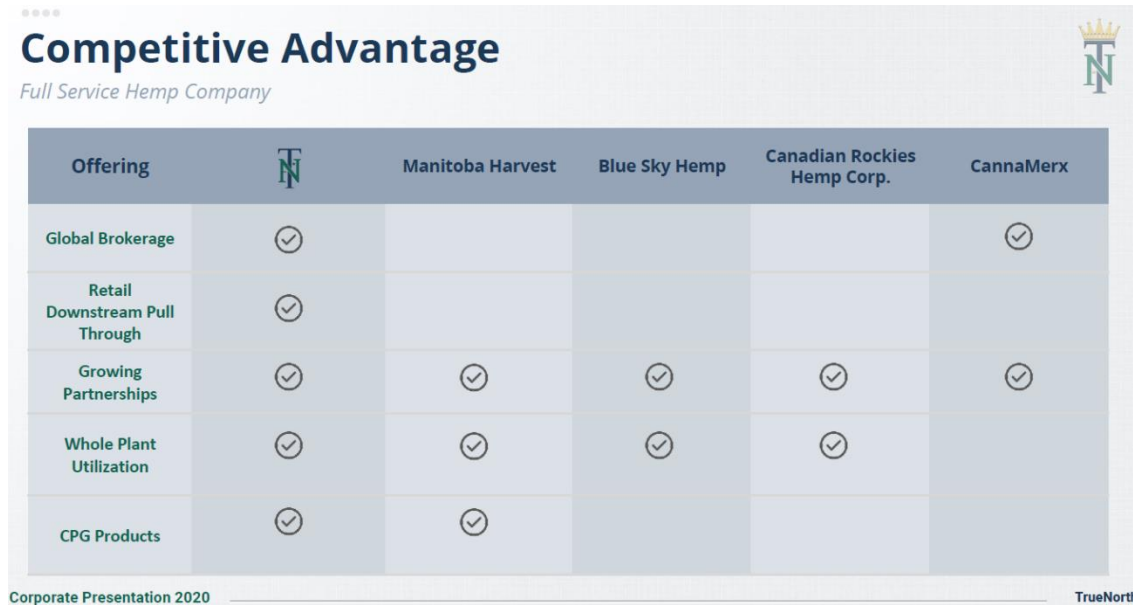
Source NFD

Corporate Presentation 2020 TrueNorth

## COMPETITIVE ADVANTAGE

Using their asset-light business model True North is able to leverage its global partnerships to rapidly scale and meet consumer demand in established and emerging markets. As an adaptation of CBD evolves True North will maintain its position as an industry leader.

For True North to become leader in the Global Hemp Market, it will also be important to develop those four (4) types of investment:



Offering	True North	Manitoba Harvest	Blue Sky Hemp	Canadian Rockies Hemp Corp.	CannaMerx
Global Brokerage	✓				✓
Retail Downstream Pull Through	✓				
Growing Partnerships	✓	✓	✓	✓	✓
Whole Plant Utilization	✓	✓	✓	✓	
CPG Products	✓	✓			

- Vertical Integration:**  
 World-class hemp growing capability, third party manufacturing, global partners, and distribution networks.
- Asset Light:**  
 Highly experienced team with experience in strategic management of capital expenditures with third-party partnerships
- Experienced Team:**  
 Cannabis, public markets, agriculture, corporate law, regulatory, financial and business development, and marketing backed leadership team.
- Licensing:**  
 Licensed hemp farms, certified organic products, and future opportunities in extraction, new genetics, formulations, finished products, and increased growing capacity.

## 9. Company Management Team

### DIRECTORS

#### DHARAMVIR (DARREN) GILL

(32), Chief Executive Officer & Initial Shareholder of *True North Agri N.V*

Darren is a proven global business leader with thirteen years of experience in a wide range of industries spanning cannabis, automotive, and professional services with a track record of success for rapidly scaling and turning around companies. He has held senior management positions including board roles in both public and private companies. Darren most recently served as Chief Strategy officer for a publicly traded Canadian LP and prior to this served as a Mergers and Acquisitions leaders within Deloitte’s M&A team leading several billion in transactions.

Current Directorships and Partnerships	Previous Directorships and Partnerships
True North Agri Inc	Choklat Inc
True North Agri n.v	Pineapple Express Inc
True North Agri PLC	Namaste Bahamas Inc

#### SWARANDEEP BRAR

(38), Director of *True North Agri N.V*

Swarandeep has worked several years as a Director of operations at International Herbs Ltd & Cascadia specialties. In 2019 he joined the Brains Bio Corp as a First director of the company and as senior operations manager as the designation. Mr. Brar also worked as a Real Estate Agent and Development, between 2012 and 2019).

Current Directorships and Partnerships	Previous Directorships and Partnerships
Brains Bio Corp	International Herbs Ltd
Cascadia Specialities Inc	
True North Agri n.v	
True North Agri PLC	

#### RICKY BRAR

(48), Chairman & Initial Shareholder of *True North Agri N.V*

Rick Brar was most recently Co-Founder and Former CEO of Zenabis Global Inc., one of the leading Canadian LPs with operations in both medical and recreational cannabis. Under Brar’s leadership, Zenabis grew from a privately held LP to a public company with a market capitalization close to CAD900m during his tenure as CEO. Currently, Mr. Brar is the CEO & Chairman of Brains Bioceutical Corp. Global manufacturer and distributor of Cannabinoid API. Brar plays an active role in the Cannabis regulatory environment and he has worked to improve access globally, from being a part of the ACPMR Stakeholder Roundtable for Bill C45, held by Health Canada, to holding positions with the Centre for Medical Cannabis (CMC) and the CDPRG. He has successfully launched multiple entrepreneurial ventures in North America, South America, Europe, and



Asia. He is an experienced leader in the cannabis, nutraceuticals, beverage, agriculture, and land development industries.

<b>Current Directorships and Partnerships</b>	<b>Previous Directorships and Partnerships</b>
Brains Bio Corp	International Herbs Ltd
Cascadia Specialities Inc	Zenabis Global Inc
True North Agri n.v	

**SEAN ALSTON**

(39), Chief Operating Officer & Initial Shareholder of *True North Agri N.V*

Sean brings 20 plus years of experience from the cannabis and hemp industries along with various aspects of the construction industry including management, operations, and logistics. His strong background in operations includes the position of Director of Craft Grow for a large Canadian LP.

<b>Current Directorships and Partnerships</b>	<b>Previous Directorships and Partnerships</b>
Aries Fire Protection	
True North Agri n.v	

**ANDY EUSTIS**

(51), Chief Revenue Officer & Initial Shareholder of *True North Agri N.V*

Andy has 30 years of experience in sales and revenue generation. He brings a strong foundation in account management with large retailers and distributors. Andy’s prior experience includes the Director of Sales position at a top Canadian LP as well as experience in the produce and food industries.

<b>Current Directorships and Partnerships</b>	<b>Previous Directorships and Partnerships</b>
Epic Growth Ltd	
True North Agri n.v	
True North Agri Inc.	

**PYGG B.V.**

PYGG B.V. is a Central Bank of Curacao and St Maarten regulated Trust & Corporate Services provider.

**DIRECTORS’ TERMS OF EMPLOYMENT**

The Directors will be under a remuneration contract with the Company for an initial term of one year, renewable. The contract includes a termination clause on six months’ prior notice, save for the case of a material breach of contract, in which case, the Board can elect for dismissal without notice.



Each Director, except for PYGG B.V., will be granted 250,000 stock options and remunerated on an annual basis a USD 12,000 retainer, paid in monthly installments of USD 1,000. This remuneration will start only by the third month after the date of listing and for the initial three months will be reduced by half. About the first six months, the Directors have agreed to waive their annual fees and salaries. For the first twelve months, an option as an incentive will be set up depending on the support from the directors.

#### PENSION ARRANGEMENTS

There are currently no pensions or other similar arrangements in place with the Directors though it is intended to review this position upon the Company's financial position supporting any arrangements that may be then proposed.

#### EMPLOYEES

The Company has contracted employees whose work responsibilities will become effective upon successful Admission.

#### HOUSING

The Company does not own any premises based in Curaçao yet. PYGG B.V. provides for the Company's registered address. Dependent on the local business development the Company may rent or buy local premises in the future.

## 10. Ambition

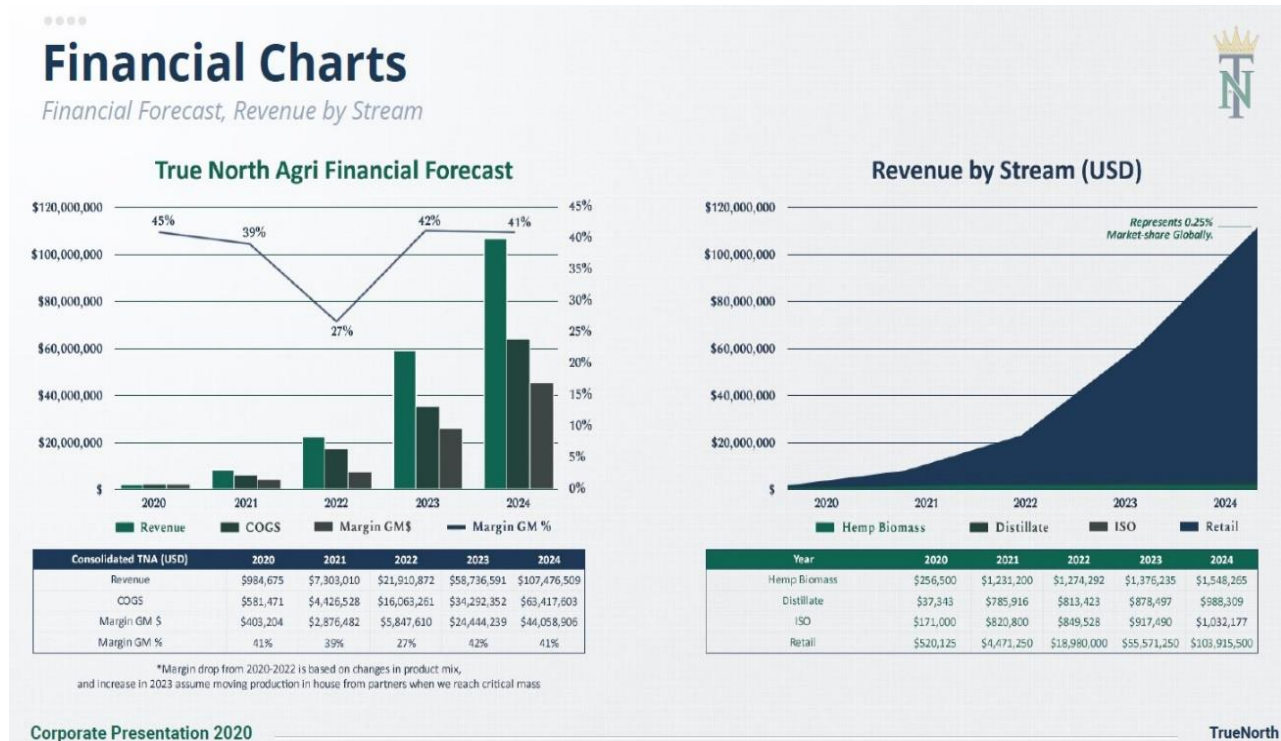
#### BUSINESS DEVELOPMENT

True North Agri is planning on building a niche consumer-facing brands in Canada, the UK, and the US between 2020 and 2021. As the demand for CBD continues to grow, True North Agri is actively looking for opportunities to enter new markets. Dependent on the legalization process in Curacao, the Company will develop business locally. It will also enter markets like South East Asia and Africa where hemp and CBD are used in traditional medicines as well as alternative medicine. True North Agri believes that the rate of legalization of CBD and other hemp compounds like CBG and CBC will continue to occur at a rapid rate and allow for ongoing product development and production of in-demand consumer goods.

True North Agri will be looking to engage key affiliates, influencers, and mainstream media to raise awareness of its products and build its brand profile. Upon reaching critical mass with consumers, True North Agri believes it will be well-positioned to consider purchasing manufacturing assets in 2021. Afterward, it will re-patriate the gross margins paid to its partners in the earlier years. The repatriation will come as the Company scales up - allowing for long-term margin opportunities and vertical integration. However, the key to the True North Agri success will be focused on the consumer and product development first and foremost. Plans also include offering direct-to-consumer sales through e-commerce when sales flow justifies such action.

## FUTURE FINANCIAL INFORMATION

True North Agri’s financial projects are outlined in the table below. True North Agri plans to grow its product revenues from USD 1 million in 2020 to over 1 hundred million in 2024. During this time, the global CBD market is expected to grow to over 24 billion dollars. The True North Agri baseline plan achieves a very conservative 0.45% market penetration. Given True North Agri’s experienced sales team, access to a wide selection of brokers, and deep connections within the retail markets in North America and the UK, we feel our conservative approach to modeling shows a sustainable growth trajectory.



During this time margins fall from 41% in 2020 to 27% in 2022 largely driven by changes in product mix, our partnership model of using co-packers, and expected market competition. True North Agri True North Agri management expects that many of the manufacturing assets that have been built on capacity figures rather than consumer demand will become available for purchase at severe discounts as margins get squeezed with companies trying to win contracts for products that have consumer demand.

By 2023 True North Agri should be well-positioned as a recognized brand with proprietary formulations that consumers want. Such an achievement would represent the ideal time for margins to climb again in 2023 as we:

- Look at an acquiring a strategic partner
- Repatriate the manufacturing margin in-house.

## 11. Future Stock Options Plan

Ownership of Company stock by employees, strategic advisors, and directors is an effective way to align stakeholders' interests with the interests of the Company's shareowners. That is why the Board of TNA Inc. had already decided to introduce a stock option plan which has not been implemented until the day of production of this Prospectus. Today, none of the shares asked admission for to list and trade on the DCSX are subject to a Stock Option Plan.

Going forward, dependent on the need and in the best interest of the Group, the Board may decide to implement a Stock Option Plan.

## 12. Related-Party Transaction/Conflict of Interest

The plant and office spaces True North Agri Inc is currently using is leased from its largest investor Ricky Brar at a monthly expense of CAD 17,000. =

### A POTENTIAL CONFLICT OF INTEREST

The Initial Shareholders or the Directors may in the future enter related party transactions with the Company, which may give rise to conflicts of interest between the Company and the Initial Shareholders or the Directors. The Initial Shareholders and one or more of their affiliates may in the future enter into other agreements with the Company that is not currently under contemplation. While the Company will not enter into any related party transaction without the approval of a majority of the Directors, it is possible that the entering into such an agreement might raise conflicts of interest between the Company and the Initial Shareholders or the Directors. In the event a conflict does arise the Board will rely on third party advisors to perform independent financial audits and valuations on any related party transactions, and any member conflicted will abstain from voting.

## 13. General Tax Considerations

### THE COMPANY

True Agri North NV shall in principle be subject to Curaçao profit tax according to the territorial tax principle, meaning that profits derived from income sourced outside of Curaçao can be excluded from the Curaçao tax base. Profits derived from income sourced inside of Curaçao will in general be taxed at the rate of 22% as per January 1, 2020.

In case the Company has an ownership of at least 5% of the paid in share capital or similar rights in a subsidiary, it may claim the participation exemption on any dividends received from that subsidiary and or any capital gains (or losses) realized from the sale of the shares in subsidiary. However, the participation exemption only partially applies to dividends received through a local or foreign load tax investments entity, resulting in effective tax rate of approximately 10% on such dividends. Form capital gains the participation exemption is always fully applicable.

Profits derived from income sourced outside of Curaçao may be subject to foreign withholding tax which is irrecoverable or only partly recoverable unless a tax treaty between Curaçao and the other country arranges otherwise.

### SHAREHOLDERS



Shareholders who are not a Curacao tax resident or are not to be considered as such, and who during the pertaining fiscal year have not participated in any kind of business activity in Curacao to which the Ordinary Shares are attributable, either personally or through a representative or an agent therein, shall not be subject to income tax in Curacao in respect of dividends on the Ordinary Shares (including those arising from distributions of the Company's liquidation), or in respect of gains realized upon sale or redemption of Ordinary Shares.

The Company will not be required to withhold any tax in Curacao on distribution of dividends (if any) or from gains realized in selling or redeeming Ordinary Shares.

Holders of Ordinary Shares who are not a Curacao tax resident or are not to be considered as such, are not subject to any Curacao gift, estate or inheritance taxes by reason of the ownership of Ordinary Shares.

Please note that further laws, regulations, guidelines and/or explanations to be published in the future, might have an impact on above mentioned outcome and treatment.

#### FOREIGN EXCHANGE CONTROLS

The Company has applied for a foreign exchange license and general exemption from the Curaçao Exchange Control Regulations with the Central Bank of Curacao and Sint Maarten.

#### Disclaimer

**The above general tax considerations are for information purposes only and constitute a general and limited overview of possible tax consequences in relation to an investment in the Company. Prospective Investors are therefore advised to consult their own tax advisers to consider (i) possible tax, exchange control or other consequences under the laws of the country in which they are (deemed to be) resident when buying, holding, selling or redeeming Ordinary Shares or when receiving dividends from the Company (if applicable), or (ii) the effect of other taxes imposed on dividend, interest and other income received and gains realized by the Company.**



## 14. The Shares

### THE SHARE CAPITAL

- (a) The Company currently has a share capital consisting of 11,488,000 issued and paid-up ordinary shares with a nominal value of USD 0.05 each

### SIGNIFICANT CONTROL POST IPO

After a fully subscribed successful IPO, the only current shareholder maintaining significant control will be Mr. R. Brar.

### DIRECTORS INTEREST POST IPO

After a fully subscribed IPO, the Director's interests in the company will be as follows:

Name	No. of existing Ordinary Shares	% of Existing Ordinary Shares	% Post IPO
<b>Dharamvir Singh GILL</b>	592,000	5.15	2.76
<b>Sean ALSTON</b>	692,000	6.02	3.22
<b>Rick BRAR</b>	7,755,000	67.51	36.09
<b>Swarandeep Singh BRAR</b>	100,000	0.87	0.47
<b>PYGG b.v.</b>	-	-	-

### NO OTHER INTERESTS

Except as stated in this document:

- i) The Company has not issued any securities other than Ordinary Shares.
- ii) There are no outstanding convertible securities, exchangeable securities or securities with warrants issued by the Company.
- iii) None of the Directors nor members of their families have a related financial product referenced to the Ordinary Shares or any other security pertaining to the Company; and
- iv) There are no special arrangements, including stock option plans, currently in force

## ISSUANCE OF ORDINARY SHARES

Pursuant to the Company's Articles of Association the unissued Ordinary Shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such person at such times and for such consideration, being not less than the par value of the Ordinary Shares being disposed of, and upon such terms and conditions as the Directors may determine.

### RESTRICTIONS ON OWNERSHIP

#### **General:**

New Ordinary Shares may not be purchased by or transferred to Investors who are residing, or are established or domiciled, in jurisdictions where the distribution of this Prospectus and/or the offering and /or sale of the New Ordinary Shares is prohibited or restricted (see further the cover Notice of this Prospectus under RESTRICTIONS - General).

The Board, after an affirmative legal opinion by legal counsel of a jurisdiction that no such prohibitions or restrictions are applicable to a certain Investor in that jurisdiction, is authorised - upon its sole discretion - to waive these restrictions for that Investor.

#### **Curaçao residents only**

New Ordinary Shares may not be purchased by or transferred to investors who are Curaçao residents, unless exempted or licensed by Central Bank of Curaçao and Sint Maarten under the Curaçao Foreign Exchange Control Regulations (see further the cover Notice of this Prospectus under RESTRICTIONS – Curaçao residents only).

#### *Representations*

Each Investor by executing the subscription agreement is considered to have warranted and represented that the New Ordinary Shares are not being acquired, directly or indirectly, by, or for the account or benefit of, an Investor:

- (i) who is residing, or is established or domiciled, in a jurisdiction where the distribution of this Prospectus and/or the offering and/or sale of the New Ordinary Shares is prohibited or restricted, unless permitted under the applicable security laws of such jurisdiction; or
- (ii) who is a Curaçao residents, unless exempted or licensed under the Curaçao Foreign Exchange Control Regulations.

An Investor will be liable towards the Company for all direct and indirect damages, cost and expenses (including any legal and court fees) incurred or sustained by the Company as a result of, or in relation to, any breach of this warranty and representation by such Investor.

## SHAREHOLDERS' MEETINGS

General meetings: The Shareholders will receive notice of, and have the right to attend, address, and vote at, all general and extraordinary meetings of shareholders. All shareholders meetings will be held in Curaçao. Each year the Company shall hold an annual general meeting of shareholders for the purpose of reviewing and approving of the audited annual accounts and, if required, the appointment of Directors and the auditors of the Company, and such other matters as may be set forth in the agenda for such meeting.

The annual general meeting of shareholders will be held within nine months after the end of a fiscal year unless the annual general meeting of shareholders has extended the period for preparing and submitting the annual accounts with an additional 6 months.

Notices of meetings of shareholders will be given by written notice (e)mailed to the address of each Shareholder as appearing the register of shareholders. If one or several addresses of Shareholders are not known, the notice and summoning of the shareholders meetings shall take place also by means of an announcement in the Gazette in which official notices are published by the government of Curaçao.

## 15. Other Information

### RESPONSIBILITY

The Directors accept joint and several responsibility and liability for the information contained in this Prospectus. To the best of the knowledge of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Prospectus is in accordance with the facts and no omission is likely to affect the correctness and truthfulness of the information.

### ARTICLES OF ASSOCIATIONS

The Articles of Association form an integral part of this document. A copy hereof has been attached to this prospectus as Annex.

### MATERIAL CONTRACTS

The following are the only contracts (not being contracts entered into in the ordinary cause of business) that have been entered into by the Company since its incorporation and which are (or maybe) material to the Company:

Supply and Brokerage Agreement with BRAINS BIOSUTICAL CORP – Under the terms of this agreement True North Agri has the ability to supply both Hemp and Isolate to BRAINS, a leading manufacturer of CBD API (Active Pharmaceutical Ingredients) for both their medical and retail product lines. This gives True North Agri the ability to become a global medical and retail CBD supplier.

Co-Manufacturing Agreement with Heritage Cannabis – This give True North Agri access to the Canadian Cannabis market by having a licensed entity manufacture and sell its products into the Canadian cannabis market, a market this hit 200M in sales in June 2020. True North Agri also has the rights to supply Heritage with hemp biomass for there CBD processing.

### OPTIONS

Outstanding Options can directly be exercised in accordance with the Recognition Stock Option Program.

## NO LITIGATION

In the 12 months prior to the date of this Prospectus, there have been no governmental, court or arbitration proceedings instituted against any company in the Group which may have or has had a significant effect on the Company's financial position or profitability and the Company is not aware of any such proceedings pending or threatened.

## OTHER HOLDINGS

Save as disclosed in this Prospectus, the Company has no holdings in the capital of any undertaking which is likely to have a significant effect on the assessment of its assets and liabilities, financial position or profits and losses.

## CURACAO OPPORTUNITY

Upon the possible future legalization of cannabis and hemp cultivation Curaçao offers cultivation and export opportunities. The Company will then possibly engage with local partners to create GMP compliant products on Curaçao for export into Europe, North America, and other markets.

## ANNUAL ACCOUNTS AND REPORTS

After the close of each fiscal year, but in no event later than 8 months after the end of the fiscal year (which period may be extended by the general meeting of shareholders with an additional 6 months), the Board will furnish to the Shareholders the annual accounts of the Company for such fiscal year, including the audited balance sheet, profit and loss accounts and the notes thereto, an audited statement of assets and liabilities, Statement of Operations and Statement of Changes in Net Assets. In addition, the Board will furnish to the Shareholders quarterly interim un-audited financial statements of the Company.

Abaque Financial Solutions, being the Company's independent auditors, will perform the yearly audit of the prepare the annual accounts

The audited annual accounts will be available for inspection to Investors at the offices of the Company. As soon as practically possible after the annual accounts have been available for inspection to Investors, the Board will convene the general meeting of shareholders in order to approve of the Annual Accounts.

## MISCELLANEOUS

- (a) There are no patents or other intellectual property rights, licenses, or particular contracts that are of fundamental importance to the Company's business.
- (b) There are no significant investments in progress.
- (c) No exceptional factors have influenced the Company's activities
- (d) The external auditor has given and not withdrawn its consent to the inclusion in this Prospectus of its accountant's report as Annex hereto.

## Inquiries

Inquiries concerning the Company and the New Ordinary Shares (including information concerning subscription) should be directed per e-mail to PYGG at [ipodesk@pygg.nl](mailto:ipodesk@pygg.nl)

## 16. Privacy Policy

This privacy policy explains the way the Company processes non-public personal data regarding the Company's Shareholders' which are private persons, as required under Curacao law.

Personal data of private persons may only be processed if the data processing is essential for:

- The execution of an agreement.
- Compliance with regulatory obligations.
- Indemnification of vital importance.
- Proper realisation of public obligations; and/or
- Representation of the interest of the party involved.

In addition, personal data may also be processed when explicitly agreed upon by the private person involved. Such agreement by the prospective Investors is therefore explicitly stipulated in the subscription agreement.

Personal information is collected primarily through the following sources:

1. Subscription documents, application forms, due diligence and other questionnaires and other information provided by Shareholders and prospective Shareholders in writing, in person, by telephone, electronically or by any other means. This information includes name, address, nationality, passport number, and financial and investment qualifications and objectives; and
2. Transactions within the Company, including account balances and investments.

Non-public personal information of Shareholders, former Shareholders or prospective Shareholders is not disclosed, except as required by law or as required for the operations of the Company. For example, the Company may share non-public personal information with service providers (e.g., attorneys, accountants, administrators, custodians, and other professionals) in connection with the administration and servicing of the investment in the Company. In addition, information may be disclosed to service providers, including administrators, custodians and counterparties with whom the Company does business, in order to satisfy any anti-money laundering related customer identification procedures required by any laws or regulations applicable to such entities.

The Company maintains physical, electronic, and procedural safeguards that comply with industry standards to protect non-public personal information. The Company's policy is to require that all employees, financial professionals, and companies providing services on the Company's behalf keep Shareholders information confidential. More specific, access to the personal and account information of Shareholders is restricted to only those employees who need to know that information in the course of their job responsibilities.

The Company will not change its privacy policy in the future in a way that affects Shareholders Investors without first providing a revised privacy policy describing the change.

## **Annexes**

**Articles of Incorporation**

**Auditor comfort letter & financial statements**