

**CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM  
THC THERAPEUTICS, INC.**



**THC THERAPEUTICS**

Maximum Offering: 3,000,000 shares of Series C Preferred Stock (\$3,000,000)

Offering Price: \$1.00 US per Share

	<b>Price to Investors</b>	<b>Estimated Offering Expenses<sup>(1)</sup></b>	<b>Estimated Proceeds To Company</b>
<b>Per Share</b>	\$1.00	\$0.10	\$0.90
<b>Maximum Offering</b>	\$3,000,000	\$300,000	\$2,700,000

<sup>(1)</sup> Includes a 10% commission, if necessary, to licensed broker/dealers that may be engaged on a "best efforts" basis.

**FOR ACCREDITED INVESTORS ONLY**

**THE SECURITIES OFFERED HEREBY ARE SPECULATIVE, INVOLVE A HIGH DEGREE OF RISK AND ARE SUITABLE ONLY FOR PERSONS WHO CAN AFFORD THE TOTAL LOSS OF THEIR INVESTMENT. SEE "RISK FACTORS."**

**THE SECURITIES OFFERED HEREBY HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE "COMMISSION") OR ANY STATE SECURITIES COMMISSION AND NEITHER THE COMMISSION NOR ANY SUCH STATE SECURITIES COMMISSION HAS PASSED UPON THE ACCURACY OR ADEQUACY OF THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

**THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM IS FOR THE CONFIDENTIAL USE OF ONLY THOSE PERSONS TO WHOM IT IS DELIVERED BY THC THERAPEUTICS, INC. BY THEIR ACCEPTANCE OF THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM, RECIPIENTS AGREE THAT THEY WILL NOT TRANSMIT, REPRODUCE OR MAKE AVAILABLE TO ANYONE, OTHER THAN THEIR PROFESSIONAL ADVISORS, THIS CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM OR ANY INFORMATION CONTAINED HEREIN.**

The date of this Memorandum is April 20th, 2017

## **CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM**

### **THC Therapeutics, Inc. a Nevada Corporation**

#### **SECURITIES NOTICES AND GENERAL INFORMATION**

This Confidential Private Placement Memorandum (this “Memorandum”) relates to a private offering (the “Offering”) by THC Therapeutics, Inc., a Nevada corporation, (the “Company”), of a maximum of 3,000,000 shares (the “Shares”) of Series C Preferred Stock, par value \$0.001 per share of the Company at an offering price of \$1.00 per Share. The net proceeds will be used for general working capital and will be allocated in the discretion of our management. The Shares feature a stated value of \$1.20 per share, and will automatically convert to common stock of the Company at the stated value divided by the market price of our common stock one (1) year from the date of issue.

The Shares are being offered and sold only to investors (“Investors”) representing in writing that they are “accredited investors” as that term is defined in Rule 501 of Regulation D promulgated under the Securities Act of 1933, as amended (the “Securities Act”), and meeting the other suitability requirements set forth herein and in the Subscription Agreement attached to this Memorandum as Exhibit A. The Shares are being offered in some cases directly by the Company and in other cases on behalf of the Company by one or more registered broker-dealers (collectively, the “Broker-Dealers”) on a “best efforts” basis. Directors, officers, and any other person associated with, or affiliated with, the Company may, but are not obligated to, purchase Shares in this Offering. Any such purchase will be for the purchaser’s own account for investment purposes only and not with a view to the distribution of such securities.

The Shares issued in the Offering have not been registered under the Securities Act or under any state securities laws. There is no public market for the Shares and none is expected to develop as a result of this Offering.

The selling period for this Offering will begin upon the date of this Memorandum, and will terminate on July 20, 2017, unless extended by our board of directors.

When used in this Memorandum, unless otherwise indicated, the terms “the Company,” “we,” “us,” “the Companies” and “our” refers to THC Therapeutics, Inc. and/or its subsidiaries. All references in this Memorandum to “\$” or “dollars” are to United States dollars, unless specifically stated otherwise.

This Memorandum does not constitute an offer to sell or the solicitation of an offer to buy any Shares in any jurisdiction in which such offer or solicitation would be unlawful. No person has been authorized to give any information or to make any representations other than those contained in this Memorandum and, if given or made, such information or representations must not be relied upon. The delivery of this Memorandum at any time does not imply that information herein is correct as of any time subsequent to the date hereof. The Company does not undertake any obligation to update or supplement this Memorandum.

The information in this Memorandum is confidential and proprietary to the Company, and is being submitted to you solely for your confidential use and with the explicit understanding that, without the prior written permission of the Company, you will not release this Memorandum or discuss the Memorandum, its existence, or any of the information contained herein, or make any reproduction of or use this Memorandum for any purpose other than to evaluate a potential investment in the Shares offered hereby; provided, however, that you are authorized to disclose the tax treatment and the tax structure of the transactions described herein to your advisors, without limitation of any kind. By accepting delivery of this Memorandum, you agree to promptly return it and any other documents or information furnished to you by the Company, and all copies thereof, if you elect not to purchase any of the Shares

offered hereby, or if the Offering is terminated or withdrawn.

Prior to your purchase of Shares, you should conduct an independent investigation of the risks posed by an investment in the Shares. You and, as applicable, your representatives, may ask questions of the executive officers of the Company about any aspect of this Offering and may obtain from them, to the extent that they possess such information or can acquire it without unreasonable effort or expense, any additional information necessary to verify information set forth in this Memorandum.

The Shares are being offered subject to (1) withdrawal, cancellation, or modification by the Company without notice; (2) the terms and conditions described in this Memorandum; (3) prior sale and (4) the Company's right to reject any subscription in whole or in part or to allot less than the number of Shares subscribed for.

You may not be able to liquidate your investment in the Shares in the event you wish to do so, whether because of an emergency that befalls you or for any other reason, due to the substantial restrictions on transfer imposed under federal and state securities laws on resale of the Shares to be purchased under this Offering. The suitability standards and requirements established in the subscription documents attached hereto are the minimum standards and requirements for qualification of Investors in this Offering and the satisfaction of such standards does not necessarily mean that an investment in the Shares is a suitable investment for any particular Investor.

**YOU SHOULD CONSULT YOUR OWN INVESTMENT, LEGAL, TAX, AND ACCOUNTING ADVISORS TO DETERMINE WHETHER AN INVESTMENT IN THE SHARES IS AN APPROPRIATE INVESTMENT FOR YOU AND THE APPLICABLE LEGAL, TAX, REGULATORY, AND ACCOUNTING TREATMENT OF SUCH AN INVESTMENT. IN MAKING AN INVESTMENT DECISION YOU MUST RELY ON YOUR OWN EXAMINATION OF THC THERAPEUTICS, INC. AND THE TERMS AND CONDITIONS OF THE OFFERING IN MAKING SUCH A DECISION.**

**THE SHARES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION AND ARE BEING OFFERED AND SOLD IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF SAID ACT AND SUCH LAWS. THE SHARES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER SAID ACT AND SUCH LAWS PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME. THE SHARES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION, ANY STATE SECURITIES COMMISSION OR ANY OTHER REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THIS OFFERING OR THE ACCURACY OR ADEQUACY OF THE MEMORANDUM. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

#### **NOTICE TO FOREIGN INVESTORS**

**IF YOU LIVE OUTSIDE THE UNITED STATES, IT IS YOUR RESPONSIBILITY TO FULLY OBSERVE THE LAWS OF ANY RELEVANT TERRITORY OR JURISDICTION OUTSIDE THE UNITED STATES CONNECTED WITH ANY PURCHASE, INCLUDING OBTAINING REQUIRED GOVERNMENTAL OR OTHER CONSENTS OR OBSERVING ANY OTHER REQUIRED LEGAL OR OTHER FORMALITIES.**

#### **FOR RESIDENTS OF ALL STATES**

**THE PRESENCE OF A LEGEND FOR ANY GIVEN STATE REFLECTS ONLY THAT A LEGEND MAY BE REQUIRED BY THAT STATE AND SHOULD NOT BE CONSTRUED TO MEAN AN OFFER OR SALE**

MAY BE MADE IN ANY PARTICULAR STATE. THE OFFERING DOCUMENTS MAY BE SUPPLEMENTED BY ADDITIONAL STATE LEGENDS. IF YOU ARE UNCERTAIN AS TO WHETHER OR NOT OFFERS OR SALES MAY BE LAWFULLY MADE IN ANY GIVEN STATE, YOU ARE ADVISED TO CONTACT THE COMPANY FOR A CURRENT LIST OF STATES IN WHICH OFFERS OR SALES MAY LAWFULLY BE MADE. AN INVESTMENT IN THIS OFFERING IS SPECULATIVE AND INVOLVES A HIGH DEGREE OF FINANCIAL RISK. ACCORDINGLY, PROSPECTIVE INVESTORS SHOULD CONSIDER ALL OF THE RISK FACTORS DESCRIBED HEREIN.

### **CONFIDENTIALITY**

By accepting delivery of this Memorandum, you acknowledge and agree that all of the information contained herein is of a confidential nature and may be regarded as material non-public information under Regulation FD promulgated by the Securities and Exchange Commission (SEC) and that this Memorandum has been furnished to you for the sole purpose of enabling you to consider and evaluate an investment in the Shares. You agree that you will treat such information in a confidential manner, will not use such information for any purpose other than evaluating an investment in the Shares, and will not, directly or indirectly, disclose or permit your agents, representatives or affiliates to disclose any of such information without the prior written consent of the Company. You also agree to make your agents, affiliates and representatives aware of the confidential nature of the information contained herein and the terms of this paragraph including your agreement to not disclose such information and to be responsible for any disclosure or other improper use of such information by such agents, affiliates or representatives. Likewise, without the prior written consent of the Company, you agree that you will not, directly or indirectly, make any statements, public announcements, or other release or provision of information in any form to any trade publication, to the press or to any other person or entity whose primary business is or includes the publication or dissemination of information related to the subject matter of this Memorandum. If you decide not to pursue further investigation of the Company or to not participate in the Offering, you agree to promptly return this Memorandum and any accompanying documentation (and all copies thereof) to us.

You understand that the securities laws of the United States provide severe civil and criminal penalties for anyone trading in securities while in possession of material non-public information. Notwithstanding the foregoing confidentiality agreement, the recipient of this Memorandum, each stockholder of the Company, and their respective employees, representatives and agents are authorized to disclose the tax treatment and tax structure of the transactions described herein to their respective advisors, without limitation of any kind. You may disclose information contained herein to the extent (but only to the extent) that it relates to the tax treatment or tax structure of the transactions described herein. This authorization is not intended to permit disclosure of any other information included herein or obtained by you in connection to this Offering to the extent not related to the tax treatment or the tax structure of such transactions including the identities or financial information of any kind of current, future or potential stockholders of the Company.

### **FORWARD-LOOKING STATEMENTS**

This Memorandum contains forward-looking statements. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Forward-looking statements are statements, other than statements of historical facts that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such items as the Company's business strategies and measures to implement strategy, acquisitions, competitive strengths, goals, and growth of business and operations.

Forward-looking statements also include any other statements that include words such as "anticipate," "believe," "plan," "estimate," "expect," "intend" and other similar expressions.

Forward-looking statements are based on certain assumptions and analyses made by the Company in light of management's experience and perception of historical trends, current conditions, expected future developments and other factors believed appropriate.

All of the forward-looking statements made in this Memorandum are qualified by these cautionary statements, and there can be no assurance that the actual results or developments that have been anticipated will be realized. Even if the results and developments in such forward-looking statements are substantially realized, there is no assurance that they will have the expected consequences on the Company or its business or operations.

### **INDUSTRY AND MARKET DATA**

The industry and market data presented in this Memorandum are inherently estimates and are based upon third party data, including information derived from our own internal estimates. While we believe that this data is reasonable, in some cases this data is based on our or others' estimates and cannot be verified by us. Accordingly, prospective investors are cautioned not to place undue reliance on the industry and market data included in this Memorandum.

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### Exhibits:

EXHIBIT A –SUBSCRIPTION AGREEMENT

EXHIBIT B – CERTIFICATE OF DESIGNATION FOR SERIES C PREFERRED STOCK

## EXECUTIVE SUMMARY

*This summary highlights information contained elsewhere in this Memorandum and does not contain all of the information you should consider in making your investment decision. You should read this summary together with the more detailed information, including our financial statements and the related notes, elsewhere in this Memorandum. You should carefully review and consider, among other things, the matters discussed in “Risk Factors” before making an investment decision.*

*Unless the context clearly indicates otherwise, the terms “the Company,” “the Companies,” “THC Therapeutics,” “we,” “us,” and “our” refer to THC Therapeutics, Inc. and/or its subsidiaries. All references in this Memorandum to “\$” or “dollars” are to United States dollars, unless specifically stated otherwise.*

### **Company Overview**

THC Therapeutics is a publicly traded health and healing company in the cannabis space. We are dedicated to innovating new methods and refining current industry standards within the cannabis market. We are forward thinking and hold “Better Health Through the Science of Nature” as our guiding statement. We are currently in product development on the dHydronator® and a subsequent product line to follow up after the dHydronator’s release. In addition, we are in the process of acquiring a floatation therapy spa located in the Las Vegas, Nevada. Our plan for future growth includes: cultivation, dispensing, extractions, infusions, topical remedies, edibles, research and testing facilities, personal wellness centers and flotation therapy.

Our principal executive offices are located at 11700 W. Charleston Blvd. #73, Las Vegas, NV 89135, and our telephone number is (702) 602-8422.

We are seeking to raise a maximum of \$3,000,000 under this offering. The funds will be used for general corporate and working capital purposes, to be allocated in the discretion of management.

### **Risks Related to Our Business**

We face a number of challenges and risks in our business, which are described in further detail in “Risk Factors” beginning on page 10 of this Memorandum.

## OVERVIEW OF THE OFFERING

<b>Issuer:</b>	THC Therapeutics, Inc., a Nevada corporation
<b>Securities:</b>	The Company is offering for sale to accredited investors a maximum of 3,000,000 shares (3,000,000) of Series C Preferred Stock at an offering price of \$1.00 per Share (the “Offering”). The Shares feature a stated value of \$1.20 per share, and will automatically convert to common stock of the Company at the stated value divided by the market price of our common stock one (1) year from the date of issue.
<b>Purchase Price:</b>	\$1.00 per share, with a minimum investment amount per investor of \$25,000, which may be waived by the Company in its sole discretion.
<b>Post-Closing Capitalization:</b>	<p>500,000,000 shares of common stock authorized; 118,490,391 shares of the Company’s common stock are issued and outstanding as of the date of this Memorandum.</p> <p>10,000,000 shares of preferred stock authorized. 2,000,000 shares of Series A Preferred Stock are issued and outstanding. Our Series A Preferred Stock is convertible to common stock at a rate of 100 shares of common stock for every 1 shares of Series A Preferred Stock and votes together with the common stock on an as-converted basis. 120,000 shares of our Series B Preferred Stock are issued and outstanding. Our Series B Preferred Stock is automatically convertible at market price to \$120,000 worth of our common stock in approximately one year.</p> <p>If the Maximum Offering is sold, there will be at least 318,490,391 shares of common stock on a fully-diluted basis, including: (i) 118,490,391 issued and outstanding shares of common stock; and (ii) 200,000,000 shares of common stock issuable upon conversion of the Series A Preferred Stock. In addition, there will be: (i) \$120,000 worth of our Series B Preferred Stock automatically convertible to common stock at market price in approximately one (1) year; and (ii) \$3,600,000 worth of our Series C Preferred Stock automatically convertible to common stock at market price in one (1) year, if the Maximum Offering is sold.</p> <p>For additional information, refer to the section in this Memorandum titled, “Description of Capital Stock.”</p>
<b>Investor Suitability:</b>	All Investors must be “accredited investors” as defined under Rule 501 of Regulation D, and meet all other suitability requirements set forth herein under the caption “Investor Suitability Requirements,” as set forth in this Memorandum and contained in the Subscription Agreement, attached as Exhibit A to this Memorandum.
<b>Offering Period:</b>	The Offering will begin upon the date of this Memorandum, and will terminate on July 31st, 2017, unless extended or terminated sooner by the Company’s board of directors (the “Termination Date”).
<b>Use of Proceeds:</b>	Net proceeds from the sale of the Shares will be \$2,700,000 if the Maximum Offering is completed. Such proceeds will be utilized generally for working capital purposes. The net proceeds identified assumes payment of a fee or commission of 10% of the



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aggregate purchase price paid for the Shares.

**Voting Rights:** Holder of our Series C Preferred Stock will not have voting rights until such time as the preferred shares automatically convert to common stock in one (1) year. Holders of our common stock exercise one (1) vote per share.

**Subscription Procedure:** Investors interested in subscribing for Shares in this Offering must do the following:

Deliver a completed and executed Subscription Agreement, attached to this Memorandum as Exhibit A, to the Company at the address provided in Subscription Agreement.

Deliver the purchase price in the amount of \$1.00 per Share using the instructions provided in the Subscription Agreement.

At a reasonable period of time subsequent to the Termination Date, certificates representing the shares of preferred stock purchased in this Offering will be issued to the Investors.

Subscription Agreements are not binding until accepted by the Company. If the Company rejects all or a portion of any subscription, the Company will return to the prospective subscriber all, or the appropriate portion, of the amount submitted with such prospective subscriber's subscription, without interest or deduction. After all refunds have been made, the Company, and its directors, officers, counsel, and agents will have no further liability to subscribers.

If subscriptions are received and accepted on or before the Termination Date and represent at least the minimum amount, the funds will be deposited into the Company's operating account for its general business purposes.

**Dilution** Investors in the Offering will experience immediate and substantial dilution. Dilution represents the difference between the offering price and the net tangible book value per Share after the offering. Additional dilution may result from future offerings or if any broker-dealers are paid commissions in connection with this Offering.

**Additional Information** Upon request of a potential Investor, the Company will make available to such potential Investor the opportunity to ask questions of, and receive answers from, the Company concerning the terms and conditions of this Offering, the transactions contemplated by the Memorandum and the Company's business operations. Further, the Company will, subject to executed confidentiality agreements and other considerations, obtain and make available additional information reasonably requested by such Investor to the extent that the Company possesses such information or can acquire it without unreasonable effort or expense, so that the Investor may verify the accuracy of any information concerning the terms and conditions of this Offering or the transactions referred to herein.

Requests for additional information may be directed to THC Therapeutics, Inc., at 11700 W. Charleston Blvd. #73, Las Vegas, NV 89135.

**Risk Factors**

The securities offered hereby involve a high degree of risk and should not be purchased by anyone who cannot afford the loss of their entire investment. Prospective investors should carefully review and consider the factors set forth in the section of this Memorandum entitled "RISK FACTORS," as well as the other information set forth herein, before subscribing for any of the Shares offered hereby.

## RISK FACTORS

*Investing in our securities involves a high degree of risk. You should read and carefully consider the following factors, as well as other information contained in this Memorandum, before deciding whether to invest in our securities. The occurrence of any of the following risks could harm our business, financial condition or results of operations. In that case, the market price of our securities could decline, and you may lose all or part of your investment in our securities. In assessing the risks described below, you should also refer to the other information contained in this Memorandum, including our consolidated financial statements and related notes, before making an investment decision.*

### **Risks Related to Our Company and Business**

**If we do not obtain additional financing, our business development plans will be delayed and we may not achieve profitable operations.**

We will require significant additional capital to execute on our business development plans. We intend to seek additional funds through private placements of our capital stock or other securities. Our business plan calls for incurring expenses for the further development and market release of our dHydronator, completing the purchase and improvement of our floatation spa, and expenses for salary, legal, and administration. If no additional financing is secured, we may have to significantly curtail our plan of operations. If that is the case, our business will not grow as desired. Our ability to raise additional financing is unknown. We do not have any formal commitments or arrangements for the advancement of funds. Consequently, there can be no assurance that we will be able to obtain access to capital as and when needed or, if so, that the terms of any available financing will be commercially reasonable. If we are unable to raise suitable financing, our business development plans may be delayed and we may be unable to achieve profitable operations.

**Since we have no operating history or revenues to date, we may be unable to achieve or maintain profitability. The likelihood of our success must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered by a new enterprise.**

We have limited financial resources and to date have not yet generated revenues. The likelihood of our success must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered by an emerging growth company starting a new business enterprise and the highly competitive environment in which we will operate. Since we have no operating history or established source of revenues, we cannot assure you that our business will be profitable or that we will ever generate sufficient revenues to fully meet our expenses and totally support our anticipated activities.

Our ability to continue as a business and implement our business plan will depend on our ability to raise sufficient funds. There is no assurance that any debt or equity offerings will be successful or that we will remain in business or be able to implement our business plan if the offerings are not successful.

**If we are unable to develop a reliable system for outside manufacturing of our dHydronator device, our ability to grow our business and achieve profitability will be severely adversely affected.**

We have developed working prototype of our dHydronator device, and are continuing to improve and develop the product. We will upon a third party manufacturers, Handsun Enterprise Co. Ltd. of Shanghai, China, in order to produce the devices for sale to customers. Our ability to grow our business and customer base will depend upon maintaining a smoothly functioning relationship with our manufacturing partner and our ability to integrate its role with our marketing and customer service operations. If we are unable to smoothly integrate third party manufacturing into our business, or if we are unable to maintain a strong relationship with our manufacturer, our ability to successfully deliver quality products to our customers in a timely manner will be adversely affected, and

our ability to achieve profitability will be severely impaired.

**If we are unable to successfully market our products or our products do not perform as expected, our business and financial condition will be adversely affected.**

We are subject to the risks generally associated with new product introductions and applications, including lack of market acceptance and failure of products to perform as expected. There can be no assurance that we will be successful in marketing our dHydronator device to legal marijuana dispensaries and producers. Our success will depend on our ability to grow our customer network and to develop additional sales channels on cost-effective terms. Our marketing efforts may not be sufficient to generate significant and ongoing sales. Further, if our product does not perform as expected by consumers, either in terms of reliability or performance, our ability to expand our product distribution and grow overall sales will be severely impaired.

**Because of pressures from competitors with more resources, we may fail to implement our business strategy profitably.**

Although we believe our dHydronator device to be unique in terms of its performance and benefits, the market for services and supporting products targeted to the legal marijuana industry is competitive and we expect competition to increase in the future as the industry grows in size and scope. We will likely compete with larger and more established companies that have longer operating histories, access to larger customer bases, and significantly greater financial, technical and marketing resources than we do. As a result, they may be able to adapt more quickly to changes in industry demand and to devote greater resources to the development, manufacturing, promotion and sale of their products than we will. In addition, they may have more firmly established financial, manufacturing, distribution, and sales relationships in the industry. Therefore, we cannot be sure that we will be able to successfully implement our business strategy in the face of such competition. If we cannot compete effectively, we may experience future price reductions, reduced gross margins and loss of market share, any of which will materially adversely affect our business, operating results and financial condition.

**If we are unable to manage growth, our operations could be adversely affected.**

Our progress is expected to require the full utilization of our management, financial and other resources, which to date has occurred with limited working capital. In addition to continued development and eventual marketing of the dHydronator product, our business plan calls for diversification through the acquisition and development of a floatation therapy spa in Las Vegas, Nevada. Our ability to manage our planned growth and diversification effectively will depend on our ability to improve and expand operations, including our financial and management information systems, and to recruit, train and manage sales, management, and technical personnel. There can be no assurance that management will be able to manage growth effectively.

If we do not properly manage the growth of our business, we may experience significant strains on our management and operations and disruptions in our business. Various risks arise when companies grow quickly. If our business or industry grows too quickly, our ability to meet customer demand in a timely and efficient manner could be challenged. We may also experience development delays as we seek to meet increased demand for our product. Our failure to properly manage the growth we might experience could negatively impact our ability to execute on our operating plan and, accordingly, could have an adverse impact on our business, our cash flow and results of operations, and our reputation with our current or potential customers.

**Our business and growth may suffer if we are unable to attract and retain key employees.**

Our success depends on the expertise and continued service of our Founder and Chief Executive Officer, Brandon Romanek. Mr. Romanek's ongoing efforts and oversight will be significant factor in our growth and ability to meet

our business objectives. It may be difficult to find a sufficiently qualified and motivated individual to replace Mr. Romanek in the event of death, disability or resignation, resulting in our being unable to implement our business plan and even a complete cessation of our operations, which would likely result in the total loss of an investor's investment.

Furthermore, our ability to expand operations to accommodate our anticipated growth will also depend on our ability to attract and retain qualified media, management, finance, marketing, sales and technical personnel. However, competition for these types of employees is intense due to the limited number of qualified professionals. Our ability to meet our business development objectives will depend in part on our ability to recruit, train and retain top quality people with advanced skills who understand our business. We hope that we will be able to attract competent employees, but no assurance can be given that we will be successful in this regard. If we are unable to engage and retain the necessary personnel, our business may be materially and adversely affected.

### **Risks Related to Legal Uncertainty**

#### **If we are the subject of significant future product liability or related lawsuits, our business will likely fail.**

Like all makers of products used to process materials for human consumption, we cannot eliminate the risk that our products may be subject to claims of product liability related to materials processed using our equipment. We currently do not maintain product liability or general liability insurance and we may not be able to obtain such coverage in the future or such coverage may not be adequate to cover all potential claims. Moreover, even if we are able to maintain sufficient insurance coverage in the future, any successful claim could significantly harm our business, financial condition and results of operations.

#### **If our floatation therapy spa is subject of future personal injury or related liability suits, our business will likely fail.**

Use of the flotation tank therapy equipment and facilities we are acquiring may pose some potential risk of accident or injury to our customers for slip-and-fall entering or exiting the flotation tank, accidental ingestion of salt water while in the tank, or claimed emotional damages arising from the sometimes intense experience of near-total sensory isolation. We currently do not maintain liability insurance and we may not be able to obtain such coverage in the future or such coverage may not be adequate to cover all potential claims. Moreover, even if we are able to maintain sufficient insurance coverage in the future, any successful claim could significantly harm our business, financial condition and results of operations.

#### **Because the preservation of our intellectual property rights is essential to the success of our business, our failure to protect those rights could adversely affect our business.**

Our intellectual property rights, including existing and future trademarks, patents, trade secrets and copyrights, are and will continue to be valuable and important assets of our business. We believe that our proprietary technology, as well as our other technologies and business practices, are competitive advantages and that any duplication by competitors would harm our business. We have taken measures to protect our intellectual property, but these measures may not be sufficient or effective. Intellectual property laws and contractual restrictions may not prevent misappropriation of our intellectual property or deter others from developing similar technologies. In addition, others may develop technologies that are similar or superior to our technology. Our failure to protect, or any significant impairment to the value of, our intellectual property rights could harm our business.

## **Risks Related to Our Capital Stock**

**Because FINRA sales practice requirements may limit a stockholder's ability to buy and sell our stock, investors may not be able to sell their stock should they desire to do so.**

In addition to the "penny stock" rules described below, FINRA has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. The FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may have the effect of reducing the level of trading activity in our common stock. As a result, fewer broker-dealers may be willing to make a market in our common stock, reducing a stockholder's ability to resell shares of our common stock.

**Because we are subject to the "Penny Stock" rules, the level of trading activity in our stock may be reduced.**

Broker-dealer practices in connection with transactions in "penny stocks" are regulated by penny stock rules adopted by the Securities and Exchange Commission. Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on some national securities exchanges or quoted on Nasdaq). The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction, and, if the broker-dealer is the sole market maker, the broker-dealer must disclose this fact and the broker-dealer's presumed control over the market, and monthly account statements showing the market value of each penny stock held in the customer's account. In addition, broker-dealers who sell these securities to persons other than established customers and "accredited investors" must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. Consequently, these requirements may have the effect of reducing the level of trading activity in the secondary market for a security subject to the penny stock rules, and owners of our common stock may find it difficult to sell their shares.

**Because we do not expect to pay dividends for the foreseeable future, investors seeking cash dividends should not purchase our capital stock.**

We have never declared or paid any cash dividends on our common or preferred stock. We currently intend to retain future earnings, if any, to finance the expansion of our business. As a result, we do not anticipate paying any cash dividends in the foreseeable future. Our payment of any future dividends will be at the discretion of our board of directors after taking into account various factors, including but not limited to our financial condition, operating results, cash needs, growth plans and the terms of any credit agreements that we may be a party to at the time. Accordingly, investors must rely on sales of their own common stock after price appreciation, which may never occur, as the only way to realize their investment. Investors seeking cash dividends should not purchase our common stock.

**Because purchasers in this offering will experience immediate and substantial dilution in the net tangible book value of their stock, you may experience difficulty recovering the value of your investment.**

Purchasers of our securities in this offering will experience immediate and substantial dilution in the net tangible book value of their stock from the initial public offering price. Dilution in net tangible book value per share

represents the difference between the amount per share paid by purchasers of shares of our stock in this offering and the pro forma net tangible book value per share of our common stock immediately following this offering. The dilution experienced by investors in this offering will result in a net tangible book value per share that is less than the offering price. Such dilution may depress the value of the company's common stock and make it more difficult to recover the value of your investment in a timely manner should you chose sell your shares.

**If we undertake future offerings of our capital stock, purchasers in this offering will experience dilution of their ownership percentage.**

Generally, existing shareholders will experience dilution of their ownership percentage in the company if and when additional shares of stock are offered and sold. In the future, we may be required to seek additional equity funding in the form of private or public offerings of our common stock. In the event that we undertake subsequent offerings of common stock, your ownership percentage, voting power as a common shareholder, and earnings per share, if any, will be proportionately diluted. This may, in turn, result in a substantial decrease in the per-share value of your stock.

**USE OF PROCEEDS**

We estimate that our net proceeds from the sale of Shares by us in this Offering will be approximately \$2,700,000, if the Maximum Amount is sold. The net proceeds identified assumes payment of a fee or commission of 10% of the aggregate purchase price paid for the Shares. We intend to use the net proceeds of this offering for general working capital purposes, to be allocated in the discretion of management. The amounts of our actual expenditures will be influenced by several factors, including the timing and extent of our expansion opportunities, the amount of cash used by our operations and the occurrence of unforeseen opportunities and events. Our management team will have broad discretion in determining the use of the net proceeds of this Offering. The following table summarizes the anticipated application of the proceeds we will receive from this Offering if the maximum number of shares is sold:

	Amount Assuming Maximum Offering	Percent of Maximum
<b>GROSS OFFERING</b>	\$3,000,000	100.00%
Commission	\$30,000	10.00%
Net Proceeds	<b>\$2,700,000</b>	<b>90.00%</b>
<b>USE OF NET PROCEEDS</b>		
Mergers and Acquisitions <sup>(1)</sup>	\$1,350,000	45.00%
Business operating, general, and administrative <sup>(2)</sup>	\$1,350,000	45.00%
<b>TOTAL APPLICATION OF PROCEEDS</b>	<b>\$3,000,000</b>	<b>100.00%</b>

- (1) We intend to use approximately \$1,350,000 of the net proceeds of the offering for use in acquiring additional companies and businesses in the cannabis and related health and healing industries
- (2) We intend to use approximately \$1,350,000 of the net proceeds of the offering for business operations and general and administrative expenses, including offices, salaries, product development, and other expenses.

**DIVIDEND POLICY**

We have never declared or paid any cash dividend on our capital stock. We plan to retain future earnings to support our operations and to finance the development and growth of our business. Therefore, we do not expect to pay cash dividends on our capital stock in the foreseeable future.

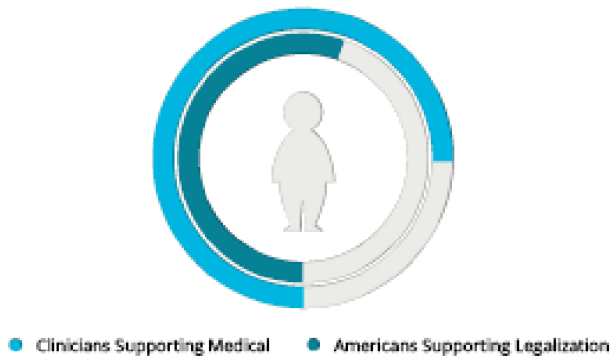
## OUR BUSINESS

THC Therapeutics is a publicly traded health and healing company in the cannabis space. We are dedicated to innovating new methods and refining current industry standards within the cannabis market. We are forward thinking and hold “Better Health Through the Science of Nature” as our guiding statement. We are currently in product development on the dHydronator® and a subsequent product line to follow up after the dHydronators release. In addition, we are in the process of acquiring a floatation therapy spa located in the Las Vegas, Nevada. Our plan for future growth includes: cultivation, dispensing, extractions, infusions, topical remedies, edibles, research and testing facilities, personal wellness centers and flotation therapy.

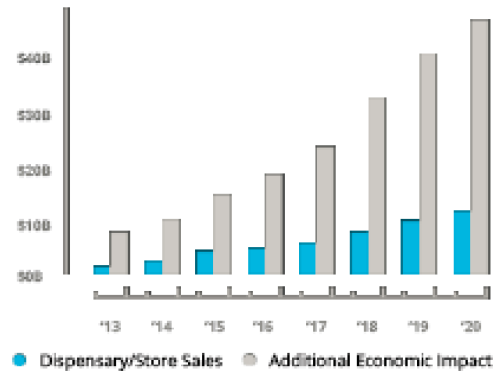
### Market Overview

A new 2016 Arcview Market Research study shows North American Marijuana sales to top \$20.2 Billion by 2021. The executive summary of this groundbreaking report was released on January 16th at Arcview’s private Investor Forum in L.A. This first of its kind report finds that regulated marijuana sales in North America totaled \$6.7 billion in 2016, a 30 percent increase from 2015. Sales are projected to grow at a compound annual growth rate of 25 percent, from \$6.7 billion in 2016 to an estimated \$20.2 billion by 2021.

*Over half of Americans Now Support Cannabis Legalization and 3 out of 4 Clinicians Believe Cannabis Has Medical Benefits*

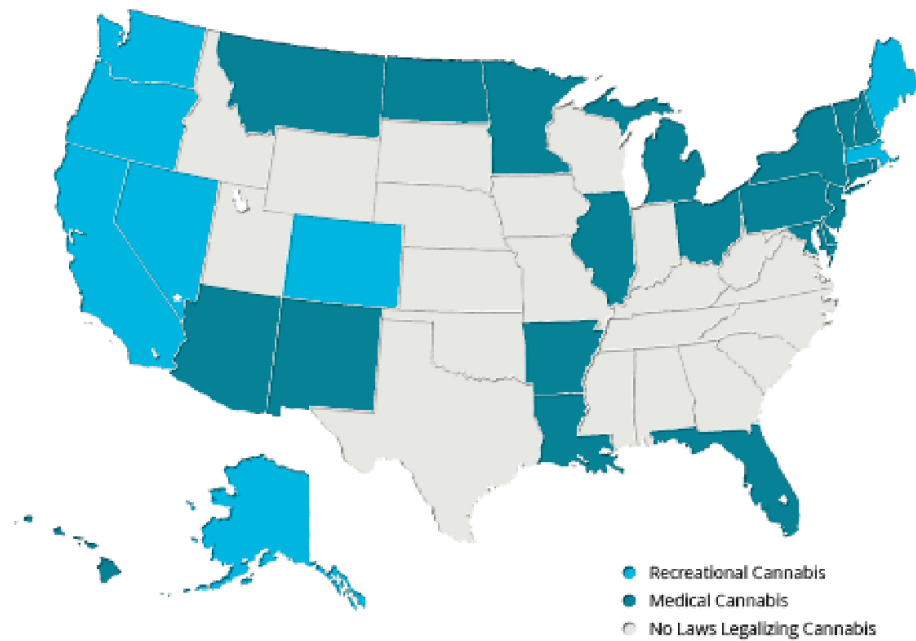


*U.S. Cannabis Industry Total Economic Impact 2013 -2020*



Currently, twenty-eight U.S. states have legalized marijuana.





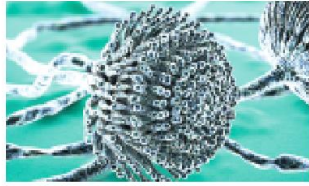
**Our Product – the dHydronator**

The first of many products that THC Therapeutics plans to offer is the company’s dHydronator®. This product is proven to reduce drying time and sanitize cannabis, among other herbs. The company owns its multiple design, function and usage patents pending. Traditionally, cannabis drying times can vary from 10-14 days. But, the dHydronator technology is proven to reduce this time down to 12-16 hours. We are currently in the process of fine-tuning, researching, and adding depth to the device.

Contaminants found on freshly harvested plants are common, but can be very dangerous to those with compromised immune systems. Molds and other allergens on cannabis and culinary herbs may complicate or prevent healing from those reliant on the plant. Regrettably, there have even been deaths associated with contaminated cannabis. We believe you shouldn’t be afraid of your medicine. This innovative product is specifically designed for the drying and sanitizing of freshly harvested cannabis and culinary herbs such as basil, oregano, rosemary, flowers, tea leaves, and more.

Who wants to ingest toxic cannabis or culinary herbs? No one should! But did you know cannabis and such as mold spores can result in illness such as bronchitis, difficulty breathing, sore throat, and many other flu-like symptoms. In just a few minutes time, dHydronator technology prevents and/or destroys these, and more, contaminants:

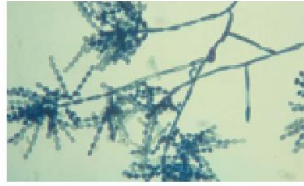
Aspergillus



Alternaria



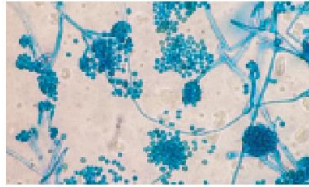
Cladosporium



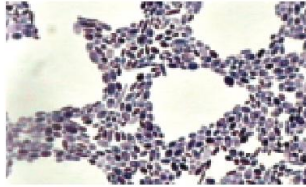
Spider Mites



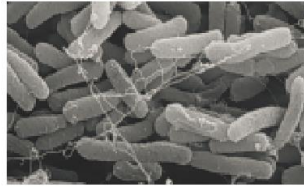
Penicillium



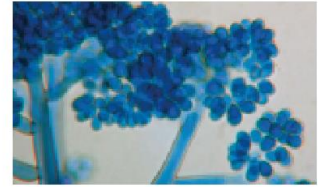
Yeasts



Escherichia Coli (E. coli)



Botrytis



## Prototype Test Results

The test results from the first working prototype of the dHydronator were as follows:

Phase I: After 8 hours of drying, the average moisture content was reduced to 14.48%. 12 hours reduced the moisture content to 13.81%, and 16 hours to 8.86%. Industry drying criteria is from 8 to 15% moisture content. Fresh cannabis is typically around 80% moisture content. This proves that the dHydronator can absolutely reduce drying time for cannabis from 10-14 days to as low as 8 hours.

Phase II: Potency tests of THCA determined little to no deviation from control. The recorded  $\pm 2-5\%$  deviation may be attributable to the natural variability of potency that can be distributed throughout the plant. This validates that our technology can substantially reduce drying times while maintaining the integrity of the plant.

Phase III: SanitiZen functionality was shown to effectively reduce/eliminate both bacterial and mold contamination. Samples were spiked with E. coli, Aspergillus niger and Salmonella. Each test was run with 5 different replicates. This is an amazing independent function of the dHydronator - one can sanitize or dry or both.

## Intellectual Property

On January 20, 2017, we acquired certain patent applications, trademark applications, and web domain names from our CEO, sole director, and controlling shareholder, Brandon Romanek, pursuant to an Asset Purchase Agreement (the "Agreement").

The intellectual property acquired from Mr. Romanek includes the following U.S. patent applications and trademark applications:

### Patent Applications:

1. Application# 14/609,050
2. Application# 14/611,579
3. Application# 14/873,242

### Provisional Patent Applications:

1. Provisional Patent Application# 5503.101

### Trademark Applications:

1. Sanitizen: serial number 86849129
2. dHydronator: serial number 86874611
3. dHydronator: serial number 86874503

### **Additional Development and Marketing for the dHydronator**

We have arranged for a third party manufacturer, Handsun Enterprise Co. Ltd. of Shanghai, China with which we have a 14 year working relationship, to produce our dHydronator prototypes. After the final design is completed, we will submit this product to the manufacturer and begin our marketing campaign to mass market the unit.

### **Pending Acquisition – Urban Oasis Float Center**

On March 20, 2017, we entered into a binding Membership Purchase Agreement under which we will acquire Urban Oasis Float Center, LLC (“Urban Oasis”), the owner and operator of a floatation therapy spa in Las Vegas, Nevada. Under the purchase agreement, will acquire 100% ownership of Urban Oasis in exchange for \$20,000 in cash, a \$60,000 promissory note, our payment of \$38,000 in existing liabilities, and the issuance of preferred stock convertible to \$120,000 worth of common stock in one year. Our purchase of Urban Oasis is scheduled to close on April 30, 2017.

Our acquisition of Urban Oasis is the first step in a long-term plan to develop a unique brand of float spas to open in popular cities across the country. Doctors, world athletes, and spa enthusiasts are including “floatation therapy” into their lifestyle. This therapy is used for improvement of neurological, circulatory, respiratory, digestive, muscular, skeletal, and hormonal balance. By floating in a special water tub of therapeutic salts, this practice brings the body back into homeostasis.

A floatation tank is a light-less, soundproof tank inside which the users float in salt water at skin temperature. Floatation tanks utilize several hundred pounds of Epsom salts, which to raise the specific gravity and allow easy floatation by making the body buoyant. This eliminates the sensation of gravity and complements the elimination of light and sound sensory inputs. In addition, the salt prevents the “pruning” (temporary skin wrinkling), usually seen when staying in pure water too long. Users may also experience the conventional physical benefits of Epsom salt baths, which can include the easing of sore muscles and smoother skin.

Participants in floatation tank therapy may experience intensive relaxation, enhanced concentration, and a state of mental rest equivalent to a much longer period time spent sleeping. Floatation therapy offers the user a way to escape the distractions that are inherent in the diverse and high traffic environment of modern living. A floatation session allows the user to time to reset mentally, relax, and step away from the stresses of daily life.



In addition to flotation therapy, we plan to expand the services currently offered at our float center to include a Kombucha bar, Kava bar, and Oxygen Aromatherapy bar, high end teas, relaxation lounge room, Hydro massage and Wellness Coaching offices. We will have the only spa offering a Kombucha and Kava bar in all of the Las Vegas area. We are currently in discussions with multiple physicians to oversee the medical side of THC Therapeutics. We have recently hired Dr. James Pierce as our Medical Director. Going forward, we plan to retain a board of medical advisors, each with their own unique background to provide THC Therapeutics with their expertise. We plan on offering Vitamin IV therapy and hiring a nurse. With our team of doctors, we will look into offering other therapies, medical and non- medical that can help people with depression, anxiety and pain relief.

### **Competition**

We believe the dHydronator is a unique device with no direct competition in the cannabis space. Cannabis is typically naturally dried over 10-14 days by hanging upside down in an air conditioned room with air flow and no light. Drying for other herbs depends on the specific type of herb being dried, the process generally consists of deprivation of light, hanging and air flow. The dHydronator will speed the process dramatically while sanitizing the herb.

At this time, there do not appear to be any large competitors offering flotation tank therapy. The typical operator is a small, single-location facility or an informal service offered on a part-time basis. In contrast to a typical stand-alone float spa, our facility will offer a wider variety of health and healing services that we believe will set us apart as a unique operation.

### **Marketing and Sales Strategy**

We intend on offering the dHydronator in a pre-sales campaign in the cannabis and home & garden industry. We will be attending conventions and trade shows to raise awareness of our product. We'll be advertising in print and social media.

The brand improvement for Go Float Yourself float spa will include a name change, new website, logo, print marketing materials, sales and guest experience pathway software and infrastructure and local as well as social media marketing campaigns.

## Strategy for Long Term Growth and Expansion

Over the long-term, we plan to become a diversified company engaged in multiple segments of the legal marijuana and health and wellness industries dedicated to innovating new methods and refining current industry standards in the cannabis market. As our business continues to develop, we intend to enter both the “hands-on” (handling cannabis) and ancillary (supplying supplemental or peripheral services) sides of the legal marijuana industries. Through this dual long-term strategy, we hope to capitalize on the emerging cannabis sector, while hedging against unpredictable negative political outcomes regarding the legality of cannabis.

The various “hands on” and “ancillary” market segments envisioned for our long-term expansion are as follows:

HANDS-ON	ANCILLARY
Cultivation	Technology Products
Product Testing	Flotation Spas
Product Processing	Security Holdings
Dispensaries	Personal Wellness Centers

## Legal Proceedings

We are not currently a party to any legal proceedings.

### Results of Operations for the three and six months ended January 31, 2017.

We have not generated any revenues since the inception of our current operations. For the three months ended January 31, 2017, we incurred \$19,805 in operating expenses, including \$9,242 in professional fees, \$4,100 in compensation expenses, \$2,654 in product development costs, and \$3,809 in general and administrative expenses. In addition, we recognized a gain of \$3,759 due to change in the value of a derivative liability, and incurred \$277 in interest expense. Our net loss for the three months ended January 31, 2017 was \$16,323. By comparison, for the three months ended January 31, 2016, we incurred expenses and a net loss of \$22,237.

For the six months ended January 31, 2017, we incurred \$47,556 in operating expenses, including \$13,730 in professional fees, \$4,100 in compensation expenses, \$2,654 in product development costs, consulting fees of \$17,712, and \$9,360 in general and administrative expenses. In addition, we recognized a gain of \$3,759 due to change in the value of a derivative liability, incurred \$2,030 in interest expense, and \$1,177 in interest expense to a related party. Our net loss for the six months ended January 31, 2017 was \$47,004. By comparison, for the six months ended January 31, 2016, we incurred expenses and a net loss of \$43,419.

The bulk of our historical results of operations relate to our former business, which consisted development of a proprietary tire recycling technology. Mr. Romanek acquired a controlling interest in the company effective January

12, 2017 and, at that time, changed the business focus of the company to the cannabis industry and health and healing products and services described above. Effective January 31, 2017, the assets and operations related to our prior line of business were divested to our former CEO and controlling shareholder.

Going forward, we expect that our expenses will increase as we continue with development of the dHydronator device and with the operation and development of the Urban Oasis floatation therapy spa.

Our unaudited financial statements are publicly available on the OTC Markets website, and may be viewed at: <https://www.otcm Markets.com/stock/THCT/financials>

## Liquidity and Capital Resources

As of January 31, 2017, we had no current assets and current liabilities of \$132,752. Our liabilities consisted of A convertible note payable, net of discount, in the amount of \$ 104,680, a debt discount of \$7,760, advances from Mr. Romanek in the amount of \$15,100, and other liabilities of \$1,312.

To date, our operations have been funded through short term borrowing and the sale of stock in private offerings. Our primary liability is a convertible promissory note in the principal amount of \$112,440. The note bears interest at the rate of 5% per year, is convertible to common stock at a price of \$0.001 per share, and is due January 13, 2018. On February 7, 2017, \$10,000 worth of the note was converted to common stock.

On April 30, 2017, we intend to incur additional liabilities and issue convertible securities in order to acquire the Urban Oasis float spa. The acquisition will require us to issue a \$60,000 promissory note and to issue new preferred stock convertible to \$120,000 worth of common stock in one year. In addition, we will require \$58,000 in cash to close the acquisition, including \$20,000 to be paid to the current owners, and \$38,000 to extinguish pre-existing liabilities.

Our ability to successfully close the Urban Oasis acquisition, to continue development of the dHydronator, and to execute our long-term business plan is contingent upon us obtaining additional financing and/or upon realizing sales revenue sufficient to fund our ongoing expenses. If proceeds at or near the Maximum Amount of this Offering are received, we believe we will have sufficient funds to pursue our business development plans for the next year. Until we are able to sustain our ongoing operations through sales revenue, we intend to fund operations through debt and/or equity financing arrangements, which may be insufficient to fund our capital expenditures, working capital, or other cash requirements. We do not have any formal commitments or arrangements for the sales of stock or the advancement or loan of funds at this time. There can be no assurance that such additional financing will be available to us on acceptable terms, or at all.

## MANAGEMENT

### Executive Officers

The names, ages, and respective positions of our directors and executive officers are set forth below:

<u>Name</u>	<u>Age</u>	<u>Present Positions</u>
Brandon Romanek	42	President, Chief Executive Officer, Chief Financial Officer and sole Director
Joshua Halford	24	Chief Technology Officer

Brandon Romanek – President, Chief Executive Officer, Chief Financial Officer, and sole Director

### Previously held positions:

Vice President of Hearing Technologies 2000 - 2016

Portfolio Manager and CEO of SBR Asset Management LLC. 2015 - Present

Brandon has over 20 years of experience managing a healthcare business and over 15 years' experience in money management, trading/investing of stocks, commodities and options. He was previously a broker/ dealer in the precious metals market. Brandon has led the formation of THC Therapeutics to become a publicly traded company. Brandon manages the department directors, budgets, financing, hiring and devise strategies for growth and expansion. He will seek mergers and acquisitions of cannabis and related holistic care businesses. In addition, he will monitor and grow a portfolio of assets that enhance our business, and act as the liaison with investors, public relations and compliance with any government regulations.

Joshua Halford – Chief Technology Officer

### **Previously held positions:**

Founder and CEO of Round Box Studio 2011 - Present

Joshua is responsible for product design and product development, company brand strategy, social media presence, web presence, advertising campaign development, media relations and company information technologies. He has an extensive technology background and has experience in many different fields including information technology, technical and structural diagnosis and repair, creative marketing, graphic design, video production, print media, website development, plant compound extraction and wellness center management.

In addition to technology and design, Joshua has over 5 years of experience in terpene extraction, and has spent recent months delving into CO<sub>2</sub>, C<sub>4</sub>H<sub>10</sub> and C<sub>3</sub>H<sub>8</sub> extraction. Prior to joining THC Therapeutics, Joshua was the owner and operator of Roundbox Studio which was responsible for the grassroots branding and development of dozens of companies and consumer products including CBD infused edibles. In addition to Round Box Studio, Joshua has been involved as a brand strategy consultant in the cannabis industry for name-brand products companys and organizations. Joshua's background in laboratory extraction processes has made him an excellent resource for company research and development in exploring new product concepts.

### **Term of Office**

Our directors are appointed for a one-year term to hold office until the next annual general meeting of our shareholders or until removed from office in accordance with our bylaws. Our officers are appointed by our board of directors and hold office until removed by the board.

### **Family Relationships**

There are no family relationships between or among the directors, executive officers or persons nominated or chosen by us to become directors or executive officers.

### **Involvement in Certain Legal Proceedings**

To the best of our knowledge, during the past ten years, none of the following occurred with respect to a present or former director, executive officer, or employee: (1) any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; (2) any conviction in a criminal proceeding or being subject to a pending criminal

proceeding (excluding traffic violations and other minor offenses); (3) being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his or her involvement in any type of business, securities or banking activities; and (4) being found by a court of competent jurisdiction (in a civil action), the SEC or the Commodities Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

## **Committees of the Board**

Until further determination by the board, the full board of directors will undertake the duties of the Audit Committee, Compensation Committee, and Nominating Committee.

### **Audit Committee**

We do not have a separately designated standing audit committee. The entire Board of Directors performs the functions of an audit committee, but no written charter governs the actions of the Board when performing the functions of what would generally be performed by an audit committee. The Board approves the selection of our independent accountants and meets and interacts with the independent accountants to discuss issues related to financial reporting. In addition, the Board reviews the scope and results of the audit with the independent accountants, reviews with management and the independent accountants our annual operating results, considers the adequacy of our internal accounting procedures and considers other auditing and accounting matters including fees to be paid to the independent auditor and the performance of the independent auditor. Our Board of Directors, which performs the functions of an audit committee, does not have a member who would qualify as an “audit committee financial expert” within the definition of Item 407(d)(5)(ii) of Regulation S-K. We believe that, at our current size and stage of development, the addition of a special audit committee financial expert to the Board is not necessary.

### **Nomination Committee**

Our Board of Directors does not maintain a nominating committee. As a result, no written charter governs the director nomination process. Our size and the size of our Board, at this time, do not require a separate nominating committee.

When evaluating director nominees, our directors consider the following factors:

- The appropriate size of our Board of Directors;
- Our needs with respect to the particular talents and experience of our directors;
- The knowledge, skills and experience of nominees, including experience in finance, administration or public service, in light of prevailing business conditions and the knowledge, skills and experience already possessed by other members of the Board;
- Experience in political affairs;
- Experience with accounting rules and practices; and
- The desire to balance the benefit of continuity with the periodic injection of the fresh perspective provided by new Board members.

Our goal is to assemble a Board that brings together a variety of perspectives and skills derived from high quality business and professional experience. In doing so, the Board will also consider candidates with appropriate non-business backgrounds.

Other than the foregoing, there are no stated minimum criteria for director nominees, although the Board may also consider such other factors as it may deem are in our best interests as well as our stockholders. In addition, the



Board identifies nominees by first evaluating the current members of the Board willing to continue in service. Current members of the Board with skills and experience that are relevant to our business and who are willing to continue in service are considered for re-nomination. If any member of the Board does not wish to continue in service or if the Board decides not to re-nominate a member for re-election, the Board then identifies the desired skills and experience of a new nominee in light of the criteria above. Current members of the Board are polled for suggestions as to individuals meeting the criteria described above. The Board may also engage in research to identify qualified individuals. To date, we have not engaged third parties to identify or evaluate or assist in identifying potential nominees, although we reserve the right in the future to retain a third party search firm, if necessary. The Board does not typically consider shareholder nominees because it believes that its current nomination process is sufficient to identify directors who serve our best interests.

### Code of Ethics

We currently have not adopted a code of ethics for the Board or executives.

### EXECUTIVE COMPENSATION

At this time, we do not have any written employment or service agreements with our executive officers. Our Chief Executive Officer, Brandon Romanek, is not current paid a salary. Our Chief Technology Officer, Joshua Halford, is paid a salary of \$6,250 per month.

### Securities Authorized for Issuance Under Equity Compensation Plans

To date, we have not adopted a stock option plan or other equity compensation plan and have not issued any stock, options, or other securities as compensation.

### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of April 10, 2017, the beneficial ownership of our common stock by each executive officer and director, by each person known by us to beneficially own more than 5% of our common stock and by the executive officers and directors as a group. Except as otherwise indicated, all shares are owned directly and the percentage shown is based on a total of 318,490,391 shares, consisting of 118,490,391 shares of common stock issued and outstanding, and 200,000,000 shares of common stock issuable upon conversion of all Series A Preferred Stock.

<b>Title of class</b>	<b>Name and address of beneficial owner</b>	<b>Amount of beneficial ownership</b>	<b>Percent of class</b>
Common	Brandon Romanek 11700 W. Charleston Blvd. #73 Las Vegas, NV 89135	305,316,322 <sup>(1)</sup>	95.86%
Common	Joshua Halford 11761 Stonewall Springs Ave Las Vegas, NV 89138	0	0%
<b>Common</b>	<b>Total all executive officers and directors</b>	<b>305,316,322</b>	<b>95.86%</b>
<b>Common</b>	<b>Other 5% Shareholders</b>		
	None		%
Series A Preferred	Brandon Romanek 11700 W. Charleston Blvd. #73 Las Vegas, NV 89135	2,000,000	100%

<sup>(1)</sup> Consists of 105,316,322 shares of common stock and 2,000,000 shares of Series A Preferred Stock convertible to

200,000,000 shares of common stock

As used in this table, "beneficial ownership" means the sole or shared power to vote, or to direct the voting of, a security, or the sole or shared investment power with respect to a security (i.e., the power to dispose of, or to direct the disposition of, a security). In addition, for purposes of this table, a person is deemed, as of any date, to have "beneficial ownership" of any security that such person has the right to acquire within 60 days after such date.

The persons named above have full voting and investment power with respect to the shares indicated. Under the rules of the Securities and Exchange Commission, a person (or group of persons) is deemed to be a "beneficial owner" of a security if he or she, directly or indirectly, has or shares the power to vote or to direct the voting of such security, or the power to dispose of or to direct the disposition of such security. Accordingly, more than one person may be deemed to be a beneficial owner of the same security. A person is also deemed to be a beneficial owner of any security, which that person has the right to acquire within 60 days, such as options or warrants to purchase our common stock.

### **CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS AND DIRECTOR INDEPENDENCE**

Except as set forth below, none of our directors or executive officers, nor any proposed nominee for election as a director, nor any person who beneficially owns, directly or indirectly, shares carrying more than 5% of the voting rights attached to all of our outstanding shares, nor any members of the immediate family (including spouse, parents, children, siblings, and in-laws) of any of the foregoing persons has any material interest, direct or indirect, in any transaction since our incorporation or in any presently proposed transaction which, in either case, has or will materially affect us.

1. On January 20, 2017, we entered into an Asset Purchase Agreement (the "Agreement") with our CEO and controlling shareholder, Brandon Romanek. Under the Agreement, we acquired certain patent applications, trademark applications, and web domain names from Mr. Romanek. In exchange, we agreed to issue Mr. Romanek 100,000,000 shares of our common stock and 2,000,000 shares of our newly designated Series A Preferred Stock.
2. Mr. Romanek has, from time to time, advanced us operating funds on an informal basis. These advances are not covered by a written agreement and have no fixed terms of repayment. As January 31, 2017, advances from Mr. Romanek totalled \$15,100.

#### **Director Independence**

We are not a "listed issuer" within the meaning of Item 407 of Regulation S-K and there are no applicable listing standards for determining the independence of our directors. Applying the definition of independence set forth in Rule 4200(a)(15) of The Nasdaq Stock Market, Inc., we do not have any independent directors.

### **DESCRIPTION OF CAPITAL STOCK**

Our authorized capital stock consists of 500,000,000 shares of common stock, with a par value of \$0.001 per share, and 10,000,000 shares of preferred stock, par value \$0.001 per share. As of April 10, 2016, there were 118,490,391 shares of our common stock issued and outstanding and 2,000,000 shares of our Series A Preferred Stock issued and outstanding

## **Common Stock**

Our common stock is entitled to one vote per share on all matters submitted to a vote of the stockholders, including the election of directors. Except as otherwise required by law or provided in any resolution adopted by our board of directors with respect to any series of preferred stock, the holders of our common stock will possess all voting power. Generally, all matters to be voted on by stockholders must be approved by a majority (or, in the case of election of directors, by a plurality) of the votes entitled to be cast by all shares of our common stock that are present in person or represented by proxy, subject to any voting rights granted to holders of any preferred stock. Holders of our common stock representing fifty percent (50%) of our capital stock issued, outstanding and entitled to vote, represented in person or by proxy, are necessary to constitute a quorum at any meeting of our stockholders. A vote by the holders of a majority of our outstanding shares is required to effectuate certain fundamental corporate changes such as liquidation, merger or an amendment to our Articles of Incorporation. Our Articles of Incorporation do not provide for cumulative voting in the election of directors.

Subject to any preferential rights of any outstanding series of preferred stock created by our board of directors from time to time, the holders of shares of our common stock will be entitled to such cash dividends as may be declared from time to time by our board of directors from funds available therefore.

Subject to any preferential rights of any outstanding series of preferred stock created from time to time by our board of directors, upon liquidation, dissolution or winding up, the holders of shares of our common stock will be entitled to receive pro rata all assets available for distribution to such holders.

In the event of any merger or consolidation with or into another company in connection with which shares of our common stock are converted into or exchangeable for shares of stock, other securities or property (including cash), all holders of our common stock will be entitled to receive the same kind and amount of shares of stock and other securities and property (including cash). Holders of our common stock have no pre-emptive rights, no conversion rights and there are no redemption provisions applicable to our common stock.

## **Preferred Stock**

Our board of directors has the authority to issue shares of preferred stock, and it is further authorized to divide the authorized shares of our preferred stock into one or more series, each of which must be so designated as to distinguish the shares of each series of preferred stock from the shares of all other series and classes. Our board of directors is authorized, within any limitations prescribed by law and our articles of incorporation, to fix and determine the designations, rights, qualifications, preferences, limitations and terms of the shares of any series of preferred stock including, but not limited to, the following:

1. The number of shares constituting that series and the distinctive designation of that series, which may be by distinguishing number, letter or title;
2. The dividend rate on the shares of that series, whether dividends will be cumulative, and if so, from which date(s), and the relative rights of priority, if any, of payment of dividends on shares of that series;
3. Whether that series will have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;
4. Whether that series will have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors determines;

5. Whether or not the shares of that series will be redeemable, and, if so, the terms and conditions of such redemption, including the date or date upon or after which they are redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
6. Whether that series will have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;
7. The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of that series;
8. Any other relative rights, preferences and limitations of that series

#### Series A Preferred Stock

Our class of Series A Preferred Stock consists of 3,000,000 shares, par value \$0.001, 2,000,000 of which are issued and outstanding and held by our CEO, Brandon Romanek. Our Series A Preferred stock is convertible, at the option of the holder, into 100 shares of our common stock for every 1 share of preferred stock converted. Series A Preferred Stock votes together with the common stock on an as-converted basis. Our Series A Preferred Stock ranks equally, on an as-converted basis, with our common stock with regard to rights upon dissolution or liquidation.

#### Series B Preferred Stock

Upon closing of our acquisition of the Urban Oasis floatation therapy spa, we will designate and issue 120,000 shares of a new Series B Preferred Stock. Series B Preferred Stock will have a stated value of \$1.00 per share and will be automatically convertible to common stock in one (1) year at the stated value divided by the market price for our common stock at that time. Series B Preferred Stock will have no special dividend rights and no voting rights until converted to common stock.

#### Series C Preferred Stock

The securities offered in this offering are shares of our Series C Preferred Stock, consisting of up to 3,000,000 shares. Although the offering price is \$1.00 per share, our Series C Preferred Stock will have a stated value of \$1.20 per share and will be automatically convertible to common stock in one (1) year at the stated value divided by the market price for our common stock at that time. Series C Preferred Stock will have no special dividend rights and no voting rights until converted to common stock.

#### **Provisions in Our Articles of Incorporation and By-Laws That Would Delay, Defer or Prevent a Change in Control**

Our articles of incorporation authorize our board of directors to issue a class of preferred stock commonly known as a "blank check" preferred stock. Specifically, the preferred stock may be issued from time to time by the board of directors as shares of one (1) or more classes or series. Our board of directors, subject to the provisions of our Articles of Incorporation and limitations imposed by law, is authorized to adopt resolutions; to issue the shares; to fix the number of shares; to change the number of shares constituting any series; and to provide for or change the following: the voting powers; designations; preferences; and relative, participating, optional or other special rights, qualifications, limitations or restrictions, including the following: dividend rights, including whether dividends are cumulative; dividend rates; terms of redemption, including sinking fund provisions; redemption prices; conversion rights and liquidation preferences of the shares constituting any class or series of the preferred stock.

In each such case, we will not need any further action or vote by our shareholders. One of the effects of undesignated preferred stock may be to enable the board of directors to render more difficult or to discourage an attempt to obtain control of us by means of a tender offer, proxy contest, merger or otherwise, and thereby to protect the continuity of our management. The issuance of shares of preferred stock pursuant to the board of director's authority described above may adversely affect the rights of holders of common stock. For example, preferred stock issued by us may rank prior to the common stock as to dividend rights, liquidation preference or both, may have full or limited voting rights and may be convertible into shares of common stock. Accordingly, the issuance of shares of preferred stock may discourage bids for the common stock at a premium or may otherwise adversely affect the market price of the common stock.

### **Dividend Policy**

We have never declared or paid any cash dividends on our common stock. We currently intend to retain future earnings, if any, to finance the expansion of our business. As a result, we do not anticipate paying any cash dividends in the foreseeable future.

### **Share Purchase Warrants**

We have not issued and do not have outstanding any warrants to purchase shares of our common stock. Upon close of our pending acquisition of the Urban Oasis flotation therapy spa, we will issue to the former owners of Urban Oasis warrants to purchase a total of twenty-five thousand (25,000) shares of our common stock at an exercise price of \$2.00 per share, exercisable for a period of three (3) years from the date of issue.

### **Options**

We have not issued and do not have outstanding any options to purchase shares of our common stock.

### **Convertible Securities**

1. We have 2,000,000 shares of our Series A Preferred Stock issued and outstanding. These shares are convertible to a total of 200,000,000 shares of our common stock.
2. Upon closing of our acquisition of the Urban Oasis flotation therapy spa, we will designate and issue 120,000 shares of a new Series B Preferred Stock. Series B Preferred Stock will have a stated value of \$1.00 per share and will be automatically convertible to common stock in one (1) year at the stated value divided by the market price for our common stock at that time.
3. The securities offered in this offering are shares of our Series C Preferred Stock, consisting of up to 3,000,000 shares. Although the offering price is \$1.00 per share, our Series C Preferred Stock will have a stated value of \$1.20 per share and will be automatically convertible to common stock in one (1) year at the stated value divided by the market price for our common stock at that time.
4. We have issued a convertible promissory note in the principal amount of \$112,440. The note bears interest at the rate of 5% per year, is convertible to common stock at a price of \$0.001 per share, and is due January 13, 2018. On February 7, 2017, \$10,000 worth of the note was converted to common stock.

We have not issued and do not have outstanding any other securities convertible into shares of our common stock or any rights convertible or exchangeable into shares of our common stock.

## **Nevada Anti-Takeover Laws**

Nevada Revised Statutes sections 78.378 to 78.379 provide state regulation over the acquisition of a controlling interest in certain Nevada corporations unless the articles of incorporation or bylaws of the corporation provide that the provisions of these sections do not apply. Our articles of incorporation and bylaws do not state that these provisions do not apply. The statute creates a number of restrictions on the ability of a person or entity to acquire control of a Nevada company by setting down certain rules of conduct and voting restrictions in any acquisition attempt, among other things. The statute is limited to corporations that are organized in the state of Nevada and that have 200 or more stockholders, at least 100 of whom are stockholders of record and residents of the State of Nevada; and does business in the State of Nevada directly or through an affiliated corporation. Because of these conditions, the statute currently does not apply to our company.

## **SHARES ELIGIBLE FOR FUTURE SALE**

In general, under Rule 144 as currently in effect, a person who has beneficially owned shares of a company's common stock for at least six months is entitled to sell within any three month period a number of shares that does not exceed the greater of:

1. one percent of the number of shares of the company's common stock then outstanding; or
2. the average weekly trading volume of the company's common stock during the four calendar weeks preceding the filing of a notice on form 144 with respect to the sale.

Sales under Rule 144 are also subject to manner of sale provisions and notice requirements and to the availability of current public information about the company.

## **INVESTOR SUITABILITY REQUIREMENTS**

In light of the long-term nature of an investment in shares of our preferred stock, the lack of liquidity of the underlying securities, the various risk factors involved in making an investment in shares of our preferred stock and in order to ensure compliance with federal and state securities laws, we must take certain steps to assure that the Investors meet certain standards of suitability. These standards relate to the financial ability of an Investor to bear the economic risk of an investment in shares of our preferred stock and the Investor's level of sophistication in analyzing the merits and risks of making an investment in shares of our preferred stock. These standards represent minimum suitability standards for Investors, and the satisfaction of such standards by a prospective investor does not necessarily mean that shares of our preferred stock are a suitable investment for such prospective investor.

We are offering shares of preferred stock without registration under the Securities Act, in reliance upon exemptions from registration available thereunder, including Section 4(2) of the Securities Act and Rule 506 of Regulation D promulgated thereunder. Regulation D sets forth certain restrictions as to the amount of, and the number and nature of the purchasers of, securities offered pursuant thereto. In order for this Offering to qualify for certain exemptions under Regulation D, we may sell Shares only to persons who are "Accredited Investors."

Generally, an "Accredited Investor" is an Investor who meets at least one of the following standards or is otherwise within the meaning of such term under applicable interpretations:

1. Any bank as defined in Section 3(a)(2) of the Act whether acting in its individual or fiduciary capacity; insurance company as defined in Section 2 (13) of the Act; investment company registered under the

Investment Company Act of 1940 or a business development company as defined in Section 2(a)(48) of that Act; Small Business Investment Company licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958; employee benefit plan within the meaning of Title I of the Employee Retirement Income Security Act of 1974, if the investment decision is made by a plan fiduciary, as defined in Section 3(21) of such Act, which is either a bank, insurance company, or registered investment advisor, or if the employee benefit plan has total assets in excess of \$5,000,000;

2. Any private business development company as defined in Section 202(a)(22) of the Investment Advisors Act of 1940;
3. Any organization described in Section 501(c)(3) of the Internal Revenue Code, corporation, Massachusetts or similar Business trust, or Company, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000;
4. Any director, or executive officer, of the issuer of the securities being offered or sold, or any manager or executive officer of Company of that issuer;
5. Any natural person whose individual net worth, or joint net worth with that person's spouse, at the time of his or her purchase exceeds \$1,000,000, excluding the value of the person's primary residence;
6. Any natural person who had an individual income in excess of \$200,000 in each of the two most recent years or joint income with that person's spouse in excess of \$300,000 in each of those years and has a reasonable expectation of reaching the same income level in the current year;
7. Any trust, with total assets in excess of \$5,000,000 not formed for the specific purpose of acquiring the securities offered, whose purpose is directed by a sophisticated person as described in Section 230.506(b)(2)(ii);
8. Any entity in which all of the equity owners are accredited investors.

**IN THE EVENT YOU DO NOT MEET THE ACCREDITED INVESTOR REQUIREMENTS SET FORTH ABOVE, THIS MEMORANDUM SHALL NOT CONSTITUTE AN OFFER TO SELL SECURITIES TO YOU. IF YOU DECIDE TO INVEST IN THE COMPANY'S SECURITIES, THE COMPANY WILL BE RELYING ON YOUR REPRESENTATION THAT YOU ARE AN ACCREDITED INVESTOR IN ORDER TO PROPERLY SATISFY FEDERAL AND STATE SECURITIES LAWS.**

#### **OFFERING PERIOD AND SUBSCRIPTION PROCEDURE**

We are offering to sell to accredited investors a Maximum Amount of 3,000,000 shares of the Company's Series C Preferred Stock, \$1.20 stated value, for \$1.00 per share for an aggregate purchase price of \$3,000,000. Shares when issued will be "restricted" securities subject to all applicable resale restrictions specified by federal and state securities laws. Sales of Shares are being made pursuant to the terms of this Memorandum, as well as the Subscription Agreement attached hereto as Exhibit A.

Directors, officers, and any other person associated with, or affiliated with, the Company may, but are not obligated to, purchase securities in this Offering. Any such purchase will be for the purchaser's own account for investment purposes only and not with a view to the distribution of such securities.

If after careful review of this Memorandum, completion of your investigation of the Company, consideration of the risks involved in an investment in shares of our Series C Preferred Stock, satisfaction of all questions or concerns related to such an investment decision, and your determination that you meet the suitability requirements provided herein and in the subscription documents, you wish to subscribe for Shares, then review, complete and deliver the subscription documents and the purchase price as directed herein prior to the Termination Date.

- **Deliver a completed and executed Subscription Agreement attached as Exhibit A to the Company emailing to the Company at [brandon@thctherapeutics.com](mailto:brandon@thctherapeutics.com).**

- **Deliver the purchase price in the amount of \$1.00 US per Share to the Company – THC Therapeutics, Inc. - by certified check or bank draft sent to the following address:**

**THC Therapeutics, Inc.  
11700 W. Charleston Blvd. #73  
Las Vegas, NV 89135**

**If you wish to wire your subscription funds, please contact the Company for further instructions.**

If you retain the services of a purchaser representative to assist in evaluating the merits and risks associated with investing in the Shares, you must have your purchaser representative complete and deliver to us an acceptable Purchaser Representative Certificate. We will thereafter review the qualifications of the proposed purchaser representative and will notify you if such purchaser representative is not acceptable to the Company as a purchaser representative. Your purchaser representative will be required to disclose to you any past, present or proposed future relationship between the purchaser representative or its affiliates and the Company or its affiliates.

Subscription Agreements are not binding until accepted by the Company. If the Company rejects all or a portion of any subscription, the Company will return to the prospective subscriber all, or the appropriate portion, of the amount submitted with such prospective subscriber's subscription, without interest or deduction. After all refunds have been made, the Company, and its directors, officers, counsel, and agents will have no further liability to subscribers.

If subscriptions are received and accepted on or before the Termination Date and the minimum amount is satisfied, the funds will be deposited into our operating account for our general business purposes. Within a reasonable period of time following the Termination Date, certificates representing the shares of Series C Preferred Stock purchased in this Offering will be issued to the Investors.



**EXHIBIT A**  
**SUBSCRIPTION AGREEMENT**

## THC THERAPEUTICS, INC.

THC Therapeutics, Inc., a Nevada corporation (hereinafter the "Company") and the undersigned (hereinafter the "Subscriber") agree as follows:

### WHEREAS:

- A. The Company desires to issue a maximum of 2,000,000 shares of Series C Preferred Stock of the Company, stated value \$1.20 per share, at a price of \$1.00 per share; and
- B. Subscriber desires to acquire that number of shares as is set forth on the signature page hereof (hereinafter the "Shares") at the purchase price set forth herein.

**NOW, THEREFORE**, for and in consideration of the premises and the mutual covenants hereinafter set-forth, the parties hereto do hereby agree as follows:

### SUBSCRIPTION

1.1 Subject to the terms and conditions hereinafter set forth, the Subscriber hereby subscribes for and agrees to purchase the Shares from the Company at a price equal to \$1.00 per share, and the Company agrees to sell the Shares to Subscriber in consideration of said purchase price. Upon execution, this subscription shall be irrevocable by Subscriber.

1.2 The purchase price for the Shares subscribed to hereunder is payable by the Subscriber contemporaneously with the execution and e-mail delivery of this Subscription Agreement to the Company at [brandon@thctherapeutics.com](mailto:brandon@thctherapeutics.com). Payment is made by delivering the purchase price in the amount of \$1.00 per Share to the Company by certified check or bank draft to:

THC Therapeutics, Inc.  
11700 W. Charleston Blvd. #73  
Las Vegas, NV 89135

If you wish to wire your subscription funds, please contact the Company for further instructions.

### REPRESENTATIONS AND WARRANTIES BY SUBSCRIBER

- 2.1 Subscriber hereby acknowledges, represents and warrants to the Company the following:
- (A) Subscriber acknowledges that the purchase of the Shares involves a high degree of risk in that the Company has only recently commenced its current business operations and may require substantial additional funds;
  - (B) Subscriber recognizes that an investment in the Company is highly speculative and only investors who can afford the loss of their entire investment should consider investing in the Company and the Shares;
  - (C) Subscriber has such knowledge and experience in finance, securities, investments, including investment in unregistered securities, and other business matters so as to be able to protect its interests in connection with this transaction;
  - (D) The Subscriber is an "Accredited Investor" as defined in Rule 501 of Regulation D promulgated under

the Securities Act of 1933, as amended;

- (E) Subscriber acknowledges that the shares are subject to significant restrictions on transfer as imposed by state and federal securities laws, including but not limited to a minimum holding period of at least one (1) year;
- (F) Subscriber hereby acknowledges (i) that this offering of Shares has not been reviewed by the United States Securities and Exchange Commission ("SEC") or by the securities regulator of any state; (ii) that the Shares are being issued by the Company pursuant to an exemption from registration provided by Section 4(2) of the Securities Act of 1933; and (iii) that any certificate evidencing the Shares received by Subscriber will bear a legend in substantially the following form:

THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE BEEN ACQUIRED FOR INVESTMENT AND HAVE NOT BEEN REGISTERED WITH THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR UNDER ANY APPLICABLE STATE SECURITIES LAWS. WITHOUT SUCH REGISTRATION, SUCH SECURITIES MAY NOT BE SOLD OR OTHERWISE TRANSFERRED AT ANY TIME WHATSOEVER UNLESS IN THE OPINION OF COUNSEL SATISFACTORY TO THE COMPANY REGISTRATION IS NOT REQUIRED FOR SUCH TRANSFER AND THAT SUCH TRANSFER WILL NOT BE IN VIOLATION OF THE APPLICABLE FEDERAL AND STATE SECURITIES LAWS OR ANY RULE OR REGULATION PROMULGATED THEREUNDER.

- (G) Subscriber is acquiring the Shares as principal for Subscriber's own benefit;
- (H) Subscriber is not aware of any advertisement of the Shares or any general solicitation in connection with any offering of the Shares;
- (I) Subscriber acknowledges receipt and review of the Confidential Private Placement Memorandum dated April 20th, 2017, and of both the Articles of Incorporation and bylaws of the Company, together with the opportunity and the Company's encouragement to seek the advice and consultation of independent investment, legal and tax counsel;
- (J) Subscriber acknowledges and agrees that the Company has previously made available to Subscriber the opportunity to ask questions of and to receive answers from representatives of the Company concerning the Company and the Shares, as well as to conduct whatever due diligence the Subscriber, in its discretion, deems advisable. Subscriber is not relying on any information communicated by any representatives of the Company and is relying solely upon the information contained in the Confidential Private Placement Memorandum, including Exhibits thereto, and information obtained during Subscriber's due diligence investigation in making a decision to invest in the Shares and the Company.

### **REPRESENTATIONS BY THE COMPANY**

3.1 The Company represents and warrants to the Subscriber that:

- (A) The Company is a corporation duly organized, existing and in good standing under the laws of the State of Nevada and has the corporate power to conduct the business which it conducts and proposes to conduct.
- (B) Upon issue, the Shares will be duly and validly issued, fully paid and non-assessable preferred

stock in the capital of the Company.

#### **TERMS OF SUBSCRIPTION**

4.1 Upon acceptance of this subscription by the Company, all funds paid hereunder shall be immediately available to the Company for its use.

4.2 Subscriber hereby authorizes and directs the Company to deliver the securities to be issued to such Subscriber pursuant to this Subscription Agreement to Subscriber's address indicated herein.

4.3 Notwithstanding the place where this Subscription Agreement may be executed by any of the parties hereto, the parties expressly agree that all the terms and provisions hereof shall be construed in accordance with and governed by the laws of the State of Nevada. Exclusive venue for any dispute arising out of this Subscription Agreement or the Shares shall be the state or federal courts sited in Clark County, Nevada.

4.4 The parties agree to execute and deliver all such further documents, agreements and instruments and take such other and further action as may be necessary or appropriate to carry out the purposes and intent of this Subscription Agreement.

*[remainder of this page intentionally blank, signature page to follow]*

**ACCREDITED INVESTOR STATUS**

5.1  By checking this box, Subscriber represents and warrants to the Company that the Subscriber is an "Accredited Investor" as such term is defined in Rule 501 of Regulation D promulgated under the United States Securities Act of 1933, as amended (the "Act"). The Subscriber acknowledges having reviewed and considered the definition of "Accredited Investor" attached to this Subscription Agreement.

**IN WITNESS WHEREOF**, this Subscription Agreement is executed as of the \_\_\_\_ day of \_\_\_\_\_ 2017.

Number of Shares Subscribed For: \_\_\_\_\_

Total Purchase Price: \_\_\_\_\_

Signature of Subscriber: \_\_\_\_\_

Name of Subscriber: \_\_\_\_\_

Address of Subscriber: \_\_\_\_\_

Subscriber's SS# or tax ID#: \_\_\_\_\_

**ACCEPTED BY: THC THERAPEUTICS, INC.**

Signature of Authorized Signatory: \_\_\_\_\_  
Brandon Romanek, CEO

Date of Acceptance: \_\_\_\_\_

**EXHIBIT B**

**CERTIFICATE OF DESIGNATION FOR SERIES C PREFERRED STOCK**

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**CERTIFICATE OF DESIGNATION**

**OF**

**THC THERAPEUTICS, INC.**

**Pursuant to Section 78.1955 of the**

**Nevada Revised Statutes**

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**SERIES C PREFERRED STOCK**

On behalf of THC Therapeutics, Inc., a Nevada corporation (the “Company”), the undersigned hereby certifies that the following resolution has been duly adopted by the board of directors of the Company (the “Board”):

RESOLVED, that, pursuant to the authority granted to and vested in the Board by the provisions of the articles of incorporation of the Company (the “Articles of Incorporation”), there hereby is created, out of the ten million (10,000,000) shares of preferred stock, par value \$.001 per share, of the Company authorized by the Articles of Incorporation (“Preferred Stock”), a series of Series C Preferred Stock, consisting of three million (3,000,000) shares, which series shall have the following powers, designations, preferences and relative participating, optional and other special rights, and the following qualifications, limitations and restrictions:

The specific powers, preferences, rights and limitations of the Series C Preferred Stock are as follows:

1. Designation; Rank. This series of Preferred Stock shall be designated and known as “Series C Preferred Stock” with a stated value of \$1.20 per share. The number of shares constituting the Series C Preferred Stock shall be 3,000,000 shares. Except as otherwise provided herein, the Series C Preferred Stock shall, with respect to rights on liquidation, winding up and dissolution, rank senior to the common stock, par value \$0.001 per share (the “Common Stock”) and any previously issued classes of capital stock of the Company (the “Junior Securities”).

2. Dividends. The holders of shares of Series C Preferred Stock have no dividend rights except as may be declared by the Board in its sole and absolute discretion, out of funds legally available for that purpose.

3. Liquidation Preference.

(a) In the event of any dissolution, liquidation or winding up of the Company (a “Liquidation”), whether voluntary or involuntary, the Holders of Series C Convertible Preferred Stock shall be entitled to receive out of the assets of the Company, before any payment or distribution shall be made in respect of any Junior Securities, cash in an amount equal to \$1.20 (the “Stated Value”) for each one (1) share of Series C Convertible Preferred Stock plus an amount equal to all accrued but unpaid dividends thereon to the date of such payment. If upon the Liquidation, the assets to be distributed among the Holders of the Series C Convertible Preferred Stock are insufficient to permit the payment to such Holders of the full liquidation preference for their shares, then the entire assets of the Company legally available for distribution shall be distributed *pro rata* among the Holders of the Series C Convertible Preferred Stock.

(b) A sale of all or substantially all of the Company’s assets or an acquisition of the Company by another entity by means of any transaction or series of related transactions (including, without limitation, a

reorganization, consolidated or merger) that results in the transfer of fifty percent (50%) or more of the outstanding voting power of the Company (a “Change in Control Event”), shall not be deemed to be a Liquidation for purposes of this Designation.

(c) If upon any Liquidation, whether voluntary or involuntary, payment shall have been made to the Holders of Series C Convertible Preferred Stock of the full preferential amount to which they shall be entitled pursuant to Section 3(a) of this Designation, the entire remaining assets, if any, of the Company available for distribution to stockholders shall be distributed to the holders of Junior Securities or Common Stock, as the case may be.

(d) The Company shall give each Holder of Series C Preferred Convertible Stock written notice of any Liquidation not later than thirty (30) days prior to any meeting of stockholders to approve such Liquidation or, if no meeting is to be held, not later than forty-five (45) days prior to the date of such Liquidation.

#### 4. Mandatory Conversion of Series C Preferred Stock.

(a) Mandatory Conversion; Conversion Rate. All shares of Series C Convertible Preferred Stock shall, on that date which is one (1) year from the date of issuance (the “Conversion Date”), be automatically converted to Common Stock of the Company at the Conversion Rate. The Conversion Rate, for each share of Series C Preferred Stock, shall be the Stated Value of \$1.20 per share divided by the Market Price for the Company’s Common Stock. “Market Price” means the Trading Price for the Company’s common stock on the last Trading Day prior to the Conversion Date. “Trading Price” means the closing bid price reported on the electronic marketplace operated by OTC Markets, Inc., or, if the electronic marketplace operated by OTC Markets, Inc. is not the principal trading market for such security, the closing bid price of such security on the principal securities exchange or trading market where such security is listed or traded. If the Trading Price cannot be calculated for such security on such date in the manner provided above, the Trading Price shall be the fair market value as mutually determined by the Company and the Holder. “Trading Day” shall mean any day on which the Company’s common stock is tradable for any period on the electronic marketplace operated by OTC Markets, Inc., or on the principal securities exchange or other securities market on which the Company’s common stock is then being traded.

(b) No Fractional Shares. No fractional shares of Common Stock or scrip shall be issued upon conversion of shares of Series C Preferred Stock. In lieu of any fractional share to which the Holder would be entitled but for the provisions of this Section 4(b) based on the number of shares of Series C Preferred Stock held by such Holder, the Company shall issue a number of shares to such Holder rounded up to the nearest whole number of shares of Common Stock. No cash shall be paid to any Holder of Series C Preferred Stock by the Company upon conversion of Series C Preferred Stock by such Holder.

(c) Reservation of Stock. The Company shall at all times when any shares of Series C Preferred Stock shall be outstanding, reserve and keep available out of its authorized but unissued Common Stock, such number of shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series C Preferred Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all outstanding shares of the Series C Preferred Stock, the Company will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(d) Issue Taxes. The converting Holder shall pay any and all issue and other non-income taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series C Preferred Stock.

4. 5. Voting. Except as otherwise expressly provided herein or as required by the law, the Holders of



Series C Preferred Stock shall not have voting rights.

IN WITNESS WHEREOF the undersigned has signed this Designation this \_\_\_\_ day of April, 2017.

**THC THERAPEUTICS, INC.**

By:

\_\_\_\_\_  
Name: Brandon Romanek

Title: CEO