A copy of this preliminary prospectus has been filed with the securities regulatory authorities in each of the Provinces of British Columbia, Alberta and Ontario and with the TSX Venture Exchange Inc. but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authorities.

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

PRELIMINARY PROSPECTUS

Initial Public Offering **May 31, 2018**

DISCOVERY ONE INVESTMENT CORP.

(a capital pool company)

$500,000
5,000,000 common shares
Price: $0.10 per common share

Discovery One Investment Corp. (the "**Corporation**") hereby offers on a commercially reasonable efforts basis through its agent, Canaccord Genuity Corp. (the "**Agent**"), 5,000,000 common shares in the capital of the Corporation (the "**Common Shares**") for sale to the public at a price of $0.10 per Common Share (the "**Offering**") for aggregate gross proceeds of $500,000. The purpose of the Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange (the "**Exchange**") and in the case of a Non Arm's Length Qualifying Transaction must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, 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*".

	Common Shares	**Price to Public**	**Agent's Commission(1)**	**Proceeds to the Corporation(2)**
Per Common Share	5,000,000	$0.10	$0.01	$0.09
Total Offering	5,000,000(3)	$500,000	$50,000	$450,000

Notes:

(1) A cash commission of 10% of the gross proceeds of the Offering will be paid to the Agent. In addition, the Agent will be granted non-transferable warrants ("**Agent's Warrants**") to purchase up to such 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 for a period of 24 months from the date of listing of the Common Shares on the Exchange, which Agent's Warrants are qualified for distribution under this prospectus. The Agent will also be paid an administration fee of $15,000 which will be payable at the close of the Offering. The Agent will be reimbursed by the Corporation for its legal fees and expenses of which $15,000 has been paid. See "*Plan of Distribution*".

(2) After the Agent's commission and before deducting the other expenses of this Offering, which are estimated to be $98,000 (which includes listing and filing fees, the Agent's administration fee and legal expenses and the Corporation's legal and auditing expenses). See "*Use of Proceeds*".

(3) 5,000,000 Common Shares are offered hereunder. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

This Offering is being made on a commercially reasonable efforts basis by the Agent. The Offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement between the Corporation and the Agent. The Offering is subject to an aggregate subscription of 5,000,000 Common Shares for total gross proceeds to the Corporation of $500,000. If the proceeds are not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the Agent and the subscribers, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "*Plan of Distribution*".

Pursuant to the Agency Agreement, the Agent will be granted Agent's Warrants to purchase the number of Common Shares equal to 10% of the number of Common Shares sold pursuant to the Offering at a price of $0.10 per share expiring 24 months from the date the Common Shares are listed on the Exchange (the "**Listing Date**"). The Agent's Warrants are qualified for distribution under this prospectus. See "*Plan of Distribution*".

This prospectus also qualifies for distribution the Directors' Options to be granted to the Directors and Officers of the Corporation to purchase up to a total of 1,500,000 Common Shares. See "*Plan of Distribution*", "*Description of The Securities Distributed*" and "*Options to Purchase Securities*".

Market for Securities

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 Directors' Options to the directors and officers of the Corporation, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the preliminary prospectus is issued by the securities commission that is designated the principal regulator of the Corporation and the time the Common Shares are listed for trading except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable Commission(s) grant a discretionary order.

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

There is currently no market through which the Common Shares offered by this prospectus may be sold and purchasers may not be able to dispose of them on a timely basis. Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) of approximately $0.033 or 33.3% per Common Share. See "*Market for Securities*" and "*Risk Factors*".

The Corporation has applied to list its Common Shares on the Exchange. Listing will be subject to the Corporation fulfilling all of the listing requirements of the Exchange.

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. This Offering is suitable only to those investors who are prepared to risk the loss of their entire investment. See "*Risk Factors*".

The Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. The business objective of the Corporation is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction approved by the Exchange and, in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval; however, there can be no assurance that the Corporation will successfully complete a Qualifying Transaction. The Corporation has not commenced the process of identifying potential acquisitions. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition and additional funds may be required to meet such obligations. Since the Corporation has not placed any geographical restrictions on the location of a Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada. Where the investment or acquisition is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment. The Corporation will be in competition with other corporations with greater resources. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. See "*Risk Factors*".

The Exchange may suspend from trading or delist the Common Shares where the Corporation has failed to complete a Qualifying Transaction within 24 months of the Listing Date. The applicable securities regulatory authority may issue an interim cease trade order against the Corporation's securities if the Common Shares of the Corporation are suspended from trading on the Exchange and will issue an interim cease trade order if the Corporation's Common Shares are delisted from the Exchange. In addition, delisting of the Common Shares will result in the cancellation of the Common Shares of the Corporation owned by Non-Arm's Length Parties issued prior to this Offering. See "*Risk Factors*".

Investors must rely solely on the expertise of the Corporation's directors and officers for any possible return on their investment. The Corporation's directors, officers and control persons, and their Associates and Affiliates, as a group, beneficially own or control, directly or indirectly, 2,000,000 Common Shares, which represents 20% of the issued and outstanding Common Shares before giving effect to this Offering and 13.33% after giving effect to the Offering. The directors and officers of the Corporation will only devote part of their time to the affairs of the Corporation and there may be potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. See "*Dilution*", "*Business of the Corporation*", "*Directors and Officers*", "*Use of Proceeds*" and "*Risk Factors*".

Pursuant to the CPC Policy, 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 100,000 Common Shares ($10,000). In addition, 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 200,000 Common Shares ($20,000.00). Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates evidencing the Common Shares in definitive form will be available for delivery at the 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 hereby conditionally offers for sale 5,000,000 Common Shares, on a "commercially reasonable efforts" basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "*Plan of Distribution*" and subject to the approval of certain legal matters by Maxis Law Corporation, on behalf of the Corporation and by Miller Thomson LLP, on behalf of the Agent.

Canaccord Genuity Corp.
PO Box 10337
2200 – 609 Granville Street
Vancouver, British Columbia V7Y 1H2
Telephone: 604-643-7300
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TABLE OF CONTENTS

GLOSSARY

The following are definitions of certain terms used throughout this document.

"**Affiliate**" means a Company that is affiliated with another Company as described below.

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

(a) one of them is the subsidiary of the other, or

(b) each of them is controlled by the same Person.

A Company is "controlled" by a Person if:

(a) voting securities of the Company are held, other than by way of security only, by or for the benefit of that Person, and

(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Company.

A Person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that Person, or

(b) an Affiliate of that Person or an Affiliate of any Company controlled by that Person.

"**Agency Agreement**" means the agency agreement dated May **[●]**, 2018 between the Corporation and the Agent.

"**Agent**" means Canaccord Genuity Corp. at its office in Vancouver, British Columbia.

"Agent's Warrants" means the non-transferable warrants which will be granted to the Agent to purchase up to the number of Common Shares equal to 10% of the number of Common Shares sold pursuant to this Offering, at a price of $0.10 per Common Share for a period of 24 months from the Listing Date. For details, see "*Options to Purchase Securities*".

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

"**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 or Company,

(c) any trust or estate in which the Person or Company has a substantial beneficial interest or in respect of which a Person or Company serves as trustee or in a similar capacity,

(d) in the case of a person, a relative of that Person, including

(i) that Person's spouse or child, or

(ii) any relative of the Person or of his or her 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 of the Exchange with respect to that Member firm, Member corporation or holding Company.

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

"**Common Shares**" or "**Shares**" means the common shares in the share capital of the Corporation.

"**Company**" unless specifically indicated otherwise, means 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 Bulletin is issued by the Exchange.

"**Control Person**" means any Person or Company that holds or is one of a combination of Persons or companies 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 Discovery One Investment Corp., a corporation incorporated under the *Business Corporations Act* (British Columbia).

"**CPC**" means a corporation:

(a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and

(b) in regard to which the Final Exchange Bulletin has not yet been issued.

"**CPC Policy**" means Policy 2.4 of the Exchange.

"**Directors' Options**" means the options to purchase up to 1,500,000 Common Shares at a price of $0.10 per Common Share for a period of 10 years, which will be granted to the Directors of the Corporation. See "*Options to Purchase Securities*".

"**Escrow Agent**" means Computershare Investor Services Inc.

"**Escrow Agreement**" means the escrow agreement dated **[●]**, 2018 among the Corporation, the Escrow Agent and the principal shareholders of the Corporation.

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

"**Final Exchange 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.

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

"**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 of a subsidiary of the Issuer;

(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.

"**IPO**" means a transaction that involves an Issuer offering securities to the public from its treasury pursuant to its first prospectus.

"**IPO Shares**" means the Common Shares offered to the public pursuant to the IPO.

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

"**Listing Date**" means the date of listing of the Common Shares on the Exchange.

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

(a) Non Arm's Length Parties to the CPC;

(b) Non Arm's Length Parties to the Qualifying Transaction; and

(c) in the case of a Related Party Transaction:

(i) if the CPC holds its own Common Shares, the CPC, and

(ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or (b) in respect of the transaction at a properly constituted meeting of the common shareholders of the CPC.

"**Member**" has the meaning in Exchange Rule A 1.00.

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

"**Non Arm's Length Party**" means in relation to a Company, a promoter, officer, director, other Insider or Control Person of that Company (including an Issuer) and any Associates or Affiliates of any of such Persons. 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 Common Shares in accordance with the terms of this prospectus.

"**Person**" means a Company or individual.

"**Principal**" means:

(a) a Person or Company who acted as a promoter of the Issuer within two years or their respective Associates or Affiliates, before the IPO prospectus or Final Exchange Bulletin;

(b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;

(c) a 20% holder – a Person or Company that holds securities carrying more than 20% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions;

(d) a 10% holder – a Person or Company that:

  (i) holds securities carrying more than 10% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and

  (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Issuer or any of its material operating subsidiaries.

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, trust, partnership or other entity more than 50% held by one or more principals will be treated as a principal. (In calculating this percentage, include securities of the entity that may be issued to the 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.

"**Pro Group**" means:

(a) subject to subparagraphs (b), (c) and (d) "Pro Group" shall include, either individually or as a group:

  (i) the Member;

(ii) employees of the Member;

(iii) partners, officers and directors of the Member;

(iv) Affiliates of the Member; and

(v) Associates of any parties referred to in subparagraphs (i) through (iv);

(b) the Exchange may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is not acting at arm's length to the Member;

(c) the Exchange may, in its discretion, exclude a Person from the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm's length of the Member;

(d) the Member may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Exchange determines that:

(i) the Person is an Affiliate or Associate of the Member acting at arm's length of the Member;

(ii) the Associate or Affiliate has a separate corporate and reporting structure;

(iii) there are sufficient controls on information flowing between the Member and the Associate or Affiliate; and

(iv) the Member maintains a list of such excluded Persons.

"**promoter**" means the definition prescribed by 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.

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

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

"**Seed Shares**" means securities issued before an Issuer's IPO, or by a private company Target Company before a reverse take-over, change of business or Qualifying Transaction, regardless of whether the securities are subject to resale restrictions or are free trading.

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

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

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

PROSPECTUS SUMMARY

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

Issuer:	Discovery One Investment Corp.
Business of the Corporation:	The Corporation is a capital pool company pursuant to the CPC Policy. 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*".
Offering:	5,000,000 Common Shares are being offered and qualified under this prospectus at a price of $0.10 per Common Share. In addition, the Corporation will grant Agent's Warrants to the Agent to purchase up to that number of Common Shares equal to 10% of the Common Shares sold pursuant to this Offering (up to 500,000 Common Shares), at a price of $0.10 per share which will be exercisable for a period of 24 months from the Listing Date, which Agent's Warrants are qualified for distribution under this prospectus. The Corporation also intends to grant the Directors' Options to purchase up to 1,500,000 Common Shares at a price of $0.10 per share for a period of 10 years to directors and officers under an incentive stock option plan. The Agent's Warrants and Directors' Options are qualified for distribution under this prospectus. See "*Plan of Distribution*".
Use of Proceeds:	The net proceeds to the Corporation, including the balance of cash proceeds raised prior to this Offering and the gross proceeds of this Offering will be approximately $852,000. These proceeds 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 the Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of (i) 30% of the gross proceeds realized and (ii) $210,000 may be used for purposes other than evaluating businesses or assets. See "*Use of Proceeds*", "*Business of the Corporation*" and "*Risk Factors*".
Directors and Officers:	**Name** — **Position Held** Len Brownlie, Ph.D — Chief Executive Officer, President and Director Rod Shier, CA — Chief Financial Officer, Corporate Secretary and Director Jim O'Rourke, P. Eng. — Director Chris McLeod, P. Eng. — Director See "*Directors and Officers*".
Dividend Policy:	It is not contemplated that any dividends will be paid on the Common Shares in the immediate or foreseeable future. See "*Dividend Policy*".
Escrowed Shares:	All of the currently issued and outstanding Common Shares of the Corporation, being 10,000,000 Common Shares, will be deposited in escrow pursuant to the terms of the Escrow Agreement, and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "*Escrowed Securities*".

Risk Factors:	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 a minimum amount of 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 interests 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 of investment of approximately 33.3% or $0.033 per Common Share. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the 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. If the Corporation identifies a suitable business or asset, the Exchange may not approve the transaction as a Qualifying Transaction or management may determine that market conditions make the terms of the acquisition uneconomic. Furthermore, the Corporation may require additional financing to both secure and exploit the business opportunity and there is no guarantee that such financing will be available. If the Corporation fails to complete a Qualifying Transaction acceptable to the Corporation's shareholders and the Exchange within 24 months of the Listing Date, or if the Corporation fails to comply with the Exchange's listing maintenance requirements, the Common Shares may be suspended from trading or delisted. An acquisition financed by the issuance of treasury shares could result in a change in the control of the Corporation and may cause the interests of the shareholders in the Corporation to be further diluted. The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon the directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. See "*Business of the Corporation*", "*Risk Factors*", and "*Conflicts of Interest*". If the Corporation does not list its Common Shares on the Exchange prior to the time of closing in the manner contemplated under "*Eligibility for Investment*", adverse tax consequences will arise with respect to any Common Shares held in RRSPs, RRIFs, TFSAs or other deferred plans.

THE CORPORATION

Name and Incorporation

The Corporation was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on February 14, 2018. The head office of the Corporation is located at 5761 Seaview Place, West Vancouver, British Columbia V7W 1R7 and the registered office of the Corporation is located at Suite 910, 800 West Pender Street, Vancouver, British Columbia V6C 2V6.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As at the date of this prospectus, the Corporation has incurred preliminary expenses of $66,000 in proceeding with the Offering. A portion of the proceeds of this Offering will be utilized to satisfy certain expenses or costs that relate to this Offering, including the expenses of its auditors, legal counsel, the Agent's legal counsel, the Agent's administration fee, listing fees, and the securities regulatory authorities. Since the date of the Corporation's balance sheet included in this prospectus, the Corporation has incurred $21,710 for the following categories in the amounts indicated:

Listing fees (plus GST)	$15,750
Legal	$3,460
General and administrative expenses	$2,500
TOTAL	$21,710

Proposed Operations until Completion of a Qualifying Transaction

The Corporation is a capital pool company pursuant to the CPC Policy. The principal business of the Corporation is to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests. The Corporation currently intends to pursue a Qualifying Transaction in the mining sector, but there is no assurance that this will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following Completion of the Qualifying Transaction.

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

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

Method of Financing

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

Criteria for a Qualifying Transaction

The board of directors of the Corporation 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.

The potential acquisitions will be screened initially by management of the Corporation to determine their economic viability. Approval of acquisitions will be made by the board of directors. The board of directors will examine proposed acquisitions having regard to, among other things, the (a) projected rate of return; (b) risk of loss; (c) prospects for growth; (d) skill of the management team; and (e) basic financing considerations, including the costs of the acquisition and the prospect of obtaining debt or equity financing to complete the acquisition.

Filings and Shareholder Approval of a Qualifying Transaction

Upon the Corporation reaching an Agreement in Principle, the Corporation must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Corporation's Common Shares until the filing requirements of the Exchange have been satisfied as set forth under the heading "Trading Halts, Suspensions and Delisting". Within 75 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 Exchange requirements. An information circular must be submitted where there is a Non Arm's Length Qualifying Transaction. A filing statement must be submitted where the Qualifying Transaction is not a Non Arm's Length Qualifying Transaction. The information circular or filing statement, as applicable, must contain prospectus level disclosure of the Target Company and the Corporation, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Form 3B1 or Form 3B2. Upon acceptance by the Exchange, the Corporation must (a) file the filing statement on SEDAR at least seven business days prior to closing the Qualifying Transaction, and issue a press 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 shareholders.

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

(a) in the case of a Non Arm's Length Qualifying Transaction, confirmation of Majority of the Minority Approval of the Qualifying Transaction;

(b) confirmation of closing of the Qualifying Transaction; and

(c) all post-meeting or final documentation, as applicable, otherwise required to be filed with the Exchange pursuant to the CPC Policy.

Upon issuance of the Final Exchange Bulletin, the CPC Policy will generally cease to apply, with the exception of the escrow provisions of the CPC Policy and the restrictions in the CPC Policy precluding the Corporation from completing a reverse 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, Suspension and Delisting

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

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

(a) the unacceptable nature of the business of the Resulting Issuer; or

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

A trading halt may also be imposed by the Exchange where the Corporation fails to file the supporting documents relating to the Qualifying Transaction within a period of 75 days after public announcement of the Agreement in Principle or if the CPC fails to file post-meeting or final documents within the time required. A trading halt may also be imposed if the Sponsor terminates its sponsorship.

The Exchange may suspend from trading or delist the Common Shares of the Corporation where the Exchange has not issued a Final Exchange Bulletin to the CPC within 24 months of the Listing Date. If the Common Shares of the Corporation are delisted by the Exchange, then within 90 days from the date of such delisting, the Corporation shall wind up and liquidate its assets pursuant to the *Business Corporations Act* (British Columbia) and shall make a pro rata distribution of its remaining assets to its shareholders, unless the shareholders, pursuant to a majority vote of shareholders, exclusive of the vote of Non Arm's Length Parties to the Corporation, determine to deal with the Corporation or its remaining assets in some other manner. See "*Business of the Corporation - Criteria for a Qualifying Transaction, Shareholder Approval of a Qualifying Transaction, Initial Listing Requirements and Refusal of Qualifying Transaction*".

Refusal of Qualifying Transaction

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

(a) the Resulting Issuer fails to satisfy the applicable Initial Listing Requirements of the Exchange;

(b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:

(i) a Member firm of the Exchange;

(ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such Member firm; and

(iii) Associates of any such Person,

collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;

(c) the Resulting Issuer will be a financial institution, finance Company, finance issuer or mutual fund, as defined in the securities legislation;

(d) the majority of the directors and senior officers of the Resulting Issuer are not residents of Canada or the United States or are individuals who have not demonstrated positive association as directors or officers with public companies that are subject to a regulatory regime comparable to the companies listed on a Canadian exchange; or

(e) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds received by the Corporation from the sale of Seed Shares amount to $500,000. The gross proceeds to be received by the Corporation from the sale of the Common Shares offered under the prospectus will be $500,000. The Corporation estimates that it will incur approximately $120,000 (including the Agent's commission of $50,000) in expenses pertaining to the costs of this Offering prior to the Closing Date, of which approximately $66,000 has been incurred to date. The Corporation expects the funds available to it on completion of the Offering will be $852,000.

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	**AMOUNT**
Cash proceeds raised prior to the Offering[(1)]	$500,000
Cash Proceeds to be raised pursuant to this Offering[(2)]	$500,000
Expenses and costs relating to raising the Seed Share proceeds	$28,000
Estimated expenses and costs relating to this Offering (including listing and filing fees, Agent's commission, administration fee and expenses, legal fees and expenses, audit fees and expenses)	$120,000
Estimated Funds available on completion of the Offering	$852,000
Funds available for identifying and evaluating assets or business prospects[(3)]	$792,000
Estimated general and administrative expenses until Completion of a Qualifying Transaction[(4)]	$60,000
Total net proceeds	**$852,000**

Notes:

(1) See "Prior Sales".

(2) In the event the Agent exercises the Agent's Warrants, and the directors and officers exercise the Directors' Options there will be available to the Corporation a maximum of an additional $200,000, which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.

(3) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $792,000 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.

(4) The Corporation has entered into an office rent agreement with Brownlie Management Ltd. (a private company controlled by Len Brownlie, an officer and director of the Corporation) effective April 1, 2018 (the "**Office Rent Agreement**") pursuant to which the Corporation will pay rent of $500 per month plus applicable taxes for an initial period of one year.

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

Permitted Use of Funds

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

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

(a) valuations or appraisals;

(b) business plans;

(c) feasibility studies and technical assessments;

(d) sponsorship reports;

(e) engineering or geological reports;

(f) financial statements, including audited financial statements;

(g) fees for legal and accounting services; and

(h) Agent's fees, costs and commissions,

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

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

Restrictions on Use of Proceeds

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

(a) listing and filing fees (including SEDAR fees);

(b) other costs for the issuance of securities, (including legal, accounting and audit expenses) relating to the preparation and filing of this prospectus; and

(c) administrative and general expenses of the Corporation, including:

   (i) office supplies, office rent and related utilities;

   (ii) printing costs (including the printing of this prospectus and share certificates);

   (iii) equipment leases; and

   (iv) fees for legal advice and audit expenses, other than those described above under "*Use of Proceeds - Permitted Use of Funds*".

No proceeds will be used to acquire or lease a vehicle.

Private Placements for Cash

After the Closing Date 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 $5,000,000. The only securities issuable pursuant to such a private placement will be Common Shares. Subject to certain limited exceptions, any Common Shares issued pursuant to a private placement to Non Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non Arm's Length Parties

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

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

(b) deposits and similar payments.

Further, no such payment will be made on or after the Completion of 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 reimburse a Non Arm's Length Party to the Corporation for reasonable expenses for office supplies, office rent and related utilities, equipment leases (excluding vehicle leases), and legal services (provided that neither the lawyer providing the legal services nor any member of the law firm providing the services is a promoter of the Corporation or in the case of a law firm, no member of the firm, owns greater than 10% of the outstanding Common Shares of the Corporation), and the Corporation may also reimburse a Non Arm's Length Party to the Corporation for reasonable out-of-pocket expenses incurred in pursuing the business of the Corporation described in "*Permitted Use of Funds*".

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement dated as of May **[●]**, 2018 between the Corporation and the Agent, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public of 5,000,000 Common Shares as provided in this prospectus, at a price of $0.10 per Common Share, for gross proceeds of $500,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a cash commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Corporation will pay to the Agent an administration fee of $15,000 and will reimburse the Agent for its legal fees and expenses estimated at $15,000 including GST and disbursements.

The Corporation has also agreed to grant to the Agent non-transferable Agent's Warrants to purchase up to the number of Common Shares equal to 10% of the Common Shares sold pursuant to this Offering, at a price of $0.10 per Common Share, which may be exercised for a period of 24 months from the Listing Date. The grant of the Agent's Warrants is qualified under this prospectus. Not more than 50% of the Common Shares which can be acquired by the Agent on exercise of the total number of Agent's Warrants may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

The Corporation has agreed to grant to the Agent, upon the Closing Date of the Offering, a right of first refusal of any brokered equity financings (or securities convertible into equity) in which the Corporation proposes to undertake until the earlier of: (a) the closing of the Corporation's Qualifying Transaction; and (b) 24 months from the Listing Date (the "**ROFR Termination Date**"). The Agent will have the right of first refusal to provide any such financing proposed during that period. The Agent will also have a right of first refusal to provide sponsorship services (if required) for any Qualifying Transaction for the period ending on the ROFR Termination Date.

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 extra 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.

Other than as described in this prospectus, there are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other person or corporation in connection with the Offering.

The Offering will be made in accordance with the rules and Policies of the Exchange and with the consent of the Exchange. The closing of the Offering will take place at such time as the Corporation and the Agent may agree, provided that the total subscription has been received.

Commercially Reasonable Efforts Offering

The total Offering is 5,000,000 Common Shares for total gross proceeds of $500,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% of the total Common Shares in the Offering, namely, $10,000 or 100,000 Common Shares. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is 4% of the total number of Common Shares under the Offering, namely, $20,000 or 200,000 Common Shares. Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. The funds received from the Offering will be deposited with the Agent, and will not be released until $500,000 has been deposited. The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by persons or companies who subscribed within that period and agreed to by the Agent, 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 the Directors' Options to purchase 1,500,000 Common Shares to directors and officers of the Corporation in accordance with the Policies of the Exchange, which options are qualified for distribution under this prospectus. The options will be granted on the Closing Date and will be exercisable at $0.10 per Share for a period of 10 years. See "*Options to Purchase Securities*".

Determination of Price

The Offering price of the Common Shares hereunder was determined by negotiation between the Corporation and the Agent in accordance with the CPC Policy.

Listing Application

The Corporation has applied to list its Common Shares on the Exchange. Listing is subject to the Corporation fulfilling all of the requirements of the Exchange.

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

Subscriptions by and Restrictions on the Agent

The Agent has advised the Corporation that to the best of its knowledge and belief, none of its directors, officers, employees or contractors or any Associate or Affiliate of the foregoing have subscribed for Common Shares of the Corporation. The maximum aggregate number of Common Shares permitted to be owned directly or indirectly by the Agent, or any of its directors, officers, employees or contractors or any Associate or Affiliate of the foregoing, is 20% of the issued and outstanding Common Shares exclusive of Common Shares reserved for issuance at a future date. Pro Group members hold an aggregate 2,300,000 Common Shares of the Corporation prior to the completion of the

Offering, which will represent 15.33% of the issued and outstanding share capital of the Corporation on the Closing Date.

Restrictions on Trading

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 Directors' Options, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the British Columbia Securities Commission and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which 10,000,000 Common Shares are issued and outstanding as fully paid and non-assessable as at the date of this prospectus. A total of 5,000,000 Common Shares are reserved for issuance pursuant to the Offering. The Corporation has reserved up to 1,500,000 Common Shares for issuance of the Directors' Options, subject to regulatory approval, and up to 500,000 Common Shares for issuance pursuant to the Agent's Warrants. All of the Common Shares to be outstanding on completion of this Offering will be fully paid and non-assessable. See "*Options to Purchase Securities" and "Plan of Distribution*".

The holders of the Common Shares are entitled to receive notice of and attend any meeting of the Corporation's shareholders and are entitled to one vote for each Common Share held. The holders of the Common Shares are entitled to receive dividends, if, as and when declared by the Board of Directors of the Corporation. In the event of liquidation, dissolution or winding-up of the Corporation, the holders of the Common Shares are entitled to share pro rata in the remaining assets of the Corporation. All Common Shares to be outstanding after completion of this Offering will be fully paid and non-assessable.

Preferred Shares

The Corporation is authorized to issue an unlimited number of preferred shares (the "**Preferred Shares**") without nominal or par value. The Preferred Shares may be issued from time to time in one or more series, each consisting of a number of Preferred Shares as determined by the board of directors of the Corporation which also may fix the designations, rights, privileges, restrictions and conditions attaching to the shares of each series of Preferred Shares. As at the date of this prospectus, there are no Preferred Shares issued and outstanding. The Preferred Shares of each series shall, with respect to payment of dividends and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation or any other distributions of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, rank on a parity with the Preferred Shares or every other series and shall be entitled to preference over the Common Shares and the shares of any other class ranking junior to the Preferred Shares.

CAPITALIZATION

Designation of Securities	**Amount Authorized**	**Amount Outstanding as of the date of most recent balance sheet contained in the prospectus(1)(2)**	**Amount Outstanding at the date of the prospectus**	**Amount to be Outstanding if all Common Shares being offered are sold(3)(4)**
Common Shares	Unlimited	$500,000 (10,000,000 Common Shares)	$500,000 (10,000,000 Common Shares)	$1,000,000 (15,000,000 Common Shares)
Preferred Shares	Unlimited	Nil	Nil	Nil

Notes:

(1) As at the date of the Corporation's most recent balance sheet, the Corporation has not commenced commercial operations and no options have been granted.

(2) These Common Shares are subject to escrow restrictions. See "*Escrowed Securities*".

(3) The Corporation will reserve up to 1,500,000 Common Shares for issuance under Directors' Options, subject to regulatory approval. All such options will expire 10 years from the date of grant. See "*Options to Purchase Securities*". The Corporation will also grant to the Agent, Agent's Warrants to purchase up to 500,000 Common Shares at a price of $0.10 per share expiring 24 months from the Listing Date.

(4) $1,000,000 represents the gross proceeds of the Offering and prior sales of Seed Shares without the deduction of related expenses or the Agent's commission, filing fees, audit fees and other costs of related to the Offering, in which the Corporation estimates will be approximately $120,000.

OPTIONS TO PURCHASE SECURITIES

Stock Option Terms

The Directors' Options to purchase up to 1,500,000 Common Shares are to be granted on the Closing Date to directors and officers of the Corporation are (subject to regulatory approval) qualified for distribution pursuant to this prospectus.

The Corporation has adopted an incentive stock option plan (the "**Option Plan**") which provides that the board of directors of the Corporation may from time to time, in its discretion, grant to directors, officers, employees and consultants non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares at the time of the grant. Such options will be exercisable for a period of up to 10 years from the date of grant. Under the Option Plan, options are required to have an exercise price not less than the closing market price of the Corporation's shares prevailing on the day that the option is granted less applicable discount, if any, permitted by the policies of the Exchange. Pursuant to the Option Plan, the board of directors of the Corporation may from time to time authorize the issue of options to directors, officers, employees and consultants of the Corporation and its subsidiaries or employees of companies providing management or consulting services to the Corporation or its subsidiaries. The number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis or an aggregate maximum of 2% if the optionee(s) are engaged in investor relations activities or if the optionee is a consultant, no more than 2% per consultant. The Option Plan contains no vesting requirements other than those that will apply to options granted to investor relations service providers, but permits the board of directors of the Corporation to specify a vesting schedule in its discretion.

Until the Completion of the Qualifying Transaction, the Option Plan is subject to all the terms and conditions contained in the CPC Policy. In particular, prior to the Completion of the Qualifying Transaction:

- the persons eligible to receive options under the Option Plan will be limited to directors and officers of the Corporation, and where permitted by securities laws, a technical consultant whose particular industry experience in relation to the business of the Vendors or the Target Company (each as defined in the CPC Policy), as the case may be, is required to evaluate the proposed Qualifying Transaction (as defined in the CPC Policy), or a Company (as defined in the policies of the Exchange), all of whose securities are owned by such director, officer, or technical consultant, and specifically excludes any person providing Investor Relations Activities (as defined in the policies of the Exchange), promotional or market-making services.

- the number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the Common Shares to be outstanding after the Closing Date and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the Common Shares to be outstanding after the Closing Date.

- options granted to an optionee that does not continue as a director, officer, technical consultant or employee of the Resulting Issuer have a maximum term of the greater of 12 months after Completion of the Qualifying Transaction and 90 days after such optionee ceases to become a director, officer, technical consultant or employee of the Resulting Issuer.

- any Common Shares acquired pursuant to the exercise of options prior to Completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "*Escrowed Securities*".

Options Granted to Directors and Officers

Subject to regulatory approval, the Corporation intends to enter into stock option agreements with its directors and officers in respect of the Directors' Options, on the Closing Date, as follows:

	Number of Common Shares Under Option	Exercise Price Per Common Share	Expiry Date(1)
Len Brownlie	300,000	$0.10	10 years after Closing Date
Rod Shier	300,000	$0.10	10 years after Closing Date
Jim O'Rourke	600,000	$0.10	10 years after Closing Date
Chris McLeod	300,000	$0.10	10 years after Closing Date
Total:	**1,500,000**	-	-

Note:

(1) 100% of the Directors' Options will vest immediately on the date of grant, namely the Closing Date, and will expire earlier if the holder ceases to act as a director or officer of the Corporation, or becomes deceased.

All Common Shares acquired pursuant to the exercise of stock options prior to the Completion of the Qualifying Transaction must be deposited in escrow and shall be subject to escrow until the issuance of the Final Exchange Bulletin. See "*Escrowed Securities*". The Directors Options are qualified for distribution under this prospectus. See "*Plan of Distribution*".

Agent's Warrants

The Agent will receive Agent's Warrants, which will entitle the Agent to purchase up to 500,000 Common Shares at a price of $0.10 per Common Share exercisable for a period of 24 months from the Listing Date. The Agent's Warrants are qualified for distribution under this prospectus. See "*Plan of Distribution*".

PRIOR SALES

Since the date of incorporation of the Corporation, 10,000,000 Common Shares have been issued as follows:

Date	Number of Common Shares	Issue Price per Common Share	Aggregate Issue Price	Consideration Received
February 14, 2018	1(1)	$0.01	$0.01	Cash
April 6, 2018	10,000,000(2)(3)	$0.05	$500,000	Cash

Notes:

(1) This Common Share was repurchased by the Corporation and subsequently cancelled on April 6, 2018.

(2) These Common Shares will be held in escrow. See "*Escrowed Securities*."

(3) Pro Group members hold an aggregate 2,300,000 Common Shares of the Corporation prior to the completion of the Offering, which will represent 15.33% of the Corporation's issued and outstanding share capital on the Closing Date.

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 10,000,000 Common Shares issued prior to this Offering at a price below $0.10 per Common Share and all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction, and all Common Shares acquired by Members of the

Aggregate Pro Group prior to the Offering will be deposited with the Escrow Agent under the Escrow Agreement.

All Common Shares acquired on exercise of stock options prior to the Completion of the Qualifying Transaction, must also be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

In addition, all Common Shares of the Corporation acquired in the secondary market prior to the Completion of the Qualifying Transaction by any person or Corporation who becomes a Control Person are required to be deposited in escrow. Subject to certain exemptions permitted by the Exchange, all securities of the Corporation held by Principals of the Resulting Issuer, will also be escrowed.

The following table sets out, as at the date hereof, the number of Commons Shares of the Corporation, which are held in escrow:

Name and Municipality of Residence of Shareholder	Number of Common Shares Owned	Number of Common Shares held in escrow	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to the Offering
Len Brownlie West Vancouver, BC	400,000	400,000	4%	2.67%
Rod Shier Vancouver, BC	400,000	400,000	4%	2.67%
Jim O’Rourke Vancouver, BC	800,000	800,000	8%	5.33%
Chris McLeod Tulameen, BC	400,000	400,000	4%	2.67%
Benjamin Curry Vancouver, BC	200,000	200,000	2%	1.33%
Dennis Hoesgen West Vancouver, BC	200,000	200,000	2%	1.33%
Eric Hoesgen West Vancouver, BC	200,000	200,000	2%	1.33%
Juniper Currie Vancouver, BC	50,000	50,000	0.5%	0.33%
Robert Abbey and Margaret Abbey JTWROS Penticton, BC	300,000	300,000	3%	2%
Allan Levien Chilliwack, BC	300,000	300,000	3%	2%
Carson Cumming Vancouver, BC	200,000	200,000	2%	1.33%
Taylor Cumming Vancouver, BC	400,000	400,000	4%	2.67%
William Gilmour Coldstream. BC	400,000	400,000	4%	2.67%
David Stadnyk Vancouver, BC	600,000	600,000	6%	4%
Hof Mechanical Ltd. Delta, BC	200,000	200,000	2%	1.33%

Name and Municipality of Residence of Shareholder	Number of Common Shares Owned	Number of Common Shares held in escrow	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to the Offering
Sutton Ventures Ltd. Chilliwack, BC	300,000	300,000	3%	2%
Shoaib Ansari Vancouver, BC	150,000	150,000	1.5%	1%
Kathleen Todd West Vancouver, BC	200,000	200,000	2%	1.33%
George Tsafalas Vancouver, BC	600,000	600,000	6%	4%
Ian Smith Vancouver, BC	400,000	400,000	4%	2.67%
Judith Jensen Delta, BC	200,000	200,000	2%	1.33%
Lisa C. Cumming Penticton, BC	900,000	900,000	9%	6%
Robert Forrest North Vancouver, BC	250,000	250,000	2.5%	1.66%
Cloke Holdings Ltd. Surrey, BC	500,000	500,000	5%	3.33%
Cumming Construction Ltd. Penticton, BC	400,000	400,000	4%	2.67%
Eva Stehelin Whitehorse, YT	175,000	175,000	1.75%	1.16%
Emile Stehelin Whitehorse, YT	175,000	175,000	1.75%	1.16%
2411763 Ontario Incorporated Toronto, ON	200,000	200,000	2%	1.33%
Ryan Walsh Tel Aviv, Israel	300,000	300,000	3%	2%
Mickey Perret Narabeen, Australia	200,000	200,000	2%	1.33%
Total	**10,000,000**	**10,000,000**	**100%**	**66.63%**

Where the Common Shares of the Corporation which are required to be held in escrow are held by a non-individual (a "**Holding Company**"), each Holding Company pursuant to the 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 that could reasonably result in a change of control of the Holding Company. In addition, the Exchange may require an undertaking from any control person of the Holding Company not to transfer the shares of that Holding Company.

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

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

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

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

(a) cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Corporation; or

(b) if the Corporation lists on NEX, either:

  (i) cancel all Seed Shares purchased by Non Arm's Length Parties to the Corporation at a discount from the IPO price in accordance with Section 11.2(a) of the CPC Policy; or

  (ii) subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non Arm's Length Parties to the Corporation so that the average cost of the remaining Seed Shares is at least equal to the IPO price.

Escrowed Securities on Qualifying Transaction

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are "Value Securities", then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security agreement (the "**Value Security Escrow Agreement**"). "Value Securities" are securities issued pursuant to a transaction, for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement. However, if at least 75% of the securities issued pursuant to the Qualifying Transaction are not Value Securities, then all securities issued pursuant to the Qualifying Transaction will be deposited into a surplus security escrow agreement (a "**Surplus Security Escrow Agreement**").

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the time period for release of securities from escrow.

In the case of a Resulting Issuer that will be a Tier 2 Issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities being releasable every 6 months thereafter, on each of the 6, 12, 18, 24, 30 and 36 month anniversaries of the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 Issuer, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a 3 year escrow release mechanism with:

(a) 5% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin and an additional 5% releasable on the first six month anniversary of the Final Exchange Bulletin;

(b) 10% of the escrowed securities being releasable in six month intervals on each of the 12 and 18 month anniversaries after the Final Exchange Bulletin;

(c) 15% of the escrowed securities being releasable in six month intervals on each of the 24 and 30 month anniversaries after the Final Exchange Bulletin; and

(d) 40% of the escrowed securities being releasable on the 36 month anniversary after the Final Exchange Bulletin.

In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18 month escrow release mechanism with 25% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, with 25% of the escrowed securities being releasable every 6 months thereafter. In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for an 18 month escrow release mechanism with:

(a) 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin;

(b) 20% of the escrowed securities being releasable on the first 6 month anniversary after the Final Exchange Bulletin;

(c) 30% of the escrowed securities being releasable on the 12 month anniversary after the Final Exchange Bulletin; and

(d) 40% of the escrowed securities being releasable on the 18 month anniversary after the Final Exchange Bulletin.

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

(a) the private placement is announced at least five trading days after the news release announcing the Agreement in Principle and the pricing for the financing is at not less than the discounted market price, as determined in accordance with the Policies of the Exchange; or

(b) the private placement is announced concurrently with the Agreement in Principle, and:

    (i) at least 75% of the proceeds from the private placement are not from Principals of the Corporation or the proposed Resulting Issuer,

    (ii) if subscribers, other than Principals of the Corporation or the proposed Resulting Issuer, will obtain securities subject to hold periods, then in addition to any resale restrictions under applicable securities legislation, any securities issued to such Principals will be subject to a four month hold period, and

    (iii) none of the proceeds of the private placement are allocated to pay compensation or to settle indebtedness owing to Principals of the Resulting Issuer.

PRINCIPAL SHAREHOLDERS

As of the date of this Prospectus, no shareholder of the Corporation holds 10% or more of the issued and outstanding Common Shares of the Corporation.

DIRECTORS AND OFFICERS

The following are the names and municipalities of residence of the directors and officers of the Corporation, their positions and offices with the Corporation and their principal occupations during the last five years.

Name, Address, Occupation and Security Holdings

Name and Municipality of Residence	Position with Corporation	Principal Occupation for the Past 5 Years	Common Shares Held (Percentage and Number of Common Shares before the Closing Date)	Number and Percentage of Common Shares Beneficially Owned Directly or Indirectly after the Closing Date
Len Brownlie West Vancouver, BC	Chief Executive Officer, President and Director	Chief Executive Officer and President of the Corporation from February 14, 2018 to present; and President and Chief Executive Officer of Goldrush Resources Ltd. from December 2001 to January 2016.	400,000 common shares (4%)	400,000 common shares (2.67%)
Rod Shier[(1)] Vancouver, BC	Chief Financial Officer, Corporate Secretary and Director	Chief Financial Officer and Corporate Secretary from February 14, 2018 to present; Chief Financial Officer and Corporate Secretary of Copper Mountain Mining Corporation from April 2006 to present; and Chief Financial Officer of Gold Mountain Mining Corporation from October 2010 to June 2016.	400,000 common shares (4%)	400,000 common shares (2.67%)
Jim O'Rourke[(1)] West Vancouver, BC	Director	President and Chief Executive Officer of Copper Mountain Mining Corporation from April 2006 to present; and President of Compliance Energy Corp. from October 2003 to February 2016.	800,000 common shares (8%)	800,000 common shares (5.33%)
Chris McLeod[(1)] Tulameen, BC	Director	President and Chief Executive Officer of Pacific Imperial Mines Inc. from February 2018 to present; President and Chief Executive Officer of Chichi Financial Inc. from March 2018 to present; Chief Executive Officer of Gold Mountain Mining Corporation from February 2012 to December 2016 and President from February 2012 to June 2013 and June 2015 to December 2016.	400,000 common shares (4%)	400,000 common shares (2.67%)

(1) Member of the Audit Committee. The Corporation does not have any other committees of the Board.

All of the directors currently have employment outside of the Corporation. Each of the directors of the Corporation has agreed to devote as much of his time to the business and affairs of the Corporation as necessary to complete the Corporation's Qualifying Transaction. In addition to any other requirements of the Exchange, the Exchange expects management of the Corporation to meet a high standard of management. 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 within twenty-four (24) months of the Closing Date.

The directors and officers of the Corporation currently own or control, directly or indirectly, 2,000,000 Common Shares or 20% of the issued and outstanding Common Shares and will own 13.3% of the issued and outstanding Common Shares upon completion of the Offering. For particulars of the shareholdings of the directors and officers, see "*Principal Shareholders*".

The following is a brief description of the background of the directors and officers of the Corporation:

Leonard (Len) W. Brownlie, Ph.D, Director, President and CEO (Age 59 years)

Leonard Brownlie graduated from the Faculty of Applied Sciences at Simon Fraser University with a Ph.D in Kinesiology in 1993. Upon graduation, Dr. Brownlie incorporated Brownlie Management Ltd. to provide sports aerodynamics consulting services to sporting goods manufacturers, world class athletes and national Olympic Associations.

Dr. Brownlie has also provided management services to publicly traded exploration and mining companies. Since 1986, Dr. Brownlie has acted as a Director and/or Officer of 17 publicly traded mining companies. From December, 2001 to January, 2016 Dr. Brownlie served as President and CEO of Goldrush Resources Ltd. ("**Goldrush**"). During his tenure the company explored and discovered the Ronguen gold deposit in Burkina Faso, West Africa. Dr. Brownlie oversaw a plan of arrangement between Goldrush and a TSXV listed company, First Mining Gold Corp. in January 2016.

Dr. Brownlie will devote the majority of his time to the work required in connection with the management of the Corporation and the completion of the Qualifying Transaction.

Rodney A. (Rod) Shier, CPA-CA, Director, Chief Financial Officer & Corporate Secretary (Age 56 years)

Rodney A. Shier graduated from the University of British Columbia in 1986 with a Bachelor of Commerce degree and earned his Chartered Accountant designation in 1989. Mr. Shier has over 20 years of experience as a corporate officer and director to a number of publicly–traded mining companies. Currently, Mr. Shier is Chief Financial Officer, Director and a founding shareholder of Copper Mountain Mining Corporation ("**CMMC**"). Mr. Shier's responsibilities include all aspects of CMMC's financial operations, controls and financial disclosure, as well as maintaining CMMC's corporate records, in addition to overseeing all aspects of CMMC's investor relations activities. Mr. Shier is a member of the Institute of Chartered Accountants of British Columbia and the 2013 recipient of the Edgar A. Scholz Medal for Excellence in Mine Development in British Columbia.

Mr. Shier will devote the time necessary to perform the work required in connection with the management of the Corporation and the completion of the Qualifying Transaction.

James C. (Jim) O' Rourke, P.Eng., OBC, Director (Age 78 years)

James C. O'Rourke graduated in 1964 with a B.A.Sc. degree in Mining Engineering from the University of British Columbia. He gained valuable mine development and operating experience while involved in the start–up phase of five major mines over 14 years with Placer Development Limited. Mr. O'Rourke has more than 40 years of experience in mine evaluations, development, project financing, marketing and operations in Canada, the United States, South America and the Philippines. As President of Princeton Mining Corporation (1987–1997), he was responsible for the acquisition and operations of the Similco open pit copper mine; the evaluation, financing and development of the Cassiar underground block cave mine; and the acquisition, evaluation, financing and development of the Huckleberry open pit copper mine in northern BC.

Mr. O'Rourke is Chairman, President and CEO and a founding shareholder of CMMC. He was responsible for the acquisition, financing and development of CMMC. He was a Director of JDL Gold Corporation, and numerous private companies in mining and property development. Mr. O'Rourke has served as a director of the Mining Association of Canada (1987–1990), the Vancouver Board of Trade (1990) and Chairman (1992) and Director (1987–Present) of the British Columbia Mining Association. Mr. O'Rourke was the 2005 recipient of the Edgar A. Scholz Medal for Excellence in Mine Development in British Columbia and the Yukon, and the recipient of the Mining Person of the Year award for British Columbia in 2010. In 2011 he was a recipient of the Order of British Columbia for his economic contributions to mine development in British Columbia. In 2013 Mr. O'Rourke was inducted into the Canadian Mining Hall of Fame.

Mr. O'Rourke will devote the time necessary to perform the work required in connection with the management of the Corporation and the completion of the Qualifying Transaction.

Chris McLeod, M.Eng, P. Eng, Director Age 57 years

Chris McLeod graduated from the University of British Columbia in 1983 with a Bachelor of Applied Science in Mechanical Engineering and earned his Professional Engineering status in 1986. Mr. McLeod received his Masters of Engineering degree in Mechanical Engineering from the University of British Columbia in 1986. In 1988, Mr. McLeod began his career in the oil services business working for Schlumberger in Edmonton. Areas of expertise include sales and marketing, project engineering, engineering product development, engineering research, manufacturing, field oilfield operations, mergers and acquisitions, management and new business start-up operations. Mr. McLeod executed his various roles within Schlumberger while living in Canada, USA, Asia and Europe and his scope of responsibility spanned Schlumberger's global operations. In 2007, Mr. McLeod worked in the Russian oilfield services sector for the Tangent Fund. In 2009, Mr. McLeod became the CEO of Borets-Weatherford's oilfield service organization, a majority owned subsidiary of the Tangent Fund. In 2010, Mr. McLeod returned to the Tangent Fund acting as the Chief Technology Officer for the group of six technology companies until January 2012. Mr. McLeod continues to provide oilfield-consulting services through a privately owned oilfield services company based in Canada.

From February 2012 to December 2016, Mr. McLeod served as CEO, President and Director of Gold Mountain Mining Corporation ("**GMMC**"), a TSXV junior resource mining company based in Vancouver, BC. Mr. McLeod oversaw the three-way merger of GMMC with two other companies at the end of 2016 to form JDL Gold, which became Equinox Gold.

Mr. McLeod has been a Director of Pacific Imperial Mines Inc. ("**Pacific Imperial Mines**"), a TSXV listed company, since July, 2014 and in February, 2018 he became its President and CEO. Pacific Imperial Mines is currently involved in the exploration and development of a lithium property in California. Mr. McLeod is also President, CEO and Director of Chichi Financial Inc., a CSE listed company based in Vancouver, BC which is looking for prospective business opportunities for the company.

Mr. McLeod will devote the time necessary to perform the work required in connection with the management of the Corporation and the completion of the Qualifying Transaction.

Other Reporting Issuer Experience

The following table sets out the directors and officers 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	Position	From (MM/YY)	To (MM/YY)
Len Brownlie, West Vancouver, BC	Goldrush Resources Ltd.	Formerly listed on TSXV	President, Chief Executive Officer and Director	12/01	01/16
Rod Shier Vancouver, BC	Copper Mountain Mining Corporation	TSX	Chief Financial Officer, Corporate Secretary and Director	04/06	Present
	Gold Mountain Mining Corporation	Formerly listed on TSXV	Chief Financial Officer/Director	10/10	06/16
	Compliance Energy Corp.	TSXV	Chief Financial Officer	06/03	12/09
			Director	06/03	02/16

Name	Name of Reporting Issuer	Name of Exchange or Market	Position	From (MM/YY)	To (MM/YY)
Jim O'Rourke Vancouver, BC	Copper Mountain Mining Corporation	TSX	President, Chief Executive Officer and Director	04/06	Present
	Equinox Gold Corp. (formerly Trek Mining Corp.)	TSXV	Director	11/16	Present
	Compliance Energy Corp.	TSXV	President and Director	10/03	02/16
	Gold Mountain Mining Corporation	Formerly listed on TSXV	Director	10/10	10/16
	Itasca Capital Ltd.	TSXV	Director	10/09	06/13
	Madison Pacific Properties Inc.	TSX	Director	01/04	08/13
Chris McLeod Vancouver, BC	Pacific Imperial Mines Inc.	TSXV	Director President and Chief Executive Officer	07/14 02/18	Present Present
	Gold Mountain Mining Corporation	Formerly listed on TSXV	Chief Executive Officer President President Director	02/12 02/12 06/15 06/12	12/16 06/13 12/16 12/16
	Chichi Financial Inc.	CSE	President, Chief Executive Officer and Director	03/18	Present

Corporate Cease Trade Orders or Bankruptcies

No director, officer, or Insider of the Corporation or shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is or has, within the last 10 years, been a director, officer, Insider or promoter of any issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any exemption under applicable securities legislation for a period of more than 30 consecutive days or 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 the assets of that person.

Penalties or Sanctions

None of the directors, officers, or Insiders of the Corporation or shareholders holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation or a personal holding company of such persons is or 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 been subject to any other penalties or sanctions proposed by a court or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Individual Bankruptcies

None of the directors, officers or Insiders of the Corporation or shareholders holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation or a personal holding company of such persons is or has, during the past 10 years, become bankrupt, made a proposal under bankruptcy or insolvency legislation or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

Indebtedness of Directors and Officers

None of the directors and officers of the Corporation or any of their respective Associates or Affiliates has been indebted to the Corporation since the date of the Corporation's incorporation.

Conflicts of Interest

There are potential conflicts of interest to which some of the directors, officers and Insiders of the Corporation will be subject in connection with the operations of the Corporation. Some of the directors, officers and Insiders are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the search by the Corporation for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may arise where some or all of the directors, officers, and Insiders 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* (British Columbia).

EXECUTIVE COMPENSATION

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, including:

(a) remuneration, which includes but is not limited to:

  (i) salaries;

  (ii) consulting fees;

  (iii) management contract fees or directors' fees;

  (iv) finders fees;

  (v) loans, advances, bonuses; and

(b) deposits and similar payments.

However, the Corporation may reimburse Non Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("**Permitted Reimbursement**"). No reimbursement may be made for any payment made to lease or buy a vehicle. As of the date hereof, the Corporation has paid $500 plus GST to Brownlie Management Ltd. (a private company controlled by Len Brownlie, an officer and director of the Corporation) pursuant to the Office Rent Agreement.

The directors and officers of the Corporation may also be granted the Directors' Options. See "*Options to Purchase Securities*".

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

RELATED PARTY TRANSACTIONS

Except as other disclosed herein, there are no material transactions with the directors, officers, or principal holders of the Corporation's securities, or Associates or Affiliates of such persons, that have occurred since the date of incorporation of the Corporation.

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of approximately 33.3% or $0.033 per Common Share on the basis of there being 15,000,000 Common Shares of the Corporation issued and outstanding following completion of the Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to the filing of this prospectus, without deduction of commissions or related expenses incurred by the Corporation, as set forth below:

Gross proceeds of prior share issues	$500,000
Gross proceeds of this Offering	$500,000
Total gross proceeds after this Offering	$1,000,000
Offering price per share	$0.10
Gross proceeds per share after this Offering	$0.067
Dilution per share to subscriber	$0.033
Percentage of dilution per Common Share in relation to offering price	33.3%

ELIGIBILITY FOR INVESTMENT

In the opinion of ● , special Canadian tax counsel to the Corporation, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the "**Tax Act**") and any proposal to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, if the Common Shares were issued on the date hereof and listed on a "designated stock exchange" as defined in the Tax Act (which includes the Exchange) or if the Corporation was otherwise a "public corporation" (as defined in the Tax Act) on the date hereof, then the Common Shares would at that time be a "qualified investment" under the Tax Act for a trust governed by a "registered retirement savings plan" ("**RRSP**"), "registered retirement income fund" ("**RRIF**"), "tax-free savings account" ("**TFSA**"), "registered education savings plan" ("**RESP**"), "deferred profit sharing plan" or "registered disability savings plan" ("**RDSP**"), as those terms are defined in the Tax Act (collectively the "**Plans**").

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 Date, 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 Date. 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 Date 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 Date and the Corporation is not otherwise a "public corporation" at that time, the Common Shares will not be qualified investments for the Plans at that time.

Notwithstanding that the Common Shares may be qualified investments for a TFSA, RRSP or RRIF (a "**Registered Plan**"), if the Common Shares are a "prohibited investment" within the meaning of the Tax Act for a Registered Plan, the holder or annuitant of the Registered Plan, as the case may be, will be subject to penalty taxes as set out in the Tax Act. The Common Shares will generally not be a prohibited investment for a Registered Plan if the holder or annuitant, as the case may be, (a) deals at arm's length with the Corporation for the purposes of the Tax Act, and (b) does not have a "significant interest" (as defined in 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 a Registered Plan. Pursuant to proposed amendments to the Tax Act announced in the federal budget released on March 22, 2017, the rule in respect of "prohibited investments" are also proposed to apply to registered education savings plans and registered disability savings plans, generally in respect of transactions occurring, and investments acquired after, such date. Holders and annuitants should consult their own tax advisors with respect to whether the Common Shares would be a "prohibited investment" as defined in the Tax Act.

Purchasers who intend to hold Common Shares in their Plans, should consult their own tax advisors in regard to the application of these rules in their particular circumstances.

RISK FACTORS

A purchase of Common Shares of the Corporation will be highly speculative and the purchaser's investment and the Corporation are subject to substantial risks, including the following, which list is not exhaustive:

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

(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 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 "*Conflicts of Interest*";

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of approximately $0.033 or 33.3% per Common Share as set forth under "*Dilution*" above;

(e) there can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell its Common Shares;

(f) until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;

(g) 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. The Corporation will also be in competition with other corporations with greater resources;

(h) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;

(i) 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;

(j) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares;

(k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Corporation will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Corporation will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction;

(l) 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;

(m) the Exchange will generally suspend trading in the Corporation's Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the Listing Date. The Commissions may issue an interim cease trade order against the Corporation's securities if the Common Shares of the Corporation are suspended from trading on the Exchange and will issue an interim cease trade order if the Corporation's Common Shares are delisted from the Exchange. In addition, delisting of the Common Shares will result in the cancellation of the Common Shares of the Corporation owned by Non-Arm's Length Parties issued prior to this Offering;

(n) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;

(o) in the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service of notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;

(p) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation;

(q) subject to prior acceptance by the Exchange, the Corporation may be permitted to loan or advance up to an aggregate of $225,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan; and

(r) if the Corporation does not list the Common Shares on the Exchange prior to the time of closing in the manner contemplated under "Eligibility for Investment", adverse tax consequences will arise with respect to any Common Shares held in RRSPs, RRIFs, TFSAs or other deferred plans.

As a result of these factors, this Offering is only suitable 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

The Corporation is not currently a party to any actual or pending material legal proceedings to which the Corporation is or is likely to be a party or of which any of its assets are or are likely to be subject. Management of the Corporation is currently not aware of any legal proceedings contemplated against the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Corporation is not a "connected issuer" or a "related issuer", as those terms are defined in National Instrument 33-105 *Underwriting Conflict*, of the Agent.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

As of the date hereof, no "professional person" (including the Corporation's auditor, a responsible solicitor or any partner of a responsible solicitor's firm nor any such person) holds any beneficial interest, direct or indirect, in any securities or properties of the Corporation or an Associate or Affiliate of the Corporation. In addition, no "professional person" is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or of an Associate or Affiliate of the Corporation.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have acquired a total of 2,000,000 Common Shares of the Corporation and a total of 1,500,000 Common Shares have been reserved for stock options to be granted to directors and officers of the Corporation. See "*Options to Purchase Securitie*s".

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are De Visser Gray LLP Chartered Professional Accountants, 401 – 905 West Pender Street, Vancouver, British Columbia, V6C 1L6.

The transfer agent and registrar of the Corporation is Computershare Investor Services Inc., 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

MATERIAL CONTRACTS

The Corporation has not entered into any contracts material to subscribers for Common Shares since incorporation except:

(a) Agency Agreement dated May **[●]**, 2018 between the Corporation and the Agent, referred to under "Plan of Distribution";

(b) Incentive Stock Option Plan referred to under "Options to Purchase Securities"; and

(c) Escrow Agreement dated **[●]**, 2018 between the Corporation, Computershare Investor Services Inc. and the shareholders described above to under "*Escrowed Securities*".

Copies of these agreements will be available for inspection at the registered office of the Corporation, Suite 910, 800 West Pender Street, Vancouver, British Columbia, V6C 2V6, during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter. **Copies of these agreements are also available on SEDAR at www.sedar.com** under the Corporation's profile.

OTHER MATERIAL FACTS

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

DIVIDEND POLICY

To date, the Corporation has not paid any dividends on its outstanding Common Shares. The future payment of dividends will be dependent upon the financial requirements of the Corporation to fund further growth, the financial condition of the Corporation and other factors which the Board of Directors of the Corporation may consider in the circumstances. It is not contemplated that any dividends will be paid in the immediate or foreseeable future.

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the provinces of British Columbia, Alberta and Ontario provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus 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.

SCHEDULE "A"

FINANCIAL STATEMENTS

See attached.

DISCOVERY ONE INVESTMENT CORP.

Financial Statements

For the Period from the Date of Incorporation (February 14, 2018) to April 30, 2018

Expressed in Canadian Dollars

DISCOVERY ONE INVESTMENT CORP.

Index	Page

DeVISSER GRAY LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

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INDEPENDENT AUDITOR'S REPORT

To the Directors of Discovery One Investment Corp.,

We have audited the accompanying financial statements of Discovery One Investment Corp., which comprise the statement of financial position as at April 30, 2018, and the statements of loss and comprehensive loss, changes in equity and cash flows for the period from incorporation on February 14, 2018 to April 30, 2018, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Discovery One Investment Corp. as at April 30, 2018, and its financial performance and its cash flows for the period from incorporation on February 14, 2018 to April 30, 2018 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

"DRAFT"

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, B.C.
May __, 2018

DISCOVERY ONE INVESTMENT CORP.

Statement of Financial Position
(Expressed in Canadian Dollars)

	Notes		April 30, 2018
Assets			
Cash		$	**447,215**
GST receivable			**419**
Prepaid expenses	4		**15,000**
			462,634
Liabilities and Shareholders' Equity			
Accrued liabilities	4		**35,000**
Shareholders' equity			
Share capital	4		**472,000**
Deficit			**(44,366)**
			427,634
		$	**462,634**

Nature of business (Note 1)

Approved on behalf of the board of directors:

"Len W. Brownlie" — **Len W. Brownlie, Director**

"Chris McLeod" — **Chris McLeod, Director**

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

DISCOVERY ONE INVESTMENT CORP.

Statement of Loss and Comprehensive Loss
For the Period from the Date of Incorporation (February 14, 2018) to April 30, 2018
(Expressed in Canadian Dollars)

	Notes		2018
Expenses:			
Administrative fees		$	**1,050**
Office and miscellaneous	5		**596**
Professional fees			**42,720**
Net loss and comprehensive loss		$	**(44,366)**
Loss per share – basic and diluted		$	**(0.01)**
Weighted-average number of common shares outstanding			**3,200,000**

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

DISCOVERY ONE INVESTMENT CORP.

Statement of Changes in Equity
(Expressed in Canadian Dollars)

		Share capital			
	Notes	Shares	Amount	Deficit	Total Shareholder's Equity
Balance at inception, February 14, 2018		**-**	$ -	$ -	$ -
Shares issued for cash, net of issuance costs	4	10,000,000	472,000	-	472,000
Net loss and comprehensive loss		-	-	(44,366)	(44,366)
Balance, April 30, 2018		**10,000,000**	**$ 472,000**	**$ (44,366)**	**$ 427,634**

The accompanying notes form an integral part of these financial statements

DISCOVERY ONE INVESTMENT CORP.

Statement of Cash Flows
For the Period from the Date of Incorporation (February 14, 2018) to April 30, 2018
(Expressed in Canadian Dollars)

		2018
Cash provided by (used in):		
Operating activities		
Net loss and comprehensive loss for the period	$	**(44,366)**
Changes in non-cash working capital:		
GST receivable		**(419)**
Prepaid expenses		**(15,000)**
Accounts payable and accrued liabilities		**35,000**
Net cash used in operating activities		**(24,785)**
Financing activities		
Issuance of common shares		**500,000**
Share issue costs		**(28,000)**
Net cash provided by financing activities		**472,000**
Change in cash		**447,215**
Cash, beginning of period		**-**
Cash, end of period	**$**	**447,215**

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

1. NATURE OF BUSINESS

Discovery One Investment Corp. (the “Company”) was incorporated under the laws of the Province of British Columbia on February 14, 2018. The Company was formed for the primary purpose of completing an Initial Public Offering (“IPO”) on the TSX Venture Exchange (“Exchange”) as a Capital Pool Corporation (“CPC”) as defined in Policy 2.4 of the Exchange. The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction (“QT”). The Company has not commenced operations and has no assets other than cash. The Company’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and in the case of a non-arms’ length transaction, of the majority of the minority shareholders.

The Company’s head office and principal address is 5761 Seaview Place, West Vancouver BC, V7W 1R7. The registered and records office is 910-800 West Pender Street, Vancouver, BC V6C 2V6.

The Company is in the process of filing a prospectus with the intent of completing an IPO of up to 5,000,000 common shares at a price of $0.10 per share. For this purpose, the Company entered into an engagement agreement with Canaccord Genuity Corp. (the “Agent”) dated April 19, 2018, to act as agent for the Company. The Company will pay to the Agent a commission equal to 10% of the total proceeds raised in the Offering and issue finder’s warrants upon closing of the Offering. Subsequent to the completion of the Offering, 1,500,000 stock options will be granted to directors and officers of the Company with an exercise price of $0.10 per common share and exercisable for a period of 10 years from the date of grant.

2. BASIS OF PRESENTATION

These financial statements were authorized for issue on May 24, 2018 by the directors of the Company.

Statement of compliance

The Company’s financial statements have been prepared in accordance with and using accounting policies in full compliance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations of the IFRS Interpretations Committee.

Basis of presentation

The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. These financial statements are presented in Canadian dollars unless otherwise noted.

Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company’s management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

2. BASIS OF PRESENTATION (cont'd)

Significant estimates and assumptions (cont'd)

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the fair value measurements for financial instruments and the recoverability and measurement of deferred tax assets.

Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

3. SIGNIFICANT ACCOUNTING POLICIES

Cash

Cash consists of cash on deposit with banks.

Share capital

Common shares issued for non-monetary consideration are recorded at their fair value on the measurement date and classified as equity. The measurement date is defined as the earliest of the date at which the commitment for performance by the counterparty to earn the common shares is reached or the date at which the counterparty's performance is complete.

Transaction costs directly attributable to the issue of common shares and share purchase options are recognized as a deduction from equity, net of any tax effects.

Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing net earnings (loss) available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted earnings (loss) per share is computed similar to basic earnings (loss) per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods. If these computations prove to be anti-dilutive, diluted loss per share is the same as basic loss per share.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Income taxes

Income tax expense is comprised of current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the asset and liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting or taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it provides a valuation allowance against that excess.

Financial instruments – recognition and measurement

The Company classifies its financial instruments in the following categories: at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale and other financial liabilities. The classification depends on the purpose for which the financial instruments were acquired. Management determines the classification of its financial instruments at initial recognition.

Financial assets are classified at fair value through profit or loss when they are either held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortized cost. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortized cost. Held-to-maturity investments are included in non-current assets, except for those, which are expected to mature within 12 months after the end of the reporting period.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial instruments – recognition and measurement (cont'd)

Available-for-sale financial assets are non-derivative financial assets that are designated as available-for-sale or are not suitable to be classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments and are subsequently measured at fair value. These are included in current assets. Unrealized gains and losses are recognized in other comprehensive income, except for impairment losses and foreign exchange gains and losses on monetary financial assets.

Non-derivative financial liabilities (excluding financial guarantees) classified as other financial liabilities are subsequently measured at amortized cost.

Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a significant and prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen.

The Company's cash is classified as fair value through profit or loss. The Company's accounts payable and accrued liabilities are classified as other financial liabilities.

Financial instruments measured at fair value are classified into one of the three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1: Unadjusted quoted prices in active markets for identical assets and liabilities;
- Level 2: Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3: Inputs that are not based on observable market data.

Recent accounting pronouncements

A number of new standards, and amendments to standards and interpretations, are not yet effective for the period ended April 30, 2018, and have not been applied in preparing these financial statements. Such standards that may have an impact on the Company's financial statements once adopted include the following:

- Amendments to IFRS 9, "Leases".

The Company has not early adopted this revised standard and is currently assessing the impact, if any, that this revised standard will have on the financial statements.

4. SHARE CAPITAL

(Expressed in Canadian Dollars)

a. Authorized

Unlimited number of common shares without par value.
Unlimited number of preferred shares without par value.

b. Issued and outstanding

During the period ended April 30, 2018, the Company issued 10,000,000 common shares at a price of $0.05 for proceeds of $500,000. The Company paid cash commissions of $28,000. The cash commission was equal to 7% of the proceeds received from subscribers who were introduced to the Company by the Agent.

Pursuant to the IPO engagement agreement, the Company advanced to $15,000 to the Agent related to potential legal fees. This amount has been recorded as a prepaid expense. The Company is also liable for an administrative fee of $15,000 payable to the Agent regardless of the outcome of the IPO. This amount has been included in accounts payable and accrued liabilities.

5. RELATED PARTY TRANSACTIONS

On April 1, 2018, the Company entered into an administrative service and rent agreement with Brownlie Management Ltd., a company owned by the President and CEO of the Company. The agreement is for office administrative services and office rent on a month to month basis in exchange for a monthly fee of $500, plus taxes.

During the period ended April 30, 2018, the Company paid $500, pursuant to this agreement.

6. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

		2018
Loss and comprehensive loss for the period	**$**	**(44,366)**
Statutory rate		**26.00%**
Expected income tax recovery		**(11,535)**
Effect of deductible amounts		**(7,280)**
Change in unrecognized benefit of non-capital losses		**18,815**
Income tax recovery	**$**	**-**

The Company's deductible temporary differences and unused tax losses consist of the following amounts:

		2018
Deferred income tax assets:		
Non-capital loss carry-forwards	**$**	**50,000**
Share issue costs		**22,400**
	$	**72,400**

6. INCOME TAXES (cont'd)

The Company has accumulated non-capital losses of approximately $50,000 which may be deducted in the calculation of taxable income in future years. These losses expire in 2038.

7. FINANCIAL INSTRUMENTS AND RISK MANAGAEMENT

As at April 30, 2018, the fair value of cash held by the Company was based on level 1 inputs of the fair value hierarchy.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk
Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash and seeking equity financing when needed.

As at April 30, 2018, the Company had cash on hand of $447,215, which is sufficient to settle its current liabilities of $35,000.

Market risk
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(a) Interest rate risk
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Company's cash is held in an account with a major Canadian financial institution. The funds may be withdrawn at any time without penalty.

(b) Foreign currency risk
The Company does not have assets or liabilities in a foreign currency and therefore is not exposed to foreign currency risk.

(c) Price risk
The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potentially adverse impact on the Company's ability to obtain equity financing due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

8. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. As at April 30, 2018, the Company's shareholders' equity was $427,634 and it had current liabilities of $35,000. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its future liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels. The Company currently is not subject to externally imposed capital requirements.

Cash on hand will only be sufficient to identify and evaluate a limited number of assets and businesses for the purpose of identifying and completing a Qualifying Transaction. Additional funds will be required to finance the Company's Qualifying Transaction.

CERTIFICATE OF THE CORPORATION

Dated: May 31, 2018

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

"Len Brownlie" (signed) Len Brownlie Chief Executive Officer	*"Rod Shier"* (signed) Rod Shier Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Jim O'Rourke" (signed) Jim O'Rourke Director	*"Chris McLeod"* (signed) Chris McLeod Director

CERTIFICATE OF THE AGENT

Dated: May 31, 2018

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

CANACCORD GENUITY CORP.

"Frank G. Sullivan" (signed)
Per: Frank G. Sullivan
Vice President, Sponsorship, Investment Banking