

This prospectus constitutes a public offering of the securities only in those jurisdictions where they may be lawfully offered for sale and, in such jurisdictions, only by persons permitted to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

PROSPECTUS

Initial Public Offering

February 22, 2017

CANADABIS CAPITAL INC. (a capital pool company)

Minimum Offering: \$250,000 (2,500,000 common shares)

Maximum Offering: \$500,000 (5,000,000 common shares)

Price: \$0.10 per Offered Share

CanadaBis Capital Inc. (the "**Corporation**") hereby offers on a commercially reasonable efforts basis through its agent, Richardson GMP Limited (the "**Agent**"), a minimum of 2,500,000 common shares (the "**Minimum Offering**") and a maximum of 5,000,000 common shares (the "**Maximum Offering**"), in the capital of the Corporation (the "**Offered Shares**"), at a price of \$0.10 per Offered Share (the Minimum Offering and the Maximum Offering together referred to as the "**Offering**"), for aggregate gross proceeds of a minimum of \$250,000 and a maximum of \$500,000. This Offering is offered only in the provinces of Alberta, British Columbia and Ontario and in such other jurisdictions where the Offered Shares may be sold without requirement for registration or filing of a prospectus (the "**Offering Jurisdictions**"). The purpose of the Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereinafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "**Exchange**") and, in the case of a Non-Arm's Length Qualifying Transaction, as hereinafter defined, must also receive Majority of the Minority Approval, as hereinafter defined, in accordance with Policy 2.4 of the Exchange (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, as hereinafter defined, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "*Business of the Corporation*" and "*Use of Proceeds*".

	Offered Shares	Price to Public	Agent's Commission⁽²⁾	Net Proceeds to the Corporation⁽³⁾⁽⁴⁾
Per Offered Share ⁽¹⁾	1	\$0.10	\$0.01	\$0.09
Minimum Offering ⁽³⁾⁽⁴⁾	2,500,000	\$250,000	\$25,000	\$225,000
Maximum Offering ⁽³⁾⁽⁴⁾	5,000,000	\$500,000	\$50,000	\$450,000

Notes:

- (1) Pursuant to the Agency Agreement, as hereinafter defined, a Minimum Offering of 2,500,000 Offered Shares up to a Maximum Offering of 5,000,000 Offered Shares are offered hereunder, not including the Agent's Option, as hereinafter defined, or the Stock Options, as hereinafter defined, to be granted concurrently with Closing, as hereinafter defined, to the directors and officers of the Corporation to purchase an aggregate of between 550,000 common shares, assuming completion of a Minimum Offering and 800,000 common shares, assuming completion of a Maximum Offering, at a price of \$0.10 per common share, which Stock Options and Agent's Options are also qualified for distribution under this prospectus. See "*Option to Purchase Securities - Stock Options*".
- (2) The Agent will receive a commission (the "**Agent's Commission**") equal to 10% of the gross proceeds from the sale of the Offered Shares pursuant to this Offering, payable in cash on the Closing Date, as hereinafter defined. The Agent will also be paid a corporate finance fee equal to \$15,000 (plus G.S.T.) (the "**Corporate Finance Fee**"), of which \$7,500 (plus G.S.T.) has been paid and is non-refundable with the remaining \$7,500 (plus G.S.T.) to be paid in cash at the time of Closing. The Agent will be reimbursed by the Corporation for its reasonable expenses and legal fees plus disbursements and will be granted the Agent's Options, which are exercisable for a period of 24 months from the date of listing of the Corporation's common shares on the Exchange. This Offering qualifies the distribution of the Agent's Options to the maximum extent permitted by NI 41-101, as hereinafter defined. See "*Plan of Distribution - Agency Agreement and Agent's Compensation*".
- (3) Before deducting the costs of this issue estimated at \$88,000, which includes audit fees and other expenses of the Corporation, including amounts spent to the date of this Offering, the Corporate Finance Fee, legal fees, printing fees, filing fees, disbursements and the listing fees payable to the Exchange, of which \$10,000 in respect of the Agent's expenses, including the Agent's legal fees and disbursements, and \$7,500 (plus G.S.T.) in respect of the non-refundable portion of the Corporate Finance Fee, have been paid for at the date hereof. See "*Use of Proceeds*".
- (4) Unless an amendment to the final prospectus is filed and the "principal regulator" under NP 11-202, as hereinafter defined, (the "**Securities Regulatory Authority**") has issued a receipt for the amendment, the latest date that the distribution is to remain open is 90 days after the date of issuance of a receipt for the final prospectus by the Securities Regulatory Authority.

This Offering is made on a "commercially reasonable efforts" basis by the Agent and is subject to an aggregate minimum subscription of 2,500,000 Offered Shares and a maximum subscription of 5,000,000 Offered Shares, for gross proceeds to

the Corporation of \$250,000 in the event of a Minimum Offering and \$500,000 in the event of a Maximum Offering. The offering price of the Offered Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Offered Shares will be held by the Agent pursuant to the terms of the Agency Agreement. If the Offering is not completed within 90 days of the issuance of a Final Receipt, as hereinafter defined, or such other time as may be consented to by the regulatory authorities and the Agent and persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent will receive a non-transferrable option (the "**Agent's Option**") to acquire up to 10% of the number of Offered Shares sold under the Offering at a price of \$0.10 per common share, exercisable for a period of 24 months from the date of listing of the Corporation's common shares on the Exchange. In the event of a Minimum Offering, the Agent shall receive 250,000 Agent's Options or in the event of a Maximum Offering, the Agent shall receive 500,000 Agent's Options. The Agent's Options are qualified for distribution under this prospectus to the maximum extent permitted by NI 41-101. See "*Plan of Distribution – Agency Agreement and Agent's Compensation*".

In addition, the Corporation intends to grant at the Closing, stock options to the directors and officers to purchase, in aggregate between 550,000 common shares assuming completion of a Minimum Offering or 800,000 common shares assuming completion of a Maximum Offering, at a price of \$0.10 per common share, exercisable for a period of five (5) years from the date of grant (the "**Stock Options**"), which options are qualified under this prospectus. See "*Plan of Distribution*", "*Description of Share Capital*" and "*Options to Purchase Securities*".

Other than the initial distribution of the Offered Shares pursuant to this prospectus, the grant of the Agent's Options and the grant of the Stock Options to the directors and officers of the Corporation, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to Multilateral Instrument 11-102 - *Passport System* ("**MI 11-102**") and National Policy 11-202 - *Process for Prospectus Reviews in Multiple Jurisdictions* ("**NP 11-202**") and the time the common shares are listed for trading on the Exchange except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authority grants a discretionary order.

The Corporation has applied to list its common shares on the Exchange. Listing will be subject to the Corporation fulfilling all of the requirements of the Exchange.

Investment in the Offered Shares offered by this prospectus is highly speculative due to the nature of the Corporation's business and its present stage of development. This Offering is suitable only to those investors who are prepared to risk the loss of their entire investment. See "*Risk Factors*".

There is no market through which the Offered Shares may be sold and purchasers may not be able to resell the Offered Shares purchased under this prospectus. This may affect the pricing of the Offered Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "*Risk Factors*". Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per common share of approximately \$0.0273 or 27.3% in the event of a Minimum Offering and \$0.0187 or 18.7% in the event of a Maximum Offering. The Corporation was only recently incorporated and does not currently own any assets other than cash.

The business objective of the Corporation is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction which receives Exchange approval and in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval of the Corporation's shareholders. There can be no assurance that the Corporation will successfully complete a Qualifying Transaction. Although the Corporation has commenced the process of identifying potential acquisitions, the Corporation has yet to enter into any negotiations with respect to such potential acquisitions and may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition and additional funds may be required to meet such obligation. Since the Corporation has not placed any geographical restrictions on the location of a Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such Person, as hereinafter defined, or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada. Where the investment or acquisition is financed by the issuance of common shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer

further dilution of their investment. The Corporation will be in competition with other corporations with greater resources. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Exchange may suspend from trading or de-list the common shares where the Corporation has failed to complete a Qualifying Transaction within 24 months of the date of listing. The Executive Director of a securities commission may issue an interim cease trade order against the Corporation's securities if the common shares of the Corporation are suspended from trading on the Exchange and will issue an interim cease trade order if the Corporation is delisted from the Exchange. In addition, delisting of the common shares will result in the cancellation of all or a portion of the common shares of the Corporation owned by Insiders, as hereinafter defined, issued prior to this Offering. Investors must rely solely on the expertise of the Corporation's Promoters, as hereinafter defined, directors and officers for any possible return on their investment. The Corporation's Promoters, directors, officers and Control Persons, as hereinafter defined, and their Associates, as hereafter defined, and Affiliates, as hereafter defined, as a group, beneficially own or control, directly or indirectly, 2,500,000 common shares, which represent 83.33% of the issued and outstanding common shares before giving effect to this Offering and will own approximately 45.45% of the issued and outstanding common shares in the event of a Minimum Offering and 31.25% in the event of a Maximum Offering and after giving effect to this Offering. The directors and officers of the Corporation will only devote part of their time to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. See "*Capitalization*", "*Business of the Corporation*", "*Directors, Officers and Promoter*", "*Use of Proceeds*", "*Directors, Officers and Promoters – Conflicts of Interest*" and "*Risk Factors*".

This Offering is subject to the CPC Policy and the securities laws of the Offering Jurisdictions.

The Agent, conditionally offers these Offered Shares, on a "commercially reasonable efforts" agency basis, if, as and when subscriptions are accepted by the Corporation and the Agent, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "*Plan of Distribution*" and subject to the approval of certain legal matters by TingleMerrett LLP, Calgary, Alberta, on behalf of the Corporation and by Dentons Canada LLP, Calgary, Alberta, on behalf of the Agent. Pursuant to the CPC Policy, no purchaser of Offered Shares is permitted to directly or indirectly purchase more than 2% of the total Offered Shares or 50,000 Offered Shares (\$5,000) in the event of a Minimum Offering and 100,000 Offered Shares (\$10,000) in the event of a Maximum Offering under this prospectus. In addition, the maximum number of Offered Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Offered Shares or 100,000 Offered Shares (\$10,000) in the event of a Minimum Offering and 200,000 Offered Shares (\$20,000) in the event of a Maximum Offering under this prospectus.

Neither the Corporation nor any of its directors or officers are a "related" or "connected issuer", as such terms are defined in National Instrument 33-105 - *Underwriting Conflicts* ("**NI 33-105**"), of the Agent, except for Peter Bacsalmasi, a director and investment advisor with the Agent, who holds 500,000 common shares of the Corporation.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. The Offered Shares sold under the Offering will be issued and deposited in electronic form with CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee, pursuant to the book-based system administered by CDS. A purchaser of Offered Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Offered Shares were purchased. See "*Depository Services*".

Agent for the Offering:
Richardson GMP Limited
Eighth Avenue Place
525 8th Avenue SW
Suite 2000
Calgary, Alberta T2P 1G1
Tel: (403) 260-8400
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GLOSSARY

"**Affiliate**" means a company that is affiliated with another company as described below:

A company is an "Affiliate" of another company if:

- (a) one of them is the subsidiary of the other, or
- (b) each of them is controlled by the same Person.

A company is "controlled" by a Person if:

- (a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person, and
- (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company.

A Person beneficially owns securities that are beneficially owned by:

- (a) a company controlled by that Person, or
- (b) an Affiliate of that Person or an Affiliate of any company controlled by that Person.

"**Agency Agreement**" means the agency agreement between the Corporation and the Agent dated February 22, 2017.

"**Agent**" means Richardson GMP Limited.

"**Agent's Commission**" means the commission issued by the Corporation to the Agent equal to 10% of the gross proceeds from the sale of the Offered Shares, payable in cash.

"**Agent's Option**" means the non-transferrable option issued by the Corporation to the Agent entitling the Agent to acquire up to 10% of the total number of Offered Shares sold under the Offering at a price of \$0.10 per common share. The Agent may exercise all or part of the Agent's Option at any time for a period ending 24 months from the date of listing of the common shares on the Exchange.

"**Aggregate Pro Group**" means all Persons who are members of any "Pro Group" whether or not the Member is involved in a contractual relationship with the Corporation to provide financing sponsorship and other advisory services, and specifically means:

- (a) Subject to subparagraphs (b), (c) and (d) "**Aggregate Pro Group**" shall include, either individually or as a group:
 - (i) the Member;
 - (ii) employees of the Member;
 - (iii) partners, officers and directors of the Member;
 - (iv) Affiliates of the Member; and
 - (v) Associates of any parties referred to in subparagraphs (i) through (iv);
- (b) The Exchange may, in its discretion, include a Person or party in the "**Aggregate Pro Group**" for the purposes of a particular calculation where the Exchange determines that the Person is not acting at arm's length to the Member;
- (c) The Exchange may, in its discretion, exclude a Person from the "**Aggregate Pro Group**" for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm's length to the Member;

- (d) The Member may deem a Person who would otherwise be included in the "**Aggregate Pro Group**" pursuant to subparagraph (a) to be excluded from the "**Aggregate Pro Group**" where the Member determines that:
 - (i) the Person is an Affiliate or Associate of the Member acting at arm's length of the Member;
 - (ii) the Associate or Affiliate has a separate corporate and reporting structure;
 - (iii) there are sufficient controls on information flowing between the Member and the Associate or Affiliate; and
 - (iv) the Member maintains a list of such excluded Persons.

"**Agreement in Principle**" means any enforceable agreement or any other agreement or similar commitment which identifies the fundamental terms upon which the parties agree or intend to agree which:

- (a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;
- (b) identifies the parties to the Qualifying Transaction;
- (c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and
- (d) identifies the conditions to any further formal agreements to complete the transaction; and

in respect of which there are no material conditions to closing (other than receipt of shareholder approval and Exchange acceptance), the satisfaction of which is dependent upon third parties and beyond the reasonable control of the Non-Arm's Length Parties to the CPC or the Non-Arm's Length Parties to the Qualifying Transaction.

"**Associate**" when used to indicate a relationship with a Person, means:

- (a) an Issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10 percent of the voting rights attached to all outstanding voting securities of the Issuer;
- (b) any partner of the Person;
- (c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which the Person serves as trustee or in a similar capacity; and
- (d) in the case of a Person who is an individual:
 - (i) that Person's spouse or child, or
 - (ii) any relative of that Person or of his spouse who has the same residence as that person;

but

- (e) where the Exchange determines that two Persons shall, or shall not, be deemed to be Associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of applicable Exchange rules with respect to that Member firm, Member corporation or holding company.

"**Closing**" means the completion of the Offering.

"**Closing Date**" means the date the Offering is completed.

"**common shares**" means the common shares without par value in the share capital of the Corporation.

"**company**" unless specifically indicated otherwise, means a corporation, unincorporated association or organization, body corporate, partnership, trust, association or other entity other than an individual.

"**Completion of the Qualifying Transaction**" means the date the Final Exchange Bulletin is issued by the Exchange.

"**Control Person**" means any Person that holds or is one of a combination of Persons that holds a sufficient number of any of the securities of an Issuer so as to affect materially the control of that Issuer, or that holds more than 20% of the outstanding voting securities of an Issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the Issuer.

"**Corporate Finance Fee**" means the \$15,000 (plus G.S.T.) payable to the Agent under the Agency Agreement, of which \$7,500 (plus G.S.T.) has been paid and is non-refundable with the remaining \$7,500 (plus G.S.T.) to be paid in cash at the time of Closing.

"**Corporation**" means CanadaBis Capital Inc., a corporation incorporated under the *Business Corporations Act* (Alberta), having its registered office in the City of Calgary, in the Province of Alberta.

"**CPC**" means a corporation:

- (a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and
- (b) in regard to which the Final Exchange Bulletin has not yet been issued.

"**CPC Policy**" means Policy 2.4 – *Capital Pool Companies* of the Exchange.

"**CRA**" means Canada Revenue Agency.

"**Escrow Agent**" means Computershare Trust Company of Canada, a trust company having an office in Calgary, Alberta, and the corporation's registrar and transfer agent.

"**Exchange**" or "**TSXV**" means the TSX Venture Exchange Inc.

"**Final Exchange Bulletin**" means the Exchange bulletin issued following closing of the Qualifying Transaction and the submission of all required documentation that evidences the final Exchange acceptance of the Qualifying Transaction.

"**Final Receipt**" means the receipt issued for this prospectus by the Principal Regulator pursuant to NP 11-202.

"**Incentive Stock Option Plan**" means the Corporation's stock option plan pursuant to which the Corporation may issue options to its directors, officers and technical consultants exercisable for up to 10% of the Corporation's issued and outstanding common shares as at the Closing of the Corporation's IPO.

"**Initial Listing Requirements**" means the minimum financial, distribution and other standards that must be met by applicants seeking a listing on a particular tier of the Exchange.

"**Initial Public Offering**" or "**IPO**" means a transaction that involves an Issuer issuing securities from its treasury pursuant to its first prospectus.

"**Insider**" if used in relation to an Issuer means:

- (i) a director or officer of the Issuer;
- (ii) a Person who performs functions similar to those normally performed by a director or officer;
- (iii) a director or officer of the company that is an Insider or subsidiary of the Issuer;
- (iv) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the Issuer; or
- (v) the Issuer itself, if it holds any of its own securities.

"**Issuer**" means a company and its subsidiaries which have any of its securities listed for trading on the Exchange and, as the context requires, any applicant company seeking a listing of its securities on the Exchange.

"Listing Date" means the date of listing of the common shares on the Exchange.

"Majority of the Minority Approval" means the approval of a Non-Arm's Length Qualifying Transaction by the majority of the votes cast by shareholders, other than:

- (a) Non-Arm's Length Parties to the CPC;
- (b) Non-Arm's Length Parties to the Qualifying Transaction; and
- (c) in the case of a Related Party Transaction:
 - (i) if the CPC holds its own shares, the CPC, and
 - (ii) a Person acting jointly or in concert with a Person referred to in paragraph(a) or (b) in respect of the transaction;

at a properly constituted meeting of the common shareholders of the CPC.

"Maximum Offering" means the Offering of a maximum of 5,000,000 common shares at a price of \$0.10 per common share.

"Member" means a Person who has executed the Members' Agreement, as amended from time to time, and is accepted as and becomes a member of the Exchange under the Exchange requirements.

"Members' Agreement" means the members' agreement among the Exchange and each Person who, from time to time, is accepted as and becomes a member of the Exchange under the Exchange requirements.

"Minimum Offering" means the Offering of a minimum of 2,500,000 common shares at a price of \$0.10 per common share.

"NEX" means a market on which former Exchange and Toronto Stock Exchange Issuers that do not meet Exchange tier maintenance requirements for Tier 2 issuers may continue to trade.

"NI 41-101" means National Instrument 41-101 - *General Prospectus Requirements*.

"Non-Arm's Length Party" means:

- (a) in relation to a company:
 - (i) a Promoter, officer, director, other Insider or Control Person of that company (including an Issuer) and any Associates or Affiliates of any of such Persons; or
 - (ii) another entity or an Affiliate of that entity, if that entity or its Affiliate have the same Promoter, officer, director, Insider or Control Person as the company.
- (b) in relation to an individual, means any Associate of the individual or any company of which the individual is a Promoter, officer, director, Insider or Control Person.

"Non-Arm's Length Parties to the Qualifying Transaction" means the Vendor(s), any Target Company(ies) and includes, in relation to Significant Assets or Target Company(ies), the Non-Arm's Length Parties of the Vendor(s), the Non-Arm's Length Parties of any Target Company(ies) and all other parties to or associated with the Qualifying Transaction and Associates or Affiliates of all such other parties.

"Non-Arm's Length Qualifying Transaction" means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and in relation to the Significant Assets which are the subject of the proposed Qualifying Transaction.

"Offered Shares" means a minimum of 2,500,000 common shares and a maximum of 5,000,000 common shares in the capital of the Corporation, to be offered by the Corporation through the Agent for aggregate gross proceeds of a minimum of \$250,000 up to a maximum of \$500,000.

"Offering" means the Minimum Offering and Maximum Offering of Offered Shares in accordance with the terms of this prospectus.

"Offering Jurisdictions" means the provinces of British Columbia, Alberta and Ontario and such other jurisdictions where the Offered Shares may be sold without requirement for registration or filing of a prospectus.

"Optionee" or **"Optionees"** means the recipient of a stock option under the Incentive Stock Option Plan.

"Person" means a company or individual.

"Principal" means:

- (a) a Person who acted as a Promoter of the Issuer within two years or their respective Associates or Affiliates, before the IPO prospectus or Final Exchange Bulletin;
- (b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;
- (c) a 20% holder – a Person that holds securities carrying more than 20% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions;
- (d) a 10% holder – a Person that:
 - (i) holds securities carrying more than 10% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and
 - (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Issuer or any of its material operating subsidiaries.

The foregoing percentages include securities that may be issued to the holder under outstanding convertible securities in both the holder's securities and the total securities outstanding.

A company, trust, partnership or other entity more than 50% held by one or more Principals will be treated as a Principal. (In calculating this percentage, include securities of the entity that may be issued to the Principal under outstanding convertible securities in both the Principals' securities of the entity and the total securities of the entity outstanding.) Any securities of the Issuer that this entity holds will be subject to escrow requirements.

A Principal's spouse and their relatives that live at the same address as the Principal will also be treated as Principals and any securities of the Issuer they hold will be subject to escrow requirements.

"Pro Group" has the meaning specified in Exchange Policy 1.1 – *Interpretation*.

"Promoter" has the meaning specified in section 1(rr) of the *Securities Act* (Alberta).

"Qualifying Transaction" means a transaction where a CPC acquires Significant Assets, other than cash, by way of purchase, amalgamation, merger or arrangement with another company or by other means.

"Related Party Transaction" has the meaning ascribed to that term under Exchange Policy 5.9 – *Protection of Minority Security holders in Special Transactions*, and includes a related party transaction that is determined by the Exchange, to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non-Arm's Length Parties, or other circumstances exist which may compromise the independence of the Issuer with respect to the transaction.

"Resulting Issuer" means the Issuer that was formerly a CPC that exists upon issuance of the Final Exchange Bulletin.

"SEDAR" means System for Electronic Document Analysis and Retrieval.

"Seed Share Escrow Agreement" means the escrow agreement dated February 1, 2017 between the Corporation, the Escrow Agent and certain shareholders of the Corporation.

"Seed Shares" means the 3,000,000 common shares issued by the Corporation prior to the Closing, at a price of \$0.05 per common share.

"Significant Assets" means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the Initial Listing Requirements.

"Sponsor" has the meaning specified in Exchange Policy 2.2 – *Sponsorship and Sponsorship Requirements*.

"Stock Options" means between 550,000 options assuming completion of a Minimum Offering and 800,000 options assuming completion of a Maximum Offering, to purchase common shares of the Corporation, exercisable at a price of \$0.10 per common share, to be granted concurrently with the Closing to its directors and officers, as described in *"Options to Purchase Securities"*.

"Target Company" means a company to be acquired by the CPC as its Significant Asset pursuant to a Qualifying Transaction.

"Vendors" means one or all of the beneficial owners, of the Significant Assets (other than a Target Company).

PROSPECTUS SUMMARY

The following is a summary of the principal features of this distribution and should be read together with the more detailed information and financial data and statements contained elsewhere in this prospectus.

Business of the Corporation: The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. The Corporation has commenced the process of identifying potential acquisitions. To date, the Corporation has not yet identified a company or assets for a potential Qualifying Transaction. Furthermore, the Corporation has not entered into an Agreement in Principle. An acquisition financed by the issuance of treasury shares could result in a change of control of the Corporation and may cause the shareholders' interest in the Corporation to be reduced. See "*Business of the Corporation*".

Offering: The Offering consists of a Minimum Offering of 2,500,000 Offered Shares for gross proceeds of \$250,000 and a Maximum Offering of 5,000,000 Offered Shares for gross proceeds of \$500,000 are being offered and qualified under this prospectus at a price of \$0.10 per common share. In addition, the Corporation will issue to the Agent, the Agent's Option to purchase that number of common shares equal to 10% of the aggregate number of Offered Shares sold pursuant to this Offering, being 250,000 common shares in the event of a Minimum Offering and 500,000 common shares in the event of a Maximum Offering, at a price of \$0.10 per common share and which may be exercised for a period of 24 months from the Listing Date. The Agent's Option is qualified for distribution under this prospectus. See "*Plan of Distribution*".

The Corporation also intends to grant Stock Options concurrently with the Closing, to purchase an aggregate of between 550,000 common shares assuming completion of a Minimum Offering or 800,000 common shares assuming completion of a Maximum Offering, to the current directors and officers of the Corporation, all of which Stock Options are qualified for distribution under this prospectus. Such options will be exercisable at \$0.10 per common share for a period of five years from the Closing Date. See "*Options to Purchase Securities - Stock Options*" and "*Plan of Distribution*".

Agent's Option: The Agent will be granted an option to purchase that number of common shares that is equal to 10% of the number of common shares subscribed for under this Offering, exercisable at a price of \$0.10 per common share for a period of 24 months after the Closing Date. The Agent's Option and the common shares issuable upon the exercise thereof are qualified for distribution pursuant to this prospectus. See "*Plan of Distribution*".

Use of Proceeds: The total estimated funds to the Corporation, including total cash proceeds raised prior to this Offering and total proceeds of this Offering, net of all Offering expenses and Agent's Commission, will be approximately \$287,000 in the event of a Minimum Offering and \$512,000 in the event of a Maximum Offering. The net funds available will provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of \$210,000 or 30% of the gross proceeds realized may be used for purposes other than evaluating businesses or assets. See "*Use of Proceeds*".

Directors and Officers:

The directors and officers of the Corporation and the positions held by each of them are as follows:

Gregory H. Smith	President, Chief Executive Officer, Promoter, Chief Financial Officer and Director
Barbara O'Neill	Corporate Secretary and Director
Donald Byers	Director
Jason Harper	Director
Christopher Pettigrew	Director

See "*Directors, Officers and Promoter*" and "*Promoters*".

Escrow:

All of the 3,000,000 Seed Shares issued by the Corporation prior to the Closing will be deposited in escrow pursuant to the terms of the Seed Share Escrow Agreement, and will be released in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "*Escrowed Securities*".

Dividend Policy:

It is not contemplated that any dividends will be paid on the common shares in the immediate or foreseeable future. See "*Description of Share Capital - Dividend Record and Policy*".

Risk Factors:

Investment in the Offered Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. **The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment.** The directors and officers of the Corporation will devote only part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution (based on the gross proceeds from this and prior issuances without deduction of selling and related expenses) per Offered Share of approximately \$0.0273 or 27.3% in the event of a Minimum Offering and \$0.0187 or 18.7% in the event of a Maximum Offering.

There can be no assurance that an active and liquid market for the Corporation's common shares will develop and an investor may find it difficult to resell the Offered Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. See "*Business of the Corporation*", "*Directors, Officers and Promoter*", "*Capitalization*", "*Dilution*", "*Risk Factors*" and "*Directors, Officers and Promoter - Conflicts of Interest*".

THE CORPORATION

The Corporation was incorporated on November 29, 2016 pursuant to the provisions of the *Business Corporations Act* (Alberta) under the name "CanadaBis Capital Inc."

The registered office and head office of the Corporation is located at 4303 – 9 Street SE, Calgary, Alberta T2G 3C8.

BUSINESS OF THE CORPORATION

Preliminary Expenses

To date, the Corporation has raised \$150,000 through the sale of 3,000,000 common shares. (See "*Prior Sales*" and "*Capitalization*"). As at the date hereof, the Corporation has paid \$17,500 (plus G.S.T.) to the Agent representing the \$7,500 (plus G.S.T.) non-refundable portion of the Corporate Finance Fee and a retainer of \$10,000 to be applied towards the expenses of the Agent. In addition, the Corporation has paid \$5,000 (plus G.S.T.) to the Exchange, as part of the Corporation's initial listing fee. Part of the net proceeds of the Offering will be utilized to satisfy the obligations of the Corporation related to this Offering, including the fees and commissions of the Agent, the expenses of its auditors, legal counsel and the Agent's legal counsel and the filing fees of the Exchange and applicable securities regulatory authorities. See "*Use of Proceeds*".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and, in the case of a Non-Arm's Length Qualifying Transaction, is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations. The Corporation currently intends to pursue a Qualifying Transaction in the marijuana industry but there is no assurance that this will in fact be the business sector of a proposed Qualifying Transaction or of the Corporation following completion of the Qualifying Transaction.

Until Completion of a Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition. Except as described under "*Use of Proceeds - Private Placement for Cash*" and "*Use of Proceeds - Restrictions on Use of Proceeds*", the funds raised pursuant to this Offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

Although the Corporation has commenced the process of identifying potential acquisitions with a view to completing the Qualifying Transaction, the Corporation has not yet entered into an Agreement in Principle.

Method of Financing

The Corporation may use cash, bank financing, the issuance of treasury shares, public debt or equity financing or a combination of these for the purpose of financing its proposed Qualifying Transaction. **A Qualifying Transaction financed by the issue of treasury shares could result in a change in the control of the Corporation and may cause the shareholders' interest in the Corporation to be further diluted.**

Criteria for a Qualifying Transaction

The board of directors of the Corporation proposes to identify acquisitions of interests in assets or businesses through discussions with various business associates and contacts of the Corporation's officers and directors. Once a prospective acquisition target has been identified and evaluated, the Corporation will proceed to negotiate the terms upon which it may acquire an interest in the asset or business. The board of directors must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith having regard to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Filings and Shareholder Approval of a Non-Arm's Length Qualifying Transaction

Upon the Corporation reaching an Agreement in Principle, the Corporation must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Corporation's common shares until the filing requirements of

the Exchange have been satisfied as set forth under "*Business of the Corporation - Trading Halts, Suspensions and Delisting*". Within 75 days after issuance of such news release, the Corporation is required to submit for review to the Exchange either an information circular that complies with applicable corporate and securities laws or a filing statement that complies with Exchange requirements. An information circular must be submitted where there is a Non-Arm's Length Qualifying Transaction. A filing statement must be submitted where the Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction. The information circular or filing statement, as applicable, must contain prospectus level disclosure of the Target Company and the Corporation, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Form 3B1 or Form 3B2, as the case may be, of the Exchange. Upon acceptance by the Exchange, the Corporation must then either:

- (a) file the filing statement on SEDAR at least seven business days prior to closing of the Qualifying Transaction, and issue a news release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the filing statement is available on SEDAR, or
- (b) mail the information circular and related proxy material to its shareholders and files same on SEDAR in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval, at a meeting of shareholders.

Unless waived by the Exchange, the Corporation will also be required to retain a Sponsor, who must be a Member of the Exchange, and who will be required to submit to the Exchange a sponsor report prepared in accordance with the policies of the Exchange. The Corporation will no longer be considered to be a CPC upon the Exchange having issued the Final Exchange Bulletin. The Exchange will generally not issue the Final Exchange Bulletin until the Exchange has received:

- (a) in the case of a Non-Arm's Length Qualifying Transaction, confirmation of Majority of Minority Approval of the Qualifying Transaction;
- (b) confirmation of closing of the Qualifying Transaction; and
- (c) all post-meeting or final documentation, as applicable, otherwise required to be filed with the Exchange pursuant to the CPC Policy.

Upon issuance of the Final Exchange Bulletin, the CPC Policy will generally cease to apply, with the exception of the escrow provisions of the CPC Policy and the restrictions in the CPC Policy precluding the Corporation from completing a reverse takeover for a period of one year from the Completion of the Qualifying Transaction.

Initial Listing Requirements

The Resulting Issuer must satisfy the Exchange's Initial Listing Requirements for the particular industry sector in either Tier 1 or Tier 2 as prescribed under the applicable policies of the Exchange.

Trading Halts, Suspensions and Delisting

The Exchange will generally halt trading in the common shares from the date of the public announcement of an Agreement in Principle until all filing requirements of the Exchange have been satisfied, which includes the submission of a sponsorship acknowledgment form, where the Qualifying Transaction is subject to sponsorship. In addition, personal information forms, or, if applicable, declarations, for all individuals who may be directors, senior officers, Promoters, or Insiders of the Resulting Issuer must be filed with the Exchange and any preliminary background searches that the Exchange considers necessary or advisable, must also be completed, before the trading halt will be lifted by the Exchange.

Even if all filing requirements have been satisfied and preliminary background checks completed, the Exchange may continue or reinstate a halt in trading of the common shares for public policy reasons including:

- (a) the unacceptable nature of the business of the Resulting Issuer, or
- (b) the number of conditions precedent to, or the nature and number of deficiencies required to be resolved prior to, completion of the Qualifying Transaction, are so significant or numerous as to make it appear to the Exchange that the halt should be reinstated or continued.

A trading halt may also be imposed by the Exchange where the Corporation fails to file the supporting documents relating to the Qualifying Transaction within a period of 75 days after public announcement of the Agreement in Principle or if

the Corporation fails to file post-meeting or final documents, as applicable, within the time required. A trading halt may also be imposed if a Sponsor terminates its sponsorship.

The Exchange may suspend from trading or delist the common shares of the Corporation where the Exchange has not issued a Final Exchange Bulletin to the Corporation within 24 months of the date of listing. In the event that the common shares of the Corporation are delisted by the Exchange, within 90 days from the date of such delisting, the Corporation shall wind up and shall make a pro rata distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of Non-Arm's Length Parties to the Corporation, determine to deal with the remaining assets in some other manner. See "*Business of the Corporation - Filings and Shareholder Approval of a Non-Arm's Length Qualifying Transaction*".

If the Corporation does not complete a Qualifying Transaction within 24 months of the date of listing, it may apply for listing on NEX rather than be delisted. In order to be eligible to list on the NEX, the Corporation must:

- (a) either: (i) cancel all escrowed common shares purchased by Non-Arm's Length Parties to the Corporation at a discount to the Offering price, in accordance with section 11.2(a) of the CPC Policy, as if the Corporation had delisted from the Exchange or (ii) subject to majority shareholder approval, cancel the escrowed common shares purchased by Non-Arm's Length Parties to the Corporation so that the average cost of the remaining Seed Shares is at least equal to the Offering price; and
- (b) obtain majority shareholder approval for the transfer to NEX, exclusive of the votes of Non-Arm's Length Parties of the Corporation.

If the Corporation's common shares are listed on NEX, it must continue to comply with all requirements and restrictions of the CPC Policy.

Refusal of Qualifying Transaction

The Exchange, in its sole discretion, may not accept a Qualifying Transaction where:

- (a) the Resulting Issuer fails to satisfy the applicable Initial Listing Requirements of the Exchange;
- (b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:
 - (i) a member firm of the Exchange;
 - (ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such member firm; and
 - (iii) associates of any such person,collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;
- (c) the Resulting Issuer will be a financial institution, finance company, finance issuer or mutual fund, as defined in the securities legislation;
- (d) the majority of the directors and senior officers of the Resulting Issuer are not residents of Canada or the United States or are individuals who have not demonstrated positive association as directors or officers with public companies that are subject to a regulatory regime comparable to the companies listed on a Canadian exchange; or
- (e) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to be received by the Corporation from the sale of the Offered Shares offered by this prospectus will be \$250,000 in the event of a Minimum Offering and \$500,000 in the event of Maximum Offering. The gross proceeds received by the Corporation from the sale of common shares prior to the date of this Prospectus were \$150,000. The

expenses and costs associated with the Offering, including the Agent's Commission, are expected to be in the order of approximately \$113,000 in the event of a Minimum Offering and \$138,000 in the event of a Maximum Offering. All such costs and expenses will be paid from the working capital of the Corporation, which will include the proceeds of the Offering. The total estimated funds to the Corporation, including total cash proceeds raised prior to this Offering and total proceeds of this Offering, net of all Offering expenses and Agent's Commission, will be approximately \$287,000 in the event of a Minimum Offering and \$512,000 in the event of a Maximum Offering.

The following indicates the principal uses to which the Corporation proposes to use the total funds available to the Corporation upon the completion of this Offering:

Item	Minimum Offering	Maximum Offering
Gross cash proceeds raised prior to the Offering (Seed Shares) ⁽¹⁾	\$150,000	\$150,000
Gross cash proceeds to be raised pursuant to the Offering	\$250,000	\$500,000
Expenses and costs relating to raising Seed Share proceeds	Nil ⁽²⁾	Nil ⁽²⁾
Estimated expenses and costs relating to the Offering ⁽³⁾	(\$113,000)	(\$138,000)
Estimated funds available on completion of the Offering⁽⁴⁾	\$287,000	\$512,000
Funds available for identifying and evaluating assets or business prospects ⁽⁴⁾⁽⁵⁾	\$237,000	\$462,000
Estimated general and administrative expenses until Completion of a Qualifying Transaction	\$50,000	\$50,000
TOTAL NET PROCEEDS	\$287,000	\$512,000

Notes:

- (1) See "Prior Sales".
- (2) No issue costs have been allocated towards the issuance of these common shares. See the Corporation's balance sheet as at November 30, 2016.
- (3) Expenses and costs of the Offering include, but are not limited to: Agent's Commission of \$25,000 in the case of the Minimum Offering or \$50,000 in the case of the Maximum Offering; a corporate finance fee payable to the Agent of \$15,000 plus applicable taxes; the reasonable out-of-pocket costs and expenses of the Agent (including legal fees of the Agent plus disbursements and applicable taxes estimated to be \$15,000); legal fees of the Corporation estimated at \$30,000 plus disbursements and applicable taxes; audit fees of the Corporation estimated at \$8,000 plus applicable taxes; and filing fees payable to securities regulatory authorities and listing fees payable to the Exchange estimated at \$20,000 plus applicable taxes.
- (4) In the event the Agent exercises the Agent's Option and the directors and officers exercise their Stock Options, there will be available to the Corporation an additional \$80,000 in the event of the Minimum Offering and \$130,000 in the event of the Maximum Offering which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.
- (5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire \$287,000 in the event of a Minimum Offering and \$512,000 in the event of a Maximum Offering on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

Until required for the Corporation's purposes, the proceeds will be invested only in securities of, or those guaranteed by, the Government of Canada or any Province or Territory of Canada or the Government of the United States of America, in certificates of deposit or interest bearing accounts of Canadian chartered banks, trust companies or credit unions.

The proceeds from this Offering and any prior sale of common shares, after deducting the expenses associated with this Offering, will only be sufficient to identify and evaluate a finite number of assets and businesses, and additional funds may be required to finance any acquisition to which the Corporation may commit.

Permitted Use of Funds

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described in "Use of Proceeds - Restrictions on Use of Proceeds", "Use of Proceeds -Private Placements for Cash", and "Use of Proceeds - Prohibited Payments to Non-Arm's Length Parties", the gross proceeds realized from the sale of all securities issued by the Corporation will be used by the Corporation only to identify and evaluate businesses or assets and obtain shareholder approval for a proposed Qualifying Transaction.

The proceeds may be used for expenses incurred for the preparation of:

- (i) valuations or appraisals;
- (ii) business plans;
- (iii) feasibility studies and technical assessments;
- (iv) sponsorship reports;
- (v) engineering or geological reports;

- (vi) financial statements, including audited financial statements;
- (vii) fees for legal and accounting services; and
- (viii) agent's fees, costs and commissions,

relating to the identification and evaluation of assets or businesses and, in the case of a Non-Arm's Length Qualifying Transaction, the obtaining of shareholder approval for the Corporation's proposed Qualifying Transaction.

In addition, with the prior acceptance of the Exchange, up to an aggregate of \$225,000 may be advanced as a refundable deposit or secured loan by the Corporation to a Vendor or Target Company, as the case may be, for a proposed arm's length Qualifying Transaction that has been publicly announced at least 15 days prior to the date of such advance, due diligence with respect to the Qualifying Transaction is well underway and either a Sponsor has been engaged or sponsorship has been waived by the Exchange. A maximum aggregate amount of \$25,000 may also be advanced as a non-refundable deposit, unsecured deposit or advance to a Vendor or Target Company, as the case may be, to preserve assets without the prior acceptance of the Exchange.

Restrictions on Use of Proceeds

Until Completion of a Qualifying Transaction, not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Corporation or \$210,000, will be used for purposes other than those described above. For greater certainty, expenditures which are not included in "*Use of Proceeds - Permitted Uses of Funds*", listed above, include:

- (a) listing and filing fees (including SEDAR fees);
- (b) other costs for the issuance of securities, (including legal, accounting and audit expenses) relating to the preparation and filing of this prospectus; and
- (c) administrative and general expenses of the Corporation, including:
 - (i) office supplies, office rent and related utilities;
 - (ii) printing costs (including the printing of this prospectus and share certificates);
 - (iii) equipment leases; and
 - (iv) fees for legal advice and audit expenses, other than those described above under "*Use of Proceeds - Permitted Use of Funds*".

Until Completion of a Qualifying Transaction, no proceeds will be used to acquire or lease a vehicle.

Private Placements for Cash

After the Closing and until the Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the completion of a Qualifying Transaction, the Exchange generally will not accept a private placement by the Corporation where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed \$5,000,000. The only securities issuable pursuant to such a private placement will be common shares. Subject to certain limited exceptions, any common shares issued pursuant to the private placement to Non-Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non-Arm's Length Parties

Except as described under "*Options to Purchase Securities*" and "*Use of Proceeds - Restrictions on Use of Proceeds*", the Corporation has not made, and until the Completion of the Qualifying Transaction will not make, any payment of any kind, directly or indirectly, to a Non-Arm's Length Party to the Corporation or a Non-Arm's Length Party to the Qualifying Transaction, or to a person engaged in investor relations activities, by any means, including:

- (a) remuneration, which includes but is not limited to salaries, consulting fees, management contract fees or directors' fees, finders' fees, loans, advances and bonuses; and

- (b) deposits and similar payments.

Further, no such payment will be made on or after the Completion of a Qualifying Transaction if such payment relates to services rendered or obligations incurred prior to or in connection with the Qualifying Transaction.

Notwithstanding the above, the Corporation may reimburse a Non-Arm's Length Party to the Corporation for reasonable expenses for office supplies, office rent and related utilities, equipment leases (excluding vehicle leases), and legal services (provided that neither the lawyer providing the legal services nor any member of the law firm providing the services is a Promoter of the Corporation or in the case of a law firm, no member of the firm, owns greater than 10% of the outstanding common shares of the Corporation), and the Corporation may also reimburse a Non-Arm's Length Party to the Corporation for reasonable out-of-pocket expenses incurred in pursuing the business of the Corporation described in "*Use of Proceeds - Permitted Use of Funds*".

The foregoing restrictions on the use of proceeds and prohibitions on payments to Non-Arm's Length Parties and persons engaged in investor relations activities continue to apply until the Completion of the Qualifying Transaction.

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public a minimum of 2,500,000 Offered Shares and a maximum of 5,000,000 Offered Shares, at a price of \$0.10 per Offered Share for aggregate gross proceeds of \$250,000 in the event of a Minimum Offering and \$500,000 in the event of a Maximum Offering, subject to the terms and conditions in the Agency Agreement. The Agent will receive an Agent's Commission equal to 10% of the aggregate gross proceeds from the sale of the Offered Shares, payable in cash. In addition, the Corporation will pay the Agent a Corporate Finance Fee equal to \$15,000 (plus G.S.T.), of which \$7,500 (plus G.S.T.) has been paid and is non-refundable with the remaining \$7,500 (plus G.S.T.) to be paid in cash from the Offering proceeds at Closing. The Corporation will pay the Agent's expenses, legal and search fees, plus disbursements and taxes, of which a retainer of \$10,000 has been paid to date.

The Corporation has also agreed to grant to the Agent a non-transferable Agent's Option which entitles the Agent to purchase up to 10% of the total number of Offered Shares sold under the Offering at a price of \$0.10 per common share and which may be exercised for a period of 24 months from the Listing Date. In the event of a Minimum Offering, an aggregate of 250,000 Agent's Options will be granted and in the case of a Maximum Offering, 500,000 Agent's Options will be granted.

Not more than 50% of the aggregate number of common shares which can be acquired by the Agent on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

The issuance of the Agent's Option shall be qualified by this prospectus to the maximum extent permitted by NI 41-101.

The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Offered Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its sole discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

Upon successful completion of the Offering, the Agent shall be granted a right of first refusal ("**ROFR**") commencing on the date thereof and expiring twelve (12) months from the date of completion of the Corporation's Qualifying Transaction (the "**Expiration Date**"). Pursuant to the ROFR, the Agent shall be provided with the exclusive right and opportunity to lead any offering of securities of the Corporation to be issued and sold to the public in Canada by private placement or public offering or to provide professional, sponsorship or advisory services performed (or normally performed) by a broker or investment dealer. If the Corporation is intending to proceed with any such issuance or has received a proposal for any such issuance, the Corporation shall provide to the Agent notice of the proposed terms thereof (including the commission payable to that agent) and the Agent shall have an opportunity to respond to the Corporation that they are desirous of leading, or participating as the case may be, such offering on behalf of the Corporation on the terms and conditions contained therein. If the Agent declines, in writing, the Corporation may proceed with such offering through another agent or underwriter, provided the arrangements with such agent or underwriter are entered into within 30 days thereafter (it being acknowledged and agreed by the Agent that if the

Corporation issues any securities to which the foregoing would apply, but does not retain or utilize a registered dealer as agent therefore, the foregoing shall not apply to such issuance). The ROFR will not terminate upon failure of the Agent to exercise such right and will only terminate on the Expiration Date.

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering is for a minimum of 2,500,000 Offered Shares and a maximum of 5,000,000 at a price of \$0.10 per Offered Share for total gross proceeds of \$250,000 in the event of a Minimum Offering and \$500,000 in the event of a Maximum Offering. Under the CPC Policy, no purchaser of Offered Shares is permitted to directly or indirectly purchase more than 2% of the total Offered Shares in the Offering, or 50,000 Offered Shares (\$5,000) in the event of a Minimum Offering, or 100,000 Offered Shares (\$10,000) in the event of a Maximum Offering. In addition, the maximum number of Offered Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Offered Shares in the Offering, or 100,000 Offered Shares (\$10,000) in the event of a Minimum Offering and 200,000 Offered Shares (\$20,000) in the event of a Maximum Offering. The funds received from the Offering will be held by the Agent, and will not be released until proceeds of a minimum of \$250,000 have been deposited. The total subscription must be completed within 90 days of the date of the Final Receipt, or such other time as may be consented to by the Agent or persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Determination of Price

The Offering price of the Offered Shares hereunder was determined by negotiation between the Corporation and the Agent.

Conditional Listing Approval

The Corporation has applied to list its common shares on the Exchange. Listing will be subject to the Corporation fulfilling all of requirements of the Exchange.

Subscriptions by the Aggregate Pro Group

All subscriptions by any member of the Aggregate Pro Group are subject to the applicable client priority rules and the general rule of the CPC Policy that no purchaser can: (i) directly or indirectly purchase more than 2% of the total Offered Shares offered under this Offering; and (ii) together with any Associates or Affiliates purchase more than 4% of the total Offered Shares offered under this Offering. Any common shares issued to any member of the Aggregate Pro Group prior to the date of this prospectus will be held in escrow pursuant to the CPC Policy.

Until Completion of the Qualifying Transaction, the aggregate number of common shares permitted to be owned directly or indirectly by the members of the Pro Group is 20% of the issued and outstanding common shares of the Corporation exclusive of common shares reserved for issuance at a future date. The Exchange will require that any securities issued to the Pro Group in connection with or in contemplation of the Qualifying Transaction will be required to be subject to a four month Exchange hold period and the securities certificates legended accordingly, as prescribed by Exchange Policy 3.2 – *Filing Requirements and Continuous Disclosure*.

The Agent has advised the Corporation that, other than Peter Bacsalmasi, an officer of the Agent and a director and Promoter of the Corporation, to the best of its knowledge and belief, none of the directors, officers, employees or contractors of the Agent or any Associate or Affiliate of the foregoing have subscribed for Offered Shares of the Corporation prior to this Offering and any subscriptions for Offered Shares of the Corporation by such persons under this Offering will be in accordance with the CPC Policy and related policies of the Exchange. Mr. Bacsalmasi has subscribed for 500,000 common shares of the Corporation.

Restrictions on Trading

Other than the initial distribution of the Offered Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of the Stock Options to the directors and officers of the Corporation, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the securities commission that is designated the principal regulator and the time the common shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

Restrictions on Offerings

The Corporation has agreed not to sell or issue, or negotiate or enter into an agreement to sell or issue, any common shares (or securities convertible or exchangeable into common shares) for a period of 60 days following the Closing Date of the Offering, without the prior written consent of the Agent, not to be unreasonably withheld, other than pursuant to (i) the exercise of the Agent's Option as disclosed in this Prospectus; and (ii) the grant or exercise of stock options issued pursuant to the Corporation's stock option plan.

Other Securities to be Distributed

The Corporation intends to grant Stock Options to purchase concurrently with the Closing, 550,000 common shares assuming completion of a Minimum Offering or 800,000 common shares assuming completion of a Maximum Offering, to its current directors and officers in accordance with the policies of the Exchange, which options are qualified for distribution under this prospectus. See "*Options to Purchase Securities*".

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Corporation is authorized to issue an unlimited number of common shares without nominal or par value of which, as at the date hereof, 3,000,000 are issued and outstanding as fully paid and non-assessable common shares in the capital of the Corporation and 5,000,000 Offered Shares are reserved for issuance pursuant to the Maximum Offering. See "*Plan of Distribution*".

In addition, a maximum of 500,000 common shares are reserved for issuance pursuant to the Agent's Option, a maximum of 800,000 common shares are reserved for issuance to directors and officers pursuant to the Stock Options. All common shares to be outstanding after completion of the Offering will be fully paid and non-assessable common shares in the capital of the Corporation. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

The holders of common shares are entitled to vote at all meetings of shareholders of the Corporation, to receive dividends if, as and when declared by the directors and to participate rateably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Corporation.

As at the date of this prospectus, the Corporation has no outstanding loans or other debt obligations and there has been no material change in the common share and loan capital of the Corporation since the date of its most recent balance sheet contained in the prospectus. See "*Prior Sales*" and "*Options to Purchase Securities*".

Class B Common Shares

The Corporation is authorized to issue an unlimited number of class B common shares without nominal or par value of which, as at the date hereof, there are currently none issued and outstanding.

Preferred Shares

The Corporation is authorized to issue an unlimited number of preferred shares (the "**Preferred Shares**") without nominal or par value of which, as at the date hereof, there are currently none issued and outstanding.

The Preferred Shares may be issued from time to time in one or more series, each series consisting of the number of shares and having the designation, rights, privileges, restrictions and conditions which the board of directors of the Corporation determines prior to the issue thereof. The Preferred Shares rank prior to the common shares with respect to the payment of dividends and distribution in the event of liquidation, dissolution or winding-up of the Corporation.

Dividend Record and Policy

The Corporation has not paid any dividends on its outstanding common shares of the Corporation since the date of its incorporation. The future payment of dividends will be dependent upon the financial requirements of the Corporation to fund further growth, financial condition of the Corporation and other factors which the board of directors of the Corporation may consider in the circumstances. It is not contemplated that any dividends will be paid in the immediate or foreseeable future. All of the common shares of the Corporation are entitled to an equal share in any dividends declared and paid.

CAPITALIZATION

The following table sets forth information respecting the capitalization of the Corporation as at the date of the balance sheet contained herein and as at the date hereof, both before and after giving effect to the Offering.

Designation of Security	Amount Authorized	Amount outstanding as of the date of the most recent balance sheet contained in the Prospectus ⁽¹⁾	Amount outstanding as of the date hereof ⁽¹⁾	Amount to be outstanding after giving effect to the Offering ⁽²⁾⁽³⁾⁽⁴⁾	
				Minimum Offering	Maximum Offering
Common Shares	unlimited	3,000,000 Common Shares (\$150,000)	3,000,000 Common Shares (\$150,000)	5,500,000 ⁽⁵⁾ Common Shares (\$400,000)	8,000,000 ⁽⁵⁾ Common Shares (\$650,000)
Class B Common Shares	Unlimited	Nil	Nil	Nil	Nil
Preferred Shares	Unlimited	Nil	Nil	Nil	Nil

Notes:

- (1) As at the date of the most recent balance sheet contained herein and as at the date hereof, the Corporation had not commenced commercial operations.
- (2) Assuming completion of a Minimum Offering, a minimum of 550,000 common shares will be reserved for issuance pursuant to the Stock Options and assuming completion of a Maximum Offering, 800,000 common shares will be reserved for issuance pursuant to the Stock Options, to be granted to directors and officers of the Corporation concurrently with the Closing and exercisable at a price per common share of \$0.10 for a period of five years from the date of grant. In addition, pursuant to the Agency Agreement, the Corporation has agreed to grant to the Agent, the Agent's Option on completion of the Offering to purchase an aggregate of between 250,000 common shares assuming the completion of a Minimum Offering and 500,000 assuming the completion of a Maximum Offering, at a price of \$0.10 per common share, for a period of 24 months from the Listing Date. Assumes that the balance of the Agent's Commission and Corporate Finance Fee will be paid in cash. See "*Plan of Distribution*" and "*Options to Purchase Securities*".
- (3) See "*Use of Proceeds*".
- (4) Represents gross proceeds of this Offering and prior issues of the Corporation, before deducting the expenses of the Offering estimated at \$88,000 and the Agent's Commission equal to 10% of the gross proceeds from the sale of the Offered Shares.
- (5) 3,000,000 of these common shares are subject to escrow restrictions. See "*Escrowed Securities*".

Fully Diluted Share Capital

	Number of Common Shares		Percentage of Total	
	Minimum Offering	Maximum Offering	Minimum Offering	Maximum Offering
(a) Issued as of the date of this Prospectus ⁽¹⁾	3,000,000	3,000,000	47.6%	32.26%
(b) Offered under the Prospectus	2,500,000	5,000,000	39.7%	53.76%
(c) Common shares reserved for future issue ⁽²⁾	800,000	1,300,000	12.7%	13.98%
Total	6,300,000	9,300,000	100%	100%

Notes:

- (1) See "*Prior Sales*".
- (2) The following common shares of the Corporation are reserved for future issuance:
 - (i) in the case of the Minimum Offering, 250,000 common shares on exercise of the Agent's Option and 550,000 common shares pursuant to the stock option plan; and
 - (ii) in the case of the Maximum Offering, 500,000 common shares on exercise of the Agent's Option and 800,000 common shares pursuant to the stock option plan.

OPTIONS TO PURCHASE SECURITIES

Agent's Option

Pursuant to the Agency Agreement, the Corporation has agreed to grant to the Agent the Agent's Option on completion of the Offering to purchase an aggregate of between 250,000 common shares assuming completion of a Minimum Offering and 500,000 common shares assuming completion of a Maximum Offering, of the Corporation, at a price of \$0.10 per share, for a period of 24 months from the Listing Date. See "*Plan of Distribution*".

Stock Options

The Corporation has adopted the Incentive Stock Option Plan and intends to enter into stock option agreements granting the Stock Options in accordance with the policies of the Exchange concurrently with the Closing, according to the following terms:

Name	Number of common shares underlying Stock Options to be granted After Giving Effect to the Offering ⁽²⁾		Exercise or Base Price (\$/Security)	% of total Stock Options to be granted (Min/Max) (excludes Agent's Options)	Market Value of common shares underlying Stock Options on the date of grant (\$/Security) ⁽¹⁾	Expiry Date
	Minimum Offering	Maximum Offering				
Gregory H. Smith	155,000	250,000	\$0.10	28.1% / 31.3%	N/A	5 years from date of grant
Barbara O'Neill	125,000	175,000	\$0.10	22.7% / 21.9%	N/A	5 years from date of grant
Donald Byers	90,000	125,000	\$0.10	16.4% / 15.6%	N/A	5 years from date of grant
Jason Harper	90,000	125,000	\$0.10	16.4% / 15.6%	N/A	5 years from date of grant
Christopher Pettigrew	90,000	125,000	\$0.10	16.4% / 15.6%	N/A	5 years from date of grant
TOTAL	550,000	800,000		100% / 100%		

Notes:

- (1) As the common shares were not listed on the Exchange at the date of the grant, the market value of the securities underlying the options on the date of grant is not available.
- (2) Stock Options to be granted concurrently with the Closing assuming completion of the Minimum Offering or Maximum Offering.

There are no assurances that the Stock Options described above will be exercised in whole or in part.

The Corporation intends to grant Stock Options concurrently with the Closing to purchase, in aggregate, a maximum of 800,000 common shares, assuming completion of the Maximum Offering, or 550,000 common shares, assuming completion of the Minimum Offering, at \$0.10 per common share to the directors and officers of the Corporation. The Stock Options are qualified for distribution pursuant to this prospectus. The Incentive Stock Option Plan provides that the board of directors of the Corporation may from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, officers and technical consultants to the Corporation, non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the Corporation's issued and outstanding common shares, exercisable for a period of up to a maximum of ten years from the date of grant, provided that, until the completion of the Qualifying Transaction, the number of common shares reserved for issuance shall not exceed a maximum of 800,000 assuming completion of the Maximum Offering, or 550,000 assuming completion of the Minimum Offering. The number of common shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding common shares and the number of common shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding common shares. Options may be exercised the greater of 12 months after the completion of the Qualifying Transaction and 90 days following cessation of the Optionee's position with the Resulting Issuer, provided that if the cessation of office, directorship or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any common shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction (including the options in the above table) will be subject to escrow restrictions until the issuance of the Final Exchange Bulletin. See "*Escrowed Securities*".

PRIOR SALES

Since the date of incorporation of the Corporation, 3,000,000 common shares have been issued as follows.

Date	Number of Common Shares	Issue Price Per Share	Aggregate Issue Price	Consideration Received
November 30, 2016	3,000,000	\$0.05	\$150,000	Cash
TOTAL	3,000,000		\$150,000	

All of the 3,000,000 Seed Shares issued and outstanding are subject to escrow in accordance with the CPC Policy. See "Escrowed Securities".

ESCROWED SECURITIES

All of the 3,000,000 common shares issued prior to this Offering, at a price below \$0.10 per common share, all common shares that may be acquired from treasury of the Corporation by Non-Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all common shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with the Escrow Agent under the Seed Share Escrow Agreement.

All common shares acquired on exercise of the Stock Options prior to the Completion of a Qualifying Transaction must also be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

In addition, all common shares of the Corporation acquired in the secondary market prior to the Completion of a Qualifying Transaction by a Person who is or becomes a Control Person are required to be deposited in escrow. Subject to certain exemptions permitted by the Exchange, all securities of the Corporation held by Principals of the Resulting Issuer will also be escrowed. Notwithstanding the foregoing, common shares acquired by Principals of the Corporation or Principals of the Resulting Issuer pursuant to a private placement will not be subject to escrow provided that various conditions, as set forth in the CPC Policy, are met. See "Escrowed Securities on Private Placement".

The following table sets out, as at the date hereof, the number of common shares which are held in escrow.

Name and Municipality of Residence of Shareholder	Number of Common Shares Escrowed	Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering	Percentage of Common Shares of the Corporation After Giving Effect to the Offering ⁽¹⁾	
			Minimum Offering	Maximum Offering
Gregory H. Smith Calgary, Alberta	500,000	16.67%	9.09%	6.25%
Barbara O'Neill Airdrie, Alberta	500,000	16.67%	9.09%	6.25%
Donald Byers Edmonton, Alberta	500,000	16.67%	9.09%	6.25%
Jason Harper Calgary, Alberta	500,000	16.67%	9.09%	6.25%
Christopher Pettigrew Calgary, Alberta	500,000	16.67%	9.09%	6.25%
Peter Bacsalmasi Calgary, Alberta	500,000	16.67%	9.09%	6.25%
TOTAL	3,000,000	100.00%	54.54%	37.50%

Note:

(1) Assuming no Offered Shares are purchased by these Persons under the Offering and assuming no exercise of the Agent's Option or Stock Options.

Where the common shares of the Corporation which are required to be held in escrow are held by a non-individual (a "**holding company**"), each holding company pursuant to the Seed Share Escrow Agreement, has agreed, or will agree, not to carry out any transactions during the currency of the Seed Share Escrow Agreement which would result in a change of control of the holding company, without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities that could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any Control Person of the holding company not to transfer shares of that company.

Under the Seed Share Escrow Agreement, 10% of the escrowed Seed Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "**Initial Release**") and an additional 15% will be released on the dates 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

If, upon the Completion of a Qualifying Transaction, the Corporation or the Resulting Issuer meets the Exchange's Tier 1 Minimum Listing Requirements either at the time the Final Exchange Bulletin is issued or subsequently, the release of the escrowed Seed Shares will be accelerated. An accelerated escrow release will not commence until the Resulting Issuer has made application to the Exchange for listing as a Tier 1 Issuer and the Exchange has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of the Exchange.

The Exchange's prior consent must be obtained before a transfer within escrow of escrowed Seed Shares. Generally, the Exchange will only permit a transfer within escrow to be made to incoming Principals in connection with a proposed Qualifying Transaction.

If a Final Exchange Bulletin is not issued, the escrowed Seed Shares will not be released. Under the Seed Share Escrow Agreement, each Non-Arm's Length Party to the Corporation who holds escrowed Seed Shares acquired at a price below the offering price under this prospectus has irrevocably authorized and directed the Escrow Agent to immediately:

- (a) cancel all of those escrowed Seed Shares upon the issuance by the Exchange of a bulletin delisting the common shares; or
- (b) if the Corporation lists on NEX, either:
 - (i) cancel all Seed Shares purchased by Non-Arm's Length Parties to the CPC at a discount from the IPO price, in accordance with section 11.2(a) of the CPC Policy, or
 - (ii) subject to majority shareholder approval, cancel the number of Seed Shares purchased by Non-Arm's Length Parties to the CPC so that the average cost of the remaining Seed Shares is at least equal to the IPO price.

Escrowed Securities on Qualifying Transaction

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are "Value Securities", then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security escrow agreement (the "**Value Security Escrow Agreement**"). "Value Securities" are securities issued pursuant to a transaction for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement. However, if fewer than 75% of the securities issued pursuant to the Qualifying Transaction are Value Securities, all securities issued pursuant to the Qualifying Transaction will be deposited into a surplus security escrow agreement (a "**Surplus Security Escrow Agreement**").

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the time period for release of securities from escrow. In the case of a Resulting Issuer that will be a Tier 2 Issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities being releasable every 6 months thereafter, on each of the 6, 12, 18, 24, 30 and 36 month anniversaries of the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 Issuer, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a 3-year escrow release mechanism with 5% of the escrowed securities releasable at the time of the Final Exchange Bulletin, 5% on the date which is 6 months after the Final Exchange Bulletin, 10% on each of the dates which are 12 and 18 months after the Final Exchange Bulletin, 15% on each of the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin.

In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18 month escrow release mechanism with 25% of the escrowed securities being releasable at the time of the Final Exchange Bulletin and 25% of the escrowed securities being releasable every 6 months thereafter. In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for an 18 month escrow release mechanism with 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin, 20% on the date which is 6 months after the Final Exchange Bulletin, 30% on the date which is 12 months after the Final Exchange Bulletin and 40% on the date which is 18 months after the Final Exchange Bulletin.

Escrowed Securities on Private Placement

Securities issued pursuant to a private placement to Principals of the Corporation and the proposed Resulting Issuer will generally be exempt from escrow requirements where:

- (a) the private placement is announced at least five trading days after the news release announcing the Agreement in Principle and the pricing for the financing is at not less than the discounted market price, as determined in accordance with the policies of the Exchange; or
- (b) the private placement is announced concurrently with the Agreement in Principle and:
- (i) at least 75% of the proceeds from the private placement are not from Principals of the Corporation or the proposed Resulting Issuer,
 - (ii) if subscribers, other than Principals of the Corporation or the proposed Resulting Issuer, will obtain securities subject to hold periods, then in addition to any resale restrictions under applicable securities legislation, any securities issued to such Principals will be subject to a four month hold period; and
 - (iii) none of the proceeds of the private placement are allocated to pay compensation or to settle indebtedness owing to Principals of the Resulting Issuer.

PRINCIPAL SHAREHOLDERS

The following table lists those persons who own 10% or more of the issued and outstanding common shares as at the date hereof:

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares	Percentage of Common Shares Owned Prior to Giving Effect to the Offering	Percentage of Common Shares Owned After Giving Effect to the Offering ⁽¹⁾⁽²⁾	
				Minimum Offering	Maximum Offering
Gregory H. Smith Calgary, Alberta	Direct	500,000	16.67%	9.09%	6.25%
Barbara O'Neill Calgary, Alberta	Direct	500,000	16.67%	9.09%	6.25%
Donald Byers Edmonton, Alberta	Direct	500,000	16.67%	9.09%	6.25%
Jason Harper Calgary, Alberta	Direct	500,000	16.67%	9.09%	6.25%
Christopher Pettigrew Calgary, Alberta	Direct	500,000	16.67%	9.09%	6.25%
Peter Bacsalmasi Calgary, Alberta	Direct	500,000	16.67%	9.09%	6.25%
TOTAL		3,000,000	100%	54.54%	37.5%

Notes:

- (1) Assuming that no Offered Shares are purchased by this Person under the Offering and assuming no exercise of the Stock Options or Agent's Options.
- (2) On a fully diluted basis, assuming that no Offered Shares are purchased by this Person under the Offering, but assuming the exercise of all of the Agent's Options and the exercise of the Stock Options to be granted to the directors and officers of the Corporation, Gregory Smith would own 10.40% (655,000 common shares) in the event of a Minimum Offering and 8.06% (750,000 common shares) in the event of a Maximum Offering, Barbara O'Neill would own 9.92% (625,000 common shares) in the event of a Minimum Offering and 7.26% (675,000 common shares) in the event of a Maximum Offering, Donald Byers would own 9.37% (590,000 common shares) in the event of a Minimum Offering and 6.72% (625,000 common shares) in the event of a Maximum Offering, Jason Harper would own 9.37% (590,000 common shares) in the event of a Minimum Offering and 6.72% (625,000 common shares) in the event of a Maximum Offering, Christopher Pettigrew would own 9.37% (590,000 common shares) in the event of a Minimum Offering and 6.72% (625,000 common shares) in the event of a Maximum Offering, and Peter Bacsalmasi would own 7.94% (500,000 common shares) in the event of a Minimum Offering and 5.38% (500,000 common shares) in the event of a Maximum Offering. Gregory Smith, Barbara O'Neill, Donald Byers, Jason Harper, Christopher Pettigrew and Peter Bacsalmasi would collectively own approximately 56.35% (3,550,000 common shares) in the event of a Minimum Offering and 40.86% (3,800,000 common shares) in the event of a Maximum Offering of the issued and outstanding common shares after giving effect to the Offering, on a fully diluted basis.

DIRECTORS, OFFICERS AND PROMOTER

The following is a list of the current directors, officers and the Promoter of the Corporation, their municipalities of residence, their current positions with the Corporation and their principal occupations during the past five years:

Gregory H. Smith, CA Calgary, Alberta – *President, Chief Executive Officer, Chief Financial Officer, Promoter and Director (Age: 69)*

Mr. Smith is the President, Chief Executive Officer, Promoter and a director of the Corporation. Mr. Smith is also the legal and beneficial owner of 500,000 common shares of the Corporation amounting to 16.67% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering. Mr. Smith will be granted an option to purchase up to 155,000 common shares assuming completion of a Minimum Offering and up to 250,000 common shares assuming completion of a Maximum Offering, concurrently with the Closing and upon completion of the Offering. See "*Options to Purchase Securities*".

Mr. Smith is the President of the Company and is a Chartered Accountant and President of Oakridge Financial Management Inc., a provider of financial and management consulting services to private and public companies. He is also the CFO and a director of Maglin Site Furniture Inc., a corporation that manufactures and distributes public site furniture primarily in Canada and the United States. He is currently a director and chairman of the audit committee of Falcon Oil & Gas Ltd., a director and chairman of the audit committee of Kerr Mines Inc. and a director of Rhode & Liesenfeld Canada Inc., a company involved in international freight forwarding, specializing in industrial and resource industries. He is a past director and audit committee chairman of a number of public and private resource corporations including director and chairman of the audit committees of TriWestern Energy Inc., Manson Creek Resources Ltd., CDG Investments Inc. ("**CDG**") and Tyler Resources Inc. Mr. Smith was admitted to the Institute of Chartered Accountants of Alberta in 1975 and holds a Bachelor of Commerce degree from the University of Calgary.

Mr. Smith will devote approximately 20% of his time necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Barbara O'Neill, Airdrie, Alberta– *Corporate Secretary and Director (Age: 50)*

Ms. O'Neill is the Corporate Secretary and a director of the Corporation. Ms. O'Neill is also the legal and beneficial owner of 500,000 common shares of the Corporation, amounting to 16.67% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering. Ms. O'Neill will be granted an option to purchase up to 125,000 common shares assuming completion of a Minimum Offering and up to 175,000 common shares assuming completion of a Maximum Offering, concurrently with the Closing and upon completion of the Offering. See "*Options to Purchase Securities*".

Ms. O'Neill has been Corporate Secretary for a number of TSX and TSX Venture Corporations primarily in the mining industry, both nationally and internationally, for the last 25 years. She has extensive experience in public offerings, public listings and Exchange matters, share and asset acquisitions and dispositions, restructurings, securities regulatory requirements for public issuers and other related business transactions. She is currently Corporate Secretary of Manson Creek Resources Ltd. and Northern Abitibi Mining Corp. and previously Corporate Secretary of Guatavita Gold between May 2010 and December 2015, Corporate Secretary of CDG and Corporate Secretary of Tyler Resources Inc.

Ms. O'Neill will devote approximately 10% of her time necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Donald Byers, Edmonton, Alberta– *Director (Age: 73)*

Mr. Byers is a director of the Corporation and is also the legal and beneficial owner of 500,000 common shares of the Corporation, amounting to 16.67% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering. Mr. Byers will be granted an option to purchase up to 90,000 common shares assuming completion of a Minimum Offering and up to 125,000 common shares assuming completion of a Maximum Offering, concurrently with the Closing and upon completion of the Offering. See "*Options to Purchase Securities*".

Mr. Byers has a Science Diploma from the Nova Scotia Agricultural College, a B.Sc in Agricultural Chemistry from Macdonald College (McGill University) and an M.Sc in Biochemistry from Cal State Long Beach, California. In addition, he has research experience with the Nova Scotia Research Foundation; taught biochemistry and other chemistry courses over a twenty year career with the Northern Alberta Institute of Technology (NAIT) in Edmonton; was employed by the Alberta Society of Engineering Technologists for a period of ten years in the positions of Registrar and then Executive Director. This was followed by four years as a Manager in the NAIT Business Development Unit. Upon retirement, he has carried out consulting work as President of Algold Consultants Inc. Mr. Byers has experience with publically listed companies in the following positions: President of Manchester Resources Corporation; a director of Santoy Resources; and, more recently (2001-2007) as a director of Ceapro Inc., an Edmonton biotechnology company.

Mr. Byers will devote approximately 10% of his time necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Jason Harper, Calgary, Alberta – Director (Age: 35)

Mr Harper is a director of the Corporation and is also the legal and beneficial owner of 500,000 common shares of the Corporation, amounting to 16.67% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering. Mr. Harper will be granted an option to purchase up to 90,000 common shares assuming completion of a Minimum Offering and up to 125,000 common shares assuming completion of a Maximum Offering, concurrently with the Closing and upon completion of the Offering. See "*Options to Purchase Securities*".

Mr. Harper has been with Paysafe Group PLC, an e-commerce payments company, since 2004. For the past 5 years, he has held the position of senior product manager, with extensive experience in e-commerce compliance, risk management, and fraud prevention. Prior to 2011, he focused on regulations regarding know your customer policies and payment processing in emerging markets. Mr. Harper graduated from the University of Calgary with a Bachelor of Social Science majoring in Economics in 2003.

Mr. Harper will devote approximately 10% of his time necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Christopher Pettigrew, Calgary, Alberta – Director (Age: 41)

Mr. Pettigrew is a director of the Corporation and is also the legal and beneficial owner of 500,000 common shares of the Corporation, amounting to 16.67% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering. Mr. Pettigrew will be granted an option to purchase up to 90,000 common shares assuming completion of a Minimum Offering and up to 125,000 common shares assuming completion of a Maximum Offering, concurrently with the Closing and upon completion of the Offering. See "*Options to Purchase Securities*".

Mr. Pettigrew is a Professional Engineer with 18 years of experience in the technology sector. After a long career with Mentor Engineering (later known as Trip Spark Technologies), he decided to apply his expertise in local technology start-ups. He was a key figure in developing an initial customer base for MyHeat Inc. from August 2015 to June 2016 and most recently the Chief Operating Officer of Identifinder Inc. from November 2016 to present, a company using RFID tracking technology to streamline operations in senior care facilities. Mr. Pettigrew is also the President and CEO of BitMatrix Inc., an independent technology consulting company focused on custom application development.

Mr. Pettigrew will devote approximately 10% of his time necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Prior to the completion of the Offering, the directors and officers of the Corporation collectively hold 83.33% of the common shares of the Corporation. Following the completion of the Offering, the directors and officers of the Corporation will collectively hold approximately 55.45% of the common shares assuming completion of the Minimum Offering and approximately 41.25% of the common shares assuming completion of the Maximum Offering of the Corporation (assuming no exercise of the Agent's Option and stock options and assuming no common shares are purchased by the directors and officers pursuant to the Offering).

Mr. Gregory Smith is the Promoter of the Corporation and, prior to the completion of the Offering, owns 16.67% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering.

In addition to any other requirements of the Exchange, the Exchange expects management of the Corporation to meet a high management standard. The directors and officers of the Corporation believe that, on a collective basis, management possesses the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset.

Each of the directors, except Barbara O'Neill, currently has employment outside of the Corporation, but has agreed to devote as much of their time to the business and affairs of the Corporation as necessary to complete the Corporation's Qualifying Transaction, and to continue to oversee the operations of the Corporation. In addition to any other requirements of the Exchange, the Exchange expects management of the Corporation to meet a high management standard. The directors and officers of the Corporation, on a collective basis, possess the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset.

Other Reporting Issuer Experience

The following table sets out the directors, officers and Promoters of the Corporation that are, or have been within the last five years, directors, officers or Promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

Name of Director Officer or Promoter	Name of Reporting Issuer	Name of Exchange or Market	Position	Term
Gregory H. Smith	Falcon Oil & Gas Ltd.	TSXV	Director	December 2009 - Present
	Kerr Mines Inc.	TSX	Director	July 1986 - Present
Barbara O'Neill	Northern Abitibi Mining Corp.	TSXV	Corporate Secretary	May 1993 - Present
	Manson Creek Resources Ltd.	TSXV	Corporate Secretary	May 1993 - Present

Committees

The Corporation currently has one committee, the Audit Committee, which consists of three directors:

Donald Byers
Jason Harper; and
Christopher Pettigrew.

The members of the Audit Committee are financially literate, as defined by National Instrument 52-110 - *Audit Committees*. It is anticipated that two additional committees will be struck in future: Compensation Committee and the Corporate Governance Committee.

Corporate Cease Trade Orders or Bankruptcies

Other than as disclosed below, no director, officer, Insider or Promoter or a shareholder of the Corporation holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is, or within ten years before the date of the prospectus, has been, a director, officer, Insider or Promoter of any other Issuer that, while that person was acting in that capacity, (a) was the subject of a cease trade or similar order, or an order that denied such Issuer access to any statutory exemptions for a period of more than 30 consecutive days; or (b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. Smith was a director and officer of Sportsclick Inc. ("**Sportsclick**") who on July 14, 2009, received an order of the Supreme Court of Nova Scotia protecting it from proceedings by creditors pursuant to the *Bankruptcy and Insolvency Act* and appointed Ernst & Young Inc. as receiver. Sportsclick exited from receivership upon winning a court action against a major Canadian chartered bank resulting in the bank relinquishing all claims against the Company.

Penalties or Sanctions

Other than as disclosed below, no director, officer, Insider or Promoter of the Corporation, or a shareholder of the Corporation holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

Ms. O'Neill was Assistant Corporate Secretary in 1990, when GR Capital, a wholly owned subsidiary of Golden Rule Resources Ltd., acquired additional shares of Waddy Lake Resources Inc. in the open market. In the absence of a formal takeover bid, the interest was in excess of that allowed by security regulations. A settlement agreement dated July 9, 1991

with the Alberta Securities Commission allowed GR Capital to dispose of a sufficient number of shares in the open market to bring them below 10%.

Mr. Smith was a director and Ms. O'Neill was Corporate Secretary, of Golden Rule Resources Ltd. ("**Golden Rule**"), on or about February 23, 1998, when certain persons commenced a lawsuit (the "**Action**") in the United States District Court for the Eastern District of Pennsylvania (the "**Court**") alleging, *inter alia*, that Golden Rule and certain of its directors had failed to disclose certain facts in violation of United States securities laws. The Action was brought as a purported class action on behalf of all purchasers of Golden Rule common stock during the purported class period from October 3, 1996 through May 14, 1997. The Action sought damages in an unspecified amount.

On July 27, 2000 the Court issued a final judgement and an order of dismissal of a class action brought against the Company and certain directors by a proposed class of shareholders who purchased shares during a specified period and allegedly suffered a loss as a result.

The Court determined that the terms of the settlement of the class action were fair, reasonable and adequate and in the best interest of the members of the plaintiff class. Pursuant to the settlement agreement, Golden Rule issued to the qualifying Claimants 1,500,000 common shares of Golden Rule and settlement warrants to purchase 3,000,000 common shares of Golden Rule at an exercise price of CDN \$0.65 per share for a term of five years from the distribution date.

Ms. O'Neill was Corporate Secretary of Northern Abitibi Mining Corp. ("**NAMC**") which, in February 2000, entered into an agreement to settle a legal dispute with International Mining Company S.A. ("**IMC**") with respect to an option and joint venture agreement between the parties (the "**Option Agreement**"). Pursuant to the Option Agreement, NAMC had agreed to fund exploration to earn a 50% interest in a large diamond and gold property located in the Republic of Guinea, West Africa. Before the Option Agreement could be completed, IMC entered into a similar business relationship with Hymex Diamond Corporation ("**Hymex**"), a VSE-listed company. NAMC took legal action to enforce its contract and, in late 1997, a business solution to the problem was negotiated with Hymex. Subject to the approval of regulatory authorities and the renegotiation of the IMC-Hymex business relationship, NAMC agreed to terminate its claim in return for the reimbursement of its expenditures on the Guinean property and payment of 500,000 common shares of Hymex. During 1998 Hymex agreed to pay NAMC US\$25,000 per calendar quarter as an extension fee while awaiting the finalization of the agreement with IMC. Hymex defaulted on the quarterly payments and NAMC recommenced legal action. Hymex was cease traded for failure to file financial statements in 2001 and subsequently delisted and the action terminated.

Personal Bankruptcies

No director, officer, Insider or Promoter of the Corporation, or a shareholder of the Corporation holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such persons has, within the 10 years before the date of this prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or has been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such person's assets.

Conflicts of Interest

There are potential conflicts of interest to which the directors, officers, Insiders and Promoters of the Corporation will be subject in connection with the operations of the Corporation. All of the directors, officers, Insiders and Promoters are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the search by the Corporation for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may arise where some or all of the directors, officers, Insiders and Promoters will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Business Corporations Act* (Alberta).

Executive Compensation

Except as set out below or otherwise disclosed in this prospectus, prior to Completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly or indirectly, by the Corporation to a Non-Arm's Length Party to the Corporation or a Non-Arm's Length Party to the Qualifying Transaction, or to any person engaged in investor relations activities in respect of the securities of the Corporation or any Resulting Issuer by any means, including:

- (a) remuneration, which includes but is not limited to:
 - (i) salaries;

- (ii) consulting fees;
 - (iii) management contract fees or directors' fees;
 - (iv) finder's fees;
 - (v) loans, advances, bonuses; and
- (b) deposits and similar payments.

However, the Corporation may reimburse Non-Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("**Permitted Reimbursement**"). There have been no such reimbursements since incorporation. No reimbursement may be made for any payment made to lease or buy a vehicle.

The directors and officers of the Corporation will also be granted Stock Options as more particularly described in "*Options to Purchase Securities*".

Following Completion of the Qualifying Transaction, it is anticipated that the Corporation shall pay compensation to its directors and officers. However, no payment other than the Permitted Reimbursements will be made by the Corporation or by any party on behalf of the Corporation, after Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction.

PROMOTERS

Mr. Gregory Smith is considered to be the Promoter of the Corporation in that he took the initiative in founding and organizing the Corporation. See "*Prior Sales*", "*Directors, Officers and Promoters*", "*Principal Shareholders*" and "*Options to Purchase Securities - Stock Options*".

DILUTION

Purchasers of Offered Shares under this prospectus will suffer an immediate dilution of approximately 27.3% or \$0.0273 per Offered Share in the event of a Minimum Offering and 18.7% or \$0.0187 per Offered Share in the event of a Maximum Offering on the basis of there being 5,500,000 common shares of the Corporation issued and outstanding following completion of a Minimum Offering and 8,000,000 common shares of the Corporation issued and outstanding following completion of a Maximum Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to the filing of this prospectus, without deduction of commissions or related expenses incurred or to be incurred in connection with the Offering by the Corporation.

Item	Minimum Offering	Maximum Offering
Gross proceeds of prior share issues	\$150,000	\$150,000
Gross proceeds of this Offering	\$250,000	\$500,000
Total gross proceeds after this Offering	\$400,000	\$650,000
Offering price per Offering Share	\$0.10	\$0.10
Proceeds per Offering Share after this Offering	\$0.0727	\$0.0813
Dilution per Offering Share to subscriber	\$0.0273	\$0.0187
Percentage of dilution in relation to Offering price	27.3%	18.7%

RISK FACTORS

A purchase of Offered Shares of the Corporation and the purchaser's investment will be highly speculative due to the substantial risk of the Corporation's business and its present stage of development. The following are risk factors associated with the Corporation, which list is not exhaustive:

- (a) the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at

least after Completion of the Qualifying Transaction. See "*Business of the Corporation - Proposed Operations until Completion of a Qualifying Transaction*";

- (b) the directors and officers of the Corporation will devote only a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See "*Directors, Officer and Promoter - Conflicts of Interests*";
- (c) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of approximately 27.3% or \$0.0273 per Offered Share in the event of a Minimum Offering and 18.7% or \$0.0187 per Offered Share in the event of a Maximum Offering, calculated as set forth under "*Dilution*" above;
- (d) the Corporation is relying solely on the past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Corporation is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Corporation. In such event, the Corporation will seek satisfactory replacements but there can be no guarantee that appropriate personnel may be found;
- (e) investment in the Offered Shares is highly speculative given the proposed nature of the Corporation's business and its present stage of development;
- (f) there can be no assurance that an active and liquid market for the Corporation's common shares will develop and an investor may find it difficult to resell its Offered Shares;
- (g) until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions. See "*Business of the Corporation - Proposed Operations until Completion of a Qualifying Transaction*";
- (h) the Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Corporation will be able to identify a suitable Qualifying Transaction;
- (i) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;
- (j) completion of a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and, in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval. See "*Business of the Corporation - Filings and Shareholder Approval of a Non-Arm's Length Qualifying Transaction*";
- (k) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non-Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the common shares;
- (l) upon public announcement of a proposed Qualifying Transaction, trading in the common shares of the Corporation will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The common shares of the Corporation will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction. See "*Business of the Corporation - Trading, Halts, Suspensions and Delisting*";
- (m) trading in the common shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required. See "*Business of the Corporation - Trading, Halts, Suspensions and Delisting*";
- (n) the Exchange will generally suspend trading in the Corporation's common shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the date of listing. See "*Business of the Corporation - Trading, Halts, Suspensions and Delisting*";

- (o) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- (p) in the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service of notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;
- (q) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation. See "*Business of the Corporation - Method of Financing*";
- (r) subject to prior acceptance by the Exchange, the Corporation may be permitted to loan or advance up to an aggregate of \$225,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan. See "*Use of Proceeds - Permitted Use of Funds*";
- (s) a maximum of \$25,000 in aggregate may also be advanced as a non-refundable deposit, unsecured deposit or advance to a target business, to preserve assets without prior Exchange acceptance and there is a risk that the Company may lose said sum if the Qualifying Transaction does not complete; and
- (t) if the Offered Shares are not listed and posted for trading on the Exchange at or prior to the time of the Closing of the Offering, the Offered Shares will not be a "qualified investment" for a trust governed by an Investment Plan (as such term is defined under the heading "*Eligibility for Investment*") and adverse tax consequences will arise for an Investment Plan that acquires Offered Shares and for the holder or annuitant, as the case may be, of such Investment Plan. Notwithstanding that an Offered Share may be a qualified investment, if the Offered Shares are a "prohibited investment" (as such term is defined under the heading "*Eligibility for Investment*") for a trust governed by a TFSA, RRSP or RRIF, the holder or annuitant thereof will be subject to a penalty tax in respect of the Offered Shares.

As a result of these factors, this Offering is suitable only for investors who are willing to rely solely on management of the Corporation and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Offered Shares.

LEGAL PROCEEDINGS

The Corporation is not currently a party to any actual or pending legal proceedings, nor is the Corporation currently contemplating any legal proceedings, which are material to its business or of which any of its assets are likely to be subject. Management of the Corporation is currently not aware of any legal proceedings contemplated against the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

Neither the Corporation nor any of its directors or officers are a "related" or "connected issuer", as such terms are defined in NI 33-105, of the Agent, except for Peter Bacsalmasi, a director and investment advisor with the Agent, who holds 500,000 common shares of the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

No beneficial interest, direct or indirect, in any securities or properties of the Corporation or of an associate or affiliate of the Corporation, is held by a professional person, a responsible solicitor or any partner of a responsible solicitor's firm.

No professional person, nor the responsible solicitor or any partner of the responsible solicitor's firm is, or is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an associate or affiliate of the Corporation, or a promoter of the Corporation or of an associate or affiliate of the Corporation.

In this section, "professional person" means a person whose profession gives authority to a statement made by the person in the person's professional capacity and includes a barrister and solicitor, a public accountant, an appraiser, an auditor, an engineer and a geologist.

Certain legal matters relating to this Offering will be passed upon by TingleMerrett LLP on behalf of the Corporation, and by Dentons Canada LLP on behalf of the Agent.

AUDITOR, TRANSFER AGENT AND REGISTRAR

Auditor

The auditor of the Corporation is BDO Canada LLP, Chartered Accountants, 903 – 8th Avenue SW, Suite 620, Calgary, Alberta, T2P 0P7.

Transfer Agent and Registrar

The registrar and transfer agent of the common shares of the Corporation is Computershare Trust Company of Canada, 600, 530 - 8th Ave SW, Calgary, AB, T2P 3S8.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

There are no material interests, direct or indirect, of directors, officers and any shareholder who beneficially own, directly or indirectly, more than 10% of the outstanding common shares or any known Associates or Affiliates of such Persons, in any transaction since incorporation of the Corporation, or in any proposed transaction which has materially affected or would materially affect the Corporation.

MATERIAL CONTRACTS

The Corporation has not entered into any contracts material to investors in the common shares hereunder, other than the following:

- (a) Registrar and Transfer Agent Agreement dated as of December 13, 2016 between the Corporation and Computershare Trust Company of Canada. See "*Auditor, Transfer Agent and Registrar*".
- (b) Agency Agreement dated as of February 22, 2017 between the Corporation and the Agent. See "*Plan of Distribution*".
- (c) Seed Share Escrow Agreement dated as of February 1, 2017 between the Corporation, the Escrow Agent and those shareholders that executed such agreement. See "*Escrowed Securities*".
- (d) Incentive Stock Option Plan dated as of December 22, 2016. See "*Options to Purchase Securities*".

Copies of these agreements will be available for inspection at the registered office of the Corporation, located at Suite 1250, 639 – 5th Ave. SW, Calgary, Alberta T2P 0M9 during ordinary business hours while the Offered Shares offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

To the Corporation's knowledge, there are no other material facts about the Offered Shares being distributed that are not otherwise disclosed in this prospectus, or are necessary in order for the prospectus to contain full, true and plain disclosure of all material facts relating to the Offered Shares being distributed.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Offering Jurisdictions provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus or any amendment thereto contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

DEPOSITORY SERVICES

Except in certain limited circumstances: (i) the Offered Shares will be issued and deposited in electronic form with CDS or its nominee pursuant to the book-based system administered by CDS; (ii) certificates evidencing the Offered Shares will not be issued to purchasers; and (iii) purchasers will receive only a customer confirmation from the Agent or other registered dealer who is a CDS participant and from or through whom a beneficial interest in the Offered Shares are purchased.

The ability of a beneficial owner of Offered Shares to pledge such shares or otherwise take action with respect to such owner's interest in such shares (other than through a CDS participant) may be limited due to the lack of a physical certificate.

Neither the Corporation nor the Agent will assume any liability for: (i) any aspect of the records relating to the beneficial ownership of the Offered Shares held by CDS or the payments relating thereto; (ii) maintaining, supervising or reviewing any records relating to the Offered Shares; or (iii) any advice or representation made by or with respect to CDS and those contained in this prospectus and relating to the rules governing CDS or any action to be taken by CDS or at the direction of its CDS participants. The rules governing CDS provide that it acts as the agent and depository for the CDS participants. As a result, CDS participants must look solely to CDS and persons, other than CDS participants, having an interest in the Offered Shares must look solely to CDS participants for payments made by or on behalf of the Corporation to CDS in respect of the Offered Shares.

ELIGIBILITY FOR INVESTMENT

In the opinion of TingleMerrett LLP, counsel for the Corporation, at the time of Closing on the Closing Date, provided that the Offered Shares are at that time listed and posted for trading on a designated stock exchange (which includes Tiers 1 and 2 of the Exchange), the Offered Shares will, at that time, be qualified investments under the Income Tax Act (Canada) (the "**Tax Act**") and the regulations thereto in effect on the date hereof for a trust governed by a registered retirement savings plan ("**RRSP**"), registered retirement income fund ("**RRIF**"), registered disability savings plan, deferred profit sharing plan, registered education savings plan or tax-free savings account ("**TFSA**"), all as defined in the Tax Act (collectively, the "**Investment Plans**").

The Offered Shares are not currently listed on a designated stock exchange and the Corporation is not currently a "public corporation", as that term is defined in the Tax Act. The Corporation has applied to list the Offered Shares on the Exchange as of the day before the closing of the Offering, followed by an immediate halt in trading of the Offered Shares in order to allow the Corporation to satisfy the conditions of the Exchange and to have the Offered Shares listed and posted for trading prior to the issuance of the Offered Shares on the Closing of the Offering. The Corporation must rely on the Exchange to list the Offered Shares on the Exchange and have them posted for trading prior to the issuance of the Offered Shares on the Closing of the Offering and to otherwise proceed in such manner as may be required to result in the Offered Shares being listed on the Exchange at the time of their issuance on Closing. If the Offered Shares are not listed and posted for trading on the Exchange at the time of their issuance on the Closing of the Offering, the Offered Shares will not be qualified investments for the Investment Plans at that time.

Notwithstanding that an Offered Share may be a qualified investment, if the Offered Shares are a "prohibited investment" (as defined in the Tax Act) for a trust governed by a TFSA, RRSP or RRIF (a "**Registered Plan**"), the holder of the TFSA or the annuitant of the RRSP or RRIF, as the case may be, (such holder or annuitant being a "**Controlling Individual**" of the Registered Plan) will be subject to a penalty tax in respect of the Offered Shares as set out in the Tax Act. An Offered Share will generally not be a prohibited investment for a trust governed by a Registered Plan provided that the Controlling Individual of the Registered Plan deals at arm's length with the Corporation for the purposes of the Tax Act and does not have a "significant interest" (as defined in the Tax Act) in the Corporation. In general terms, a Controlling Individual of a Registered Plan will have a significant interest in the Corporation if the Registered Plan, the Controlling Individual, and other persons not dealing at arm's length with the Controlling Individual together, directly or indirectly, own not less than 10% of the outstanding Offered Shares or of any other class of shares of the Corporation or of any other corporation that is related to the Corporation. Investors should consult their own tax advisers with respect to whether Offered Shares will be a prohibited investment having regard to their particular circumstances.

FINANCIAL STATEMENTS

Financial Statements of the Corporation, audited as of November 30, 2016, are attached.

CanadaBis Capital Inc.
Financial Statements
November 30, 2016



Tel: 403 266 5608
Fax: 403 233 7833
www.bdo.ca

BDO Canada LLP
620, 903 - 8th Avenue SW
Calgary AB T2P 0P7 Canada

Independent Auditor's Report

To the Board of Directors of CanadaBis Capital Inc.

We have audited the accompanying financial statements of CanadaBis Capital Inc, which comprise the statement of financial position as at November 30, 2016 and the statement of changes in shareholders' equity and cash flows for the period then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of CanadaBis Capital Inc. as at November 30, 2016 and its financial performance and cash flows for the period then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without qualifying our opinion, we draw attention to note 1 of these financial statements which describes material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Chartered Professional Accountants
Calgary, Alberta
January 13, 2017

CanadaBis Capital Inc.
Statement of Financial Position

November 30, 2016

(expressed in Canadian dollars)

Assets	
Current assets	
Cash	\$150,000
Total assets	\$150,000
Shareholders' equity	
Share capital (note 4)	\$150,000
Total liabilities and Shareholders' equity	\$150,000

The accompanying notes form an integral part of these financial statements.

Approved on behalf of the board of directors.

signed "Gregory Smith", Director

signed "Barbara O'Neill", Director

CanadaBis Capital Inc.
Statement of Changes in Shareholders' Equity
November 30, 2016
(expressed in Canadian dollars)

	Share Capital		
	Number of Common Shares	Stated Value	Total Shareholders' Equity
Issuance at incorporation and balance at November 30, 2016 (Note 4)	3,000,000	\$150,000	\$150,000

The accompanying notes form an integral part of these financial statements.

CanadaBis Capital Inc.
Statement of Cash Flows
November 30, 2016
(expressed in Canadian dollars)

	Period from incorporation to November 30, 2016
Financing activities	
Proceeds from issuance of common shares	\$150,000
Cash balance at November 30, 2016	\$150,000

The accompanying notes form an integral part of these financial statements.

CanadaBis Capital Inc.

Notes to Financial Statements

November 30, 2016

(expressed in Canadian dollars)

1. Organization and nature of the business

CanadaBis Capital Inc. (the "Company") was incorporated in Alberta on November 29, 2016 under the Business Corporations Act (Alberta) to identify and evaluate potential business opportunities.

The Company intends to carry on business as a capital pool company ("CPC"), pursuant to policy 2.4 of the TSX Venture Exchange (the "Exchange"). As at November 30, 2016, the Company has not commenced operations and has no assets other than cash. Accordingly statements of net income and comprehensive income have not been prepared. In the event it becomes a CPC, the Company will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction, as defined under the policies of the Exchange.

The head address of the Company is 4303 – 9th Street SE, Calgary, Alberta, T2G 3C8.

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applied on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company is recently incorporated, has no source of operating revenues and may not complete a qualifying transaction within the prescribed period. Its ability to operate as a going concern in the near term will depend on its capacity to raise financing, successfully complete a qualifying transaction, and to commence profitable operations in the future. These financial statements do not purport to give effect to adjustments, if any, that may be necessary should the Company be unable to continue and therefore, be required to realize its assets and discharge its liabilities in a manner other than in the ordinary course of business.

2. Basis of preparation

(a) Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

The financial statements were authorized for issue by the Board of Directors on January 13, 2017.

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis except for certain financial assets and liabilities which are measured at fair value as disclosed in Note 3(c).

(c) Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the Company's functional currency.

CanadaBis Capital Inc.

Notes to Financial Statements

November 30, 2016

(expressed in Canadian dollars)

(d) Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Actual results may differ from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

These financial statements do not include any critical estimates or assumptions in determining the value of assets, liabilities or equity.

3. Significant accounting policies

(a) Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, amounts on deposit with banks, guaranteed investment certificates held with banks and other short term highly liquid investments with maturities of 90 days or less at the date of issue. The Company did not have any cash equivalents as at November 30, 2016.

(b) Income taxes

Income tax expense is comprised of current and deferred tax. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences, and the carry forward of non-capital losses, can be utilized.

Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same taxation authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

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A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Unrecognized deferred tax assets are reassessed at each reporting date and are recognized to the extent that it has become probable that future profit will allow the deferred tax asset to be recovered and/or the carrying value of temporary differences exceed their tax basis.

(c) Financial instruments

(i) Classification and measurement

Financial instruments are measured at fair value on initial recognition of the instrument. Measurement in subsequent periods depends on whether the financial instrument has been classified as “fair value through profit or loss”, “loans and receivables”, “available-for-sale”, “held-to-maturity”, or “financial liabilities measured at amortized cost” as defined by IAS 39, “Financial Instruments: Recognition and Measurement”.

Financial assets and financial liabilities at “fair value through profit or loss” are either “held for trading” or “designated at fair value through profit or loss” and are measured at fair value with changes in fair value recognized in the income statement. Transaction costs are expensed when incurred. The Company has designated cash as “held for trading”. The Company has not designated any assets or liabilities in these categories.

Financial assets and financial liabilities classified as “loans and receivables”, “held-to-maturity”, or “financial liabilities measured at amortized cost” are measured at amortized cost using the effective interest method of amortization. “Loans and receivables” are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. “Held-to-maturity” financial assets are non-derivative investments that an entity has the positive intention and ability to hold to maturity. “Financial liabilities measured at amortized cost” are those financial liabilities that are not designated as “fair value through profit or loss” and that are not derivatives. The Company has designated cash as “loans and receivables”.

Financial assets classified as “available-for-sale” are measured at fair value unless they are equity investments that do not have a quoted market price and whose fair values cannot be reliably measured, with changes in fair value recognized in other comprehensive income. Available-for-sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. The Company has not designated any financial instruments as “available for sale”.

(ii) Derivative financial instruments

The Company may enter into certain financial derivative contracts in order to manage the exposure to market risks. The Company's policy is not to utilize derivative financial instruments for speculative purposes. All financial derivative contracts are classified as “fair value through profit or loss”. The Company has not currently entered into any financial derivative contracts.

CanadaBis Capital Inc.
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(iii) Equity instruments

The Company's common shares are classified as equity. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

(iv) Impairment

The Company assesses at each reporting date whether there is objective evidence that financial assets, other than those designated as "fair value through profit or loss" are impaired. When impairment has occurred, the cumulative loss is recognized in the statement of profit or loss. For financial assets carried at amortized cost, the amount of the impairment loss recognized is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognized in other comprehensive income are reclassified to the statement of profit or loss in the period. Impairment losses may be reversed in subsequent periods.

(d) Deferred financing costs

Costs directly attributable with the raising of capital will be charged against the related share capital. Costs related to shares not yet issued are recorded as deferred financing costs. These costs are deferred until the issuance of the shares to which the costs related to, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

(e) Recent accounting pronouncements not yet adopted

The following accounting pronouncements have been released but have not yet been adopted by the Company:

IFRS 9 - "*Financial Instruments*" is the first phase in an ongoing project to revise IAS 39. The IASB has left the effective date for IFRS 9 *Financial Instruments* open until all other outstanding phases of IFRS 9 have been finalized.

IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. The standard also adds guidance on the classification and measurement of financial liabilities. Management has not yet determined the potential impact the adoption of IFRS 9 will have on the Company's financial statements.

CanadaBis Capital Inc.

Notes to Financial Statements

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(expressed in Canadian dollars)

4. Share Capital

(a) Authorized

Unlimited number of common shares

(b) Issued

The Company issued 3,000,000 common share for gross proceeds of \$150,000.

5. Financial instruments and risk management

(a) Risk management overview

The Company's activities expose it to a variety of financial risks including credit risk, liquidity risk and market risk. This note presents information about the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. The Company employs risk management strategies and polices to ensure that any exposure to risk are in compliance with the Company's business objectives and risk tolerance levels. The Board of Directors has the overall responsibility for the Company's risk management framework and also to administer and monitor these risks.

(b) Capital risk management

The Company's objective when managing capital is to safeguard its ability to continue as a going concern, so that it can provide returns to the shareholders and benefits for other stakeholders. The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company's objective is met by retaining adequate equity to guard against the possibility that cash flows from assets will not be sufficient to meet future cash flow requirements. The Company does not establish a quantitative return on capital criteria for management, but rather promotes year over year sustainable growth in net income and cash flow. The Company defines capital as shareholders' equity.

6. Commitments

Effective as of November 30, 2016, the Company has entered into an agreement with Richardson GMP Ltd. ("RGMP"), the Company intends to file a prospectus, offering of a minimum 2,500,000 to a maximum 5,000,000 common shares at a purchase price of \$0.10 per share by way of Initial Public Offering ("Offering") pursuant to the policies of the TSX Venture governing CPCs. The Company has agreed to pay RGMP a commission of 10% of the gross proceeds raised under this Offering, a work fee of \$15,000 plus GST and RGMP's expenses. RGMP will also be granted non-transferable agent options to purchase common shares that are equal to 10% of the total number of common shares sold under this Offering at a price of \$0.10 per common share, exercisable for a period of 24 months from the date of listing of the common shares on the TSX Venture.

AUDITORS' CONSENT

The Board of Directors of CanadaBis Capital Inc.

We have read the prospectus of CanadaBis Capital Inc. (the "**Company**") dated February 22, 2017 relating to the sale and issue of a minimum 2,500,000 up to a maximum 5,000,000 common shares at \$0.10 per share.

We consent to the use, in the above-mentioned prospectus of our report to the directors of the Company on the statement of financial position of the Company as at November 30, 2016, and the statement of cash flows for the period from incorporation, on November 29, 2016 to November 30, 2016. Our report is dated February 22, 2017.

Calgary, Alberta, Canada
February 22, 2017

"BDO, Chartered Accountants"
BDO Canada LLP
Chartered Accountants

CERTIFICATE OF THE CORPORATION

DATE: February 22, 2017

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by securities legislation of British Columbia, Alberta and Ontario.

(Signed) "*Gregory Smith*"

Gregory Smith

President, Chief Executive Officer, Chief
Financial Officer and Director

(Signed) "*Barbara O'Neill*"

Barbara O'Neill

Corporate Secretary and Director

ON BEHALF OF THE BOARD OF DIRECTORS

(Signed) "*Donald Byers*"

Donald Byers

Director

(Signed) "*Jason Harper*"

Jason Harper

Director

CERTIFICATE OF THE PROMOTER

DATE: February 22, 2017

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by securities legislation of British Columbia, Alberta and Ontario.

Per: (Signed) "Gregory H. Smith"
Gregory H. Smith
Promoter

CERTIFICATE OF THE AGENT

DATE: February 22, 2017

To the best of our knowledge, information and belief, this prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of British Columbia, Alberta and Ontario.

Richardson GMP Limited

Per: (Signed) "*Cameron Rees*"
Cameron Rees
VP Public Venture Capital Corporate
Finance