

*No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This Offering (as defined herein) may not be suitable for you and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.*

Offering Document under the Listed Issuer  
Financing Exemption

April 24, 2026



**OPTIMI HEALTH CORP.**  
(the “Company”)

**SUMMARY OF OFFERING**

What are we offering?

<b>Securities:</b>	The Company will offer up to 850,000 common shares of the Company (the “ <b>Offered Shares</b> ”). The offering price is currently expected to be US\$6.00 per Offered Share (being the low end of the anticipated public offering price range disclosed in the Company’s registration statement on Form F-1) for gross proceeds of US\$5,100,000 (the “ <b>Offering</b> ”).
<b>Offering:</b>	The Offering is being made pursuant to an underwriting agreement to be entered into among the Company and Joseph Gunnar & Co., LLC (“ <b>Joseph Gunnar</b> ”), and a syndicate of underwriters (together with Joseph Gunnar, the “ <b>Underwriters</b> ”) on or before the Closing Date (as defined below).  The Offering forms part of a larger offering of common shares being made pursuant to a registration statement on Form F-1 (File No. 333-290086) prepared and filed with the U.S. Securities and Exchange Commission (the “ <b>Concurrent U.S. Public Offering</b> ”).
<b>Offering Price:</b>	The offering price is currently expected to be US\$6.00 per Common Share (being the low end of the anticipated initial public offering price range disclosed in the Company’s registration statement on Form F 1).
<b>Closing Date:</b>	On or about [●], 2026, or such other date as the Company and the Underwriters may agree (the “ <b>Closing Date</b> ”). The Offering may close in tranches.
<b>Exchange:</b>	The issued and outstanding common shares of the Company (the “ <b>Common Shares</b> ”) are listed on the Canadian Securities Exchange (the “ <b>CSE</b> ”) under the trading symbol “OPTI”, on the Frankfurt Stock Exchange under the symbol “8BN” and are quoted for trading on the OTCQX under the symbol “OPTHF”. In connection with the Concurrent U.S. Public Offering, the Company has also applied to have the common shares listed on the NASDAQ Capital Market under the symbol “OPTH”.
<b>Last Closing Price:</b>	On April 23, 2026 being the last trading day before the date of this offering document, the closing price of the common shares on the CSE was C\$0.39 per common share.

<b>Currency Presentation:</b>	All dollar amounts referenced in this offering document, unless otherwise indicated, are expressed in United States dollars and are referred to as “\$” or “US\$”. Canadian dollars are referred to as “C\$”.
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**The Company is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 *Prospectus Exemptions*. In connection with this offering, the Company represents the following is true:**

- **The Company has active operations and its principal asset is not cash, cash equivalents or its exchange listing.**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The Company is relying on the exemptions in Coordinated Blanket Order 45-935 – Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the “Order”) and is qualified to distribute securities in reliance on the exemptions included in the Order.**
- **The total dollar amount of this Offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption and under the Order in the 12 months immediately preceding the date of the news release announcing this Offering, will not exceed C\$25,000,000.**
- **The Company will not close this Offering unless the Company reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The Company will not allocate the available funds from this Offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.**

#### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION**

This offering document contains forward- looking statements. The Company may, in some cases, use words such as “anticipate”, “believe”, “could”, “estimate”, “expect”, “intend”, “may”, “plan”, “predict”, “project”, “will”, “would”, and similar expressions that convey uncertainty of future events or outcomes to identify these forward-looking statements. Any statements contained herein that are not statements of historical facts may be deemed to be forward-looking statements. Forward-looking statements in this offering document include, but are not limited to, statements relating to: the completion and timing of the Offering and the Concurrent U.S. Public Offering; the receipt of regulatory approvals, including approval of the Company’s application to list its common shares on the Nasdaq Capital Market the Company’s ability to achieve its growth strategy; the scaling of production and distribution of the Company’s products; the preparation for and entry into additional markets, including Israel and the United States; anticipated use of proceeds and sufficiency of available funds to meet the Company’s business objectives and liquidity requirements for at least 12 months following the completion of the Offering; and the Company’s continued compliance with applicable laws, regulations and intellectual property rights.

Forward-looking statements are based on management’s reasonable assumptions, expectations and beliefs as of the date of this offering document, including assumptions relating to market conditions, regulatory environments, the availability of financing, and the Company’s ability to execute its business plan. Although the Company believes that such statements are reasonable, the Company can give no assurance that such expectations will prove to be correct. Inherent in forward-looking statements are risks and uncertainties beyond the Company’s ability to predict or control, including, but not limited to, the risk factors in listed under the heading “*Risk Factors*” in the Company’s accompanying registration statement on Form F-1 and the risk factors in the Company’s other public filings available under the Company’s SEDAR+ profile at [www.sedarplus.com](http://www.sedarplus.com).

Although the Company has attempted to identify important factors that could cause actual results to differ materially from those described in forward-looking statements, there may be other factors that could cause results not to be as anticipated, estimated or intended. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, believed, estimated or expected. The Company cautions readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Except as required by law, the Company disclaims any obligation to revise or update

any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events. **The Company qualifies all of the forward-looking statements contained or incorporated by reference in this offering document by the foregoing cautionary statements.**

## SUMMARY DESCRIPTION OF BUSINESS

### What is our business?

The Company is a Canadian Good Manufacturing Practices (“GMP”) compliant, pharmaceutical drug manufacturer licensed by Health Canada for the handling of controlled substances and GMP production. The Company specializes in controlled substances with its products being 3,4-Methylenedioxyamphetamine hydrochloride (“MDMA”) and psilocybin derived from botanical sources. With a vertically integrated approach, the Company owns approximately 10,000-square-foot production facilities on leased land in Princeton, British Columbia and operates under a Drug Establishment License (“DEL”) awarded by Health Canada. The DEL certifies that the Company’s facilities and quality management systems comply with GMP for the formulation of designated drug products and the manufacture of certain active pharmaceutical ingredients from plant sources. Additionally, the Company holds a Dealer’s License (“DL”) under Canada’s Narcotic Control Regulations, allowing it to possess, produce, assemble, sell, and deliver psilocybin and other psychedelic substances within the regulated framework set forth by Health Canada. The DL allows the Company to possess up to 20kg of psilocybin and 200g of psilocin (equivalent to approximately 2,000kg of dried full-body psilocybin-containing mushrooms) and 2kg of MDMA. The Company also holds a Precursor License under Canada’s Precursor Regulations allowing the Company to import 3,4-Methylenedioxyphenyl-2-Propanone if used in the synthesis of MDMA.

### Recent developments

Other than the below, there are no material recent developments in respect of the Company that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

Prior to the closing of the Offering, the Company will complete a consolidation of its Common Shares on the basis of thirty (30) pre-consolidation Common Shares for each one (1) post-consolidation Common Share. All references to Common Shares in this offering documents are on a post-consolidation basis.

### Material facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document and the date the Company’s most recent audited annual financial statements were filed.

### What are the business objectives that we expect to accomplish using the available funds?

The Company’s business objective in pursuing the Offering is to support its operations. The net proceeds of the Offering and the Concurrent U.S. Public Offering will be used to for scaling production and distribution of the Company’s products into current markets, preparing additional market entry into Israel and the United States and for general working capital and other operating expenses (see below under “*How will we use the available funds?*”).

## USE OF AVAILABLE FUNDS

### What will our available funds be upon the closing of the Offering?

The expected total available funds to the Company following completion of the Offering and the Concurrent U.S. Public Offering is estimated to be US\$10,905,238.

		<b>Assuming 100% of Offering</b>
A	Amount to be raised by this Offering	US\$5,100,000
B	Selling commissions and fees for Offering	US\$1,125,000 <sup>(1)</sup>
C	Estimated Offering costs (e.g., legal and regulator fees)	US\$1,522,794 <sup>(2)</sup>
D	Net proceeds of Offering: $D = A - (B+C)$	US\$2,452,206
E	Working capital as at most recent month end (deficiency)	(US\$1,446,968)
F	Additional sources of funding	US\$9,900,000 <sup>(3)</sup>
<b>G</b>	<b>Total available funds: <math>G = D+E+F</math></b>	<b>US\$10,905,238</b>

**Notes:**

- (1) Includes commissions and fees payable under the Concurrent U.S. Public Offering.
- (2) Includes costs related to the Concurrent U.S. Public Offering.
- (3) Represents the estimated gross proceeds of the Concurrent U.S. Public Offering assuming a price of US\$6.00 per common share.

### How will we use the available funds?

<b>Description of intended use of available funds listed in order of priority <sup>(1)</sup></b>	<b>Assuming 100% of Offering <sup>(1)</sup></b>
Scaling Production and Distribution of Products in Current Markets	US\$3,500,000
Additional Market Entry into Israel and the United States	US\$2,200,000
General Working Capital and Other Operating Expenses	US\$5,205,238
<b>Total</b>	<b>US\$10,905,238</b>

**Notes:**

- (1) Includes the estimated gross proceeds of the Concurrent U.S. Public Offering assuming a price of US\$6.00 per common share.

The above noted allocation of capital and anticipated timing represents the Company's current intentions based upon its present plans and business condition, which could change in the future as its plans and business conditions evolve. Although the Company intends to spend the proceeds from the Offering and the Concurrent U.S. Public Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan. See the "Cautionary Statement Regarding Forward-Looking Information" section above.

The most recent interim financial report of the Company included a going-concern note. The Company has not yet generated positive cash flows from its operating activities, which may cast doubt on the Company's ability to continue as a going concern. The Offering is intended to permit the Company to scale its current and future production and is not expected to affect the decision to include a going-concern note in the next annual financial statements of the Company.

## How have we used the other funds we have raised in the past 12 months?

Previous Financing	Intended Use of Funds	Use of Funds to Date
CDN\$395,000 <sup>(1)</sup>	General working capital.	General working capital.
CDN\$3,450,000 <sup>(2)</sup>	General working capital.	General working capital.

### Notes:

- (1) On January 24, 2025, the Company issued 1,316,668 units at a price of C\$0.30 per unit for gross proceeds of C\$395,000.
- (2) On July 24, 2025, the Company issued 3,450 unsecured convertible debentures at a price of C\$1,000 per convertible debenture for gross proceeds of C\$3,450,000.

## FEES AND COMMISSIONS

### Who are the dealers or finders that we have engaged in connection with this Offering, if any, and what are their fees?

<b>Dealers:</b>	Joseph Gunnar as lead book-running manager and a syndicate of Underwriters to be formed.
<b>Underwriting Discount:</b>	The Company has agreed to pay to an underwriting discount of 7.5% with respect to the Offered Shares sold in the Offering.
<b>Underwriters' Warrants<sup>(1)</sup>:</b>	The Company has agreed to issue to the Underwriters warrants to purchase up to 42,500 Common Shares (the " <b>Underwriters' Warrants</b> "). Each Underwriters' Warrant shall entitle the holder thereof to acquire one Common Share of the Company at a price per Common Share equal to 120% of the initial offering price until the date which is five years from the commencement of sales under the Offering.

### Note:

- (1) The Underwriters' Warrants are not being distributed under the listed issuer financing exemption and will instead be issued in reliance on available prospectus exemptions under applicable Canadian securities laws, including the exemptions set out in section 4 of British Columbia Instrument 72-503 – Distribution of Securities Outside British Columbia.

### Does the Dealer have a conflict of interest?

To the knowledge of the Company, it is not a "related issuer" or "connected issuer" of or to the Underwriters, as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

## PURCHASERS' RIGHTS

### Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this offering document, you have a right

- (a) to rescind your purchase of these securities with the Company, or
- (b) to damages against the Company and may, in certain jurisdictions, have a statutory right to damages from other persons.

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

**If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.**

**You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.**

The rights provided for under the Listed Issuer Financing Exemption are for the benefit of all purchasers.

#### **ADDITIONAL INFORMATION**

##### **Where can you find more information about us?**

Security holders can access the Company's continuous disclosure filings on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com) under the Company's profile.

For further information regarding the Company, visit our website at [www.optimihealth.ca](http://www.optimihealth.ca)

**Investors should read this offering document and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of their investment of Common Shares.**

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**CERTIFICATE OF THE COMPANY**

**This offering document, together with any document filed under Canadian securities legislation on or after April 24, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.**

**April 24, 2026**

*(signed) "Dane Stevens"*

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Dane Stevens  
Chief Executive Officer

*(signed) "Jacob Safarik"*

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Jacob Safarik  
Chief Financial Officer