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PROSPECTUS

INITIAL PUBLIC OFFERING

August 27, 2021

DEAL PRO CAPITAL CORPORATION (a Capital Pool Company)

Minimum Offering: \$250,000 or 2,500,000 Common Shares

Maximum Offering: \$450,000 or 4,500,000 Common Shares

\$0.10 per Common Share

The purpose of this offering (the “**Offering**”) is to provide Deal Pro Capital Corporation (the “**Corporation**”) with a minimum amount of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction (as defined below). Any proposed Qualifying Transaction must be approved by the Exchange and, in the case of a Non-Arm’s Length Qualifying Transaction (as defined below), must also receive Majority of the Minority Approval (as defined below) in accordance with Policy 2.4 – *Capital Pool Companies* of the TSXV Corporate Financial Manual (the “**CPC Policy**”). The Corporation is a Capital Pool Company (“**CPC**”). The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash as further set out in this Prospectus. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction (as defined below), 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”.

The Corporation hereby offers through its agent, Hampton Securities Limited (the “**Agent**”) a minimum of 2,500,000 common shares (the “**Common Shares**”) in the capital of the Corporation (the “**Minimum Offering**”) and a maximum of 4,500,000 Common Shares (the “**Maximum Offering**”) at a price of \$0.10 per Common Share (the “**Offering Price**”) for gross proceeds of a minimum of \$250,000 and a maximum of \$450,000. This Prospectus qualifies the distribution of between 2,500,000 and 4,500,000 Common Shares.

Number of Common Shares	Price to the Public	Agent’s Commission ⁽¹⁾	Net Proceeds to the Corporation ⁽²⁾
Per Common Share	\$0.10	\$0.01	\$0.09
Minimum Offering	\$250,000	\$25,000	\$225,000
Maximum Offering	\$450,000	\$45,000	\$405,000

Notes:

- (1) The Agent will receive a cash commission (the “**Agent’s Commission**”) equal to 10% of the gross proceeds of the Offering, payable at closing. In addition, the Agent will also be paid a work fee equal to \$20,000 (the “**Work Fee**”) payable at closing. In addition, the Agent and its sub-agents, if any, will be granted non-transferable warrants (each, an “**Agent’s Warrant**”) to purchase such number of Common Shares as is equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering, at a price of \$0.10 per Common Share, for a period of 24 months from the date of listing of the Common Shares on the Exchange. This Prospectus qualifies the distribution of the Agent’s Warrants. See “Plan of Distribution”.

- (2) Before deducting the costs and expenses of the Offering, estimated to be approximately \$130,250 in the case of the Minimum Offering and \$150,250 in the case of the Maximum Offering, which includes legal and audit fees and other expenses of the Corporation estimated at \$40,000, the Agent's Work Fee of \$20,000, the Agent's Commission of \$25,000 in the case of the Minimum Offering and \$45,000 in the case of the Maximum Offering, the Agent's expenses and legal fees estimated at \$20,000, the listing fee of \$15,750 payable to the Exchange (inclusive of GST) and estimated filing fees of \$9,500.

The Offering is made on a commercially reasonable efforts agency basis by the Agent and is subject to receipt by the Corporation of a minimum subscription of 2,500,000 Common Shares for total gross proceeds to the Corporation of \$250,000. The Offering Price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for the Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement (as defined below) and will not be released until a minimum of \$250,000 has been deposited and the Agent deems as satisfied all conditions to such release pursuant to the terms of the Agency Agreement. If the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be agreed upon by 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. See "Plan of Distribution".

This Prospectus also qualifies for distribution incentive stock options (the "**Incentive Stock Options**") to be granted to the directors and officers of the Corporation immediately following the completion of the Offering, exercisable to purchase 250,000 Common Shares in the case of the Minimum Offering and 450,000 Common Shares in the case of the Maximum Offering. Each Incentive Stock Option will be exercisable to purchase one Common Share at a price of \$0.10 for a period of 10 years following the date of grant. The Incentive Stock Options are qualified for distribution under this Prospectus. See "Options to Purchase Securities".

Market for Securities

There is currently no market through which the Common Shares may be sold and purchasers may not be able to resell the Common Shares purchased under this Prospectus. This may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Common Shares and the extent of issuer regulation. See "Risk Factors".

As at the date of this Prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc. Alternative Investment Market of the London Stock Exchange or the PLUS Markets Group plc, a U.S. marketplace or a marketplace outside Canada or the United States of America.

The Corporation has concurrently applied to list its Common Shares (including the Common Shares issuable upon the exercise of the Incentive Stock Options and the Agent's Warrants) on the Exchange. Listing will be subject to the Corporation fulfilling all of the requirements of the Exchange, including distribution of the Common Shares to a minimum number of public securityholders.

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the grant of the Agent's Warrants and the grant of the Incentive Stock Options, trading in all securities of the Corporation is prohibited during the period between the date a receipt for this Prospectus is issued by the securities commissions 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 commissions grant a discretionary order.

Risk Factors

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

The Corporation has not commenced commercial operations and has no assets other than cash. It has no history of earnings and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. Until Completion of the Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions. See "Corporate Structure", "Business of the Corporation" and "Use of Proceeds".

The directors and officers of the Corporation will only devote 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 and Officer”.

There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell its Common Shares.

Investor’s acquiring the Common Shares offered by this Prospectus will suffer an immediate dilution on investment (based on the gross proceeds of this issue before deduction of selling commissions or related expenses of the issue) of approximately 34.76% or \$0.03476 per Common Share, assuming completing of the Minimum Offering and 27.94% or \$0.02794 per Common Share, assuming completion of the Maximum Offering. See “Dilution”.

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. Further, even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to complete the transaction. The Qualifying Transaction may be financed in whole, or in part, by the issuance of additional securities by the Corporation and this may result in further dilution to investors. See “Use of Proceeds”.

Neither the Exchange, nor any securities regulatory authority, passes upon the merits of the proposed Qualifying Transaction.

In the event that management or directors of the Corporation reside outside of Canada or the Corporation identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management or director 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.

As a result of these factors, the Offering is suitable only to investors who are willing to rely solely on the 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 Common Shares. See “Business of the Corporation”, “Directors and Officer”, “Use of Proceeds” and “Risk Factors”.

Maximum Investment

Pursuant to the CPC Policy, 75% or 1,8750,000 of the total number of Common Shares offered under this Prospectus in the event of the Minimum Offering or 3,375,000 of the total number of Common Shares offered under this Prospectus in the event of the Maximum Offering, are subject to the following limits:

- (a) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser pursuant to the Offering is 2%, or 50,000 of the total number of Common Shares offered under this Prospectus in the event of the Minimum Offering or 90,000 of the total number of Common Shares offered under this Prospectus in the event of the Maximum Offering; and
- (b) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser, together with that purchaser’s Associates and Affiliates, is 4%, or 100,000 of the total number of Common Shares offered under this Prospectus in the event of the Minimum Offering or 180,000 of the total number of Common Shares offered under this Prospectus in the event of the Maximum Offering.

Receipt of Subscriptions

Subscriptions will be received subject to rejection or allotment in whole or in part and the Corporation reserves the right to close the subscription books at any time without notice. It is expected that share certificates or similar entitlements evidencing the Common Shares in definitive form will be available for delivery at closing of the Offering unless the Agent elects for delivery in electronic book entry form through CDS Clearing and Depository Services Inc. (“CDS”) or its nominee. If delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

The Agent conditionally offers for sale, on a commercially reasonable efforts agency basis, the Common Shares, subject to prior sale, if, as and when issued by the Corporation, and in accordance with the conditions contained in the Agency Agreement referred to under “Plan of Distribution” and subject to the approval of certain legal matters by Cassels Brock & Blackwell LLP, on behalf of the Corporation, and by Jay Vieira, on behalf of the Agent.

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GLOSSARY

The following is a glossary of terms and abbreviations used frequently throughout this Prospectus.

“**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.

“**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 or company, means

- (a) an Issuer of which the person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding 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 a Person serves as trustee or in a similar capacity,
- (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 Rule D. 1.00 with respect to that Member firm, Member corporation or holding company.

“**Commissions**” mean the Alberta Securities Commission, the British Columbia Securities Commission and the Ontario Securities Commission.

“**Common Shares**” means the common shares in the capital of the Corporation.

“**Company**” means, unless specifically indicated otherwise, a corporation, incorporated 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 QT 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.

“**Corporation**” means Deal Pro Capital Corporation, a corporation incorporated under the Business Corporations Act (Ontario).

“**CPC**” means a corporation:

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

“**CPC Policy**” means Policy 2.4 – Capital Pool Companies of the TSXV Corporate Finance Manual.

“**Eligible Charitable Organization**” means:

- (a) any Charitable Organization⁽¹⁾ or Public Foundation⁽¹⁾ which is a Registered Charity⁽¹⁾, but is not a Private Foundation⁽¹⁾, or
- (b) a Registered National Arts Service Organization⁽¹⁾.

“**Exchange**” or “**TSXV**” means the TSX Venture Exchange.

“**Final Exchange QT Bulletin**” means the Exchange bulletin which is issued following closing of the Qualifying Transaction and the submission of all required documentation and that evidences the final Exchange acceptance of the Qualifying Transaction.

“**HST**” means Harmonized Sales Tax.

“**Incentive Stock Option**” means an option to purchase Common Shares of the CPC which may be granted by the CPC in accordance with the CPC Policy, including the options previously granted and the options to be granted pursuant to the Offering.

“**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:

- (a) a director or senior officer of the Issuer;
- (b) a director or senior officer of the Company that is an Insider or subsidiary of the Issuer;

¹ These terms are defined in the Income Tax Act (Canada), as amended from time to time.

- (c) 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
- (d) 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.

“**Majority of the Minority Approval**” means the approval by the majority of the votes cast at a meeting of shareholders of the CPC, or by the written consent of shareholders holding more than 50% of the issued common shares of the CPC, provided that the votes attached to common shares of the CPC held by the following Persons and their Associates and Affiliates are excluded from the calculation of any such approval or written consent:

- (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.

“**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 requirements of the Exchange.

“**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.

“**Non-Arm’s Length Party**” means (a) in relation to a Company, a promoter, officer, director, other Insider or Control Person of that Company and any Associates or Affiliates of any of such Persons or 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; or (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.

“**Offering**” means the offering of a minimum of 2,500,000 and a maximum of 4,500,000 Common Shares in accordance with the terms of this Prospectus.

“**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 QT 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 QT 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 QT 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 QT 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.

In calculating these 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 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 Principals 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.

“**Prospectus**” means this disclosure document of the Corporation required to be prepared in connection with a public offering of Common Shares, which document complies with the form and content requirements of a prospectus as promulgated under applicable securities laws.

“**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 it under Multilateral Instrument 61-101 – *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, which exists upon issuance of the Final Exchange QT Bulletin.

“**Securities Laws**” means securities legislation, securities regulation and securities rules, as amended, and the policies, notices, instruments and blanket orders in force from time to time that are applicable to an Issuer.

“**SEDAR**” means the System for Electronic Document Analysis and Retrieval.

“**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 of the Exchange.

“**Sponsor**” means a Member that meets the criteria specified in Policy 2.2 – Sponsorship and Sponsorship Requirements of the TSXV Corporate Finance Manual, which has an agreement with an Issuer to undertake the functions of sponsorship as required by that policy and various other Exchange policies.

“**Sponsor Report**” has the meaning ascribed to it in Policy 2.2 – Sponsorship and Sponsorship Requirements of the TSXV Corporate Finance Manual.

“**Sponsorship Acknowledgement Form**” has the meaning ascribed to it in Policy 2.2 – Sponsorship and Sponsorship Requirements of the TSXV Corporate Finance Manual.

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

“Transfer Agent” means TSX Trust Company.

“Vendors” means one or all of the beneficial owners of the Significant Assets (other than a Target Company(ies)).

“Voting Share” means a security of an Issuer that:

- (a) is not a debt security; and
- (b) carries a voting right either under all circumstances or under some circumstances that have occurred and are continuing.

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.

The Corporation:	Deal Pro Capital Corporation	
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. See “Business of the Corporation”.	
The Offering:	A minimum of 2,500,000 Common Shares and a maximum of 4,500,000 Common Shares are being offered under this Prospectus at a price of \$0.10 per Common Share for minimum gross proceeds of \$250,000 and maximum gross proceeds of \$450,000. The Offering is made on a commercially reasonable efforts agency basis by the Agent. In addition, the Corporation will grant an option to the Agent to purchase the equivalent of 10% of the aggregate number of Common Shares sold pursuant to the Offering (being 250,000 Common Shares if the Minimum Offering is subscribed for and 450,000 Common Shares if the Maximum Offering is subscribed) at a price of \$0.10 per share which will be exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange. The Corporation also intends to grant 250,000 Incentive Stock Options to purchase 250,000 Common Shares to the directors and officers the Corporation if the Minimum Offering is subscribed for and 450,000 Incentive Stock Options to purchase 450,000 Common Shares to the directors and officers the Corporation if the Maximum Offering is subscribed for, in addition to the 570,000 Incentive Stock Options to purchase 570,000 Common Shares that were previously granted. The Agent’s Warrants to be issued to the Agent and the additional Incentive Stock Options to be issued to the directors and officers of the Corporation are qualified for distribution under this Prospectus. See “Plan of Distribution” and “Options to Purchase Securities”.	
Use of Proceeds:	Assuming completion of the Offering, the total net proceeds to the Corporation, accounting for total cash proceeds raised prior to the Offering, net of all Offering expenses, will be a minimum of \$394,750 and a maximum of \$574,750. The net proceeds of the Offering will be used to 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, general and administrative expenses of the CPC may not exceed, in aggregate, \$3,000 per month. See “Use of Proceeds” and “Risk Factors”.	
Directors and Management:	Harold Wolkin	Chief Executive Officer, Chief Financial Officer, Secretary and Director
	Norman Levine	Director
	Vassilios Mitoulas	Vice President, Communications and Director
	Lorne Gertner	Vice President
	Ralph Garcea	Vice President, Business Development

Escrow:

All of the currently issued and outstanding Common Shares, being 5,700,001 Common Shares, and all of the currently issued Incentive Stock Options, being 570,000 Incentive Stock Options, will be deposited in escrow pursuant to the terms of an Escrow Agreement (as defined below) and will be released from escrow in stages over a period of 18 months after the date of the Final Exchange QT Bulletin. See “Escrowed Securities.”

Risk Factors:

There is currently no established market for the Common Shares. Investment in the Common 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. It 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 only devote 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 on investment of approximately 34.76% or \$0.03476 per Common Share, assuming completion of the Minimum Offering and 27.94% or \$0.02794 per Common Share, assuming completion of the Maximum Offering, before deduction of selling commissions or related expenses of the issue. An acquisition financed by the issuance of treasury shares is likely to result in a change in control of the Corporation and cause the shareholders’ interest in the Corporation to be further diluted. There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell the Common 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. In the event that the Corporation identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management, directors or experts resident outside of Canada or upon the foreign business or the Resulting Issuer and may find it difficult or impossible 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 “Risk Factors” for more detailed information on the risks of an investment in the Common Shares.

CORPORATE STRUCTURE

Name, Incorporation and Place of Business

The full corporate name of the Corporation is Deal Pro Capital Corporation. The Corporation was incorporated under the laws of the province of Ontario pursuant to the *Business Corporations Act* (Ontario) on June 11, 2021. The registered and head office address of the Corporation is located at 2100 Scotia Plaza, 40 King Street West, Toronto, Ontario, M5H 3C2.

BUSINESS OF THE CORPORATION

Preliminary Expenses

To date, the Corporation has raised \$285,000 through the sale of 5,700,001 Common Shares. See “Prior Sales” and “Capitalization”. As at the date hereof, the Corporation has incurred preliminary expenses with respect to auditing costs, legal fees, filing fees, as well as advances to the Agent for fees and expenses, of approximately \$39,500 in the aggregate, of which approximately \$21,951 has been included in the financial statements. Part of the net proceeds of the Offering will be utilized to satisfy the obligations of the Corporation related to the Offering, including the fees and commissions of the Agent, the fees of its auditors and its legal counsel, the fees and expenses of the Agent’s legal counsel, the listing fees of the Exchange and the filing fees of the Commissions. See “Use of Proceeds”.

Proposed Operations Until Completion of the Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any 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. As of the date hereof, the Corporation has not conducted commercial operations.

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 “Private Placement for Cash” and “Restrictions on Use of Proceeds”, the funds raised pursuant to the 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 a Qualifying Transaction, the Corporation has not yet entered into an Agreement in Principle.

Method of Financing

The Corporation may issue equity or debt securities from treasury, or a combination of these, for the purpose of financing its proposed Qualifying Transaction. **A Qualifying Transaction financed by the issuance of Common Shares or securities convertible into or exercisable for Common Shares could result in a change in control of the Corporation and may cause the shareholders’ interest in the Corporation to be diluted.**

Criteria for a Qualifying Transaction

The board of directors of the Corporation 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 with a view 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 Common Shares until the filing requirements of the Exchange have been satisfied as set forth under "Trading Halts, Suspensions and Delisting". Within 75 calendar days after issuance of such news release, the Corporation shall be 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 requirements of the Exchange. An information circular must be submitted where there is 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. Upon acceptance by the Exchange, the Corporation must then:

- (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 in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval, at a meeting of the shareholders.

Unless waived by the Exchange, the Corporation may 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 QT Bulletin. The Exchange will generally not issue the Final Exchange QT Bulletin until the Exchange has received:

- (i) in the case of a Non-Arm's Length Qualifying Transaction, confirmation of the Majority of the Minority Approval of the Qualifying Transaction;
- (ii) confirmation of closing of the Qualifying Transaction; and
- (iii) 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 QT 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 take-over 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 calendar 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. 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 Corporation or its remaining assets in some other manner.

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 Resulting Issuer will be a mutual fund, as defined in the securities legislation; or
- (c) 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 following indicates the principal uses to which the Corporation proposes to use the total funds available to it upon the completion of the Offering:

Proceeds to the Corporation	Minimum Offering	Maximum Offering
(a) Gross cash proceeds raised by the Corporation from the sale of Common Shares prior to the Offering ⁽¹⁾	\$285,000	\$285,000
(b) Less: Expenses and costs relating to raising the cash proceeds related to in (a) above	(\$10,000)	(\$10,000)
(c) Plus: Gross cash proceeds to be raised by the Corporation from the sale of the Common Shares distributed pursuant to the Offering	\$250,000	\$450,000
(d) Less: Expenses and costs relating to the Offering ⁽²⁾	(\$130,250)	(\$150,250)
(e) Estimated funds available (on completion of the Offering) ⁽³⁾	\$394,750	\$574,750
Use of Proceeds		
Funds available for identifying and evaluating assets or business prospects ⁽⁴⁾	\$322,750	\$502,750
Estimated general and administrative expenses until Completion of the Qualifying Transaction	\$72,000	\$72,000
TOTAL NET PROCEEDS	\$394,750	\$574,750

Notes:

- (1) See "Prior Sales".
- (2) Expenses include listing and filing fees, the Corporation's legal and audit and audit related fees, Agent's Commission, Agent's Work Fee, Agent's expenses including legal fees and disbursements.

- (3) In the event the Agent exercises the Agent's Warrants, and all of the Incentive Stock Options are exercised, there will be available to the Corporation an additional \$78,500 in the case of the Minimum Offering or \$118,500 in the case of the Maximum Offering, which will be added to the working capital of the Corporation. There is no assurance that any of the Agent's Warrants or Incentive Stock Options will be exercised.
- (4) In the event that the Corporation enters into an Agreement in Principle prior to spending all the funds available to it 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 only be invested 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 the Offering and any prior sale of Common Shares, after deducting the expenses associated with the 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. See "Risk Factors".

Permitted Use of Funds

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described in "Prohibited Payments to Non-Arm's Length Parties" and "Private Placements for Cash", 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 assets or businesses and obtain shareholder approval, if applicable, for a proposed Qualifying Transaction, including expenses such as:

- (a) reasonable expenses relating to the Corporation's IPO, including:
 - (i) fees for legal services and audit services relating to the preparation and filing of this Prospectus;
 - (ii) Agent's fees, costs and commissions; and
 - (iii) printing costs, including printing of this Prospectus and share certificates;
- (b) reasonable general and administrative expenses of the Corporation (not exceeding in aggregate \$3,000 per month), including:
 - (i) office supplies, office rent and related utilities;
 - (ii) equipment leases;
 - (iii) fees for legal services; and
 - (iv) fees for accounting and advisory services;
- (c) reasonable expenses relating to a proposed Qualifying Transaction, including:
 - (i) valuations or appraisals;
 - (ii) business plans;
 - (iii) feasibility studies and technical assessments;
 - (iv) sponsorship reports;
 - (v) Geological Reports;
 - (vi) financial statements;
 - (vii) fees for legal services; and
 - (viii) fees for accounting, assurance and audit services;

- (d) agents' and finders' fees, costs and commissions;
- (e) assurance and audit fees of the Corporation;
- (f) escrow agent and transfer agent fees of the Corporation; and
- (g) regulatory filing fees of the Corporation.

In addition, a maximum aggregate amount of \$25,000 may be advanced as a non-refundable deposit or unsecured loan to a Target Company or Vendor(s), as the case may be, without the prior acceptance of the Exchange. Any proposed deposit, advance or loan of funds from the Corporation to the Target Company or a Vendor(s) in excess of such \$25,000 maximum aggregate may only be made as a secured loan with the prior acceptance of the Exchange where all of the following conditions are satisfied:

- (i) the Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction;
- (ii) the Qualifying Transaction has been announced in a comprehensive news release;
- (iii) due diligence with respect to the Qualifying Transaction is well underway;
- (iv) if applicable, a Sponsor has been engaged or the sponsorship requirement has been waived;
- (v) the loan has been announced in a new release at least 15 days prior to the date of any such loan; and
- (vi) the total amount of all deposits, advances and loans from the Corporation does not exceed a maximum of \$250,000 in aggregate unless the aggregate amount advanced from the Corporation to the Target Company or the Vendor(s) does not represent more than 20% of the working capital of the Corporation.

Prohibited Payments to Non-Arm's Length Parties

Except as described under "Permitted Use of Funds", 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 to a Non-Arm's Length Party to the Qualifying Transaction, or to a person engaged in investor relations activities, promotional or market-making services in respect of the Corporation or the securities of the Corporation or any Resulting Issuer, by any means, including:

1. remuneration, which includes but is not limited to salaries, consulting fees, management contract fees or directors' fees, finders' fees (except as permitted under the CPC Policy), loans, advances and bonuses; and
2. deposits and similar payments.

Further, no such payment will be made by the Corporation or by any other Person after the Completion of the 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 pay or reimburse a Non-Arm's Length Party to the Corporation for reasonable general and administrative expenses of the Corporation (including office supplies, office rent and related utilities, equipment leases, fees for legal services and fees for accounting and advisory services) not exceeding in the aggregate \$3,000 per month, and for fees for legal services relating to a proposed Qualifying Transaction, 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 "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.

Private Placements for Cash

After the closing of the Offering 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 the 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 \$10,000,000. Generally, the only securities issuable pursuant to such a private placement will be Common Shares and Agent's Warrants. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non-Arm's Length Parties by the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non-Arm's Length Parties

Upon Completion of the Qualifying Transaction, the Corporation and Target Company may pay finder's fees in aggregate pursuant to Exchange Policy 5.1 - Loans, Loan Bonuses, Finder's Fees and Commissions:

1. to a Person that is not a Non-Arm's Length Party to the Corporation; and
2. to a Non-Arm's Length Party to the Corporation, provided that:
 - (a) the Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction;
 - (b) the Qualifying Transaction is not a transaction between the Corporation and an existing public company;
 - (c) the finder's fee is payable in the form of cash, Listed Shares and/or Warrants only;
 - (d) the amount of any Concurrent Financing is not included in the value of the measurable benefit used to calculate the finder's fee; and
 - (e) approval of the finder's fee is obtained by ordinary resolution at a meeting of Shareholders of the Corporation or by the written consent of Shareholders of the Corporation holding more than 50% of the issued Listed Shares of the Corporation, provided that the votes attached to the Listed Shares of the Corporation held by the recipient of the finder's fee and its Associates and Affiliates are excluded from the calculation of any such approval or written consent.

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to an agency agreement (the "**Agency Agreement**") dated as of August 27, 2021, between the Corporation and the Agent, the Corporation has appointed the Agent as its agent to offer for sale, on a commercially reasonable efforts agency basis to the public between 2,500,000 and 4,500,000 Common Shares as provided in this Prospectus, at a price of \$0.10 per Common Share for gross proceeds of between \$250,000 and \$450,000, subject to the terms and conditions of the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds of the Offering. In addition, the Corporation will pay to the Agent the Work Fee in the amount of \$20,000 and reasonable disbursements and will pay the Agent's legal fees and other expenses, estimated at \$20,000.

The Corporation has also agreed to grant to the Agent and its sub-agents, if any, the non-transferable Agent's Warrants to purchase the equivalent of 10% of the aggregate number of Common Shares sold pursuant to the Offering, being 250,000 Common Shares in the case of the Minimum Offering and 450,000 Common Shares in the case of the Maximum Offering at a price of \$0.10 per Common Share, which option may be exercised for a period of 24 months from the date the Common Shares are listed on the Exchange.

This Prospectus qualifies the distribution of the Agent's Warrants. The Agent intends to sell to the public any Common Shares received by it upon the exercise of the Agent's Warrants. Not more than 50% of the Common Shares received on the exercise of the Agent's Warrants may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may only be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use commercially reasonable efforts to secure subscriptions for the Common 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 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.

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering consists of between 2,500,000 and 4,500,000 Common Shares for total gross proceeds of between \$250,000 and \$450,000. Pursuant to the CPC Policy, 75% of the total number of Common Shares offered under this Prospectus, being 1,875,000 Common Shares in the case of the Minimum Offering and 3,375,000 Common Shares in the case of the Maximum Offering, are subject to the following limits: (a) no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this Prospectus, being 50,000 Common Shares in the case of the Minimum Offering and 90,000 Common Shares in the case of the Maximum Offering; and (b) the maximum number of Common 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 Common Shares offered under this Prospectus, being 100,000 Common Shares in the case of the Minimum Offering and 180,000 Common Shares in the case of the Maximum Offering. The funds received from the Offering will be deposited with the Agent, and will not be released until a minimum of \$250,000 has been deposited and the Agent consents to the release thereof. Minimum subscriptions of 2,500,000 Common Shares for total gross proceeds of \$250,000 must be raised within 90 calendar days of the issuance of a final receipt for this Prospectus, or such other time as may be consented to by 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.

Other Securities to be Distributed

The Corporation also proposes to grant additional Incentive Stock Options to the directors and officers of the Corporation to purchase in the aggregate up to 250,000 Common Shares in the case of the Minimum Offering and 450,000 Common Shares in the case of the Maximum Offering, immediately following closing of the Offering in accordance with the policies of the Exchange. This Prospectus qualifies the distribution of between 250,000 and 450,000 Incentive Stock Options. See "Options to Purchase Securities".

Determination of Price

The Offering Price of the Common Shares was determined by negotiation between the Corporation and the Agent.

Listing Application

The Corporation has concurrently applied to list its Common Shares (including the Common Shares issuable upon the exercise of the Incentive Stock Options and the Agent's Warrants) on the Exchange. Listing will be subject to the Corporation fulfilling all of the listing requirements of the Exchange, including distribution of the Common Shares to a minimum number of public securityholders.

As at the date of this Prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequis NEO Exchange Inc. Alternative Investment Market of the London Stock Exchange or the PLUS Markets Group plc, a U.S. marketplace or a marketplace outside Canada or the United States of America.

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this Prospectus and the grant of the Agent's Warrants and the grant of the Incentive 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 this Prospectus is issued by the securities commissions 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 commissions grant a discretionary order.

DESCRIPTION OF SECURITIES DISTRIBUTED

General

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value, of which, as at the date hereof, 5,700,001 Common Shares are issued and outstanding as fully paid and non-assessable.

Subject to regulatory approval, a number of Common Shares equal to 10% of the issued and outstanding Common Shares following the Offering are reserved for issuance upon the exercise of the Incentive Stock Options (being 250,000 Common Shares assuming the Minimum Offering is subscribed for and 450,000 Common Shares assuming the Maximum Offering is subscribed for) expiring 10 years from the date of grant. See “Plan of Distribution”.

Each Common Share carries one vote at all meetings of shareholders, carries the right to receive a proportionate share, on a per share basis, of the assets of the Corporation available for distribution in the event of a liquidation, dissolution, or winding-up of the Corporation and the right to receive any dividend if declared by the Corporation.

CAPITALIZATION

The table below shows the capitalization of the Corporation as at the date of the balance sheet and the date hereof before and after giving effect to the Offering but prior to taking into account the costs of the Offering:

Designation of Securities	Amount authorized	Amount Outstanding as of the date of the most recent balance sheet contained in this Prospectus ⁽¹⁾	Amount Outstanding as of the date of this Prospectus ⁽²⁾	Amount to be outstanding upon completion of the Minimum Offering ⁽³⁾⁽⁴⁾⁽⁵⁾	Amount to be outstanding upon completion of the Maximum Offering ⁽⁶⁾⁽⁷⁾⁽⁸⁾
Common Shares	Unlimited	\$285,000 (5,700,001 Common Shares)	\$285,000 (5,700,001 Common Shares)	\$535,000 (8,200,001 Common Shares)	\$735,000 (10,200,001 Common Shares)

Notes:

- (1) At this date, the Corporation had not commenced commercial operations.
- (2) Excluding up to 570,000 Common Shares to be issued pursuant to the 570,000 Incentive Stock Options granted to certain directors and officers at an exercise price of \$0.05 per Common Share and expiring 10 years from the date of grant. See “Options to Purchase Securities”.
- (3) Excluding up to 820,000 Common Shares to be issued pursuant to the 570,000 Incentive Stock Options granted to certain directors and officers at an exercise price of \$0.05 per Common Share and expiring 10 years from the date of grant, and the 250,000 Incentive Stock Options that will be granted immediately following the closing of the Offering at an exercise price of \$0.10 per Common Share and expiring 10 years from the date of grant. See “Options to Purchase Securities”.
- (4) Excluding up to 250,000 Common Shares to be issued pursuant to the Agent’s Warrants at an exercise price of \$0.10 per Common Share expiring 24 months from the date of the listing of the Common Shares on the Exchange. See “Plan of Distribution”.
- (5) After giving effect to the Minimum Offering, estimated net proceeds to the Corporation are \$394,750, including total cash proceeds raised prior to the Offering and deducting the stated costs of the issue.
- (6) Excluding up to 1,020,000 Common Shares to be issued pursuant to the 570,000 Incentive Stock Options granted to certain directors and officers at an exercise price of \$0.05 per Common Share and expiring 10 years from the date of grant, and the 450,000 Incentive Stock Options that will be granted immediately following the closing of the Offering at an exercise price of \$0.10 per Common Share and expiring 10 years from the date of grant. See “Options to Purchase Securities”.
- (7) Excluding up to 450,000 Common Shares to be issued pursuant to the Agent’s Warrants at an exercise price of \$0.10 per Common Share expiring 24 months from the date of the listing of the Common Shares on the Exchange. See “Plan of Distribution”.
- (8) After giving effect to the Maximum Offering, estimated net proceeds to the Corporation are \$574,750, including total cash proceeds raised prior to the Offering and deducting the stated costs of the issue is.

OPTIONS TO PURCHASE SECURITIES

Incentive Stock Options

From the date of incorporation of the Corporation to the date of this Prospectus, Incentive Stock Options to purchase up to 570,000 Common Shares have been granted as follows:

Name of Optionee	No. of Common Shares reserved under the Stock Option Plan prior to the Offering	Exercise Price per Common Share	Expiry Date
Harold Wolkin	154,054	\$0.05	June 25, 2031
Lorne Gertner	77,027	\$0.05	June 25, 2031
Norman Levine	30,811	\$0.05	June 25, 2031
Ralph Garcea	154,054	\$0.05	June 25, 2031
Vassilios Mitoulas	154,054	\$0.05	June 25, 2031
Total	570,000		

Incentive Stock Options to purchase up to 250,000 Common Shares if the Minimum Offering is subscribed for and up to 450,000 Common Shares if the Maximum Offering is subscribed for, are to be granted after closing of the Offering to the individuals set out below, subject to regulatory approval and will be qualified for distribution pursuant to this Prospectus. These Incentive Stock Options will be granted after the closing of the Offering under the Corporation's Stock Option Plan (as defined below) and are expected to be allocated on the following basis:

Name of Optionee	No. of Common Shares reserved under the Stock Option Plan if Minimum Offering Subscribed ⁽¹⁾	No. of Common Shares reserved under the Stock Option Plan if Maximum Offering Subscribed ⁽¹⁾	Exercise Price per Common Share	Expiry Date
Harold Wolkin	67,568	121,622	\$0.10	10 years from the date of grant
Lorne Gertner	33,783	60,811	\$0.10	10 years from the date of grant
Norman Levine	13,513	24,323	\$0.10	10 years from the date of grant
Ralph Garcea	67,568	121,622	\$0.10	10 years from the date of grant
Vassilios Mitoulas	67,568	121,622	\$0.10	10 years from the date of grant
Total	250,000	450,000		

Notes:

- (1) The Incentive Stock Options to be granted to the directors and officers of the Corporation after the closing of the Offering (subject to regulatory approval) are qualified for distribution pursuant to this Prospectus. Such Incentive Stock Options shall be exercisable for a period of 10 years from the date of grant.

Stock Option Terms

The Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers and technical consultants to the Corporation and Eligible Charitable Organizations non-transferable Incentive Stock Options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the Common Shares of the Corporation issued and outstanding as at the date of grant of any Incentive Stock Option, and that the exercise period does not exceed 10 years from the date of grant.

The number of Common Shares issuable to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares of the Corporation as at the date of grant of the Incentive Stock Option.

The number of Common Shares issuable at any given time to all technical consultants in aggregate will not exceed two percent (2%) of the issued and outstanding Common Shares of the Corporation as at the date of grant of any Incentive Stock Option.

The number of Common Shares issuable at any given time to Eligible Charitable Organizations in aggregate will not exceed one percent (1%) of the issued and outstanding Common Shares of the Corporation as at the date of grant of any Incentive Stock Option.

The term of an Incentive Stock Option must expire not later than 12 months after the optionee ceases to be a director, officer or technical consultant of the Corporation, or of the Resulting Issuer, as the case may be, subject to any earlier expiry date of such Incentive Stock Option.

All Incentive Stock Options and Common Shares issued prior to the date of the Final QT Exchange Bulletin pursuant to the exercise of Incentive Stock Options are subject to escrow under the Escrow Agreement. In addition, all Common Shares issued on or after the date of the Final QT Exchange Bulletin pursuant to the exercise of Incentive Stock Options granted prior to the Offering with an exercise price that is less than the issue price of this Offering are also subject to escrow under the Escrow Agreement. For further details of the escrow requirements and release provisions, see “Escrow Securities”.

PRIOR SALES

Since the date of incorporation of the Corporation, 5,700,001 Common Shares have been issued as follows:

Date of Issue	Number of Common Shares	Per Share Consideration	Aggregate Value of Consideration	Nature of Consideration
June 11, 2021	1	\$0.05	\$0.05	Cash
June 24, 2021	500,000	\$0.05	\$25,000	Cash
June 25, 2021	5,200,000	\$0.05	\$260,000	Cash
Total	5,700,001		\$285,000.05	

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 5,700,001 Common Shares issued prior to the Offering at a price below \$0.10 per Common Share, all Common Shares that may be acquired by Non-Arm’s Length Parties of the Corporation either under the Offering or otherwise prior to the date of the Final Exchange QT Bulletin will be deposited with the Transfer Agent under an escrow agreement dated August 27, 2021 (the “**Escrow Agreement**”).

All Incentive Stock Options and all Common Shares issued prior to the date of the Final QT Exchange Bulletin pursuant to the exercise of Incentive Stock Options are subject to escrow under the Escrow Agreement. In addition, all Common Shares issued on or after the date of the Final QT Exchange Bulletin pursuant to the exercise of Incentive Stock Options granted prior to the Offering with an exercise price that is less than the issue price of this Offering are also subject to escrow under the Escrow Agreement.

The following table sets out, as at the date hereof, the number of Common Shares and Incentive Stock Options, which are held in escrow (the “**Escrowed Shares**”):

Name and Municipality of Residence of Shareholder	Common Shares	Number of Common Shares held in Escrow	Percentage of Common Shares Prior to Giving Effect to the Offering ⁽¹⁾	Percentage of Common Shares After Giving Effect to the Minimum Offering	Percentage of Common Shares After Giving Effect to the Maximum Offering	Number of Incentive Stock Options held in Escrow After Giving Effect to the Minimum Offering	Number of Incentive Stock Options held in Escrow after giving Effect to the Maximum Offering
Harold Wolkin ⁽²⁾ Toronto, Ontario, Canada	1,000,001	1,000,001	17.54%	12.20%	9.80%	221,622	275,676
Lorne Gertner ⁽³⁾ Toronto, Ontario, Canada	500,000	500,000	8.77%	6.10%	4.90%	110,810	137,838
Norman Levine Toronto, Ontario, Canada	200,000	200,000	3.51%	2.44%	1.96%	44,324	55,134
Steve Kaszas Toronto, Ontario, Canada	1,000,000	1,000,000	17.54%	12.20%	9.80%	Nil	Nil
Steane Consulting Ltd. ⁽⁴⁾ Toronto, Ontario, Canada	500,000	500,000	8.77%	6.10%	4.90%	Nil	Nil
LDIC Inc. ITF McGillgan Barry Inv Ltd. ⁽⁵⁾ Toronto, Ontario, Canada	500,000	500,000	8.77%	6.10%	4.90%	Nil	Nil
Vassilios Mitoulas Toronto, Ontario, Canada	1,000,000	1,000,000	17.54%	12.20%	9.80%	221,622	275,676
Ralph Garcea Caledon, Ontario, Canada	1,000,000	1,000,000	17.54%	12.20%	9.80%	221,622	275,676
Total	5,700,001	5,700,001	100%	69.54%	55.86%	820,000	1,020,000

Notes:

- (1) Assuming no Common Shares are purchased by these persons under the Offering.
- (2) 1,000,000 of Harold Wolkin's Common Shares are held jointly by Harold and/or Shelley Wolkin.
- (3) Lorne Gertner's Common Shares are held by HG2 Inc., a private Ontario corporation controlled by Lorne Gertner.
- (4) Steane Consulting Ltd. is a private Ontario corporation controlled by Michael Harris.
- (5) McGillgan Barry Inv Ltd. is a private Ontario corporation controlled by Michael B. Decter and Genevieve Roch-Decter.

Where the Common Shares required to be held in escrow are held by a non-individual (a "**holding company**"), each holding company pursuant to the Escrow Agreement, has agreed, or will agree, not to carry out any transactions during the currency of the 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 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 the shares of that company.

Under the Escrow Agreement:

- (a) all Incentive Stock Options granted prior to the date of the Final QT Exchange Bulletin and all Common Shares that were issued pursuant to the exercise of such Incentive Stock Options prior to the date of the Final QT Exchange Bulletin will be released from escrow on the date of the Final QT Exchange Bulletin, other than Incentive Stock Options that were granted prior to the Issuer's IPO with an exercise price that is less than the issue price of the Common Shares under this Prospectus and any Common Shares that were issued pursuant to the exercise of such Incentive Stock Options which will be released from escrow in accordance with (b);

- (b) except for the Incentive Stock Options and Common Shares issued pursuant to the exercise of such Incentive Stock Options that are released from escrow on the date of the Final QT Exchange Bulletin as provided for in (a), all of the securities held in escrow will be released from escrow in accordance with the following schedule:

Release Dates	Percentage to be Released
Date of Final QT Exchange Bulletin	25%
Date 6 months following Final QT Exchange Bulletin	25%
Date 12 months following Final QT Exchange Bulletin	25%
Date 18 months following Final QT Exchange Bulletin	25%
TOTAL	100%

The Exchange's prior consent must be obtained before a transfer within escrow of Escrowed 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 QT Bulletin is not issued, the Escrowed Shares will not be released. Under the Escrow Agreement, upon the issuance by the Exchange of a bulletin delisting the Corporation, the Transfer Agent is irrevocably authorized to:

- (a) immediately cancel all of the Escrowed Shares held by each Non-Arm's Length Party to the Corporation that were issued at a price below the Officering Price under this Prospectus and all Agent's Warrants and the Incentive Stock Options held by such persons; and
- (b) cancel all of the escrowed securities on a date that is 10 years from the date of such Exchange bulletin.

Escrowed Securities on Qualifying Transaction

Generally, in connection with the Qualifying Transaction, subject to certain exemptions, all securities of the Resulting Issuer held by Principals of the Resulting Issuer will be required to be escrowed in accordance with the policies of the Exchange.

PRINCIPAL SHAREHOLDERS

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	Type of Ownership	Number of Common Shares	Percentage of Common Shares Prior to Giving Effect to the Offering	Percentage of Common Shares After to Giving Effect to the Minimum Offering (undiluted and fully-diluted)⁽³⁾	Percentage of Common Shares After to Giving Effect to the Maximum Offering (undiluted and fully-diluted)⁽⁴⁾
Harold Wolkin ⁽¹⁾ Toronto, Ontario, Canada	Indirect and/or Direction Over	1,000,001 ⁽²⁾	17.54%	12.20% undiluted 13.18% fully diluted ⁽⁵⁾	9.80% undiluted 10.93% fully diluted ⁽⁵⁾

Name and Municipality of Residence	Type of Ownership	Number of Common Shares	Percentage of Common Shares Prior to Giving Effect to the Offering	Percentage of Common Shares After to Giving Effect to the Minimum Offering (undiluted and fully-diluted) ⁽³⁾	Percentage of Common Shares After to Giving Effect to the Maximum Offering (undiluted and fully-diluted) ⁽⁴⁾
Steve Kaszas Toronto, Ontario, Canada	Indirect and/or Direction Over	1,000,000 ⁽²⁾	17.54%	12.20% undiluted 10.79% fully diluted ⁽⁵⁾	9.80% undiluted 8.57% fully diluted ⁽⁵⁾
Vassilios Mitoulas Toronto, Ontario, Canada	Indirect and/or Direction Over	1,000,000 ⁽²⁾	17.54%	12.20% undiluted 13.18% fully diluted ⁽⁵⁾	9.80% undiluted 10.93% fully diluted ⁽⁵⁾
Ralph Garcea Caledon, Ontario, Canada	Direct and/or Direction Over	1,000,000 ⁽²⁾	17.54%	12.20% undiluted 13.18% fully diluted ⁽⁵⁾	9.80% undiluted 10.93% fully diluted ⁽⁵⁾

Notes:

- (1) 1,000,000 of Harold Wolkin's Common Shares are held jointly by Harold and/or Shelley Wolkin.
- (2) Subject to the Escrow Agreement. See "Escrow Securities".
- (3) Assuming that the Minimum Offering is completed and that no Common Shares are purchased by each shareholder under the Offering.
- (4) Assuming that the Maximum Offering is completed and that no Common Shares are purchased by each shareholder under the Offering.
- (5) Assuming that all Incentive Stock Options and Agent's Warrants are exercised in full.

OFFICERS AND DIRECTORS

Name, Municipality, Occupation, Security Holdings and Involvement with Other Reporting Issuers

The board of directors of the Corporation consists of three persons. Each director will hold office until the next annual meeting of shareholders or until his successor is elected or appointed. An audit committee has been established as a subcommittee of the board of directors. The following are the names and municipalities of residence of the directors and officers of the Corporation, their current positions with the Corporation and their current principal occupation:

Name, Municipality of Residence and Position with the Corporation	Director or Officer Since	Number of Common Shares owned	Present Principal Occupation
Harold Wolkin Toronto, Ontario, Canada	June 11, 2021	1,000,001 ⁽¹⁾	Retired. Former Managing Director of BMO Capital Markets, Former Executive Vice President and Head of Investment Banking of Dundee Capital Markets
Lorne Gertner Toronto, Ontario, Canada	June 11, 2021	500,000 ⁽²⁾	CEO of Hill & Gertner Capital Corporation CEO of HG2 Inc. (formerly Tokyo Smoke Inc. and 673827 Ontario Inc.)
Norman Levine Toronto, Ontario, Canada	June 11, 2021	200,000	Managing Director, Portfolio Management Corporation
Ralph Garcea Caledon, Ontario, Canada	June 25, 2021	1,000,000	Managing Partner and Co-Founder, Focus Merchant Group
Vassilios Mitoulas Toronto, Ontario, Canada	June 25, 2021	1,000,000	Principal of Venture North Capital Inc.

Note:

- (1) 1,000,000 of Harold Wolkin's Common Shares are held jointly by Harold and/or Shelley Wolkin.
- (2) Lorne Gertner's Common Shares are held by HG2 Inc., a private Ontario corporation controlled by Lorne Gertner.

The total aggregate number of Common Shares beneficially owned, directly or indirectly, by all directors and the officers of the Corporation is 3,700,001, which is equal to 64.91% of the issued and outstanding Common Shares prior to the Offering and will be equal to 45.12% of the issued and outstanding Common Shares upon closing if the Minimum Offering is subscribed for and 36.27% of the issued and outstanding Common Shares upon closing if the Maximum Offering is subscribed for.

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.

Management of the Corporation

The directors and officers will devote such time and expertise to the Corporation as is required.

Harold Wolkin, Age 69 – Chief Executive Officer, Chief Financial Officer, Secretary and Director

Mr. Wolkin is an accomplished investment banker and financial analyst (retired) with over 30 years of experience. In 1983, Mr. Wolkin joined BMO Nesbitt Burns as a senior research analyst. He went on to serve as managing director in the Diversified Industries Group of BMO Capital Markets from August 1983 to January 2008. He represented BMO Nesbitt Burns as a lead underwriter for a number of Canada's largest equity offerings from 1992 to 2008. He was also responsible for the origination and the successful marketing of a large number of initial public offerings and equity financings for a wide range of issuers.

Most recently, Mr. Wolkin served as Executive Vice-President and Head of Investment Banking for Dundee Capital Markets. Since 2004, he has also served on a number of public company and not-for-profit organizations. He currently serves as: (i) a director, audit committee chair and Vice Chair of the Board of Baylin Technologies Inc. (TSX: BYL), (ii) Lead Independent director and audit committee chair of Cipher Pharmaceuticals Inc. (TSX:CPH), (iii) a director of EnviroGold Global Limited (formerly Range Energy Resources Inc.) (CSE: RGO.X), and (iv) a director of BYND Cannasoft Enterprises Inc. (CSE:BYND). He was also the president of the CFA Society Toronto, a member of the Chartered Financial Institute since 1980 and is a certified chartered financial analyst. He received a Bachelor of Arts in Economics from York University and a Masters of Arts in Economics and Finance from the University of Toronto. Mr. Wolkin is also a graduate and a member of the Institute of Corporate Directors.

Norman Levine, Age 69 – Director

Mr. Levine, a Chartered Financial Analyst since 1980, has been Managing Director and Partner at Portfolio Management Corporation since 2003. Born in Toronto, Ontario, Mr. Levine graduated from York University with a BA and from Syracuse University with an MBA. He has 47 years of investment experience as an account executive, research analyst, portfolio manager and investment strategist at Merrill Lynch Royal Securities, Crown Life Insurance, Canada Trust, Barclays McConnell, BMO Nesbitt Burns, and Portfolio Management Corporation. His community activities include volunteer work for the UJA Federation of Greater Toronto as well as Chairman of the Investment Advisory Committee of the United Jewish Welfare Fund of Greater Toronto and a member of the Professional Advisory Committee of the Jewish Federation. Norman is a director of Ve'ahavta, A Jewish Humanitarian Response To Poverty as well as a director of Maple Downs Golf and Country Club. Norman is also a member of the investment committees for Holland Bloorview Kids Rehabilitation Hospital fund and the Greater Toronto Scouts Foundation endowment fund. He is a former director of the Toronto CFA Society. Norman regularly appears on BNN Bloomberg and was recently featured in the book "Market Masters" by Robin Speziale.

Vassilios Mitoulas, Age 46 – Vice President, Communications and Director

Mr. Mitoulas has been the Principal of Venture North Capital Inc. since July 2011, a company headquartered in Toronto, Canada, providing full-service capital markets consulting services to publicly listed companies. Venture North's core business competency is executing strategic investor relations outreach campaigns and corporate advisory services to a select few TSX, TSX Venture, and CSE listed growth companies in a variety of sectors. Mr. Mitoulas holds a Bachelor of Business Administration major in Finance from the University of Notre Dame.

Lorne Gertner, Age 66 – Vice President

Mr. Gertner is a serial entrepreneur with experience in start-ups, going public transactions, fashion, retail, architecture, real estate, finance and cannabis. Mr. Gertner is a co-founder and former chairman of PharmaCan Capital Corporation (MMJ.V) (now Cronos) Canada's first publicly traded merchant bank in the medical marijuana sector with investments in five of the forty-two legal licensed producers in Canada. He is also a cofounder of Tokyo Smoke. Mr. Gertner was a cofounder and director of Cannasat Pharmaceuticals Inc. (CYNA) the first medical marijuana company to be listed on the Toronto stock exchange with an investment in the first government contracted facility growing medical marijuana in Canada called Prairie Plant Systems now called Cannimed Therapeutics Inc. (CMED.TO).

Mr. Gertner is currently on the board of Buzz Capital Inc. and Buzz Capital 2 Inc. and is an adjunct professor of the Daniel School of Architecture Landscape and Urban Design at The University of Toronto.

Mr. Gertner is a graduate of the John H. Daniels Faculty of Architecture, University of Toronto and has completed the ICD.D designation at the Rotman School of Management.

Ralph Garcea, Age 54 – Vice President, Business Development

Mr. Garcea co-founded Focus Merchant Group in September 2018 and has more than 22 years experience in senior positions at major domestic and international firms, as well as boutiques. He was a top-ranked research analyst, well regarded for the depth and breadth of knowledge of Canadian technology, gaming and industrial companies across a broad range of market capitalizations. Over the years, he has received top three rankings from Brendan Woods, Greenwich, Starmine and Thomson Reuters surveys.

Before becoming a sell-side analyst, Mr. Garcea was a research engineer for Bombardier Aerospace, and a business unit manager for Michigan-based LMS North America to manage sales, marketing, and services efforts. Mr. Garcea holds a Bachelor's degree (Honours) in Engineering Science (Aerospace) from the University of Toronto and an M.B.A. (Honours) from the Schulich School of Business at York University. He is a member of the Professional Engineers of Ontario (PEO), the American Institute of Aeronautics and Astronautics (AIAA), and the Society of Automotive Engineers (SAE). Mr. Garcea currently serves as a Director on the board of TSX-listed Converge Technology Solutions, and TSXV-listed Edgewater Wireless Systems.

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	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	Term
Harold Wolkin	Diamond Estates Wines & Spirits Inc.	TSXV	Director	Sept. 2013 – Sept. 2019
	Baylin Technologies Inc.	TSX	Director, Audit Committee Chair and Vice Chair of the Board	Nov. 2013 – present
	Cipher Pharmaceuticals Inc.	TSX	Director and Audit Committee Chair	Sept. 2016 – present
	EnviroGold Global Limited (formerly Range Energy Resources Inc.)	CSE	Director	Nov. 2019 – present
	Bynd Cannasoft Enterprises Inc.	CSE	Director and Chair of Audit Committee	March 2021 - present
Lorne Gertner	Flow Beverage Corp.	TSX	Director	Feb. 2015 – Nov. 2016
	Hempco Food and Fibre Inc.	TSXV	Director	Nov. 2015 – Feb. 2017

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	Term
	RG One Corp.	Unlisted	Director	Oct. 2016 – Nov. 2016
	Buzz Capital Inc.	TSXV	Director	Feb. 2017 – present
	Empower Clinics Inc. (formerly Adira Energy Ltd.)	CSE	Director	Aug. 2017 – Jan. 2019
	Emblem Corp. (formerly Saber Capital Corp.)	TSXV	Director	Dec. 2017 – April 2018
	Hiku Brands Company Ltd.	TSXV	Director	Jan. 2018 – Aug. 2018
	Buzz Capital 2 Inc.	TSXV	Director	May 2018 – present
Norman Levine	N/A	N/A	N/A	N/A
Ralph Garcea	Converge Technology Solutions Corp.	TSX	Director, Compensation Committee Chair	June 2019 – present
	Edgewater Wireless Systems Inc.	TSXV	Director, Audit Committee Chair	June 2021 – present
Vassilios Mitoulas	Thesis Gold Inc. (formerly Chinapintza Mining Corp.)	TSXV	Director, Chief Financial Officer	June 2013 – Nov. 2020

Aggregate Ownership of Securities

The directors and officers as a group own 3,700,001, which is equal to 64.91% of the issued and outstanding Common Shares prior to the Offering and will be equal to 45.12% of the issued and outstanding Common Shares upon closing if the Minimum Offering is subscribed for and 36.27% of the issued and outstanding Common Shares upon closing if the Maximum Offering is subscribed for.

Corporate Cease Trade Orders or Bankruptcies

No director, officer, insider or promoter of the Corporation is, or within the 10 years prior to the date of this Prospectus has been, a director, officer 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 the other Issuer access to any exemptions under applicable securities legislation 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.

Penalties or Sanctions

No director, officer, Insider or promoter of the Corporation or a shareholder holding sufficient 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 any 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 be likely to be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

No director, officer, Insider or promoter of the Corporation or a shareholder holding sufficient 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, as applicable, become bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver or receiver manager or trustee appointed to hold the assets of that individual.

Conflict of Interests

There are potential conflicts of interest to which all of 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 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* (Ontario).

Audit Committee

Policy 3.1 – *Directors, Officers, Other Insiders & Personnel and Corporate Governance* of the TSXV Corporate Finance Manual requires that the Corporation have an audit committee of at least three directors, the majority of whom are not employees, Control Persons or officers of the Corporation or any of its Associates or Affiliates. The audit committee will be responsible for overseeing the accounting and financial reporting processes of the Corporation and audits of the financial statements of the Corporation.

Given the current prescribed nature of the Corporation and its principal business being limited to identifying and evaluating assets or businesses with a view to completing a Qualifying Transaction, it is anticipated that, prior to the Completion of the Qualifying Transaction, the only committee of the board of directors will be the audit committee.

The Corporation has appointed an audit committee consisting of the following three directors: Harold Wolkin, Vassilios Mitoulas and Norman Levine.

EXECUTIVE COMPENSATION

Remuneration

Except as set out below or otherwise disclosed in this Prospectus, prior to Completion of the 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, other than:

- (a) grants of Incentive Stock Options as described in "Options to Purchase Securities"; and
- (b) payment for and reimbursement of certain expenses as described in "Use of Proceeds – Permitted Use of Funds" and "Use of Proceeds – Prohibited Payments to Non-Arm's Length Parties"

Further, no payment 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.

DILUTION

Dilution

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of approximately 34.76% or \$0.03476 per Common Share, assuming completion of the Minimum Offering and 27.94% or \$0.02794 per Common Share, assuming completion of the Maximum Offering. Dilution is based on the basis of total gross proceeds to be raised by this Prospectus and from sales of securities prior to filing this Prospectus, without deduction of commissions or related expenses incurred by the Corporation, or any Common Shares issuable on the exercise of the Agent's Warrants.

RISK FACTORS

Risk Factors

There are a number of risks inherent in making an investment in the Common Shares. The list below outlines the material risk factors that should be considered by persons considering purchasing the Common Shares. The list is not intended to be all-inclusive.

- (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 the Completion of the Qualifying Transaction;
- (b) investment in the Common Shares offered by this Prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development;
- (c) 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;
- (d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of approximately 34.76% or \$0.03476 per Common Share in the case of the Minimum Offering and 27.94% or \$0.02794 per Common Share in the case of the Maximum Offering;
- (e) there is no market through which the Common Shares may be sold and purchasers may not be able to resell the Common Shares purchased under this Prospectus. This may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Common Shares, and the extent of issuer regulation;
- (f) there can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell its Common Shares;
- (g) until Completion of the Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;
- (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 the 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;
- (k) unless a 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 may 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;

- (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;
- (n) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- (o) in the event that the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or 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;
- (p) the Qualifying Transaction may be financed in whole or in part by the issuance of additional securities by the Corporation and this will likely result in further dilution to the investor, which may be significant and result in a change of control of the Corporation;
- (q) subject to prior Exchange acceptance, the Corporation may be permitted to loan or advance up to the greater of \$250,000 and 20% of its working capital to a Target Company without shareholder approval and there can be no assurance that the Corporation will be able to recover that loan; and
- (r) the Corporation faces risks related to health epidemics, pandemics and other outbreaks of communicable diseases, which could significantly disrupt its ability to complete a Qualifying Transaction on a timely basis, or at all, and adversely effect its financial condition. The Corporation's business could be adversely impacted by the effects of the COVID-19 pandemic or other epidemics and/or pandemics. The extent to which COVID-19 impacts the Corporation's ability to complete a Qualifying Transaction on a timely basis, or at all, and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the pandemic and the actions taken to contain or treat the COVID-19 pandemic (including recommendations from public health officials). In addition, the COVID-19 pandemic represents a widespread global health crisis that could adversely affect global economies and financial markets resulting in an economic downturn that could have an adverse effect on the Corporation and its ability to complete a Qualifying Transaction in a timely manner, or at all.

As a result of these factors, the Offering is suitable only to 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 Common Shares.

LEGAL PROCEEDINGS

There are no legal proceedings to which the Corporation is or is likely to be a party.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Corporation is not a related issuer or connected issuer of the Agent (as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*).

The Agent has advised the Corporation that to the best of its knowledge and belief, no directors or officers, employees or contractors or Associates or Affiliates of the foregoing have subscribed for Common Shares.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to the Offering will be passed upon by Cassels Brock & Blackwell LLP on behalf of the Corporation, and by Jay Vieira on behalf of the Agent. As of the date hereof, partners and associates of Cassels Brock & Blackwell LLP do not own, directly or indirectly, any outstanding Common Shares but may subscribe for Common Shares pursuant to the Offering. As of the date hereof, Jay Vieira does not own, directly or indirectly, any outstanding Common Shares but may subscribe for Common Shares pursuant to the Offering.

RSM Canada LLP is the auditor of the Corporation.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditors

The Corporation's auditor is RSM Canada LLP, located at 11 King Street West, Suite 700, Box 27, Toronto, ON M5H 4C7. RSM Canada LLP is independent with respect to the Corporation within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

Transfer Agent and Registrar

The Corporation's transfer agent and registrar is TSX Trust Company, at its principal office at 100 Adelaide Street West, Suite 301, Toronto, Ontario.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have all acquired Common Shares. Except as disclosed elsewhere herein, none of the directors, officers or principal shareholders of the Corporation, and no Associate or Affiliate of any of them, has or has had any material interest in any transaction that materially affects the Corporation. See "Options to Purchase Securities", "Escrowed Securities" and "Principal Shareholders".

MATERIAL CONTRACTS

The Corporation has not entered into contracts material to investors in the Common Shares hereunder, other than:

1. the transfer agency agreement dated as of June 22, 2021 between the Corporation and the Transfer Agent;
2. the Escrow Agreement; and
3. the Agency Agreement.

The material contracts described above may be inspected at the registered office of the Corporation, located at 2100 Scotia Plaza, 40 King Street West, Toronto, Ontario, M5H 3C2 during normal business hours during the period of the distribution of the Common Shares being distributed hereunder and for a period of 30 calendar days thereafter.

ELIGIBILITY FOR INVESTMENT

In the opinion of Cassels Brock & Blackwell LLP, counsel to the Corporation, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (the "**Tax Act**"), provided that the Common Shares are listed on a "designated stock exchange" as defined in the Tax Act (which includes the Exchange), if issued on the date hereof, the Common Shares would be qualified investments under the Tax Act for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan, a tax-free savings account, or a registered disability savings plan, all as defined in the Tax Act (collectively, "**Registered Plans**"), or a deferred profit sharing plan ("**DPSP**").

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

If the Common Shares are not listed on the Exchange on the closing of the Offering but become listed on the Exchange prior to the date on which the Corporation must file a tax return under the Tax Act for its first taxation year, the

Corporation may make an election in such income tax return to be deemed to have been a “public corporation” for purposes of the Tax Act from the beginning of its first taxation year until the time when the Common Shares are listed on the Exchange. If this occurs, the Common Shares will be qualified investments for Registered Plans and DPSPs at the closing of the Offering notwithstanding that the Common Shares were not listed on the Exchange at the closing of the Offering.

Notwithstanding the foregoing, the holder of, or subscriber or annuitant under, a Registered Plan (the “**Controlling Individual**”) will be subject to a penalty tax in respect of the Common Shares acquired by the Registered Plan if such shares are a “prohibited investment” for the particular Registered Plan for purposes of the Tax Act. A Common Share generally will not be a “prohibited investment” for a Registered Plan if the Controlling Individual deals at arm’s length with the Corporation for the purposes of the Tax Act and the Controlling Individual does not have a “significant interest” (as defined in subsection 207.01(4) the Tax Act) in the Corporation. In addition, the Common Shares will not be a “prohibited investment” if the Common Shares are “excluded property” (as defined in the Tax Act) for trusts governed by a Registered Plan.

Prospective holders that intend to hold the Common Shares in a Registered Plan or a DPSP are urged to consult their own tax advisers.

PURCHASER’S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada 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. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus and any amendment 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 adviser.

DEAL PRO CAPITAL CORPORATION
(A Capital Pool Company)
FINANCIAL STATEMENTS
FOR THE PERIOD FROM JUNE 11, 2021 (DATE OF INCORPORATION)
TO
JUNE 30, 2021

**DEAL PRO CAPITAL CORPORATION
(A CAPITAL POOL COMPANY)**

FINANCIAL STATEMENTS

JUNE 30, 2021

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Deal Pro Capital Corporation

Opinion

We have audited the financial statements of Deal Pro Capital Corporation (the "Corporation"), which comprise the statement of financial position as at June 30, 2021 and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from June 11, 2021 (date of incorporation) to June 30, 2021 then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Corporation as at June 30, 2021, and its financial performance and its cash flows for the period from June 11, 2021 (date of incorporation) to June 30, 2021 then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Corporation in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information comprises the Management's Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the 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.

In preparing the financial statements, management is responsible for assessing the Corporation's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Corporation or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Corporation's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Corporation's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Corporation's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Corporation to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Grand Lui.

RSM Canada LLP

Chartered Professional Accountants
Licensed Public Accountants
August 27, 2021
Toronto, Ontario

DEAL PRO CAPITAL CORPORATION
(A CAPITAL POOL COMPANY)
STATEMENT OF FINANCIAL POSITION
(All Amounts are in Canadian Dollars)

As at	June 30, 2021	
	Notes	\$
ASSETS		
CURRENT		
Cash	5	285,000
Deferred financing costs		<u>21,951</u>
TOTAL ASSETS		<u><u>306,951</u></u>
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities		<u>21,951</u>
SHAREHOLDERS' EQUITY		
CAPITAL STOCK		
Issued and Outstanding – 5,700,001 Common shares	6	285,000
Contributed Surplus		25,484
Accumulated Deficit		<u>(25,484)</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		<u><u>306,951</u></u>

APPROVED ON BEHALF OF THE BOARD

<u>(signed) "Harold Wolkin"</u>	<u>Harold Wolkin</u> Director
<u>(signed) "Norman Levine"</u>	<u>Norman Levine</u> Director

See the accompanying notes to the financial statements

DEAL PRO CAPITAL CORPORATION
(A CAPITAL POOL COMPANY)
STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(All Amounts are in Canadian Dollars)

For the Period from June 11, 2021 (Date of Incorporation) to June 30, 2021

EXPENSES

General and administrative	-
Share-based compensation	25,484

NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	25,484
---	---------------

NET LOSS PER SHARE – Basic and diluted	\$0.00
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WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING – Basic and diluted	1,500,000
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See the accompanying notes to the financial statements

DEAL PRO CAPITAL CORPORATION
(A CAPITAL POOL COMPANY)
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(All Amounts are in Canadian Dollars)

For the Period from June 11, 2021 (Date of Incorporation) to June 30, 2021

	Number of Common Shares	Amount of Common Shares	Contributed Surplus	Accumulated Deficit	Shareholders' Equity
Balance, June 11, 2021	-	\$ -	\$ -	\$ -	\$ -
Share-based compensation	-	-	25,484	-	25,484
Net loss for the period	-	-	-	(25,484)	(25,484)
Issuance of common shares for cash	5,700,001	285,000	-	-	285,000
Balance, June 30, 2021	5,700,001	\$ 285,000	\$ 25,484	\$ (25,484)	\$ 285,000

See the accompanying notes to the financial statements

DEAL PRO CAPITAL CORPORATION
(A CAPITAL POOL COMPANY)
STATEMENT OF CASH FLOW
(All Amounts are in Canadian Dollars)

For the Period from June 11, 2021 (Date of Incorporation) to June 30, 2021

OPERATING ACTIVITIES

Net loss for the period	\$ (25,484)
<u>Items not affecting cash:</u>	
Share-based compensation	25,484
 <u>Change in non-cash working capital:</u>	
Increase in deferred financing costs	(21,951)
Increase in accounts payable	21,951
	<u>-</u>

FINANCING ACTIVITIES

Issuance of common shares	<u>285,000</u>
 Change in cash	285,000
Opening cash	<u>-</u>
 Closing cash	<u>\$ 285,000</u>

See the accompanying notes to the financial statements

DEAL PRO CAPITAL CORPORATION
(A CAPITAL POOL COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
June 30, 2021
(All Amounts are in Canadian Dollars)

1. Nature of Organization

Description of the Business

Deal Pro Capital Corporation (the "Corporation") was incorporated under the *Business Corporations Act* (Ontario) on June 11, 2021 ("date of incorporation"). The Corporation is expected to be classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The principal business of the Corporation will be to identify and evaluate assets or businesses with a view to potentially acquire them or an interest therein. The purpose of such an acquisition is to satisfy the related conditions of a "Qualifying Transaction" ("QT") under the Exchange rules.

The address of the Corporation's registered office is Suite 2100, 40 King Street, Toronto, Ontario, M5H 3C2.

The financial statements of the Corporation for the period from June 11, 2021 to June 30, 2021 were authorized for issuance in accordance with a resolution of the directors on August 27, 2021.

The Corporation has not commenced operations and has no assets other than cash. The Corporation's continuing operations are dependent upon its ability to identify, evaluate and negotiate an acquisition, business, or an interest therein. Such an acquisition or business will be subject to the approval of the Exchange, and in the case of a non-arm's length transaction, of the majority of the Corporation's minority shareholders.

2. Basis of Preparation

Statement of Compliance

The Corporation applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC").

These financial statements are the Corporation's first financial statements prepared under IFRS and the first financial statements prepared since the date of incorporation.

Basis of Measurement

These financial statements are stated in Canadian dollars and were prepared on a going concern basis, under the historical cost convention.

Functional and presentation currency

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

3. Summary of Significant Accounting Policies

Cash

Cash consists of deposits with maturities of three months or less. Cash subject to restrictions that prevent its use for current purposes is included in restricted cash.

Deferred Financing Costs

Financing costs related to the Corporation's proposed financing are recorded as deferred financing costs. These costs will be deferred until the financing is completed, at which time the costs will be charged against the proceeds received. If the financing does not close, the costs will be charged to operations.

Income Taxes

Income tax expense comprises current and deferred tax. Tax is recognized in the statement of comprehensive income except to the extent it relates to items recognized in other comprehensive income or directly in equity.

Current Income Tax

Current tax expense is based on the results for the period as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and laws that were enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable

DEAL PRO CAPITAL CORPORATION
(A CAPITAL POOL COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
June 30, 2021
(All Amounts are in Canadian Dollars)

tax regulation is subject to interpretation. Provisions are established where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred Tax

Deferred taxes are the taxes expected to be payable or recoverable on differences between the carrying amounts of assets in the statement of financial position and their corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences between the carrying amounts of assets and their corresponding tax bases. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets in a transaction that affects neither the taxable profit nor the accounting profit.

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Corporation reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

Earnings (Loss) Per Share

The Corporation presents basic earnings (loss) per share for its common shares, calculated by dividing the earnings (loss) attributable to common shareholders of the Corporation by the weighted average number of common shares outstanding during the year. Diluted loss per share does not adjust the loss attributable to common shareholders on the weighted average number of common shares outstanding when the effect is anti-dilutive.

Financial instruments

The following table shows the classification of the Corporation's financial instruments under IFRS 9:

Financial assets	
Cash	FVTPL
Financial liabilities	
Trade payables and accrued liabilities	Amortized cost

The Corporation classifies its financial assets in one of the following categories: (1) at fair value through profit or loss ("FVTPL"), (2) at amortised cost or (3) at fair value through other comprehensive income ("FVTOCI"). The classification depends on the purpose for which the financial assets were acquired, the business model in which they are managed and their cash flow characteristics. Management determines the classification of its financial assets at initial recognition.

Financial assets and liabilities at FVTPL

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of profit or loss in the period in which they arise.

Amortized cost

Financial assets and liabilities at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current or non-current based on their maturity date.

Financial assets at FVTOCI

Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently, they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the de-recognition of the investment.

DEAL PRO CAPITAL CORPORATION
(A CAPITAL POOL COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
June 30, 2021
(All Amounts are in Canadian Dollars)

Impairment of financial assets at amortized cost

The Corporation recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Corporation measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Corporation measures the loss allowance for the financial asset at an amount equal to the twelve month expected credit losses. The Corporation recognizes in the statements of profit or loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

Derecognition

Financial assets

The Corporation derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Financial liabilities

The Corporation derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Corporation also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value.

Gains and losses on derecognition are generally recognized in profit or loss.

Fair value hierarchy

The Corporation uses the following hierarchy for determining and disclosing the fair value of the financial instruments by valuation technique:

Level 1 – Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 – Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.

Level 3 – Applies to assets or liabilities for which there are unobservable market data.

Cash has been measured at fair value using Level 1 inputs. The carrying value of trade payables and accrued liabilities approximate their fair value because of the short-term nature of these instruments or their ability of prompt liquidation.

Share-based Payments

Stock options issued by the Corporation are accounted for in accordance with the fair value based method. The fair value of options issued to directors, officers, employees of and consultants to the Corporation is charged to operations on a straight-line basis over the vesting period of each tranche (graded vesting) with the offsetting amount recorded to contributed surplus. The historical forfeiture rate is also factored into the calculations. When options are exercised, the amount received, together with the amount previously recorded in contributed surplus are added to capital stock. The fair value of warrants issued to agents in conjunction with a public offering is charged to share issue costs with an offsetting amount recorded to contributed surplus. Fair value is measured using the Black-Scholes option pricing model.

Recent Accounting Pronouncements

Accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Corporation's financial statements, except as follows:

DEAL PRO CAPITAL CORPORATION
(A CAPITAL POOL COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
June 30, 2021
(All Amounts are in Canadian Dollars)

IAS 1, Presentation of Financial Statements

In January 2020, the IASB issued amendments to IAS 1, Presentation of Financial Statements to clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and is unaffected by expectations about whether or not an entity will exercise their right to defer settlement of a liability. The amendments further clarify that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services. The amendments are effective for annual reporting periods beginning on or after January 1, 2022 and must be applied retrospectively. The Corporation is currently evaluating the impact of these amendments on its financial statements and will apply the amendments from the effective date.

4. Summary of Accounting Estimates and Assumptions

The preparation of the financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes can differ from these estimates.

Significant judgements made in preparation of these financial statements include:

The Corporation uses the Black-Scholes option pricing model to determine the fair value of options in order to calculate share-based compensation expense and the fair value of agent options. The Black-Scholes model involves six key inputs to determine fair value of an option: risk-free interest rate, exercise price, market price at date of issue, expected dividend yield, expected life, and expected volatility. Certain of the inputs are estimates that involve considerable judgment and are or could be affected by significant factors that are out of the Corporation's control. The Corporation is also required to estimate the future forfeiture rate of options based on historical information in its calculation of share-based compensation expense.

5. Cash

The Corporation has \$285,000 held in trust with its lawyers. Once the Corporation has been successful in being classified as a Capital Pool Corporation, the proceeds raised from the issuance of common shares including the funds held in trust, may only be used to identify and evaluate assets or businesses for future investments, with the exception that not more than \$3,000 per month may be used to cover administrative and general expenditures of the Corporation. These restrictions apply until completion of a Qualifying Transaction by the Corporation as defined under Policy 2.4 of the Exchange.

6. Capital Stock

Common Shares

The Corporation is authorized to issue an unlimited number of common shares. On June 11, 2021, the Corporation issued 1 common share at a price of \$0.05 and on June 25, 2021, the Corporation issued 5,700,000 common shares at a price of \$0.05 per common share for gross proceeds of \$285,000.

All 5,700,001 issued and outstanding common shares of the Corporation, and all common shares acquired on exercise of stock options granted to directors and officers prior to the receipt of a Final Exchange Bulletin on completion of a Qualifying Transaction, will be held in escrow pursuant to the requirements of the Exchange. Shares will be released from escrow as follows:

- 25% on receipt of the Final Exchange Bulletin,
- 25% on the 6-month anniversary of the Final Exchange Bulletin,
- 25% on the 12-month anniversary of the Final Exchange Bulletin,
- 25% on the 18-month anniversary of the Final Exchange Bulletin,

See note 10 for intent to issue common shares of the Corporation subsequent to June 30, 2021 pursuant to the Corporation's prospectus offering.

DEAL PRO CAPITAL CORPORATION
(A CAPITAL POOL COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
June 30, 2021
(All Amounts are in Canadian Dollars)

See note 10 for intent to issue common shares of the Corporation subsequent to June 30, 2021 pursuant to the Corporation's prospectus offering.

Stock Options

The Corporation has established a stock option plan for its directors, officers and consultants under which the Corporation may grant options from time to time to acquire a maximum of 10% of the issued and outstanding common shares. The exercise price of each option granted under the plan shall be determined by the Board of Directors.

Options may be granted for a maximum term of ten years from the date of the grant. They are non-transferable and expire within 90 days of termination of employment or holding office as director or officer of the Corporation and, in the case of death, expire one year thereafter.

Upon death, the options may be exercised by legal representation or designated beneficiaries of the holder of the option. Any shares issued upon exercise of the options prior to the Corporation entering into a QT will be subject to escrow restrictions. Unless otherwise stated, the options fully vest when granted.

On June 25, 2021, the Corporation granted 570,000 options to its officers and directors. The options were valued using the Black-Scholes model and the expense was charged to the statement of loss and comprehensive loss during the period ended June 30, 2021.

The grant date fair value of the stock options was estimated at \$25,484 using the Black-Scholes option pricing model with the following assumptions: share price of \$0.05; expected volatility of 100%, based on the average volatility of comparable companies; risk-free interest rate of 1.45%; expected dividend yield of 0%; and an expected life of 10 years.

The following table reflects the continuity of stock options and warrants:

	Stock Options	
	Number	Weighted Average Exercise Price
Outstanding, June 11, 2021	-	\$ -
Granted	570,000	0.05
Exercised	-	-
Outstanding, June 30, 2021	570,000	\$ 0.05
Number exercisable, June 30, 2021	-	

Until the Corporation completes a QT, the 570,000 stock options will not be exercisable.

7. Capital Risk Management

The Corporation manages its capital stock as capital. The Corporation's objectives when managing capital are to safeguard the Corporation's ability to continue to operate and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Corporation may attempt to issue new common shares, issue new debt, acquire or dispose of assets or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Corporation may prepare expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

DEAL PRO CAPITAL CORPORATION
(A CAPITAL POOL COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
June 30, 2021
(All Amounts are in Canadian Dollars)

In order to maximize ongoing efforts, the Corporation does not pay out dividends.

The Corporation expects its current capital resources will be sufficient to carry its operations. The Corporation is not subject to any externally or internally imposed capital requirements as at June 30, 2021.

The Corporation's capital under management as at June 30, 2021 is \$285,000.

8. Financial Instruments and Risk Management

Risk Management

The Corporation does not manage risk through the use of hedging transactions. As a part of the overall operation of the Corporation, management takes steps to avoid undue concentrations of risk. The Corporation manages the risks, as follows:

Liquidity Risk

Liquidity risk is the risk that the Corporation cannot meet its financial obligations associated with financial liabilities in full. At June 30, 2021, the Corporation held cash of \$285,000 and payables of \$21,951. Further, the Corporation intends to raise between \$250,000 and \$450,000 through an issuance of common shares via a prospectus. The primary source of liquidity is equity financing, which is used to finance working capital and capital expenditure requirements, and to meet the Corporation's financial obligations associated with financial liabilities. The Corporation's trade payables and accrued liabilities generally have contracted maturities of less than 30 days and are subject to normal trade terms.

Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates may have an effect on the cash flows associated with some financial instruments, known as interest rate cash flow risk, or on the fair value of other financial instruments, known as interest rate price risk.

The Corporation does not trade in financial instruments and is not exposed to significant interest rate price risk as at June 30, 2021.

Market Risk

Market risk is the risk that changes in market prices will have an effect on future cash flows associated with financial instruments. Market risk comprises three types of risk: credit risk, currency risk and other price risk.

Credit Risk

Credit risk arises from the possibility that debtors may be unable to fulfill their commitments. For a financial asset, this is typically the gross carrying amount, net of any amounts offset and any impairment losses. The Corporation's credit risk is on its funds held in trust with the Corporation's lawyer. Management assesses credit risk related to funds held in trust as remote.

Currency Risk

Currency risk is the risk that changes in foreign exchange rates may have an effect on future cash flows associated with financial instruments. The Corporation does not have any material transactions denominated in foreign currency and is not exposed to foreign currency risk as at June 30, 2021.

Other Price Risk

Other price risk is the risk that changes in market prices, including commodity or equity prices, will have an effect on future cash flows associated with financial instruments. The cash flows associated with financial instruments of the Corporation are not exposed to other price risk as at June 30, 2021.

Fair Values

Financial instruments include funds held in trust and accounts payable and accrued liabilities. The carrying values of these financial instruments approximate fair value due to the short term nature of financial instruments.

DEAL PRO CAPITAL CORPORATION
(A CAPITAL POOL COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
June 30, 2021
(All Amounts are in Canadian Dollars)

9. Transactions with Related Parties

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as persons performing similar functions. During the period ended June 30, 2021, 570,000 stock options were granted to directors and officers which were valued at \$25,484 (Note 6). There was no further compensation to key management personnel.

10. Income Taxes

- (a) The items causing the Corporation's effective income tax rate to differ from the combined Canadian federal and provincial statutory rate of 26.5%, for the period June 11, 2021 to June 30, 2021, are as follows:

	2021
	\$
Loss before income taxes	25,484
Expected income tax recovery	6,753
Adjustments to benefit resulting from:	
Share-based compensation	(6,753)
Deferred income tax recovery	-

- (b) The Corporation does not have any tax benefits from non-capital loss carry-forwards to date.
- (c) Unrecognized deferred tax assets

Deferred income tax assets have not been recognized in respect of the following deductible temporary differences:

	2021
	\$
Non-capital loss carry-forwards	-
Deferred finance expense	5,817
Total	5,817

Deferred tax assets have not been recognized in respect of these items because it is not probable that future taxable profit will be available against which the Corporation can use the benefits.

11. Subsequent Events

- a) Filing of prospectus

The Corporation filed a prospectus on August 27, 2021, offering a minimum of 2,500,000 common shares of the Corporation at \$0.10 per common share for gross proceeds of \$250,000 and a maximum of 4,500,000 common shares of the Corporation at \$0.10 per common share for gross proceeds of \$450,000 (the "Offering") by way of an Initial Public Offering pursuant to the policies of the Exchange governing Capital Pool Companies.

- b) Agent's compensation

Pursuant to the terms of an agency agreement entered into between the Corporation and Hampton Securities Limited (the "Agent") dated May 3, 2018, the Corporation will grant to the Agent a non-transferable option to purchase that number of common shares equal to 10% of the aggregate number of common shares sold pursuant to the Offering at a price of \$0.10 per common share. This option will be available for exercise for a period of 24 months from the date of listing of the common shares on the Exchange. In addition, the Corporation has agreed to pay to the Agent a commission equal to 10% of the gross proceeds of the Offering and a corporate finance fee of \$20,000 plus applicable taxes as compensation for acting as agent. The Agent will also be reimbursed its legal and other expenses including applicable taxes and disbursements, estimated not to exceed \$22,600.

DEAL PRO CAPITAL CORPORATION
(A CAPITAL POOL COMPANY)
NOTES TO THE FINANCIAL STATEMENTS
June 30, 2021
(All Amounts are in Canadian Dollars)

c) Director's and officer's options

Concurrently with the completion of the financing disclosed in Note 10(a) above, the Corporation intends to enter into stock option agreements granting between 250,000 and 450,000 stock options to directors and officers of the Corporation. Each option will be exercisable into one common share of the Corporation at a price of \$0.10 for a period of ten years from the date of grant, pursuant to the terms of the stock option plan (the "Option Plan") adopted by the Corporation in accordance with the policies of the Exchange.

CERTIFICATE OF THE CORPORATION

Dated: August 27, 2021

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 the provinces of Ontario, Alberta and British Columbia.

“Harold Wolkin”
Harold Wolkin
Chief Executive Officer

“Harold Wolkin”
Harold Wolkin
Chief Financial Officer

On behalf of the Board of Directors

“Vassilios Mitoulas”
Vassilios Mitoulas

“Norman Levine”
Norman Levine

CERTIFICATE OF THE AGENT

Dated: August 27, 2021

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 securities legislation of the provinces of Ontario, Alberta and British Columbia.

HAMPTON SECURITIES LIMITED

“Andrew Deeb”

Andrew Deeb

Managing Director – Investment Banking