This Prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons authorized to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to U.S. persons.

PROSPECTUS

Initial Public Offering **February 8, 2018**

TWO OWLS VENTURES CORP.

(a Capital Pool Company)
1100 – 1111 Melville Street
Vancouver, British Columbia V6E 3V6
Telephone: (604) 629 2911 Fax: (604) 357 5111

4,000,000 Common Shares - $400,000

Price: $0.10 per Common Share

The purpose of this offering (the "**Offering**") is to provide Two Owls Ventures Corp. (the **"Corporation"**) with funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. The Corporation offers through its agent, Leede Jones Gable Inc., (the "**Agent**") 4,000,000 common shares of the Corporation (the "**Common Shares**") to the public at a price of $0.10 per Common Share (the "**Offering Price**"). Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "**Exchange**" or "**TSXV**") and, in the case of a Non-Arm's Length Qualifying Transaction, as hereafter defined, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Policy 2.4 of the Exchange (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than 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	Net Proceeds to the Corporation[2]
Per Common Share	1	$0.10	$0.01	$0.09
Offering	4,000,000	$400,000	$40,000	$360,000

1. A commission equal to 10% of the gross proceeds of the Offering will be paid to the Agent. The Agent will also receive a corporate finance fee of $10,000 plus GST, $5,250 of which has been paid by the Corporation and is non-refundable. The Corporation has also agreed to grant the Agent non-transferable options (the "**Agent's Options**") to acquire Common Shares in an amount equal to 10% of the number of Common Shares sold pursuant to the Offering, at an exercise price of $0.10 per Common Share, exercisable for a period of 24 months from the date the Common Shares are listed on the Exchange. See *"Plan of Distribution – Agency Agreement and Agent's Compensation"*.

2. Before deducting the expenses of the Offering estimated at $51,875, which includes legal and audit fees and other expenses of the Corporation, the Agent's corporate finance fee and legal fees, and the listing fee payable to the Exchange. See *"Use of Proceeds"*.

3. This prospectus also qualifies the distribution of the Agent's Options. In addition, the Corporation intends to grant incentive stock options (the "**Options**") to its directors and officers to purchase an aggregate of 620,000 Common Shares under the Corporation's incentive stock option plan (the "**Option Plan**") at a price of $0.10 per Common Share, which Options may be exercised for a period of two years from the date of grant. See *"Plan of Distribution" and "Options to Purchase Securities"*.

This Offering is made on a commercially reasonable efforts basis by the Agent. The Offering Price 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 an agency agreement (the "**Agency Agreement**") entered into between the Corporation and the Agent on November 2, 2017, and referred to under *"Plan of Distribution"*. If the Offering is not completed 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 persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

The Corporation intends to apply to list the Common Shares on the Exchange. Listing will be subject to the Corporation fulfilling all of the requirements of the Exchange, including distribution of the Common Shares to a minimum number of public security holders.

Other than the initial distribution of Common Shares pursuant to this prospectus and the grant of the Agent's Options, 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 applicable securities regulatory authorities 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 securities regulatory authorities grant a discretionary order.

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"*.

Leede Jones Gable Inc., as agent, conditionally offers these 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 Buttonwood Law Corporation, Vancouver, British Columbia, on behalf of the Corporation, and by Salley Bowes Harwardt LC, Vancouver, British Columbia, on behalf of the Agent. Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this prospectus, (80,000 Common Shares for gross proceeds of $8,000). 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 the prospectus (160,000 Common Shares for gross proceeds of $16,000). 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.

AGENT:

LEEDE JONES GABLE INC.

1800 – 1140 West Pender Street
Vancouver, British Columbia V6E 4G1
Telephone: (604) 658 3000 Facsimile: (604) 658 3259

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GLOSSARY

In this Prospectus, the following terms have the meanings set forth below unless otherwise indicated:

"**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 November 2, 2017 between the Corporation and the Agent.

"**Agent**" means Leede Jones Gable Inc.

"**Agent's Options**" means the non-transferable options to be granted by the Corporation to the Agent and any sub-agents entitling the holder to acquire up to 400,000 Common Shares, calculated as 10% of the number of Common Shares sold pursuant to the Offering, at an exercise price of $0.10 per Common Share, expiring 24 months from the Listing Date.

"Aggregate Pro Group" means all Persons who are members of any Pro Group whether or not the Member is involved in a contractual relationship with the Corporation to provide any 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 by a CPC which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;

(b) identifies the parties to the Qualifying Transaction;

(c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and

(d) identifies the conditions to any further formal agreements to complete the transaction; and

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

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

(a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to all outstanding voting securities of the issuer;

(b) any partner of the Person;

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

(d) in the case of a Person who is an individual, a relative of that Person including:
   (i) that Person's spouse or child, or
   (ii) any relative of that Person or of his or her spouse who has the same residence as that person;

but 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's Rule Book with respect to that Member firm, Member corporation or holding company.

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

"**Common Shares**" or "**Shares**" means the common shares in the 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 a Final Exchange Bulletin is issued by the Exchange with respect to a Qualifying Transaction.

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

"**Corporation**" means Two Owls Ventures Corp., a corporation incorporated under the laws of the Province of British Columbia.

"**CPC**" means a Capital Pool Company, being 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 a Final Exchange Bulletin has not yet been issued.

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

"**Escrow Agreement**" means the escrow agreement to be entered into on Closing among the Corporation, the Trustee and the founding shareholders of the Corporation.

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

"**Exchange Policies**" mean the rules and policies of the Exchange, applicable to companies listed on the Exchange, as set forth in the Exchange's Corporate Finance Manual.

"**Final Exchange Bulletin**" means the Exchange bulletin that is issued following closing of a Qualifying Transaction and the submission of all required documentation 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 an officer of an Issuer;

(b) a director or an officer of a person that is itself an insider or a subsidiary of an Issuer;

(c) a person that has,

(i) beneficial ownership of, or control or direction over, directly or indirectly, or

(ii) a combination of beneficial ownership of, and control or direction over, directly or indirectly,

securities of an Issuer carrying more than 10% of the voting rights attached to all the Issuer's outstanding voting securities, excluding, for the purpose of the calculation of the percentage held, any securities held by the person as underwriter in the course of a distribution;

(d) an Issuer that has purchased, redeemed or otherwise acquired a security of its own issue, for so long as it continues to hold that security;

(e) a person designated as an insider in an order made under section 3.2 of the *Securities Act* (British Columbia); or

(f) a person that is in a prescribed class of persons.

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

"**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 day the Common Shares of the Corporation are first listed on the Exchange.

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

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

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

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

(i) if the CPC holds its own shares, the CPC, and

(ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or (b) in respect of the transaction,

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

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

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

"**NEX**" means the market on which former Exchange and Toronto Stock Exchange issuers that do not meet Exchange's ongoing listing standards 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 and 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 Price**" means the price at which the Common Shares are offered hereunder, being $0.10 per Common Share.

"**Options**" means the non-transferable incentive stock options to be granted by the Corporation to the directors and officers of the Corporation to purchase an aggregate of up to 620,000 Common Shares under the Option Plan at a price of $0.10 per Common Share, which Options may be exercised for a period of two years from the date of grant.

"**Option Plan**" means the incentive stock option plan approved by the board of directors of the Corporation which provides for the grant of incentive stock options to directors, officers, employees and consultants to the Corporation in accordance with the policies of the Exchange.

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

"**Principal**" means, with respect to an Issuer:

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

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

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

(d) a 10% holder - a Person that:

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

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

In calculating these percentages, securities that may be issued to the holder under outstanding convertible securities in both the holder's securities and the total securities outstanding are included. 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, 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 are included.) 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**" includes, either individually or as a group: (a) the Member; (b) employees of the Member; (c) partners, officers and directors of the Member; (d) Affiliates of the Member; and (e) Associates of any parties referred to in (a) through (d) of this definition. In addition, the Exchange may in its discretion include any Person in the Pro Group where it determines that the Person is not acting at arm's length of the Member or exclude at its discretion any Person where it determines that the Person is acting at arm's length of the Member. In certain circumstances, the Member may deem a Person who would otherwise be included in the Pro Group to be excluded from the Pro Group, as set out in the definition of the "Pro Group" in Exchange Policy 1.1 "*Interpretation*".

"**Promoter**" has the meaning specified in section l(1) of the *Securities Act* (British Columbia).

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

"**Related Party Transaction**" has the meaning adopted pursuant to Exchange Policy 5.9, and includes a related party transaction that is determined by the Exchange to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non-Arm's Length Parties, or other circumstances exist which may compromise the independence of the Issuer with respect to the transaction.

"**Resulting Issuer**" means the Issuer that was formerly a CPC that exists upon completion of a Qualifying Transaction.

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

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

"**Sponsor**" means the Member that meets the criteria specified by the Exchange Policy 2.2 - *Sponsorship and Sponsorship Requirements*, which has an agreement with an Issuer to undertake the functions of sponsorship as required by that policy and various other Exchange Policies.

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

"**Trustee**" means Computershare Investor Services Inc.

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

PROSPECTUS SUMMARY

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

The Corporation: Two Owls Ventures Corp.

Business of the Corporation: The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced the process of identifying potential acquisitions and has no assets other than cash. To date, the Corporation has not yet identified a company or assets for a potential Qualifying Transaction. Furthermore, the Corporation has not entered into an Agreement in Principle. See *"Business of the Corporation"*.

Offering: 4,000,000 Shares are being offered and qualified under this prospectus at a price of $0.10 per Share for gross proceeds of $400,000. In addition, the Corporation will grant to the Agent and any sub-agents the Agent's Options to purchase Shares in an amount equal to 10% of the number of Shares sold pursuant to the Offering, at a price of $0.10 per Share for a period of 24 months from the Listing Date. The Agent's Options and Options are qualified under this prospectus. See *"Plan of Distribution" and "Options to Purchase Securities"*.

Use of Proceeds: The total funds available to the Corporation, including the balance of cash proceeds raised prior to this Offering and the net proceeds of this Offering, will be approximately $412,500. The total available funds will provide the Corporation with funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction, as well as to pay estimated general and administrative costs of up to $52,500 until the Completion of the Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized by the Corporation from the sale of all Shares or $210,000 may be used for purposes other than evaluating business or assets. See *"Use of Proceeds"*.

Directors and Management:

David Patterson –	Chief Executive Officer, Chief Financial Officer, Director and Promoter
Colin Watt –	Director
Guy Elliott –	Director
Mouane Sengsavang –	Corporate Secretary

Escrowed Securities: All Common Shares of the Corporation issued prior to this Offering, representing an aggregate of 2,200,000 Shares, all of which have been issued at less than $0.10 per Share, 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 Completion of the Qualifying Transaction. 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 cash. The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution (based on the gross proceeds from this and prior issuances without deduction for selling commissions or related expenses) per Common Share of $0.02 or 20% if the Offering is realized. 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 Transactions. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

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

THE CORPORATION

The Corporation was incorporated on August 16, 2017 pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name "Two Owls Ventures Corp.".

The head office of the Corporation is located at Suite 1100, 1111 Melville Street, Vancouver, British Columbia, V6E 3V6. The registered office of the Corporation is located at Suite 808, 1090 West Pender Street, Vancouver, British Columbia, V6E 2N7. The Corporation does not have any subsidiaries.

BUSINESS OF THE CORPORATION

Funds Raised and Preliminary Expenses

As of the date hereof, the Corporation has raised a total of $110,000 through the sale of 2,200,000 Common Shares at $0.05 per share, all of which were sold to its directors and officers. The Corporation has to date incurred i) expenses related to cash proceeds raised prior to the Offering in the amount of $5,625 for incorporation costs of approximately $415, a bank fee of $210, and an auditor fee of $5,000 and ii) paid expenses and costs relating to the Offering, totaling $25,654. These same funds will be used to pay the balance of the costs related to this Offering estimated at $26,221 (not including the Agent's 10% commission). See *"Use of Proceeds"*.

Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations or initiated the process of identifying potential acquisitions or interests. The Corporation currently intends to pursue a Qualifying Transaction in either the mineral resource or energy industries but there is no assurance that either sector will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following the 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 Placements 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.

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

Criteria for a Qualifying Transaction

The Corporation will consider acquisitions of assets or businesses operated or located both inside and outside of Canada, as permitted by the CPC Policy. The board of directors will examine proposed acquisitions having regard to the sound business fundamentals, utilizing the expertise and experience of the directors of the Corporation. 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 having regard to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Process of Identification of a Qualifying Transaction

The Corporation proposes to identify acquisitions of interests in assets or businesses through discussions with various business associates and contacts of the Corporation's directors. Once a prospective acquisition target has been identified and evaluated, the Corporation will proceed to negotiate the terms upon which it may acquire an interest in the asset or business.

Filings and Shareholder Approval of the 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 Shares until the filing requirements of the Exchange have been satisfied as set forth under *"Trading Halts, Suspensions and Delisting"* below. Within 75 days after issuance of such news release, the Corporation will 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 and 3B2, as the case may be, of the Exchange. Upon its acceptance by the Exchange, the Corporation must then either:

(a) file the filing statement on SEDAR at least seven business days prior to closing of the Qualifying Transaction, and issue a news release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the filing statement is available on SEDAR, or

(b) mail the information circular and related proxy material to its shareholders 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 Exchange Policies. The Corporation will no longer be considered to be a CPC upon the Exchange having issued the Final Exchange Bulletin. The Exchange will generally not issue the Final Exchange Bulletin until the Exchange has received:

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

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

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

Upon issuance of the Final Exchange Bulletin, the CPC Policy will generally cease to apply to the Corporation, 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 Exchange Policies.

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, 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 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 the halt in trading of the Common Shares for public policy reasons including:

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

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

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

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

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

(a) obtain majority shareholder approval for the transfer to NEX, exclusive of the votes of Non-Arm's Length Parties to the Corporation; and

(b) either:

   (i) cancel all escrowed Common Shares purchased by Non-Arm's Length Parties to the Corporation at a discount to the Offering Price, in accordance with section 11.2(a) of the CPC Policy, as if the Corporation had delisted from the Exchange; or

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

If the Corporation becomes listed on NEX, it must continue to comply with all requirements and restrictions of the CPC Policy.

Refusal of Qualifying Transaction

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

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

(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) contractors, associates or affiliates 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 finance company, financial institution, finance issuer, or mutual fund, as defined in applicable securities legislation;

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

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to be received by the Corporation from the sale of the Common Shares distributed under this prospectus will be $400,000. The gross proceeds received by the Corporation from the sale of 2,200,000 Common Shares prior to the date of the prospectus were $110,000. The Corporation has to date paid expenses totaling $31,279 with respect to the organization of the Corporation, and certain legal, audit, filing fees and related costs of this Offering. The Corporation expects to incur approximately $66,221 in additional expenses pertaining to this Offering on or prior to Closing, (including $40,000 of commissions to the Agent). The Corporation estimates that $412,500 will be available to it upon completion of the Offering.

The following indicates the principal uses to which the Corporation proposes to use the total funds available to it upon Closing:

Sources and Uses of Funds	Amount
Cash proceeds raised prior to this Offering[1]	$110,000
Cash proceeds to be raised pursuant to this Offering[2]	$400,000
Total cash proceeds	$510,000
Expenses related to cash proceeds prior to this Offering	$5,625
Expenses and costs relating to the Offering (including listing fees, Agent's commission, legal fees, audit fees and expenses)	$91,875
Estimated funds available (on completion of the Offering)	$412,500
Funds available for identifying and evaluating assets or business projects[3]	$360,000
Estimated general and administrative expenses until Completion of Qualifying Transaction[4]	$52,500
Total Net Proceeds	$412,500

1. See "Prior Sales".
2. If the Agent exercises the Agent's Options there will be available to the Corporation up to an additional $40,000 which will be added to the working capital of the Corporation. There is no assurance that the Agent's Options will be exercised.
3. If the Corporation enters into an Agreement in Principle prior to spending all available funds 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. Based on general and administrative expenses of $2,187.50 per month for 24 months. The maximum amount that may be used for purposes other than identifying and evaluating assets or business projects (as described under "Permitted Uses of Funds" below) which includes expenses and costs relating to the Offering and organization of the Corporation is the lesser of 30% of the proceeds raised ($153,000), and $210,000. See "Restrictions on Use of Proceeds". Should additional funds be needed for general and administrative expenses in the future, the Corporation will use funds from the exercise of Agent's options, incentive stock options, or private placement proceeds. However, there can be no assurance such additional funds will be available.

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 further identify and evaluate and/or 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 *"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. These types of expenses can include:

- valuations or appraisals;
- business plans;
- feasibility studies and technical assessments;
- sponsorship reports;
- engineering or geological reports;
- financial statements, including audited financial statements;
- fees for legal and accounting services; and
- 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, provided that:

(a) the Qualifying Transaction has been publicly announced at least 15 days prior to the date of such advance;

(b) due diligence with respect to the Qualifying Transaction is well underway; and

(c) 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 a Qualifying Transaction, not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Corporation and $210,000 (should the Corporation issue additional securities after completion of the Offering and before Completion of the Qualifying Transaction) will be used for purposes other than those described above. For greater certainty, expenditures which are not included as *"Permitted Use 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 relating to matters other than those described above under *"Permitted Use of Funds"*.

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

Private Placements for Cash

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the Exchange generally will not accept a private placement by the Corporation where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed $2,000,000. The only securities issuable pursuant to such a private placement will be Common Shares. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non-Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non-Arm's Length Parties

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

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

(b) deposits and similar payments.

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

Notwithstanding the above, the Corporation may reimburse a Non-Arm's Length Party to the Corporation for reasonable expenses for office supplies, office rent and related utilities, equipment leases (excluding vehicle leases), and legal services (provided that neither the lawyer providing the legal services nor any member of the law firm providing the services is a promoter of the Corporation or in the case of a law firm, no member of the firm, owns greater than 10% of the outstanding Common Shares of the Corporation). 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

Agent and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public 4,000,000 Shares as provided in this prospectus, at a price of $0.10 per Share for maximum gross proceeds of $400,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Shares ($40,000). In addition, the Corporation has agreed to pay: (i) a $10,000 (plus GST) corporate finance fee to the Agent, of which $5,250 has been paid by the Corporation and is non-refundable, and (ii) the Agent's legal fees and other expenses, estimated to be approximately $7,500 plus disbursements and taxes, of which $5,000 has been advanced as a retainer.

The Corporation has also agreed to grant to the Agent and any sub-agents the Agent's Options, entitling the Agent to acquire Common Shares at a price of $0.10 per share, calculated as 10% of the number of Shares sold under the Offering (400,000 Agent's Options) which may be exercised for a period of 24 months following the Listing Date. The Agent's Options are qualified under this prospectus for distribution. Not more than 50% of the Common Shares received on the exercise of the Agent's Options 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 Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

Commercially Reasonable Efforts Offering and Distribution

The total Offering is for 4,000,000 Shares at a price of $0.10 per Common Share. Under the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares in the Offering, or 80,000 Shares. In addition, the maximum number of Shares that may directly or indirectly be purchased by that purchaser, together with any Associates of Affiliates of that purchaser, is 4% of the total number of Shares under the Offering (160,000 Shares). The total subscription must be completed within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by the Agent and all Persons who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Upon completion of the Offering, the Corporation must have a minimum of 200 shareholders with each shareholder beneficially owning at least 1,000 Common Shares free of resale restrictions, exclusive of any Common Shares held by Non-Arm's Length Parties to the Corporation.

Determination of Price

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

Listing of Common Shares

The Corporation has applied to list the Common Shares on the Exchange. Listing will be subject to the Corporation fulfilling all of the requirements of the Exchange, including distribution of the Common Shares to a minimum number of public security holders.

Restrictions on the Agent

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

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

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus and the grant of the Agent's 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 securities regulatory authorities and the Listing Date, 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

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value. As at the date hereof, there are 2,200,000 Shares issued and outstanding as fully paid and non-assessable. In addition, 4,000,000 Common Shares are reserved for issuance under this prospectus, and 400,000 Common Shares are reserved for issuance pursuant to the exercise of the Agent's Options (each assuming the maximum Offering is realized). The Corporation has also reserved up to 620,000 Common Shares for issuance under the Option Plan, subject to regulatory approval. See *"Plan of Distribution"* and *"Options to Purchase Securities"*.

The holders of Common Shares are entitled to dividends, if, as and when declared by the Board of Directors, to one vote per Share at meetings of the shareholders of the Corporation and, upon dissolution, to share equally in such assets of the Corporation as are distributable to the holders of Common Shares. All Shares to be outstanding after completion of this Offering will be fully paid and non-assessable.

CAPITALIZATION

Designation of Security	Amount Authorized	Amount Outstanding as at December 31, 2017[1]	Amount Outstanding as at date hereof[1]	Amount to be Outstanding after giving effect to the Offering [2, 3,]
Common Shares	Unlimited	$110,000 (2,200,000 shares)[4]	$110,000 (2,200,000 shares)[4]	$510,000 (6,200,000 shares)

1. As at December 31, 2017, and as at the date hereof, the Corporation had not commenced commercial operations.
2. The Corporation has reserved an aggregate of 400,000 Shares at an exercise price of $0.10 per Share that expire 24 months from the Listing Date, pursuant to the Agent's Options. See *"Plan of Distribution"*. The Corporation has also reserved an aggregate of 620,000 Common Shares pursuant to the exercise of the Options to be granted to the directors and officers of the Corporation after closing this Offering, exercisable at a price of $0.10 per Common Share for a period of two years from the date of grant. See "*Options to Purchase Securities*".
3. Based on gross proceeds under the Offering of $400,000 and before deducting the Agent's commission, fees and expenses and other expenses and costs of the Offering, estimated at $91,875. See *"Use of Proceeds - Proceeds and Principal Purposes"*.
4. These Common Shares are subject to escrow restrictions. See *"Escrowed Securities"*.

If the Corporation issues treasury shares to finance an acquisition or participation, control of the Corporation may change and subscribers may suffer additional dilution of their investment.

OPTIONS TO PURCHASE SECURITIES

The Corporation has adopted the Option Plan, which provides that the Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with Exchange Policies, grant to directors, officers and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the Common Shares issued and outstanding from time to time, and provided that so long as the Corporation remains classified as a CPC the number of shares reserved for issuance under the Option Plan will not exceed 620,000 Common Shares.

Such options will be exercisable for a period of up to ten years from the date of grant. In connection with the foregoing, the number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares, and the number of Common Shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding Common Shares. The Board of Directors determines the price per Common Share and the number of Common Shares that may be granted to each director, officer and technical consultant and all other terms and conditions of the option, subject to Exchange Policies. While the Corporation is a CPC it is prohibited from granting options to any person providing investor relations activities, promotional, or market-making services. Options may be exercised no later than 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. The exercise price of any options granted under the Option Plan shall not be less than the Offering Price or the closing price of the Corporation's common shares on the day preceding the day on which the directors grant such options, less any discount permitted by the Exchange to a minimum of $0.10 per share.

The Corporation intends to enter into stock option agreements granting the incentive stock options concurrent with the closing of the Offering, and in any event within 90 days of the issuance of a receipt for this Prospectus, as follows:

Name	Number of Common Shares Under Option	Exercise Price Per Common Share	Expiry Date
David Patterson	185,000	$0.10	Two years from the Listing Date
Colin Watt	185,000	$0.10	Two years from the Listing Date
Guy Elliott	185,000	$0.10	Two years from the Listing Date
Mouane Sengsavang	65,000	$0.10	Two years from the Listing Date
Total	620,000		

The incentive stock options to be granted to the directors and officers to purchase an aggregate of 620,000 Common Shares at a price of $0.10 per Common Share are qualified under and distributed pursuant to this Prospectus.

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"*.

PRIOR SALES

Since the date of incorporation, 2,200,000 Common Shares have been issued as follows:

Date	Number of Common Shares	Issue Price per Share	Aggregate Issue Price	Nature of Consideration Received
August 16, 2017[1]	1	$1.00	$1.00	Cash
August 17, 2017[2]	2,000,000	$0.05	$100,000	Cash
September 7, 2017[2]	200,000	$0.05	$10,000	Cash

1. Initial incorporator's share which was repurchased and cancelled on August 17, 2017.
2. These Shares were issued to the Corporation's directors and others, and are subject to escrow restrictions. See *"Escrowed Securities"*.

ESCROWED SECURITIES

Escrowed Securities Prior to the Completion of the Qualifying Transaction

All of the 2,200,000 Shares issued prior to this Offering at a price below $0.10 per Share and all Shares that may be acquired by Non-Arm's Length Parties to the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction will be deposited with the Trustee under the Escrow Agreement.

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

In addition, all Shares of the Corporation acquired in the secondary market prior to the Completion of a Qualifying Transaction by any person or company 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.

Notwithstanding the foregoing, Shares acquired by Principals of the Corporation or Principals of the Resulting Issuer pursuant to a private placement will not be subject to escrow provided that various conditions, as set forth in the CPC Policy, are met. See *"Escrowed Securities on Private Placement"*.

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

Name and Municipality of Residence of Shareholder	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[1]
David Patterson *Vancouver, B.C.*	666,680	30%	10.75%
Colin Watt *Vancouver, B.C.*	666,660	30%	10.75%
Guy Elliott *Singapore*	666,660	30%	10.75%
Mouane Sengsavang *Vancouver, B.C.*	200,000	10%	3.23%
Totals:	**2,200,000**	**100%**	**35.48%**

1. Assumes the Offering of 4,000,000 Shares is realized, no Agent's Options and Options are exercised, and that none of the directors or officers of the Corporation acquire any Shares under the Offering.

The Escrow Agreement provides that the Common Shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without prior consent of the Exchange. The Escrow Agreement provides that if the holder of the escrowed shares becomes bankrupt, the Common Shares will be transferred within escrow to the trustee in bankruptcy or to such other person as is legally entitled to the Common Shares. The Escrow Agreement further provides that upon the death of the holder of the escrowed shares, the Common Shares will be released from escrow and certificates for the Common Shares will be delivered to the legal representative of the deceased shareholder.

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 will agree, pursuant to the Escrow Agreement, 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 also 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 company.

Under the Escrow Agreement, 10% of the escrowed Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "**Initial Release**") and an additional 15% will be released every six months thereafter (the last release being 36 months following the Initial Release).

If the Resulting Issuer meets the Exchange's Tier 1 Initial Listing Requirements either at the time the Final Exchange Bulletin is issued or subsequently, the release of the escrowed Shares will be accelerated. An accelerated escrow release will not commence until the Exchange has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of the Exchange.

The Exchange's prior consent must be obtained before a transfer within escrow of escrowed 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 Shares will not be released. Under the Escrow Agreement, each

Non-Arm's Length Party to the Corporation who holds escrowed Shares acquired at a price below the Offering Price under this prospectus has irrevocably authorized and directed the Trustee to immediately cancel all of those escrowed Shares upon the issuance by the Exchange of a bulletin delisting the Shares of the Corporation. If however the Corporation applies for listing on NEX rather than be delisted, each Non-Arm's Length Party to the Corporation must either:

(a) cancel all escrowed Shares purchased at a discount to the Offering Price in accordance with section 11.2(a) of the CPC Policy; or

(b) subject to majority shareholder approval, cancel an amount of the escrowed Shares so that the average cost of the remaining escrowed Shares is at least equal to the Offering Price.

Escrowed Securities on Qualifying Transaction

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

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the quantity of securities released from escrow over time. In the case of the Resulting Issuer becoming 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 six months thereafter. In the case of the Resulting Issuer becoming a Tier 2 Issuer, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three year escrow release mechanism with the escrowed securities being released as to 5% of at the time of the Final Exchange Bulletin, an additional 5% six months thereafter, an additional 10% in six month intervals on each of the 12 and 18 months after the Final Exchange Bulletin; and additional 15% in six month intervals on each of the 24 and 30 months after the Final Exchange Bulletin; and the remaining 40% after 36 months after the Final Exchange Bulletin.

In the case of the Resulting Issuer becoming a Tier 1 Issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18-month escrow release mechanism with 25% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and an additional 25% of the escrowed securities being releasable every six months thereafter. In the case of the Resulting Issuer becoming a Tier 1 Issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for an 18-month escrow release mechanism with 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin; an additional 20% after six months; an additional 30% after 12 months, and the remaining 40% after 18 months.

Escrowed Securities on Private Placement

Securities issued pursuant to a private placement to Principals of the Corporation and the 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 Resulting Issuer,

(ii) if subscribers, other than Principals of the Corporation or the 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 hereof, the only persons who beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the issued Common Shares are as follows:

Name and Municipality of Residence	Type of Ownership	Number of Common Shares[1]	Percentage of Common Shares Prior to Offering	Percentage of Common Shares After Offering[2]	Percentage of Common Shares Owned After Offering, Assuming the Exercise of all Agent's Options and Options[3]
David Patterson Vancouver, B.C.	Direct	666,680	30%	10.75%	11.80%
Colin Watt Vancouver, B.C.	Direct	666,660	30%	10.75%	11.80%
Guy Elliott Singapore	Direct	666,660	30%	10.75%	11.80%
Mouane Sengsavang Vancouver, B.C.	Direct	200,000	10%	3.23%	3.67%

1. These securities are subject to escrow pursuant to the policies of the Exchange. See "Escrowed Securities".
2. Before giving effect to the exercise of the Agent's Options and the Options to be granted to the directors and officers of the Corporation. See "Plan of Distribution" and "Options to Purchase Securities". Assumes that none of the above directors of the Corporation will acquire any Shares under this Offering. All Shares held by the above individuals will be subject to escrow pursuant to the policies of the Exchange. See "Escrowed Securities".
3. Assumes 7,220,000 Shares outstanding, including 400,000 Shares issued upon exercise of the Agent's Options and 620,000 Shares issued upon exercise of the Options.

The percentage of Common Shares beneficially owned, directly or indirectly, by promoters, directors, senior officers, Insiders and Control Persons of the Corporation, collectively, is 100% prior to giving effect to this Offering, 35.48% (undiluted) assuming completion of the Offering, and 39.07% (fully diluted) assuming completion of the Offering and the exercise of the Agent's Options and the Options. None of these people intend to acquire any Common Shares under this Offering.

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Occupation, Security Holding and Involvement with other Reporting Issuers

The following table sets out the names of the current directors, officers and promoters of the Corporation, their municipalities of residence, their current positions with the Corporation, and the number of shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised. A description of their principal occupations during the past five years follows the table.

Name, Municipality of Residence and Position	Principal Occupation or Employment in Past Five Years	Common Shares Held[2,3]	Percentage held before Completion of Offering	Percentage held on Completion of Offering[4]

Name, Municipality of Residence and Position	Principal Occupation or Employment in Past Five Years	Common Shares Held[2,3]	Percentage held before Completion of Offering	Percentage held on Completion of Offering[4]
David Patterson[1, 3] Vancouver, B.C. *Chief Executive Officer, Chief Financial Officer, and Director*	Director of Elysian Enterprises Ltd. since August 2001, a private management consulting company.	666,680	30%	10.75%
Colin Watt[1, 3] Vancouver, B.C. *Director*	President of Squall Capital Corp. since February 1997, a private consulting company that provides management services to public and private companies.	666,660	30%	10.75%
Guy Elliott[1, 3] Singapore *Director*	Founder and principal of F3 Capital Management LLC, an independent asset management and advisory firm, since 2003	666,660	30%	10.75%
Mouane Sengsavang[3] Vancouver, B.C. *Corporate Secretary*	Founder and principal of Buttonwood Law Corporation since 2009	200,000	10%	3.23%

1. Member of the Corporation's audit committee. The Corporation does not have any other board committees. Each director holds office until the next annual meeting of shareholders.
2. These Common Shares are subject to escrow restrictions. See "Escrowed Securities".
3. None of these individuals intends to acquire any Shares to be sold under the Offering. Any Shares purchased by the directors of the Corporation will be subject to escrow pursuant to the policies of the Exchange. See "Escrowed Securities".
4. Excluding the issuance of 400,000 Common Shares pursuant to the exercise of the Agent's Options and the issuance of 620,000 Common Shares pursuant to the exercise of the Options to be granted to the directors and officers of the Corporation. See "Plan of Distribution" and "Options to Purchase Securities".

All of the directors and officers currently have employment outside of the Corporation. It is anticipated that initially, David Patterson will devote approximately 10% of his time to the affairs of the Corporation or such greater amount of time as is required by the Corporation. Time actually spent may vary according to the needs of the Corporation.

In addition to any other requirements of the Exchange, the Exchange expects management of the Corporation to meet a high management standard. The directors and officers of the Corporation believe that, on a collective basis, management possesses the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset. Each of the officers and directors will devote the time considered necessary to perform the work required in connection with the management and direction of the Corporation and the completion of the Qualifying Transaction. None of the officers or directors is a party to any employment, non-competition or confidentiality agreement with the Corporation.

David Patterson, Chief Executive Officer, Chief Financial Officer, and Director

Mr. Patterson, age 64, has been Chief Executive Officer, Chief Financial Officer, a director and promoter of the Corporation since August 16, 2017.

Mr. Patterson is the Chief Executive Officer, Chief Financial Officer, and a director of VON Capital Corp., a capital pool company listed on the TSXV, and is a director and former Chief Executive Officer (from October 2009 to January 2013) of Emerita Resources Corp., an exploration and development company listed on the TSXV. Mr. Patterson was also Chief Financial Officer of Donner Metals Ltd., a minerals exploration and development company listed on the TSXV, from August 2005 to October 2012. Mr. Patterson has also been involved with the founding and development of several other public companies. See "Other Reporting Issuer Experience" below for details.

Mr. Patterson holds a Masters of Business Administration from Simon Fraser University (1991). For more than 30 years he has been involved in the administration and finance of exploration companies based in North America.

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

Colin Watt, Director

Mr. Watt, age 46, has been a director of the Corporation since its incorporation on August 16, 2017.

Mr. Watt is a director and former Chief Financial Officer (October 2009 to January 2013) of Emerita Resources Corp., an exploration and development company listed on the TSXV, a director of Front Range Resources Ltd., an oil and gas company listed on the TSXV, and a director of VON Capital Corp., a capital pool company listed on the TSXV. Mr. Watt was also President and Chief Executive Officer of Lynden Energy Corp., an oil and gas exploration and production company listed on the TSXV, from January 2005 to May 2016. Mr. Watt has also served as a director and/or officer of a number of other public companies listed on the TSXV. See "Other Reporting Issuer Experience" below for details.

Mr. Watt holds a Bachelors of Commerce (Finance) from the University of British Columbia (1993).

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

Guy Elliott, Director

Mr. Elliott, age 59, has been a director of the Corporation since August 16, 2017.

Mr. Elliott is founder of F3 Capital Management LLC, an independent alternative asset management and advisory firm.

In addition, he was a co-founder and is non-executive Chairman of Minds + Machines Group Limited, an AIM-listed technology company. Guy Elliott is a former director of GCM Resources Plc, an AIM-listed natural resource company. Guy Elliott has a BSc in Economics from the London School of Economics.

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

Mouane Sengsavang, Corporate Secretary

Ms. Sengsavang, age 40, has been the corporate secretary of the Corporation since August 16, 2017.

Ms. Sengsavang is the principal of Buttonwood Law Corporation and advises issuers in respect of public and private securities financings, as well as initial public offerings, reverse takeovers, plans of arrangement, mergers and acquisitions, and corporate reorganizations. Ms. Sengsavang was called to the Bar of British Columbia in 2005 and to the Bar of Ontario in 2012. Ms. Sengsavang has served as a director of a TSXV-listed biotechnology company and corporate secretary of a number of public companies.

Ms. Sengsavang will devote the time necessary to perform the work required in connection with the management of the Company and completion of the Qualifying Transaction.

Aggregate Ownership of Securities

Directors and Officers

Upon the completion of the Offering, the directors and officers of the Corporation, as a group, will own, directly or indirectly, 2,200,000 Common Shares of the Corporation representing 35.48% of the Common Shares then issued and outstanding (assuming no exercise of the Agent's Options or the Options to be granted to the Corporation's directors and officers).

Promoter

David Patterson can be considered the promoter of the Corporation, having taken the initiative in founding and operating the Corporation. Upon the completion of the Offering, the promoter of the Corporation will own, directly or indirectly, 666,680 Common Shares of the Corporation representing 10.75% of the Common Shares then issued and outstanding (assuming no exercise of the Agent's Options or the Options to be granted to the Corporation's directors and officers).

Audit Committee

Pursuant to the provisions of the *Business Corporations Act* (British Columbia), Exchange Policies, and applicable securities legislation, the Corporation is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Corporation's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Corporation's auditor. The audit committee of the Corporation currently consists of David Patterson, Colin Watt and Guy Elliott.

Other Reporting Issuer Experience

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

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	Period (month/year)
David Patterson	Donner Metals Ltd.	TSXV	Director CFO	08/2005 to 12/2013 08/2005 to 10/2012
	Donnybrook Energy Inc.	TSXV	Director CEO	05/2006 to 03/2014 05/2006 to 06/2010
	Donnycreek Energy Inc.	TSXV	Director	11/2011 to 03/2014
	Emerita Resources Corp.	TSXV	Director CEO	10/2009 to present 10/2009 to 01/2013
	MK2 Ventures Ltd.	TSXV	Director/CEO	06/2015 to 10/2017
	LSC Lithium Corporation	TSXV	Director/CEO/CFO	10/2009 to 02/2017
	VON Capital Corp.	TSXV	Director/CEO/CFO/ Promoter	02/2017 to present
Colin Watt	Donnycreek Energy Inc.	TSXV	Director	11/2011 to 12/2014
	Emerita Resources Corp.	TSXV	Director CFO	10/2009 to present 10/2009 to 01/2013
	Front Range Resources Ltd.	TSXV	Director	06/2010 to present
	Kicking Horse Energy Inc.	TSXV	Director	12/2014 to 12/2015
	Lynden Energy Corp.	TSXV	Director/President and CEO	01/2005 to 05/2016
	MK2 Ventures Ltd.	TSXV	Director	06/2015 to 10/2017
	LSC Lithium Corporation	TSXV	Director	10/2009 to 02/2017
	VON Capital Corp.	TSXV	Director	02/2017 to present
Guy Elliott	Minds + Machines Group Limited	AIM	Director	01/2016 to present
	GCM Resources PLC	AIM	Director	06/2013 to 09/2015
Mouane Sengsavang	Liberty Biopharma Inc.	TSXV	Corporate Secretary	12/2013 to present
	Certive Solutions Inc.	CSE	Corporate Secretary	05/2014 to present

Corporate Cease Trade Orders or Bankruptcies

No director, officer, Insider, Control Person or promoter of the Corporation has, within the last 10 years, been a director, officer or promoter of any reporting 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 statutory exemption for a period of more than 30 consecutive days or was declared a bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or been 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

Except as disclosed herein, no director, officer, Insider, Control Person or Promoter of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulating authority that would be likely to be considered important to a reasonable investor making an investment decision.

Mr. David Patterson entered into a settlement agreement and agreed statement of facts with the B.C. Securities Commission on October 13, 2000 for failing to file certain insider trading reports pertaining to trades by a trust over which he had direction or control. Mr. Patterson was fined $40,000 (and $10,000 costs) and was prohibited from acting as a director or officer of public companies for a period of 15 months (expired January 14, 2002).

Personal Bankruptcies

No director, officer, Insider, Control Person or Promoter of the Corporation, or a personal holding company of any such persons has, within the 10 years before the date of the prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

Conflicts of Interest

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

Executive Compensation

Prior to Completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly or indirectly, by the Corporation to a Non-Arm's Length Party to the Corporation or a Non-Arm's Length Party to the Qualifying Transaction, or to any person engaged in investor relations activities in respect of the securities of the Corporation or any Resulting Issuer by any means, including:

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

- (i) salaries;
- (ii) consulting fees;
- (iii) management contract fees or directors' fees;
- (iv) finder's fees;
- (v) loans, advances, bonuses; and

(b) deposits and similar payments.

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

After Completion of the Qualifying Transaction, the Corporation may pay remuneration to its officers if the directors feel the Corporation is able to do so. Except for stock options, no remuneration is anticipated to be paid to directors in their capacity as directors in the foreseeable future. No payment other than the Permitted Reimbursements will be made by the Corporation or by any party on behalf of the Corporation, after Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction.

PROMOTERS

David Patterson may be considered to be the promoter of the Corporation, in that he took the initiative in founding and organizing the Corporation. See "Prior Sales" and "Principal Shareholders".

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of 20% or $0.02 per Share. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation, and is set forth below:

	Offering
Gross proceeds of prior share issues	$110,000
Gross proceeds of this Offering	400,000
Total gross proceeds after this Offering	$510,000
Offering price per share	$0.10
Gross proceeds per share after this Offering	$0.08
Dilution per share to subscriber	$0.02
Percentage of dilution in relation to offering price	20%

RISK FACTORS

Investment in 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 following is a list of risk factors that a prospective investor should consider before subscribing for Shares:

1. 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 will not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;

2. investments in the Common Shares offered by the prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development;

3. 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;

4. assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 20% or $0.02 per Common Share; calculated as set forth under "Dilution" above;

5. there can be no assurance that an active and liquid market for the Common Shares will develop, and an investor may find it difficult to resell their Common Shares;

6. 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;

7. 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;

8. even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction; the failure to complete a Qualifying Transaction could result in the delisting of the Corporation's Common Shares from the Exchange, and the entire loss of a purchaser's investment;

9. Completion of a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval;

10. 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;

11. 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;

12. trading in the Common Shares of the Corporation may be halted at other times for other reasons, including without limitation, for failure by the Corporation to submit documents to the Exchange in the time periods required;

13. the Exchange will generally suspend trading in the Corporation's Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the date of listing;

14. neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;

15. if 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 or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;

16. 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; and

17. subject to prior Exchange acceptance, the Corporation may be permitted to loan or advance up to an aggregate of $250,000 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.

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.

DIVIDEND RECORD AND POLICY

The Corporation has not paid any dividends since incorporation and it has no plans to pay dividends. The directors of the Corporation will determine if and when dividends should be declared and paid in the future based on the Corporation's financial position at the relevant time. All of the Common Shares are entitled to an equal share in any dividends declared and paid.

INVESTOR RELATIONS AGREEMENTS

The Corporation has not entered into any written or oral agreement or understanding with any person to provide any promotional or investor relations services for the Corporation or its securities or to engage in activities for the purposes of stabilizing the market.

LEGAL PROCEEDINGS

The Corporation is not currently a party to any legal proceedings, nor is the Corporation currently contemplating any legal proceedings. 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 related or connected party (as such terms are defined in National Instrument 33-105 *Underwriting Conflicts*) to the Agent.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Buttonwood Law Corporation, on behalf of the Corporation, and by Salley Bowes Harwardt LC, on behalf of the Agent.

No Person whose profession or business gives authority to a statement made by such Person and who is named in this prospectus has received or will receive a direct or indirect interest in the property of the Corporation or any Associate or Affiliate of the Corporation. As at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Corporation or its Associates and Affiliates. In addition, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a Promoter of the Corporation or of an Associate or Affiliate of the Corporation.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers of the Corporation have acquired Common Shares. See “Principal Shareholders”.

OTHER MATERIAL FACTS

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

AUDITORS

The auditors of the Corporation are Wolrige Mahon LLP, Chartered Professional Accountants, of 9th Floor, 400 Burrard Street, Vancouver, British Columbia, V6C 3B7.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Common Shares is Computershare Investor Services Inc. (the “Trustee”), of 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

MATERIAL CONTRACTS

The following are the material contracts of the Corporation entered into since the date of its incorporation:

(a) Subscription Agreements dated various dates between the Corporation and each holder of Common Shares issued prior to the date of this prospectus. See “Prior Sales”.

(b) Registrar and Transfer Agent Agreement dated November 1, 2017 between the Corporation and the Trustee;

(c) Escrow Agreement among the Corporation, the Trustee and certain shareholders of the Corporation. See "Escrowed Securities".

(d) Agency Agreement dated as of November 2, 2017 between the Corporation and the Agent. See "Plan of Distribution".

(e) Option Plan referred to under "Options to Purchase Securities".

Copies of the material contracts described above may be inspected at the registered office of the Corporation at located at the offices of Buttonwood Law Corporation, solicitors for the Corporation, located at Suite 808, 1090 West Pender Street, Vancouver, British Columbia, during normal business hours during the period of the distribution of the Common Shares being distributed under this prospectus and for a period of 30 days thereafter.

LIST OF EXEMPTIONS

The Corporation applied for and received exemptive relief under Part 19 of National Instrument 41-101 *General Prospectus Requirements* from the requirement under section 2.3(1.1) of National Instrument 41-101 to file its final prospectus 90 days from October 11, 2017, the date of receipt for its preliminary prospectus.

ELIGIBILITY FOR INVESTMENT

In the opinion of Buttonwood Law Corporation, based on legislation in effect at the date hereof and if, as and when the Common Shares are listed on a prescribed stock exchange (as defined in the *Income Tax Act* (Canada) and the regulations thereunder (the "Act")), the Common Share will be qualified investments under the Act for trusts governed by registered retirement savings plans and tax free savings accounts.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of British Columbia and Alberta 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 applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

FINANCIAL STATEMENTS

Attached to and forming part of this prospectus are audited financial statements of the Corporation for the period from the date of incorporation to December 31, 2017. The Corporation's fiscal year end is December 31.

Two Owls Ventures Corp.

Financial Statements

Period From Incorporation on August 16, 2017 to December 31, 2017

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Two Owls Capital Corp.

We have audited the accompanying financial statements of Two Owls Capital Corp., which comprise the statement of financial position as at December 31, 2017 and the statement of loss and comprehensive loss, statement of changes in equity and statement of cash flows for the period from incorporation on August 16, 2017 to December 31, 2017, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the 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 Two Owls Capital Corp. as at December 31, 2017, and its financial performance and cash flows for the period from incorporation on August 16, 2017 to December 31, 2017 in accordance with International Financial Reporting Standards.

"Wolrige Mahon LLP"

CHARTERED PROFESSIONAL ACCOUNTANTS

February 8, 2018
Vancouver, B.C.

Two Owls Ventures Corp.

Statement of Financial Position

(Stated in Canadian Dollars)

	Notes	December 31, 2017
ASSETS		
Current assets		
Cash		$ 88,054
GST receivable		541
Prepaid expenses		21,195
TOTAL ASSETS		$ 109,790
LIABILITIES AND EQUITY		
Current liabilities		
Trade and other payables		$ 5,415
Equity		
Common shares	**4**	110,000
Deficit		(5,625)
Total equity		104,375
TOTAL LIABILITIES AND EQUITY		$ 109,790
Nature and continuance of operations	**1**	

Approved on behalf of the Board of Directors:

"David Patterson"
David Patterson, Director

"Colin Watt"
Colin Watt, Director

Two Owls Ventures Corp.

Statement of Loss and Comprehensive Loss

(Stated in Canadian Dollars)

	Notes	Period from incorporation on August 16, 2017 to December 31, 2017
Expenses		
General and administrative		$ 5,625
Loss and comprehensive loss for the period		$ (5,625)
Weighted average number of common shares outstanding	**4**	
Basic		2,169,343
Diluted		2,169,343
Basic and diluted loss per common share		$ (0.00)

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

Two Owls Ventures Corp.

Statement of Changes in Equity

(Stated in Canadian Dollars)

	Common Shares			
	Number	Amount	Deficit	Total
Balance at August 16, 2017	-	$ -	$ -	$ -
Issue of common shares for cash	2,200,000	110,000	-	110,000
Loss for the period	-	-	(5,625)	(5,625)
Balance at December 31, 2017	2,200,000	$ 110,000	$ (5,625)	$ 104,375

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

Two Owls Ventures Corp.

Statement of Cash Flows

(Stated in Canadian Dollars)

		Period from incorporation on August 16, 2017 to December 31, 2017
Operating activities		
Loss for the period	$	(5,625)
Changes in non-cash working capital items:		
GST receivable		(541)
Prepaid expenses		(21,195)
Trade and other payables		5,415
Net cash used in operating activities		(21,946)
Financing activity		
Issue of common shares		110,000
Share issue costs		-
Net cash provided by financing activities		110,000
Change in cash during the period		88,054
Cash, beginning of period		-
Cash, end of period	$	88,054

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

1. Nature and Continuance of Operations

Two Owls Ventures Corp. (the "Company") was incorporated on August 16, 2017 pursuant to the Business Corporations Act of British Columbia and is applying to be classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4.

As at December 31, 2017, the Company had no business operations and its only significant asset was cash. During the period from incorporation on August 16, 2017 to December 31, 2017, the Company did not enter into any agreements to acquire interests in businesses or assets. As a Capital Pool Company, the Company's principal business will be the identification and evaluation of assets, properties or businesses with a view to acquisition or participation therein subject, in certain cases, to shareholder approval and acceptance by the TSX-V. Where an acquisition or participation is warranted (the "Qualifying Transaction"), additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon the ability of the Company to obtain additional financing. There is no assurance that the Company will complete a Qualifying Transaction within twenty-four months from the date the Company's shares are listed on the TSX-V, at which time the TSX-V may suspend or de-list the Company's shares from trading. As at December 31, 2017 the Company's shares have not begun to be trading on the TSX-V.

The head office, principal address and registered and records office of the Company are located at Suite 1100 – 1111 Melville Street, Vancouver, BC, V6E 3V6.

The financial statements are presented in Canadian dollars and all values are rounded to the nearest dollar except where otherwise indicated.

2. Basis of Preparation

a) Statement of compliance

The Company has prepared its financial statements in accordance with International Financial Reporting Standards ("IFRS") since incorporation on August 16, 2017. These financial statements have been prepared in accordance with IFRS issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee ("IFRICs").

b) Basis of presentation

The financial statements have been prepared on an accrual basis and are based on historical costs except for certain financial instruments, which are measured at fair value, as explained in the accounting policies set out in note 3.

c) Approval of the financial statements

The financial statements of the Company for the period ended December 31, 2017 were reviewed by the audit committee and approved and authorized for issue by the Board of Directors on February 2, 2018.

3. Summary of Significant Accounting Policies

a) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at banks, or held in trust, and short term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash. There were no cash equivalents at December 31, 2017.

b) Foreign currencies

The financial statements are presented in Canadian dollars. The Company's functional currency is the Canadian dollar, which is the currency of the primary economic environment in which the Company operates.

Transactions in foreign currencies are initially recorded at the functional currency rate at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated to the functional currency rate of exchange at the date of the statement of financial position.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

c) Share-based payments

Employees (including directors and senior executives) of the Company may receive a portion of their remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions"). The costs of equity-settled transactions with employees are measured by reference to the fair value of the equity instruments at the date on which they are granted.

In situations where equity instruments are issued to non-employees for goods or services, the transaction is measured at the fair value of the goods or services received by the entity. When the value of the goods or services cannot be specifically identified, they are measured at the fair value of the share-based payment.

The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("vesting date"). The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and the corresponding amount is represented in share option reserve.

No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional amount is recognized on the same basis as the amount of the original award for any modification which increases the total fair value of the equity settled transactions or is otherwise beneficial to the employee as measured at the date of modification.

3. Summary of Significant Accounting Policies (cont'd)

d) Taxation

Income tax expense represents the sum of tax currently payable and deferred tax.

Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are substantively enacted at the date of the statement of financial position.

Deferred income tax

Deferred income taxes are provided using the liability method on temporary differences at the date of the statement of financial position between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognized for all taxable temporary differences, except:

- where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable earnings; and

- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences and carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized except:

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable earnings; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

3. Summary of Significant Accounting Policies (cont'd)

The carrying amount of deferred income tax assets is reviewed at the date of each statement of financial position and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized. Unrecognized deferred income tax assets are reassessed at the date of each statement of financial position and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the date of the statement of financial position.

Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of loss and comprehensive loss.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

e) Loss per share

The Company presents basic and diluted loss per share data for its common shares. Basic loss per share is computed by dividing the loss by the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the period, if dilutive. Common shares that are contingently returnable are not included in the calculation.

f) Financial instruments

i) Financial assets

All financial assets are initially recognized when, and only when, the Company becomes a party to the contractual provisions of the instrument, and are classified or designated upon inception into one of the following four categories: held to maturity, available-for-sale, loans and receivables or at fair value through profit or loss ("FVTPL"). Financial assets are initially recorded at fair value, as adjusted for directly attributable transactions costs, except for FVTPL financial assets for which transaction costs are immediately recognized in profit or loss.

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through profit or loss.

3. Summary of Significant Accounting Policies (cont'd)

Financial assets classified as loans and receivables and held to maturity are measured at amortized cost using the effective interest method less any allowance for impairment. The effective interest method is a method of calculating the amortized cost of a financial instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or, where appropriate, a shorter period.

Financial assets classified as available-for-sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss) except for losses in value that are considered a significant or prolonged decline in the fair value of that investment below its cost, which are considered impairments resulting in a reclassification from other comprehensive income (loss) to profit or loss.

ii) Financial liabilities

All financial liabilities are initially recognized when, and only when, the Company becomes a party to the contractual provisions of the instrument, and are classified or designated upon inception as FVTPL or other financial liabilities. Financial liabilities are initially recorded at fair value, as adjusted for directly attributable transactions costs, except for FVTPL financial liabilities for which transaction costs are immediately recognized in profit or loss.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized in profit and loss.

iii) Impairment of financial assets

The Company assesses at each date of the statement of financial position whether a financial asset is impaired.

<u>Assets carried at amortized cost</u>

If there is objective evidence that an impairment loss on assets carried at amortized cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate. The carrying amount of the asset is then reduced by the amount of the impairment. The amount of the loss is recognized in profit or loss.

3. Summary of Significant Accounting Policies (cont'd)

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed to the extent that the carrying value of the asset does not exceed what the amortized cost would have been had the impairment not been recognized. Any subsequent reversal of an impairment loss is recognized in profit or loss.

In relation to trade receivables, a provision for impairment is made and an impairment loss is recognized in profit and loss when there is objective evidence (such as the probability of insolvency or significant financial difficulties of the debtor) that the Company will not be able to collect all of the amounts due under the original terms of the invoice. The carrying amount of the receivable is reduced through use of an allowance account. Impaired debts are written off against the allowance account when they are assessed as uncollectible.

iv) Classification

The Company has classified its financial instruments as follows:

Category	Financial instrument
Loans and receivables	Cash
Financial liabilities at amortized cost	Trade and other payables

g) Interest income

Interest income from financial assets is accrued by reference to the principal outstanding and at the applicable effective interest rate.

h) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. Any increase in a provision due solely to passage of time is recognized as interest expense.

i) Related party transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence, related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the exchange amount.

3. Summary of Significant Accounting Policies (cont'd)

j) Significant accounting judgments and estimates

The preparation of these financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions.

There are no key sources of estimation or uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the financial statements as at December 31, 2017.

k) Standards and interpretations issued but not yet effective

At the date of authorization of these financial statements, the IASB and IFRIC has issued the following new and revised Standards and Interpretations which are not yet effective:

- IFRS 9 — New financial instruments standard that replaces IAS 39 for classification and measurement of financial assets and liabilities (effective for annual periods on or after January 1, 2018).
- IFRS 15 — New accounting standard that replaces IAS 11, IAS 18, IFRIC 13, IFRIC 15, IFRIC 18, and SIC 31 to establish principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contracts with customers (effective for annual periods on or after January 1, 2018).
- IFRS 16 — New accounting standard that replaces IAS 17, IFRIC 4, SIC 15, and SIC 27 for the recognition, measurement, presentation, and disclosure of leases for both the lessee and lessor (effective for annual periods on or after January 1, 2019).

The Company has not early adopted these standards, amendments and interpretations and does not expect there to be a material impact on the results and financial position of the Company when these standards and amendments are adopted.

4. Shareholders' Equity

a) Authorized and issued share capital:

The Company has authorized an unlimited number of common shares without par value.

During the period, the Company issued 2,200,000 common shares at a price of $0.05 per share for total proceeds of $110,000.

(Stated in Canadian Dollars)

4. Shareholders' Equity (cont'd)

On September 11, 2017, the Company entered into an Engagement Letter with Leede Jones Gable Inc. (the "Agent") for the qualification for distribution and initial public offering ("IPO") of up to 4,000,000 of its common shares on the TSX-V. The purpose of the offering is to provide the Company with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction. The Agent will receive a commission of 10% of the gross proceeds and will be paid a corporate finance fee of $10,000. The Agent will also be issued Agent's Options equal in number to 10% of the number of common shares sold under the IPO. Each Agent's Option will entitle the Agent to acquire one common share at $0.10 per share exercisable at any time for a period of 24 months after the date upon which the common shares of the Company are listed on the TSX-V. The IPO is subject to regulatory approval.

b) Escrowed shares:

It is expected that immediately prior to listing on the TSX-V as a Capital Pool Company, an escrow agreement (the "Escrow Agreement") between the Company and certain shareholders of the Company will be completed resulting in 2,200,000 common shares (the "Escrowed Shares"), being all of the issued and outstanding common shares prior to the completion of the initial public offering, being deposited in escrow. Pursuant to the Escrow Agreement, the Escrowed Shares shall be released pro-rata to the shareholders as to 10% upon issuance of notice of final acceptance of a Qualifying Transaction by the TSX-V and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months. These Escrowed Shares may not be transferred, assigned or otherwise dealt without the consent of the regulatory authorities.

c) Loss per share:

Basic and diluted loss per share

	December 31, 2017
Numerator:	
Net (loss) income	$ (5,625)
Denominator:	
Weighted average number of common shares (basic)	2,169,343
Dilutive effect of share options	-
Dilutive effect of warrants	-
Weighted average number of common shares (diluted)	2,169,343
Basic and diluted (loss) income per common share	$ (0.00)

4. Shareholders' Equity (cont'd)

d) Stock option plan

It is expected that immediately prior to listing on the TSX-V as a Capital Pool Company, the Company will adopt an incentive stock option plan in accordance with the policies of the TSX-V (the "Stock Option Plan") which will provide that the Board of Directors of the Company may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Company non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance under the Stock Option Plan shall not exceed ten percent (10%) of the then issued and outstanding common shares. The options will be exercisable for a period of up to ten (10) years. In addition, the number of common shares reserved for issuance to any one person shall not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to any one consultant will not exceed two percent (2%) of the issued and outstanding common shares. The Board of Directors will determine the price per common share and the number of common shares which may be allocated to each director, officer, employee and consultant and all other terms and conditions of the option, subject to the rules of TSX-V. No options have been issued to date.

5. Financial Instruments

The Company is exposed to various financial risks resulting from its operations. The Company's management manages financial risks. The Company does not enter into financial instruments agreements, including derivative financial instruments for speculative purposes. The Company's main financial risks exposure and its financial policies are as follows:

a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk, with the carrying value being the Company's maximum exposure. The Company's cash consists of bank balances and funds held in the Company's lawyer's trust account. Management believes the Company's exposure to credit risk is small.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk as cash only comprised bank balances and trust account balances as of December 31, 2017. The Company had no interest rate swaps or financial contracts in place as at or during the period ended December 31, 2017.

c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company's trade and other payables are all current and due within 90 days of the statement of financial position date. The Company seeks to ensure that it has sufficient capital to meet short term financial obligations after taking into account its operating obligations and cash on hand.

6. Capital Management

The Company's capital currently consists of common shares. Its principal source of cash is from the issuance of common shares. The Company's capital management objectives are to safeguard its ability to continue as a going concern and to have sufficient capital to be able to identify, evaluate and then acquire an interest in businesses or assets. The Company does not have any externally imposed capital requirements to which it is subject. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares.

If and when the Company is listed on the TSX-V as a Capital Pool Company, the proceeds raised from the issuance of share capital and from the initial public offering (note 4) may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to 30% of the gross proceeds may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until the completion of a Qualifying Transaction by the Company as defined under the policies of the TSX-V.

7. Segmented Information

At December 31, 2017 the Company has one reportable operating segment being the identification and evaluation of assets or a business and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities. All of the Company's assets are located in Canada.

An operating segment is defined as a component of the Company:

- that engages in business activities from which it may earn revenues and incur expenses;
- whose operating results are reviewed regularly by the entity's chief operating decision maker; and
- for which discrete financial information is available.

(Stated in Canadian Dollars)

8. Income Taxes

Tax expense differs from the amount computed by applying the combined Canadian federal and provincial income tax rates, applicable to the Company, to the loss before income taxes due to the following:

		Period ended December 31, 2017
Loss before income taxes	$	(5,625)
Canadian federal and provincial income tax rates		26.0%
Income tax expense (recovery) based on Canadian federal and provincial income tax rates		(1,463)
Increase (decrease) attributable to:		
Non-deductable expenses		-
Changes in unrecognized deferred tax assets		1,463
Tax expense	$	-

Unrecognized deductible temporary differences and unused tax losses are attributable to the following:

		Period ended December 31, 2017
Non-capital loss carry forwards	$	5,625
Share issuance costs		-
	$	5,625

At December 31, 2017 the Company has non-capital losses of $5,625 available for carry-forward to reduce future years' income taxes. These losses will expire at December 31, 2037.

CERTIFICATE OF THE CORPORATION

Dated: February 8, 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 and Alberta and the regulations thereunder.

"David Patterson"	*"David Patterson"*
DAVID PATTERSON Chief Executive Officer	DAVID PATTERSON Chief Financial Officer

On Behalf of the Board

"Colin Watt"	*"Guy Elliott"*
COLIN WATT Director	GUY ELLIOTT Director

CERTIFICATE OF THE PROMOTER

Dated: February 8, 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 and Alberta and the regulations thereunder.

"David Patterson"

DAVID PATTERSON

CERTIFICATE OF THE AGENT

Dated: February 8, 2018

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

LEEDE JONES GABLE INC.

"Richard H. Carter"

RICHARD H. CARTER
Senior Vice President, General Counsel & Secretary