

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

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

PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING

February 17, 2017

HOPE WELL CAPITAL CORP. (a Capital Pool Company)

MINIMUM OFFERING: \$450,000 or 2,250,000 Common Shares
MAXIMUM OFFERING: \$1,250,000 or 6,250,000 Common Shares

PRICE: \$0.20 per Common Share

Agent's Option (as defined herein)
Incentive Stock Options (as defined herein)

The purpose of this offering is to provide Hope Well Capital Corp. (the "**Corporation**") with a minimum amount of funds in order to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction (as hereafter defined). Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange (the "**Exchange**") and, in the case of a Non Arm's Length Qualifying Transaction, must also receive Majority of the Minority Approval (as hereafter defined) in accordance with Exchange Policy 2.4 entitled "Capital Pool Companies" (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction (as hereafter defined), the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "*Business of the Corporation*" and "*Use of Proceeds*". This prospectus (the "**prospectus**") qualifies the distribution of a minimum (the "**Minimum Offering**") of 2,250,000 common shares (the "**Common Shares**") and a maximum (the "**Maximum Offering**") of 6,250,000 Common Shares at a price of \$0.20 per Common Share for gross proceeds of a minimum of \$450,000 and a maximum of \$1,250,000 (the "**Offering**").

This Offering is made on a commercially reasonable agency basis pursuant to an agency agreement (the "**Agency Agreement**") dated as of ►, 2017 between the Corporation and Mackie Research Capital Corporation (the "**Agent**") and is subject to the receipt by the Corporation of a minimum subscription of 2,250,000 Common Shares for aggregate total gross proceeds to the Corporation of \$450,000 and subject to approval of certain legal matters by Fogler, Rubinoff LLP, Toronto, Ontario, on behalf of the Corporation, and by Charlie Kuo Barrister & Solicitor, on behalf of the Agent. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for the Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement and will not be released until a minimum of \$450,000 has been deposited and the Agent has consented to such release. If subscriptions for 2,250,000 Common Shares have not been subscribed for 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 Persons or companies who subscribed within that period, all subscription proceeds will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "*Plan of Distribution*".

Distribution

	Number of Common Shares	Price to the Public	Agent's Commission ⁽¹⁾	Net Proceeds to the Corporation ⁽²⁾
Per Common Share	1	\$0.20	\$0.02	\$0.18
Minimum Offering ⁽³⁾	2,250,000	\$450,000	\$45,000	\$405,000
Maximum Offering ⁽³⁾	6,250,000	\$1,250,000	\$125,000	\$1,125,000

Notes:

- (1) The Agent will receive a cash commission equal to 10% of the gross proceeds of the Offering, payable at closing. The Agent will also be paid a work fee of \$15,000, and will be reimbursed by the Corporation for its expenses and legal fees. In addition, the Agent will be granted a non-transferable option to purchase that number of Common Shares as is equal to 10% of the Common Shares sold in connection with this Offering at a price of \$0.20 per Common Share (the "**Agent's Option**"), exercisable for a period of 24 months from the Closing Date, which Agent's Option is qualified for distribution under this prospectus. See "*Plan of Distribution*".
- (2) Before deducting the costs and expenses of this Offering (and certain pre-offering costs), estimated in the aggregate amount of \$100,852 plus applicable taxes, which includes legal and audit fees and other expenses of the Corporation, the Agent's work fee, the Agent's expenses and legal fees, the listing fee payable to the Exchange and filing fees payable to the Commissions, but does not include the Agent's commission. See "*Use of Proceeds*".
- (3) A minimum of 2,250,000 Common Shares and a maximum of 6,250,000 Common Shares are offered hereunder, not including the Agent's Option or the incentive stock options (the "**Incentive Stock Options**") to be granted at the closing of the Offering to the directors and the officers of the Corporation to purchase up to 372,500 Common Shares in the event the Minimum Offering is completed and up to 772,500 Common Shares in the event the Maximum Offering is completed, at a price of \$0.20 per Common Share for a period of five years from the date of grant, which Incentive Stock Options are qualified for distribution under this prospectus. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

Market for Securities

There is currently no market through which the Common Shares may be sold and purchasers may not be able to resell the Common Shares purchased under this prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "*Risk Factors*". The Corporation has applied to list the Common Shares on the Exchange. Listing will be subject to the Corporation fulfilling all the listing requirements of the Exchange.

As of the date of this prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, a U.S. marketplace or a marketplace outside Canada or the United States of America.

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of the Incentive Stock Options, trading in all securities of the Corporation shall not be permitted during the period between the date a receipt for the preliminary prospectus is issued by each of the Alberta Securities Commission, the British Columbia Securities Commission and the Ontario Securities Commission (collectively, the "**Commissions**") and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable Commissions grant a discretionary order.

Risk Factors

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

The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Corporation was only recently incorporated and does not own any ongoing business operations, and has no assets other than cash. The Corporation has not identified a proposed Qualifying Transaction and has not entered into an Agreement in Principle. There is no assurance that the Corporation will identify and successfully negotiate the acquisition of any potential corporations, properties, assets or businesses, or any interests therein, nor that any such opportunities or businesses acquired will be profitable. Moreover, additional

funds may be required to successfully complete an acquisition, and the Corporation may not be able to obtain such financing or may not be able to raise sufficient funds to take a meaningful position in a potential target. If the acquisition is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer additional dilution. The directors and the officers of the Corporation will only be devoting a portion of their time to the affairs of the Corporation. Potential conflicts of interest may result from the ordinary course of business of the Corporation and of the directors and the officers of the Corporation. The directors and the officers, as a group, beneficially own and control 1,150,000 Common Shares, which represents 77.97% of the issued and outstanding Common Shares before giving effect to this Offering. Such Common Shares will represent 30.87% of the issued and outstanding Common Shares upon completion of the Minimum Offering and 14.89% of the issued and outstanding Common Shares upon completion of the Maximum Offering, assuming no Common Shares are purchased by the directors and the officers under the Offering, and before the exercise of the Agent's Option and the Incentive Stock Options. See "*Business of the Corporation*", "*Management of the Corporation*", "*Directors, Officers and Promoter*", "*Use of Proceeds*", "*Conflicts of Interest*" and "*Risk Factors*".

The Exchange may suspend from trading or delist the Common Shares where the Corporation has failed to complete a Qualifying Transaction within 24 months of the date of listing. The Commissions may issue an interim cease trade order against the Corporation's securities if the Common Shares are suspended from trading on the Exchange, and will issue such an interim cease trade order if the Corporation is delisted from the Exchange. In addition, delisting of the Common Shares will result in either the cancellation of all of the currently issued and outstanding Seed Shares held by Non-Arm's Length Parties to the Corporation purchased at a discount to the price of the Offering (the "**Discount Seed Shares**") or subject to majority shareholder approval, the cancellation of an amount of the Discount Seed Shares so that the average cost of the remaining Discount Seed Shares is at least equal to the price of the Offering. See "*Risk Factors*".

In the event that management, directors or experts of the Corporation reside outside of Canada or the Corporation identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management, directors or experts resident outside of Canada or upon the foreign business or the Resulting Issuer (as defined herein) and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities or other laws in Canada. See "*Business of the Corporation*", "*Risk Factors*" and "*Conflicts of Interest*".

Subscribers acquiring Common Shares under this Offering will suffer an immediate dilution of 20.0% or \$0.04 per Common Share assuming completion of the Minimum Offering and 9.5% or \$0.019 per Common Share assuming completion of the Maximum Offering, based on the total gross proceeds to be raised under this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation. See "*Capitalization*", "*Dilution*" and "*Risk Factors*".

AS A RESULT OF THE AFOREMENTIONED RISK FACTORS WHICH ARE ONLY A SUMMARY THEREOF, THIS OFFERING IS SUITABLE ONLY TO THOSE INVESTORS WHO ARE WILLING TO RELY SOLELY ON THE MANAGEMENT OF THE CORPORATION AND WHO CAN AFFORD TO RISK A LOSS OF THEIR ENTIRE INVESTMENT. SEE "*RISK FACTORS*".

Maximum Investment

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% or 45,000 of the total Common Shares offered in the case of the Minimum Offering and 125,000 of the total Common Shares offered in the case of the Maximum Offering. 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 Common Shares offered under this prospectus, being 90,000 Common Shares in the case of the Minimum Offering and 250,000 Common Shares in the case of the Maximum Offering.

Receipt of Subscriptions

Subscriptions will be received subject to rejection or allotment in whole or in part by the Corporation 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 on the closing of this Offering unless the Agent elects for delivery in electronic book entry form through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee.

If delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

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GLOSSARY

"**Affiliate**" means a Company that is affiliated with another Company as described below. A Company is an "**Affiliate**" of another Company if:

- (a) one of them is the subsidiary of the other, or
- (b) each of them is controlled by the same Person. A Company is "**controlled**" by a Person if:
- (c) voting securities of the Company are held, other than by way of security only, by or for the benefit of that Person, and
- (d) 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:

- (e) a Company controlled by that Person, or
- (f) an Affiliate of that Person or an Affiliate of any Company controlled by that Person.

"**Agency Agreement**" means the agency agreement dated as of ►, 2017 between the Corporation and the Agent.

"**Agent**" means Mackie Research Capital Corporation.

"**Agent's Option**" means the non-transferable option to be granted by the Corporation to the Agent to purchase that number of Common Shares as is equal to 10% of the Common Shares sold in connection with this Offering (being 225,000 Common Shares in the case of the Minimum Offering or 625,000 Common Shares in the case of the Maximum Offering) at a price of \$0.20 per Common Share, exercisable for a period of 24 months from the Closing Date.

"**Aggregate Pro Group**" means all Persons who are members of any Pro Group, whether or not the Member (as defined in Exchange rules) is involved in a contractual relationship with the Corporation to provide financing, sponsorship and other advisory services.

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

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

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

"**Associate**" when used to indicate a relationship with a Person, 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 outstanding securities of the issuer,
- (b) any partner of the Person,
- (c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which a Person serves as trustee or in a similar capacity,
- (d) in the case of a Person, a relative of that Person, including
 - (i) that Person's spouse or child, or
 - (ii) any relative of the Person or of his spouse who has the same residence as that Person; but
- (e) where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D of the Exchange with respect to that Member firm, Member corporation or holding company.

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

"**Common 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 the Final Exchange Bulletin is issued by the Exchange.

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

"**CPC**" means a corporation:

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

"**CPC Filing Statement**" means the Filing Statement of the CPC prepared in accordance with the Exchange Form of Filing Statement (Form 3B2) which provides full, true and plain disclosure of all material facts relating to the CPC and the Target Company.

"**CPC Information Circular**" means the Information Circular of the CPC prepared in accordance with applicable securities laws and the Exchange Form of Information Circular (Form 3B1) which provides full, true and plain disclosure of all material facts relating to the CPC and the Target Company.

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

"**Discount Seed Shares**" means issued and outstanding Seed Shares held by Non-Arm's Length Parties to the Corporation that are purchased at a discount to the price of the Offering.

"Discount Seed Share Escrow Agreement" means the Exchange Form 2F CPC Escrow Agreement among the Corporation, the Escrow Agent and the initial shareholders of the Corporation.

"Escrow Agent" means TSX Trust Company.

"Exchange" means the TSX Venture Exchange Inc.

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

"Incentive Stock Options" mean options to be granted at the closing of the Offering to the directors and the officers of the Corporation to purchase up to 372,500 Common Shares in the event the Minimum Offering is completed or up to 772,500 Common Shares in the event the Maximum Offering is completed, at a price of \$0.20 per Common Share for a period of five years from the date of grant.

"Insider" if used in relation to an issuer, means:

- (a) a director or senior officer of the issuer;
- (b) a director or senior officer of the company that is an Insider or subsidiary of the issuer;
- (c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer; or
- (d) the issuer itself if it holds any of its own securities.

"IPO" means an initial public offering.

"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" has the meaning in Rule A 1.00 of the Exchange Rule Book.

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

"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 Party" means in relation to a company, a promoter, officer, director, other Insider or Control Person of that company (including an issuer) and any Associates or Affiliates of any of such Persons. In relation to an individual, means any Associate of the individual or any company of which the individual is a promoter, officer, director, Insider or Control Person.

"Non Arm's Length 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.

"OTCBB" means the over the counter bulletin board of the United States.

"Person" means a company or individual.

"Principal" means:

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

In calculating these percentages, include securities that may be issued to the holder under outstanding convertible securities in both the holder's securities and the total securities outstanding.

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

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

"Pro Group" means:

- (a) subject to subparagraphs (b), (c) and (d) either individually or as a group:
 - (i) the Member;
 - (ii) employees of the Member;
 - (iii) partners, officers and directors of the Member;

- (iv) Affiliates of the Member; and
- (v) Associates of any parties referred to in subparagraphs (i) through (iv) above;
- (b) The Exchange may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is not acting at arm's length to the Member;
- (c) The Exchange may, in its discretion, exclude a Person from the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm's length of the Member; and
- (d) The Member may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Member determines that:
 - (i) the Person is an Affiliate or Associate of the Member acting at arm's length of the Member;
 - (ii) the Associate or Affiliate has a separate corporate and reporting structure;
 - (iii) there are sufficient controls on information flowing between the Member and the Associate or Affiliate; and
 - (iv) the Member maintains a list of such excluded Persons.

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

"**Promoter**" has the definition prescribed by applicable securities laws.

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

"**Related Party Transaction**" has the meaning ascribed to that term under Multilateral Instrument 61-101 — *Protection of Minority Security Holders in Special Transactions*, and includes a related party transaction that is determined by the Exchange, to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non-Arm's Length Parties, or other circumstances exist which may compromise the independence of an issuer with respect to a transaction.

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

"Seed Shares" means the Common Shares issued by the Corporation prior to the completion of the Offering.

"**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 of the Exchange.

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

"**Stock Options**" means stock options of the Corporation issued under the Stock Option Plan.

"Stock Option Plan" means the stock option plan of the Corporation as same may be amended or supplemented from time to time. See "*Options to Purchase Securities*".

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

"Transfer Agent, Registrar and Disbursing Agent Agreement" means the transfer agent, registrar and disbursing agent agreement to be entered into between the Corporation and the Escrow Agent.

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

PROSPECTUS SUMMARY

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

- ISSUER** Hope Well Capital Corp.
- OFFERING:** A minimum of 2,250,000 Common Shares and a maximum of 6,250,000 Common Shares are being offered under this prospectus at a price of \$0.20 per Common Share for gross proceeds of a minimum of \$450,000 and a maximum of \$1,250,000 (the "**Offering**"). This Offering is being made on a commercially reasonable basis by the Agent on behalf of the Corporation. In addition, the Corporation will grant to the Agent a non-transferable option to purchase that number of Common Shares that is equal to 10% of the Common Shares sold in connection with this Offering (being 225,000 Common Shares in the case of the Minimum Offering or 625,000 Common Shares in the case of the Maximum Offering) at a price of \$0.20 per Common Share, exercisable for a period of 24 months from the Closing Date, which option is qualified under this prospectus (the "**Agent's Option**"). This prospectus also qualifies for distribution the Incentive Stock Options to be granted at the closing of the Offering to the directors and the officers of the Corporation which entitle the holders thereof to purchase up to 372,500 Common Shares in the event the Minimum Offering is completed and up to 772,500 Common Shares in the event the Maximum Offering is completed, at a price of \$0.20 per Common Share for a period of five years from the date of grant; which Incentive Stock Options are qualified for distribution under this prospectus. See "*Plan of Distribution*" and "*Options to Purchase Securities*".
- PRICE:** \$0.20 per Common Share.
- BUSINESS OF THE CORPORATION:** The Corporation is a capital pool company created pursuant to the CPC Policy. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be approved by the Exchange, and in the case of a Non Arm's Length Qualifying Transaction, must also receive Majority of the Minority Approval, in accordance with the CPC Policy. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. See "*Business of the Corporation*" and "*Use of Proceeds*".
- USE OF PROCEEDS:** The net proceeds to the Corporation from the Offering and cash proceeds raised from the sale of Common Shares prior to this Offering will be approximately \$451,647 in the case of the Minimum Offering and approximately \$1,171,647 in the case of the Maximum Offering (after deduction of the Agent's commission and the issue expenses and costs). The net proceeds of this Offering plus the proceeds from the prior sales of Common Shares will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction, and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized and \$210,000 may be used for purposes other than evaluating businesses or assets. See "*Use of Proceeds*", "*Business of the Corporation*" and "*Risk Factors*".

DIRECTORS AND OFFICERS:

The following persons are the directors and the officers of the Corporation:

Bill Hong Ye — Chief Executive Officer, Secretary and Director
 Anthony Chang — Chief Financial Officer and Director
 Sheldon Kales — Director
 Peiwei Ni — Director

See "*Directors, Officers and Promoter*".

DIVIDEND POLICY:

It is not contemplated that any dividends will be paid on the Common Shares in the immediate or foreseeable future. See "*Dividend Policy*".

ESCROWED SHARES:

All of the currently issued and outstanding Common Shares, being 1,475,000 Common Shares, will be deposited in escrow pursuant to the terms of the Discount Seed Share Escrow Agreement, and will be released in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "*Escrowed Securities*".

RISK FACTORS:

There is no established market for the Common Shares. Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development.

The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and the 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 the officers of the Corporation will be subject in connection with the operations of the Corporation. An investor will suffer an immediate dilution on investment of 20.0% or \$0.04 per Common Share assuming completion of the Minimum Offering and 9.5% or \$0.019 per Common Share assuming completion of the Maximum Offering (based on the total gross proceeds to be raised under this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation). There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

The Exchange will generally suspend trading in the Common Shares or delist the Corporation if the Exchange has not issued a Final Exchange Bulletin within 24 months from the Listing Date. Neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction.

In the event that management, directors or experts of the Corporation reside outside of Canada or the Corporation identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management, directors or experts resident outside of Canada or upon the foreign business or the Resulting Issuer and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities or

other laws in Canada. See "*Corporate Structure*", "*Business of the Corporation*", "*Directors, Officers and Promoter*", "*Use of Proceeds*", "*Risk Factors*" and "*Conflicts of Interest*".

CORPORATE STRUCTURE

Name and Incorporation

Hope Well Capital Corp. (the "**Corporation**") was incorporated pursuant to articles of incorporation dated December 1, 2016 under the *Business Corporations Act* (Ontario).

The share capital of the Corporation consists of an unlimited number of Common Shares. As of the date hereof, 1,475,000 Common Shares were issued and outstanding. The principal and registered office of the Corporation is located at 77 King Street West, Suite 3000, Toronto, Ontario, M5K 1G8.

The Corporation has no subsidiaries.

The Corporation's By-Law No. 1 includes an advance notice requirement for nominations by shareholders in certain circumstances. The advance notice requirement fixes a deadline by which holders of record of common shares must submit director nominations to the Secretary of the Corporation prior to any annual meeting of shareholders (or any special meeting of shareholders if one of the purposes for which the special meeting is called is the election of one or more directors) and sets forth the specific information that a nominating shareholder must include in the written notice to the Secretary of the Corporation for a nomination to be valid.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As at the date hereof, the Corporation has incurred preliminary expenses with respect to legal, auditing costs and filing fees, as well as retainer payment to the Agent for fees and expenses, of approximately \$67,776 in the aggregate, of which \$37,776 have been included as expenses in the financial statements. A portion of the net proceeds of the Offering may be utilized to satisfy the obligations of the Corporation related to this Offering, including the expenses of its auditors, legal counsel and the Agent's legal counsel, the listing fees payable to the Exchange and filing fees payable to the Commissions. See "*Use of Proceeds*".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation is a CPC created pursuant to the CPC Policy. 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. To date, the Corporation has not conducted commercial operations of any kind other than to enter into discussions for the purpose of identifying potential acquisitions or interests in commercially viable businesses or assets. The Corporation does not own any assets, other than cash. The Corporation is not specifically considering pursuing a company, asset or business in any specific business or industry sector, or in any particular geographical area, and the Corporation anticipates reviewing companies, assets and businesses in a broad range of industry sectors and geographical areas. See "*Risk Factors*".

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

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

Method of Financing

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

Criteria for a Qualifying Transaction

The board of directors of the Corporation must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith with a view to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent Person would exercise in comparable circumstances.

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

Upon the Corporation reaching an Agreement in Principle, the Corporation must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Common Shares until the filing requirements of the Exchange have been satisfied as set forth under "*Trading Halts, Suspension and Delisting*". Within 75 days after the issuance of such news release, the Corporation shall be required to submit for review to the Exchange either a CPC Information Circular that complies with applicable corporate and securities laws or a CPC Filing Statement that complies with the Exchange requirements. The CPC Information Circular must be submitted where there is a Non Arm's Length Qualifying Transaction. A CPC Filing Statement must be submitted where a Qualifying Transaction is not a Non Arm's Length Qualifying Transaction. The CPC Information Circular or CPC Filing Statement, as applicable, must contain prospectus level disclosure of the Target Company and the Corporation, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Form 3B1 or Form 3B2. Upon acceptance by the Exchange, the Corporation must then either:

- (a) file the CPC 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 CPC Filing Statement is available on SEDAR; or
- (b) mail the CPC Information Circular and related proxy material to its shareholders in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval, at a meeting of the shareholders.

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

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

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

Potential Qualifying Transaction

The Corporation has not, as of the date hereof, entered into negotiations respecting a potential Qualifying Transaction.

Initial Listing Requirements

The Resulting Issuer must satisfy the Exchange's initial listing requirements for its particular industry sector in either Tier 1 or Tier 2 as prescribed under the applicable policies of the Exchange.

Trading Halts, Suspension and Delisting

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

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

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

A trading halt may also be imposed by the Exchange where the Corporation fails to file the supporting documents relating to the Qualifying Transaction within a period of 75 days after public announcement of the Agreement in Principle or if the CPC fails to file post-meeting or final documents, 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 where the Exchange has not issued a Final Exchange Bulletin to the CPC within 24 months of the date of listing. If the Common Shares are delisted by the Exchange, then within 90 days from the date of such delisting, the Corporation shall wind up and liquidate its assets pursuant to the *Business Corporations Act* (Ontario) and shall make a pro rata distribution of its remaining assets to its shareholders, unless, within that 90 day period and pursuant to a majority vote of shareholders, exclusive of the votes of Non Arm's Length Parties to the Corporation, the shareholders determine to deal with the Corporation or its remaining assets in some other manner. See "*Filings and Shareholder Approval of Non Arm's Length Qualifying Transaction*".

If the Corporation has not completed a Qualifying Transaction within 24 months of the date of listing on the Exchange, 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 of 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 lists on NEX, it must continue to comply with all the requirements and restrictions of the CPC Policy.

Refusal of a Qualifying Transaction

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

- (a) the Resulting Issuer fails to satisfy the applicable initial listing requirements of the Exchange;
- (b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:
 - (i) a Member firm of the Exchange;
 - (ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such Member firm; and
 - (iii) Associates of any such Person,
 collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;
- (c) the Resulting Issuer will be a financial institution, finance company, finance issuer or mutual fund, as defined in the securities legislation;
- (d) the majority of the directors and senior officers of the Resulting Issuer are not residents of Canada or the United States or are individuals who have not demonstrated positive association as directors or officers with public companies that are subject to a regulatory regime comparable to the companies listed on a Canadian exchange;
- (e) in the case of a Resulting Issuer that is a reporting issuer in Ontario, other than an oil and gas or mining issuer, the Qualifying Transaction involves the acquisition of Significant Assets, outside of Canada or the United States and is not undertaken using a prospectus as a disclosure document; or
- (f) 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 offered by this prospectus will be \$450,000 if the Minimum Offering is completed and \$1,250,000 if the Maximum Offering is completed. The gross proceeds received by the Corporation from the sale of 1,475,000 Common Shares prior to the date of this prospectus total \$147,500 (the "**Private Placement**"). Assuming the Minimum Offering is completed, from the aggregate gross proceeds of \$450,000 will be deducted the expenses and costs of the Offering and the Private Placement, estimated in the aggregate to be approximately \$145,852. Assuming the Maximum Offering is completed, from the aggregate gross proceeds of \$1,250,000, will be deducted the expenses and costs of the Offering and the Private Placement, estimated in the aggregate to be approximately \$225,852.

Assuming the completion of this Offering, the net proceeds to the Corporation, after the payment of the aforementioned costs in respect of the Offering, together with proceeds from prior sale of Common Shares, are estimated to be \$451,647 in the case of the Minimum Offering and \$1,171,647 in the case of the Maximum

Offering. The general and administrative expenses until Completion of the Qualifying Transaction are estimated to be \$70,000. The total funds available to the Corporation for identifying and evaluating assets or businesses is accordingly estimated at \$381,647 in the case of the Minimum Offering and \$1,101,647 in the case of the Maximum Offering.

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

Proceeds to the Corporation	Minimum Offering	Maximum Offering
Cash proceeds raised from the sale of Common Shares prior to this Offering ⁽¹⁾	\$147,500	\$147,500
Expenses and costs relating to raising the cash proceeds above	\$0 ⁽²⁾	\$0 ⁽²⁾
Cash proceeds to be raised pursuant to this Offering	\$450,000	\$1,250,000
Expenses and costs relating to the Offering ⁽³⁾	(\$145,852)	(\$225,852)
Estimated funds available (on completion of the Offering) ⁽⁴⁾	\$451,647	\$1,171,647
Use of Proceeds		
Funds available for identifying and evaluating assets or businesses ⁽⁴⁾⁽⁵⁾	\$381,647	\$1,101,647
Estimated general and administrative expenses until Completion of a Qualifying Transaction	(\$70,000)	(\$70,000)
TOTAL NET PROCEEDS	\$451,647	\$1,171,647

Notes:

- (1) See "Prior Sales".
- (2) No issue costs have been allocated towards the issuance of these Common Shares.
- (3) Expenses and costs of the Offering include, but are not limited to: Agent's Commission of \$45,000 in the case of the Minimum Offering or \$125,000 in the case of the Maximum Offering; a work fee payable to the Agent of \$15,000; the reasonable out-of-pocket costs and expenses of the Agent (including legal fees of the Agent estimated at \$15,000 plus disbursements and applicable taxes); legal fees of the Corporation estimated at \$35,000 plus disbursements and applicable taxes; audit fees of the Corporation estimated at \$6,000 plus disbursements and applicable taxes; printing fees of \$6,000 plus applicable taxes, and filing fees payable to securities regulatory authorities and listing fees payable to the Exchange estimated at \$23,852 plus applicable taxes.
- (4) In the event the Agent exercises the Agent's Option and the Incentive Stock Options are exercised, there will be available to the Corporation an additional \$119,500 in the event the Minimum Offering is completed and \$279,500 in the event the Maximum Offering is completed, which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.
- (5) In the event that the Corporation enters into an Agreement in Principle prior to spending all of the funds available to it on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

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

Permitted Use of Funds

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described in "Use of Proceeds-Restrictions on Use of Proceeds", "Use of Proceeds-Private Placement for Cash" and "Use of Proceeds-Prohibited Payments to Related Parties", the gross proceeds realized from the sale of all

securities issued by the Corporation will only be used by the Corporation to identify and evaluate assets or businesses and in the case of a Non Arm's Length Transaction, obtain shareholder approval for a Non Arm's Length Qualifying Transaction.

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

- (a) valuations or appraisals;
- (b) business plans;
- (c) feasibility studies and technical assessments;
- (d) sponsorship reports;
- (e) engineering and geological reports;
- (f) financial statements, including audited financial statements;
- (g) fees for legal and accounting services; and
- (h) Agent's fees, costs and commissions,

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

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

Restrictions on Use of Proceeds

Until Completion of a Qualifying Transaction, not more than the lesser of (i) 30% of the gross proceeds from the sale of all securities issued by the Corporation and (ii) \$210,000 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, other than those described above under "*Permitted Use of Funds*".

No proceeds from the sale of securities of the Corporation may be used to acquire or lease a vehicle.

No proceeds from the sale of securities of the Corporation have been used to pay any fees or salaries or to acquire a vehicle for any director, officer or shareholder of the Corporation.

Private Placement for Cash

After the closing of this 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 \$5,000,000. The only securities issuable pursuant to such a private placement will be Common Shares. Subject to certain limited exceptions in the CPC Policy, 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 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, directors' fees, finders' fees, loans, advances and bonuses; and
- (b) deposits and similar payments.

Further, no such payments will be made on or after the Completion of a Qualifying Transaction if such payments relate 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), and the Corporation may also reimburse a Non Arm's Length Party to the Corporation for reasonable out-of-pocket expenses incurred in pursuing the business of the Corporation described in "Permitted Use of Funds".

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for distribution to the public, on a commercially reasonable agency basis, a minimum of 2,250,000 Common Shares and a maximum of 6,250,000 Common Shares at a price of \$0.20 per Common Share for gross proceeds of a minimum of \$450,000 and a maximum of \$1,250,000, subject to the terms and conditions of the Agency Agreement.

On closing, the Agent will receive a cash commission equal to 10% of the aggregate gross proceeds from the sale of the Common Shares (\$45,000 if the Minimum Offering is completed, or \$125,000 if the Maximum Offering is completed). The Agent will also be paid a work fee of \$15,000 and will be reimbursed by the Corporation for its

reasonable expenses and legal fees. In addition, the Agent will be granted the Agent's Option to purchase that number of Common Shares as is equal to 10% of the Common Shares sold in connection with this Offering (being 225,000 Common Shares if the Minimum Offering is completed and 625,000 Common Shares if the Maximum Offering is completed) at a price of \$0.20 per Common Share exercisable for a period of 24 months from the Closing Date, which Agent's Option is qualified for distribution under this prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. Other than as described in this prospectus, there are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other Person or Company in connection with the Offering.

The Offering will be made in accordance with the rules and policies of the Exchange and with the consent of the Exchange. The closing of the Offering will take place at such time as the Corporation and the Agent may agree, provided that subscriptions for the Minimum Offering have been received.

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

Commercially Reasonable Efforts Offering and Minimum Distribution

The Minimum Offering is for 2,250,000 Common Shares for total gross proceeds of \$450,000 and the Maximum Offering is for 6,250,000 Common Shares for total gross proceeds of \$1,250,000. Under the CPC Policy, the maximum number of Common Shares which may be directly or indirectly purchased by any one purchaser to this Offering is 2% of the Common Shares offered hereunder or 45,000 Common Shares assuming the Minimum Offering is completed and 125,000 Common Shares assuming the Maximum Offering is completed. 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% or 90,000 Common Shares assuming the Minimum Offering is completed and 250,000 Common Shares assuming the Maximum Offering is completed. The funds received from the Offering will be deposited with the Agent, and will not be released until \$450,000 has been deposited and the Agent consents to the release thereof. Subscriptions of a minimum of 2,250,000 Common Shares for total gross proceeds of \$450,000 must be raised within 90 days of the issuance of a receipt for the prospectus, or such other time as may be consented to by the Agent and Persons or Companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities Being Distributed

The Corporation also proposes to grant the Incentive Stock Options at the closing of the Offering in accordance with the policies of the Exchange, which options are qualified for distribution pursuant to this prospectus. The Incentive Stock Options entitle the holders to purchase up to 372,500 Common Shares in the event the Minimum Offering is completed and up to 772,500 Common Shares in the event the Maximum Offering is completed, at a price of \$0.20 per Common Share and such options may be exercised for a period of five years from the date of grant. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

Determination of Price

The offering price of the Common Shares offered pursuant to this Offering has been determined by negotiation between the Corporation and the Agent in accordance with the CPC Policy.

Listing Application

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

Subscriptions by and Restrictions on the Agent

The Agent has advised the Corporation that to the best of its knowledge and belief, no directors, officers, employees or contractors of the Agent or any Associate or Affiliate thereof have subscribed for Common Shares, except that Mr. Andy Chau, an employee of the Agent and a member of the Aggregate Pro Group, subscribed for 25,000 Common Shares as of January 5, 2017 at \$0.10 per Common Share, representing 1.69% of Common Shares outstanding prior to the Offering, or 0.67% of the Common Shares assuming the Minimum Offering and 0.58% of the Common Shares assuming the Maximum Offering.

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 Aggregate Pro Group, including participants referred to above, is 20% of the issued and outstanding Common Shares exclusive of Common Shares reserved for issuance at a future date. Such participants are permitted to subscribe for Common Shares pursuant to this Offering, subject to (i) compliance with any applicable client priority rule, and (ii) the restrictions applicable to all purchasers to Offering described under "Plan of Distribution-Offering and Minimum Distribution".

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of the Incentive Stock 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 Commissions and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SECURITIES DISTRIBUTED

The Corporation is authorized to issue an unlimited number of Common Shares of which 1,475,000 Common Shares are issued and outstanding as fully paid and non-assessable as at the date hereof. In addition, a maximum of 6,250,000 Common Shares are reserved for issuance pursuant to this Offering and a maximum of 625,000 Common Shares are reserved for issuance upon exercise of the Agent's Option.

A maximum of 772,500 Common Shares are reserved for issuance upon exercise of the Incentive Stock Options. All of the Common Shares to be outstanding on completion of this Offering will be fully paid and non-assessable. See "*Prior Sales*", "*Options to Purchase Securities*" and "*Plan of Distribution*".

Common Shares

The holders of the Common Shares are entitled to dividends, if, as and when declared by the board of directors of the Corporation, to one vote per share at meetings of the shareholders of the Corporation and, upon liquidation, to receive such assets of the Corporation as are distributable to the holders of the Common Shares.

CAPITALIZATION

The following table sets forth information respecting the capitalization of the Corporation as at January 31, 2017 (the date of the most recent balance sheet contained in this prospectus) and as at the date of this prospectus both before and after giving effect to the Offering:

	Amount authorized or to be authorized	Amount outstanding as at Jan. 31, 2017⁽¹⁾⁽²⁾	Amount outstanding as at the date hereof⁽¹⁾⁽²⁾	Amount to be outstanding if the Minimum Offering is sold⁽³⁾⁽⁴⁾⁽⁵⁾	Amount to be outstanding if the Maximum Offering is sold⁽³⁾⁽⁴⁾⁽⁵⁾
Common Shares	Unlimited	\$147,500 (1,475,000 Common Shares)	\$147,500 (1,475,000 Common Shares)	\$597,500 (3,725,000 Common Shares)	\$1,397,500 (7,725,000 Common Shares)

Notes:

- (1) The Corporation had not commenced commercial operations as at January 31, 2017 or as at the date hereof. See "*Prior Sales*."
- (2) The 1,475,000 Common Shares issued at \$0.10 per share will be held in escrow in accordance with the CPC Policy. See "*Escrowed Securities*".
- (3) The Corporation has reserved up to 225,000 Common Shares in the event the Minimum Offering is subscribed for and up to 625,000 Common Shares in the event the Maximum Offering is subscribed for pursuant to the Agent's Option. The Agent's Option will have an exercise price of \$0.20 per Common Share and may be exercised for a period of 24 months from the Closing Date. See "*Plan of Distribution*."
- (4) Before deducting the Agent's commission and the costs and expenses of this issue (and certain pre-offering costs). Expenses and costs of the Offering include, but are not limited to: Agent's Commission of \$45,000 in the case of the Minimum Offering or \$125,000 in the case of the Maximum Offering; a work fee payable to the Agent of \$15,000; the reasonable out-of-pocket costs and expenses of the Agent (including legal fees of the Agent of \$15,000 plus disbursements and applicable taxes); legal fees of the Corporation estimated at \$35,000 plus disbursements and applicable taxes; audit fees of the Corporation estimated at \$6,000 plus applicable taxes; printing fees of \$6,000 plus applicable taxes and filing fees payable to securities regulatory authorities and listing fees payable to the Exchange estimated at \$23,852 plus applicable taxes.
- (5) The Corporation has reserved an aggregate of 372,500 Common Shares in the event the Minimum Offering is subscribed for and up to 772,500 Common Shares in the event the Maximum Offering is subscribed for pursuant to Incentive Stock Options to be granted to the directors and the officers of the Corporation. All of the Incentive Stock Options will have an exercise price of \$0.20 per Common Share and may be exercised for a period of five years from the date of grant. See "*Options to Purchase Securities*".

OPTIONS TO PURCHASE SECURITIES

Incentive Stock Options

Incentive Stock Options to purchase up to 372,500 Common Shares in the event the Minimum Offering is completed and up to 772,500 Common Shares in the event the Maximum Offering is completed are to be granted after closing of this Offering to the directors and the officers of the Corporation, subject to regulatory approval. The Incentive Stock Options will be granted after the closing of the Offering under the Corporation's Stock Option Plan (as defined below) and will be qualified for distribution and are expected to be allocated on the following basis:

Name of Optionee	No. of Common Shares reserved under Option if Minimum Offering Completed⁽¹⁾	No. of Common Shares reserved under Option if Maximum Offering Completed⁽¹⁾	Exercise Price per Common Share
Bill Hong Ye	130,375	270,375	\$0.20
Anthony Chang	130,375	270,375	\$0.20
Sheldon Kales	55,875	115,875	\$0.20
Peiwei Ni	55,875	115,875	\$0.20
Total	372,500	772,500	

Note:

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

Stock Option Terms

The policies of the Exchange provide that the board of directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers and employees of the Corporation and its Affiliates and to consultants and management company employees, non-transferable options to purchase Common Shares for a period of up to ten years from the date of the grant, provided that the number of Common Shares reserved for issuance may not exceed 10% of the total issued and outstanding Common Shares at the date of the grant.

The Corporation has adopted an incentive stock option plan (referred to herein as the "**Stock Option Plan**"), the purpose of which is to promote the profitability and growth of the Corporation by facilitating the efforts of the Corporation to obtain and retain key individuals. The Stock Option Plan provides an incentive for and encourages ownership of the Common Shares by its key individuals so that they may increase their stake in the Corporation and benefit from increases in the value of the Common Shares. Pursuant to the Stock Option Plan, the maximum number of Common Shares reserved for issuance in any 12 month period to any one optionee other than a consultant may not exceed 5% of the issued and outstanding Common Shares as at the date of the grant. The maximum number of Common Shares reserved for issuance in any 12 month period to any consultant may not exceed 2% of the issued and outstanding Common Shares at the date of the grant and the maximum number of Common Shares reserved for issuance in any 12 month period to all persons engaged in investor relations activities may not exceed 2% of the issued and outstanding number of Common Shares at the date of the grant. Incentive stock options may be exercised until 90 days (or 30 days in case of an optionee engaging in any investor relations activities) following the date the optionee ceases to be a director, officer or employee of the Corporation or its Affiliates or a consultant or a management company employee, provided that if the cessation of such position or arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, in all cases subject to the expiry date of such option. In case of termination by the Corporation for cause, the optionee's incentive options will expire immediately. Options granted to an optionee while the Corporation is a CPC who does not continue as a director, officer, technical consultant or employee of the Resulting Issuer may be exercised until the later of 12 months after the Completion of the Qualifying Transaction and 90 days after the optionee ceases to be a director, officer, technical consultant or employee of the Resulting Issuer.

Notwithstanding the terms of the Stock Option Plan described above, the CPC Policy imposes certain restrictions on incentive stock options during the period that the Corporation remains a CPC. Such restrictions shall remain in place until the Exchange issues the Final Exchange Bulletin (such bulletin indicating that the Resulting Issuer will not be considered a CPC). Under the CPC Policy, the Corporation, while it remains a CPC, is limited to granting incentive stock options to only directors, officers and technical consultants of the Corporation. In addition, the total number of Common Shares reserved under option for issuance pursuant to the Stock Option Plan may not exceed 10% of the Common Shares to be outstanding at the closing of the Offering. The maximum number of Common Shares reserved under option for issuance to any individual officer or director may not exceed 5% of the issued and outstanding Common Shares to be outstanding at the closing of the Offering. The maximum number of Common Shares reserved under option for issuance to all technical consultants may not exceed 2% of the issued and outstanding Common Shares to be outstanding after the closing of the Offering. In addition, while the Corporation is a CPC, it is prohibited from granting incentive stock options to any person providing investor relations activities, promotional or market making services. The exercise price per Common Share under any incentive stock option granted by the Corporation while it is a CPC may not be less than the greater of \$0.20 and the Discounted Market Price (as defined under Exchange policies). Any Common Shares acquired pursuant to the exercise of incentive stock options prior to the 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 of the Corporation, 1,475,000 Common Shares have been issued as follows:

Date issued	Number of Shares ⁽¹⁾	Issue Price per Share	Aggregate Issue Price	Nature of Consideration
January 5, 2017	1,475,000	\$0.10	\$147,500	Cash

Note:

- (1) All of these 1,475,000 Common Shares will be held in escrow. See "*Escrowed Securities*".

ESCROWED SECURITIES**Securities Escrowed Prior to the Completion of the Qualifying Transaction**

All of the 1,475,000 Common Shares issued prior to this Offering at a price of \$0.10 per Common Share, all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under this Offering or otherwise prior to Completion of the Qualifying Transaction, and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering, will be deposited with the Escrow Agent under the Discount Seed Share Escrow Agreement.

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

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

The following table sets out, as of the date of this prospectus and immediately after completion of this Offering, the number of Common Shares held in escrow:

Name and Place of Residence of Shareholder	Common Shares Held	Number of Escrowed Shares	Percentage of Shares Issued Before Closing	Percentage of Shares Issued Upon Completion of Minimum Offering ⁽¹⁾	Percentage of Shares Issued Upon Completion of Maximum Offering ⁽¹⁾
Bill Hong Ye Toronto, Ontario, Canada	375,000	All	25.42%	10.07%	4.85%
Anthony Chang Toronto, Ontario, Canada	75,000	All	5.08%	2.01%	0.97%
Sheldon Kales Thornhill, Ontario, Canada	600,000	All	40.68%	16.11%	7.77%
Peiwei Ni Toronto, Ontario, Canada	100,000	All	6.78%	2.68%	1.29%
Yaping (Rebecca) Zhang Toronto, Ontario, Canada	300,000	All	20.34%	8.05%	3.88%
Andy Chau Toronto, Ontario, Canada	25,000	All	1.69%	0.67%	0.32%

Note:

- (1) Assuming that no Common Shares are purchased by these shareholders under this Offering and before the exercise of the Agent's Option and the Incentive Stock Options. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

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

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

If the Resulting Issuer meets the Exchange's Tier 1 initial listing requirements either at the time the Final Exchange Bulletin is issued or subsequently, the release of the escrowed Common Shares will be accelerated. An accelerated escrow release will not commence until the Resulting Issuer has made an application to the Exchange for listing as a Tier 1 issuer and the Exchange has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of the Exchange.

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

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

- (a) cancel all those escrowed Common Shares upon issuance by the Exchange of a bulletin delisting the Common Shares; or
- (b) if the Corporation lists on NEX, either:
 - (i) cancel all escrowed Common Shares purchased by Non-Arm's Length Parties to the CPC at a discount from the Offering price, in accordance with section 11.2(a) of the CPC Policy, or
 - (ii) subject to majority shareholder approval, cancel an amount of escrowed Common Shares purchased by Non-Arm's Length Parties to the CPC at a discount to the Offering price so that the average cost of the remaining escrowed Common 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 a Qualifying Transaction are "Value Securities", then all of 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 assets, 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 the 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 time period for release of securities from escrow. In the case of a Resulting Issuer that will be a Tier 2 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities being releasable every six months thereafter until the date which is 36 months after the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 issuer subject to a Surplus Security Escrow Agreement, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three year escrow release mechanism with: 5% of the escrowed securities releasable at the time of the Final Exchange bulletin, 5% on the date which is six months after the Final Exchange Bulletin, 10% on each of the dates which are 12 and 18 months after the Final Exchange Bulletin, 15% on each of the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin.

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

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

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

PRINCIPAL SHAREHOLDERS

The following table lists those Persons who own 10% or more of the issued and outstanding Common Shares as at the date hereof:

Name and Place of Residence	Type of Ownership	Number of Common Shares Owned Before Closing of Offering ⁽¹⁾	Percentage of Common Shares Owned Before Closing of the Offering	Percentage of Common Shares Owned Upon Completion of Minimum Offering ⁽²⁾⁽³⁾	Percentage of Common Shares Owned Upon Completion of Maximum Offering ⁽²⁾⁽⁴⁾
Bill Hong Ye Toronto, Ontario, Canada	Direct	375,000	25.42%	10.07%	4.85%

Name and Place of Residence	Type of Ownership	Number of Common Shares Owned Before Closing of Offering ⁽¹⁾	Percentage of Common Shares Owned Before Closing of the Offering	Percentage of Common Shares Owned Upon Completion of Minimum Offering ⁽²⁾⁽³⁾	Percentage of Common Shares Owned Upon Completion of Maximum Offering ⁽²⁾⁽⁴⁾
Sheldon Kales Toronto, Ontario, Canada	Direct	600,000	40.68%	16.11%	7.77%
Yaping (Rebecca) Zhang Toronto, Ontario, Canada	Direct	300,000	20.34%	8.05%	3.88%

Notes:

- (1) Subject to the Discount Seed Share Escrow Agreement. See "*Escrowed Securities*".
- (2) Assuming that no Common Shares are purchased under this Offering and before the exercise of the Agent's Option and the Incentive Stock Options. See "*Plan of Distribution*".
- (3) On a fully diluted basis, assuming the exercise of the Agent's Option and the Incentive Stock Options, after giving effect to the Minimum Offering, Mr. Ye, Mr. Kales and Ms. Zhang will each own approximately 11.69%, 15.17% and 6.94% of the outstanding Common Shares respectively.
- (4) On a fully diluted basis, assuming the exercise of the Agent's Option and the Incentive Stock Options, after giving effect to the Maximum Offering, Mr. Ye, Mr. Kales and Ms. Zhang will each own approximately 7.07%, 7.85% and 3.29% of the outstanding Common Shares respectively.

DIRECTORS, OFFICERS AND PROMOTER

The following are the names and places of residence of the directors, the officers and promoter of the Corporation, their positions and offices with the Corporation, their present principal occupation, the number of Common Shares beneficially owned or over which they directly or indirectly exercise control or direction, and the percentage of Common Shares to be held by each of them prior to and on completion of the Offering:

Name and Place of Residence	Position and Office	Present Principal Occupation	Percentage and Number of Common Shares Held Prior to the Offering	Percentage and Number of Common Shares Upon Completion of Minimum Offering ⁽¹⁾	Percentage and Number of Common Shares Upon Completion of Maximum Offering ⁽¹⁾
Bill Hong Ye ⁽²⁾ Toronto, Ontario, Canada	Chief Executive Officer, Secretary, Director	CEO of Nine Fortune Assets Co. and Chairman of VVin Inc.	25.42% 375,000 Common Shares	10.07% 375,000 Common Shares	4.85% 375,000 Common Shares
Anthony Chang Toronto, Ontario, Canada	Chief Financial Officer, Director	Managing Director of Redbridge Capital Inc.	5.08% 75,000 Common Shares	2.01% 75,000 Common Shares	0.97% 75,000 Common Shares
Sheldon Kales ⁽²⁾⁽³⁾ Toronto, Ontario, Canada	Director	CEO of Chester Gold Corp.	40.68% 600,000 Common Shares	16.11% 600,000 Common Shares	7.77% 600,000 Common Shares

Name and Place of Residence	Position and Office	Present Principal Occupation	Percentage and Number of Common Shares Held Prior to the Offering	Percentage and Number of Common Shares Upon Completion of Minimum Offering ⁽¹⁾	Percentage and Number of Common Shares Upon Completion of Maximum Offering ⁽¹⁾
Peiwei Ni ⁽²⁾ Toronto, Ontario, Canada	Director	President of Wideford Inc.	6.78% 100,000 Common Shares	2.68% 100,000 Common Shares	1.29% 100,000 Common Shares

Notes:

- (1) Assuming that no Common Shares are purchased by these shareholders under this Offering and before the exercise of the Agent's Option and the Incentive Stock Options. See "*Plan of Distribution*".
- (2) Member of the Audit Committee.
- (3) Chair of the Audit Committee.

The directors will devote their time and expertise as required by the Corporation, however, it is not anticipated that any director will devote 100% of his time to the Corporation. See also "*Management 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 the 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.

The directors and the officers, as a group, beneficially own and control 1,150,000 Common Shares, which represents 77.97% of the issued and outstanding Common Shares before giving effect to this Offering. Such Common Shares will represent 30.87% of the issued and outstanding Common Shares upon completion of the Minimum Offering and 14.89% of the issued and outstanding Common Shares upon completion of the Maximum Offering, assuming no Common Shares are purchased by the directors and the officers under the Offering, and before the exercise of the Agent's Option and the Incentive Stock Options. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

The following is a brief description of the principal occupations of the above named individuals during the last five years, along with other biographical information:

Bill Hong Ye, President, CEO, Secretary and Director

Mr. Bill Hong Ye is an experienced investment professional and an acclaimed professor in finance and economics in Toronto and China. Mr. Ye has been the CEO of Nine Fortune Assets Co. Ltd., a Toronto based investment firm, since 2011 and Chairman of VVinv Inc., another Toronto based investment firm since 2016. He was CEO of Hangzhou SeePad Communications Equipment co., Ltd., a telecommunication equipment firm based in Hangzhou, China, from 2006 to 2011. Mr. Ye has also been a visiting professor at the Victoria College of Business and Technology in Toronto for courses in investment funds, options and foreign exchange since 2013.

Mr. Ye has a bachelor's degree from the Zhejiang University, China.

Mr. Ye is 46 years old and is a Canadian citizen resident in Toronto. He will devote such time as is required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Anthony W. Chang, CFO and Director

Mr. Anthony Chang has been a Managing Director of Redbridge Capital Inc., a Toronto based private investment and merchant bank with a focus on cross border transactions between Canada, US, and China, since June 2016. Mr. Chang has also been a Managing Director of Inter-Asia Venture Management Ltd., a direct investment and financial advisory firm based in Hong Kong, since March 2000.

Mr. Chang was an independent non-executive director and Chair of the audit committee for Hanfeng Evergreen Inc. (TSX) from February to August 2014.

Mr. Chang received his bachelor's degree in math from the University of Waterloo and is a qualified Chartered Professional Accountant.

Mr. Chang is 61 years old and is a Canadian citizen resident in Toronto. He will devote such time as is required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Sheldon Kales, Director

Mr. Sheldon Kales has been the CEO of Chester Gold Corp., a private mining exploration company in northern Ontario, since 2012. Mr. Kales was the founder, CEO and a director of Security Devices International Inc., a public company quoted on OTCBB in the United States from 2005 to 2010. Mr. Kales was also a director of L.A.M. Pharmaceutical Corp., a company quoted on OTCBB, from 2006 to 2008. He also acted as the President of Yangtze Telecom Corp. (TSXV) from September 1998 to July 2003 and a director of this company from February 1998 to February 2004.

Mr. Kales is a graduate of University of Toronto with a Bachelor of Arts degree.

Mr. Kales is 61 years old and is a Canadian citizen resident in Toronto. He will devote such time as is required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Peiwei Ni, Director

Mr. Ni has been the President of Widford Inc, a company specializing in advising China based companies doing business in Canada, since 2004. Since 2006, Mr. Ni has been a director of Migao Corporation, a China based specialty potash fertilizer company previously listed on the TSX until September 2016. In May 2016, Mr. Ni was appointed on the board of MillenMin Ventures Inc (TSXV), an exploration stage company engaged in acquisition, exploration and development of mineral properties. Previously from October 2007 to January 2010, Mr. Ni also served on the board of Active Control Technologies Inc., a company listed on the TSXV until Aug. 2014.

Mr. Ni received his Master of Education degree from the University of Victoria, BC and a BComm degree from the University of International Business and Economics in Beijing, China.

Mr. Ni is 54 years old and is a Canadian citizen resident in Toronto. He will devote such time as is required in connection with the management of the Corporation and completion of the Qualifying Transaction.

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 the 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.

Other Corporate Information

Pursuant to applicable securities laws and rules of the Exchange, the Corporation is required to have an Audit Committee comprised of at least three directors, the majority of whom are not officers, employees or Control Persons of the Corporation or any of its Associates and Affiliates. The general function of the Audit Committee is to review the overall audit plan and the system of internal controls of the Corporation, to review the results of the external audit and to resolve any potential dispute with the auditor of the Corporation. The Audit Committee of the Corporation currently consists of Messrs. Sheldon Kales, Bill Hong Ye and Peiwei Ni. Mr. Kales is the Chair of the Audit Committee.

Other Reporting Issuer Experience

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

Name	Name of Reporting Issuer	Name of Exchange or Market	Position	From	To
Anthony W Chang	Hanfeng Evergreen Inc.	TSX (Delisted in Jun. 2014)	Director	Feb. 2014	Aug. 2014
Peiwei Ni	Migao Corporation	TSX (Delisted in Sept. 2016)	Director	2006	Present
	MillenMin Ventures Inc.	TSXV	Director	May 2016	Present

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, during the past 10 years, none of the directors, officers, insiders or promoters of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, was a director, officer, insider or promoter of any other issuer that, while that person was acting in that capacity, was the subject of a cease trade order or similar order or an order that denied that issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days, or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Mr. Anthony Chang was an independent director of Hanfeng Evergreen Inc. ("**Hanfeng**") from February 24, 2014 to Aug 2014. On February 19, 2014, before Mr. Chang joined Hanfeng, common shares of Hanfeng were subjected to a temporary cease trade order issued by the Ontario Securities Commission for failure to file interim financial statements, the related management discussion & analysis and the related certification for the six month period ended Dec 31, 2013. On February 20, 2014, the British Columbia Securities Commission issued a cease trade order against Hanfeng. The board of Hanfeng was reconstituted on February 24, 2014 when Mr. Chang was appointed as a director. Hanfeng's auditors resigned on February 26, 2014. Subsequently, cease trade orders were issued against Hanfeng by securities commissions in Ontario, Quebec, Manitoba and Alberta. Common shares of Hanfeng were delisted by the Toronto Stock Exchange as of June 9, 2014 for failing to meet continuous listing criteria in connection with the cease trade orders. With an almost complete turnover of the board members and the resignation of Hanfeng's Chief Financial Officer and its auditor, the audit committee of the Hanfeng board (chaired by Mr. Chang) was of the view that it would not be prudent to file the quarterly financial statements for Hanfeng for the period ended December 31, 2013 (or later periods) until it had engaged an auditor and the auditor had conducted a review of those quarterly financial statements. On August 20, 2014, Ernst & Young was appointed by the Ontario Supreme Court of Justice as receiver and manager to wind up Hanfeng and Hanfeng was subsequently wound up.

Penalties or Sanctions

None of the directors, officers, insiders or promoters of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

None of the directors, officers, insiders or promoters of the Corporation nor a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, nor a personal holding company of any such persons has, within the past 10 years before the date of this prospectus, become bankrupt, made a proposal under bankruptcy or insolvency legislation or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

Indebtedness of Directors, Officers and Promoters

None of the directors, the officers and promoter of the Corporation nor any of their respective Associates or Affiliates has been indebted to the Corporation since the date of the Corporation's incorporation.

EXECUTIVE COMPENSATION

Except as set out below or otherwise permitted by the CPC Policy and disclosed in this prospectus, prior to Completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly or indirectly, by the Corporation to a Non Arm's Length Party to the Corporation or a Non Arm's Length Party to the Qualifying Transaction, or to any Person engaged in investor relations activities in respect of the securities of the Corporation or any Resulting Issuer by any means, including 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
- (vi) 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 Reimbursements**"). No reimbursement may be made for any payment made to lease or buy a vehicle.

Upon closing of the Offering, the directors and the officers of the Corporation will be granted Incentive Stock Options. See "*Options to Purchase Securities*".

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

DIVIDEND POLICY

No dividends have been paid on any shares of the Corporation since the date of its incorporation, and it is not contemplated that any dividends will be paid in the immediate or foreseeable future.

If the Corporation generates earnings in the foreseeable future, it expects that they will be retained to finance growth, if any, and, when appropriate, retire debt. 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.

CONFLICTS OF INTEREST

There are potential conflicts of interest to which the directors, the officers, insiders and the promoter of the Corporation will be subject in connection with the operations of the Corporation. Certain of the directors, the officers, insiders and the promoter have been and will continue to be engaged in the identification and evaluation, with a view to potential acquisition of interests in businesses and corporations on their own behalf and on behalf of other corporations.

Accordingly, situations may arise where some or all of the directors, the officers, insiders and the promoter will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies prescribed by the *Business Corporations Act* (Ontario), the Exchange and applicable securities law, regulations and policies.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

All directors of the Corporation have acquired Common Shares in the seed capital phase of the Corporation. In addition, each of the directors of the Corporation will be granted options to purchase Common Shares on Closing of the Offering. See "*Prior Sales*" and "*Options to Purchase Securities*".

DILUTION

Assuming completion of the Offering, investors acquiring the Common Shares offered by this prospectus will suffer an immediate dilution of approximately 20.0% or \$0.04 per Common Share on the basis of there being 3,725,000 Common Shares issued and outstanding following completion of the Minimum Offering and an immediate dilution of approximately 9.5% or \$0.019 per Common Share on the basis of there being 7,725,000 Common Shares outstanding following completion of the Maximum Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus without deduction of commissions or related expenses incurred by the Corporation.

Item	Minimum Offering	Maximum Offering
Gross proceeds of prior share issues	\$147,500	\$147,500
Gross proceeds of this Offering	\$450,000	\$1,250,000
Total gross proceeds after this Offering	\$597,500	\$1,397,500
Offering Price per share	\$0.20	\$0.20
Proceeds per share after this Offering	\$0.16	\$0.181
Dilution per share to subscriber	\$0.04	\$0.019
Percentage of dilution in relation to Offering Price	20.0%	9.5%

RISK FACTORS

The following is a list of risk factors that a prospective investor should consider before subscribing for Common Shares, which list is not exhaustive:

- (a) the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;
- (b) investment in the Common Shares offered by the prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development;
- (c) the directors and the officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See "*Directors, Officers and Promoter*" and "*Conflicts of Interest*";

- (d) assuming completion of the Minimum Offering, an investor will suffer an immediate dilution to its investment of 20.0% or \$0.04 per Common Share and assuming completion of the Maximum Offering, an investor will suffer an immediate dilution to its investment of 9.5% or \$0.019 per Common Share. See "*Dilution*";
- (e) there can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell its Common Shares;
- (f) until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;
- (g) the Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Corporation will be able to identify a suitable Qualifying Transaction;
- (h) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;
- (i) Completion of 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;
- (j) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of the fair value for the shareholder's Common Shares;
- (k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares 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 will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction;
- (l) trading in the Common Shares may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required;
- (m) the Exchange will generally suspend trading in the 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;
- (n) neither the Exchange nor any securities regulatory authority will pass upon the merits of the proposed Qualifying Transaction;
- (o) in the event that management, directors or experts of the Corporation reside outside of Canada or the Corporation identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management, directors or experts resident outside of Canada or upon the foreign business or the Resulting Issuer and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada;

- (p) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation; and
- (q) 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, which are not all-inclusive, this Offering is only suitable to investors who are willing to rely solely on management of the Corporation and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Common Shares.

LEGAL PROCEEDINGS

The Corporation is not party to any legal proceedings, nor to its knowledge are any such proceedings contemplated.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Agent for the Offering is Mackie Research Capital Corporation, Toronto, Ontario.

The Agent does not, prior to completion of the Offering, own directly or indirectly, any securities of the Corporation and the only proceeds of the Offering to be received by it is the remuneration to be paid to it in connection with the sale of the Common Shares, which includes the Agent's commission, the corporate finance fee payable to it and the Agent's Options. See "*Plan of Distribution*". Mr. Andy Chau, an employee of the Agent, subscribed for 25,000 Common Shares on January 5, 2017 prior to the Offering.

The Corporation is not a related or connected issuer (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 Fogler, Rubinoff LLP, on behalf of the Corporation, and by Charlie Kuo Barrister & Solicitor, on behalf of the Agent. MNP LLP, Chartered Professional Accountants, Toronto, Ontario, is the auditor of the Corporation.

Except as set out below, as of the date of this prospectus, none of the aforementioned persons or their respective partners or employees and no person whose profession or business gives authority to a statement made by such person who is named in this prospectus:

- (a) beneficially owns, directly or indirectly, any securities of the Corporation or its Associates and Affiliates; or
- (b) is or is expected to be elected, appointed or employed as a senior officer, director 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.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are MNP LLP, Chartered Professional Accountants, 900-50 Burnhamthorpe Road West, Mississauga, Ontario L5B 3C2.

The transfer agent and registrar of the Corporation is TSX Trust Company, 200 University Avenue, Suite 300, Toronto, Ontario M5H 4H1.

MATERIAL CONTRACTS

The Corporation has not entered into any material contracts and will not enter into any material contracts prior to the closing of this Offering, other than:

- (a) the Transfer Agent, Registrar and Disbursing Agent Agreement between the Corporation and the Escrow Agent;
- (b) the Agency Agreement referred to under the "*Plan of Distribution*";
- (c) the Discount Seed Share Escrow Agreement referred to under "*Escrowed Securities*"; and
- (d) the Stock Option Plan. See "*Options to Purchase Securities*".

Copies of these agreements will be available for inspection at the registered office of the Corporation, at 77 King Street West, Suite 3000, Toronto, Ontario, M5K 1G8 and at the offices of the Commissions during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

ELIGIBILITY FOR INVESTMENT

In the opinion of Fogler, Rubinoff LLP, if, as and when the Common Shares are listed on a designated stock exchange (as defined in the *Income Tax Act* (Canada) (the "**Tax Act**") and the regulations thereunder), the Common Shares will be qualified investments under the Tax Act for a trust governed by a registered retirement savings plan ("**RRSP**"), registered retirement income fund ("**RRIF**"), registered education savings plan, deferred profit sharing plan, registered disability savings plan or a tax-free savings account ("**TFSA**") (collectively, "**Deferred Plans**"). The Exchange is a designated stock exchange for these purposes. Notwithstanding that the Common Shares may be qualified investments for a Deferred Plan, the annuitant or holder of an RRSP, RRIF or TFSA will be subject to a penalty tax on such Common Shares held in the RRSP, RRIF or TFSA if such Common Shares are a "prohibited investment" for purposes of section 207.01 of the Tax Act. The Common Shares will generally be a "prohibited investment" if the annuitant of the RRSP or RRIF or the holder of the TFSA either a) does not deal at arm's length with the Corporation for purposes of the Tax Act or b) has a "significant interest" (within the meaning of the Tax Act) in the Corporation. Prospective subscribers that intend to hold Common Shares in an RRSP, RRIF or TFSA are urged to consult their own tax advisors as to whether such shares would constitute a "prohibited investment" in their particular circumstances.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts about the securities 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 securities being distributed.

PURCHASERS' STATUTORY RIGHTS

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

AUDITORS' CONSENT

We have read the prospectus of Hope Well Capital Corp. (the "**Corporation**") dated ►, 2017 relating to the issue and sale of a minimum of 2,250,000 common shares of the Corporation and up to a maximum of 6,250,000 common shares of the Corporation. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the use in the above-mentioned prospectus of our report to the shareholders of the Corporation on the statement of financial position of the Corporation as at January 31, 2017 and the statements of operations and comprehensive loss, changes in shareholders' equity and cash flows for the period from the date of incorporation on December 1, 2016 to January 31, 2017. Our report is dated ►, 2017.

Signed: “ ””

**Chartered Accountants
Licensed Public Accountants**

Mississauga, Ontario
►, 2017

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Hope Well Capital Corp.

We have audited the accompanying financial statements of Hope Well Capital Corp., which comprise the statement of financial position as at January 31, 2017, and the statements of operations and comprehensive loss, changes in equity, and cash flows for the period from the date of incorporation (December 1, 2016) to January 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.

Auditors' 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 Hope Well Capital Corp. as at January 31, 2017, and its financial performance and its cash flows for the period from the date of incorporation (December 1, 2016) to January 31, 2017, in accordance with International Financial Reporting Standards.

**Chartered Professional Accountants
Licensed Public Accountants**

Mississauga, Ontario

►, 2017

HOPE WELL CAPITAL CORP.

Financial Statements
(Expressed in Canadian dollars)

For the Period from the Date of Incorporation
December 1, 2016 to January 31, 2017

HOPE WELL Capital Corp.

Statement of Financial Position
(Expressed in Canadian dollars)
As at January 31, 2017

	January 31 2017
Assets	
Current assets:	
Cash (note 3)	\$ 97,668
Prepays and deposits	30,000
Total assets	\$ 127,668
Liabilities and Equity	
Current liabilities:	
Advances payable and accrued liabilities	\$ 17,944
Total liabilities	17,944
Equity:	
Share capital (note 4)	147,500
Deficit	(37,776)
Total equity	109,724
Total liabilities and equity	\$ 127,668

Nature of operations (Note 1)

Subsequent events (Note 8)

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

On behalf of the Board:

"Sheldon Kales" Director

"Bill Hong Ye" Director

HOPE WELL CAPITAL CORP.

Statement of Operations and Comprehensive Loss

(Expressed in Canadian dollars)

For the Period from the Date of Incorporation (December 1, 2016) to January 31, 2017

Expenses:

TSXV filing fees	\$ 16,205
Legal fees	14,554
Audit fee	7,017

Net loss and comprehensive loss	\$ (37,776)
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Loss per share

Basic	\$ 0.06
Diluted	0.06

Weighted average number of shares outstanding

Basic	628,689
Diluted	628,689

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

HOPE WELL CAPITAL CORP.

Notes to Financial Statements

(Expressed in Canadian dollars)

For the Period from the Date of Incorporation (December 1, 2016) to January 31, 2017

HOPE WELL CAPITAL CORP.

Statement of Changes in Equity

(Expressed in Canadian dollars)

For the Period from the Date of Incorporation (December 1, 2016) to January 31, 2017

	Number of Common Shares	Share Capital	Deficit	Total
Balance, December 1, 2016 – Date of Incorporation	-	\$ -	\$ -	\$ -
Common shares issued (note 4)	1,475,000	147,500	-	147,500
Net loss for the period	-	-	(37,776)	(37,776)
Balance, Jan 31, 2017	1,475,000	\$147,500	\$(37,776)	\$109,724

The accompanying notes are an integral part of these financial statements

HOPE WELL CAPITAL CORP.

Statements of Cash Flows

(Expressed in Canadian dollars)

For the Period from the Date of Incorporation (December 1, 2016) to January 31, 2017

Cash flows from operating activities:		
Net loss for the period	\$	(37,776)
Change in non-cash operating working capital		(12,056)
Cash used in operating activities		(49,832)
Cash flows from financing activities:		
Proceeds from share issuance		147,500
Cash provided by financing activities		147,500
Increase in cash		97,668
Cash, beginning of period		-
Cash, end of period	\$	97,668

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

HOPE WELL CAPITAL CORP.

Notes to Financial Statements

(Expressed in Canadian dollars)

For the Period from the Date of Incorporation (December 1, 2016) to January 31, 2017

1. Nature of operations

Hope Well Capital Corp. (the "**Corporation**" or "**HWCC**") was incorporated under the Business Corporations Act (Ontario) on December 1, 2016 with the intent of being classified as a Capital Pool Company ("**CPC**") as defined in Policy 2.4 of the TSX Venture Exchange (the "**Exchange**"). The Corporation has no assets other than cash. The Corporation proposes to identify and evaluate potential acquisitions of businesses (for a "**Qualifying Transaction**"), and once identified and evaluated, to negotiate an acquisition or participation.

The Corporation's continuing operations are dependent upon its ability to evaluate and negotiate an agreement to acquire an interest in a material asset or business within twenty-four months of listing on the Exchange. Where an acquisition or participation is warranted, additional funding may be required. The ability of the Corporation to fund its potential future operations and commitments is dependent upon its ability to obtain additional financing. There is no assurance that the Corporation will be able to complete a Qualifying Transaction within twenty-four months of being listed or that it will be able to secure the necessary financing to complete a Qualifying Transaction. The Exchange may suspend or de-list the Corporation's common shares from trading should it not meet these requirements.

These financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") with the assumption that the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. These financial statements do not give effect to adjustments that would be necessary to the carrying amounts and classification of assets and liabilities should the Corporation be unable to continue as a going concern.

The address of the registered office, as of the period end date, is Suite 3000, 77 King Street West, Toronto, Ontario. These financial statements were approved and authorized for issuance by the Board of Directors on February 16, 2017.

2. Significant accounting policies*Statement of compliance*

These financial statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board ("**IASB**").

Basis of measurement

These financial statements have been prepared on an accrual basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

Functional and presentation currency

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

HOPE WELL CAPITAL CORP.

Notes to Financial Statements

(Expressed in Canadian dollars)

For the Period from the Date of Incorporation (December 1, 2016) to January 31, 2017

2. Significant accounting policies (continued)*Use of estimates and key judgements*

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors that are believed to be reasonable under the circumstances. Actual results could differ from these estimates.

Income Taxes

Income tax consists of current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts, and the Corporation intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of reporting period and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Share Capital

Common shares are classified as equity. Costs directly attributable to the issuance of shares are recognized as a deduction from equity.

Basic and Diluted Loss per Share

Basic loss per share is computed by dividing the net loss applicable to common shares by the weighted average number of common shares outstanding for the relevant period.

Diluted loss per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted loss per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period.

HOPE WELL CAPITAL CORP.

Notes to Financial Statements

(Expressed in Canadian dollars)

For the Period from the Date of Incorporation (December 1, 2016) to January 31, 2017

2. Significant accounting policies (continued)*Share-based Payments*

Equity-settled share-based payments for directors, officers, employees and consultants are measured at fair value at the date of grant and recorded as compensation expense in the financial statements.

The Corporation applies a fair value based method of accounting to all share-based payments. Employee and director stock options are measured at the fair value of each tranche on the grant date and recognized in the respective reporting period. Any consideration paid by directors, officers, employees and consultants on exercise of equity-settled share based payments is credited to share capital. Shares are issued from treasury upon the exercise of equity-settled share-based instruments.

*Financial Instruments*Financial assets

The Corporation classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Corporation's accounting policy for each category is as follows:

Fair value through profit or loss - this category comprises derivatives, or assets acquired principally for the purpose of being resold in the near term. They are carried on the statements of financial position at fair value with changes in fair value recognized in the statements of operations and comprehensive loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

The Corporation has classified cash as financial assets at fair value through profit and loss.

Financial liabilities

The Corporation classifies its financial liabilities into one of two categories, depending on the purpose for which the liabilities were incurred. The Corporation's accounting policy for each category is as follows:

Fair value through profit or loss - this category comprises of liabilities acquired or incurred principally for the purposes of acquiring a value added service with terms and conditions clearly laid out in an executed agreement. They are carried on the Statement of Financial Position at fair value with changes in fair value recognized in the statements of operations and comprehensive loss.

The Corporation's accrued liabilities are classified as other financial liabilities.

HOPE WELL CAPITAL CORP.

Notes to Financial Statements

(Expressed in Canadian dollars)

For the Period from the Date of Incorporation (December 1, 2016) to January 31, 2017

2. Significant accounting policies (continued)*Fair Value Hierarchy*

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As of January 31, 2017, cash was measured at fair value and was classified within Level 1 of the fair value hierarchy on the Statement of Financial Position.

Accounting standards issued but not yet applied

The Corporation has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. In the current circumstances, it does not expect any of these to have a material impact on the financial statements.

3. Cash

Once the Corporation has been successful in being classified as a Capital Pool Company, the proceeds raised from the issuance of capital stock may only be used to identify and evaluate assets or businesses for future investments, with the exception that not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Corporation or \$210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenditures of the Corporation. These restrictions apply until completion of a Qualifying Transaction by the Corporation as defined under the policies of the Exchange.

4. Share capital*Authorized Unlimited Common Shares*

The Corporation issued 1,475,000 common shares at \$0.10 per share for total proceeds of \$147,500.

Escrow shares

All of the 1,475,000 common shares issued prior to the offering and all common shares that may be acquired from treasury of the Corporation by non-arm's length parties, as defined in the policies of the Exchange, of the Corporation prior to the completion of the Qualifying Transaction will be deposited with the trustee under the escrow agreement. Under the Discount Seed Escrow Agreement, 10% of the escrowed Common Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "**Initial Release**") and an additional 15% will be released on the dates which are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release. This release schedule may be accelerated if the Corporation is listed as a Tier 1 Issuer.

HOPE WELL CAPITAL CORP.

Notes to Financial Statements

(Expressed in Canadian dollars)

For the Period from the Date of Incorporation (December 1, 2016) to January 31, 2017

4. Share capital (continued)

All common shares acquired upon exercise of stock options prior to the completion of a Qualifying Transaction must also be deposited in escrow until the final exchange bulletin is issued, following which the common shares will be released from escrow in accordance with the terms of the escrow agreement.

All common shares of the Corporation acquired in the secondary market prior to the completion of a Qualifying Transaction by a control person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Corporation held by principals of the resulting issuer following the Qualifying Transaction will also be escrowed.

5. Income taxes

A reconciliation of combined federal and provincial corporate income taxes at statutory rates of 26.5% to the Corporation's effective income tax expense is as follows:

Net loss for the period	\$ (37,776)
Expected income tax recovery	\$ (10,011)
Tax rate changes and other adjustments	10,011

Income tax recovery	\$ -
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Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following item:

Non-capital loss carry forward	\$ 37,776
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The non-capital losses can be carried forward twenty years to be applied against future taxable income, with the balance expiring in 2037. Deferred tax assets have not been recognized in respect of this item because it is not probable that future taxable profit will be available against which the Corporation can utilize the benefits therefrom.

6. Financial instruments fair values

At January 31, 2017, the Corporation's financial instruments consisted of cash and accrued liabilities. The fair value of these financial instruments approximate their carrying value due to the relatively short-term maturity of these instruments.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Corporation to concentrations of credit risks consist principally of cash and cash equivalents. To minimize the credit risk the Corporation places these instruments with a high credit quality financial institution.

Interest Rate Risk

The Corporation is not exposed to any significant interest rate risk.

HOPE WELL CAPITAL CORP.

Notes to Financial Statements

(Expressed in Canadian dollars)

For the Period from the Date of Incorporation (December 1, 2016) to January 31, 2017

6. Financial instruments fair values (continued)*Liquidity Risk*

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation currently settles its financial obligations out of cash. The ability to do this relies on the Corporation raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs and to meet the Corporation's liabilities.

7. Capital management and risk management:

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Corporation includes equity, comprised of issued common shares, in the definition of capital. The Corporation's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

8. Subsequent events

a) Filing of Prospectus

Pursuant to a prospectus dated ►, 2017, the Corporation intends to offer a minimum of 2,250,000 and a maximum of 6,250,000 common shares at \$0.20 per common share (between \$450,000 and \$1,250,000).

b) Agent's Compensation

Pursuant to an agency agreement with Mackie Research Capital Corporation (the "**Agent**") dated ►, 2017, the Corporation engaged the agent on a commercially reasonable effort basis, in the Corporation's filing for an Initial Public Offering with the TSX Venture Exchange, and the Corporation intends to grant the

Agent and its designated sub-agents, if any, a non-transferable option to purchase that number of common shares equal to 10% of the aggregate number of common shares sold pursuant to this offering at a price of \$0.20 per common share. This option will be available for exercise for a period of 24 months from the date of closing of the offering. In addition, the Corporation has agreed to pay to the Agent a commission equal to 10% of the gross proceeds of the offering and a work fee of \$15,000 as compensation for acting as Agent. The Agent will also be reimbursed for its legal and other expenses.

HOPE WELL CAPITAL CORP.

Notes to Financial Statements

(Expressed in Canadian dollars)

For the Period from the Date of Incorporation (December 1, 2016) to January 31, 2017

8. Subsequent events (continued)

c) Incentive Stock Options

Subsequent to the year end, the directors of the Corporation approved a stock option plan (the "**Plan**") for the directors, officers, employees and consultants of the Corporation. The outstanding options granted under the Plan are exercisable for a period of up to 10 years from the date of the grant. The exercise price of the options shall be determined by the board at the time of the grant. The aggregate number of shares issuable upon the exercise of all options granted under the plan shall not exceed 10% of the issued and outstanding common shares of the Corporation from time to time. The number of common shares reserved for issuance to (a) any participant will not exceed 5% of the issued and outstanding common shares in a twelve month period, and (b) any individual director or officer will not exceed 5% of the issued and outstanding common shares while the Corporation is a CPC, and (c) any person conducting investor relations activities within a 12 month period shall not exceed 2% of the common shares outstanding at the time of grant, provided that, while the Corporation is a CPC, no common shares may be reserved for issuance to any persons conducting investor relations activities, promotional or market-making services, and (d) Insiders shall not exceed 10% of the common shares outstanding from time to time, and (e) Insiders within a 12 month period shall not exceed 10% of the common shares outstanding from time to time; and (f) to any one consultant in any 12 month period shall not exceed 2% of the common shares outstanding at the time of the grant. The stock option plan is subject to regulatory approval. As at January 31, 2017, there have been no stock options granted.

CERTIFICATE OF THE CORPORATION

Dated: February 17, 2017.

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

HOPE WELL CAPITAL CORP.

Signed "*Bill Hong Ye*"
Bill Hong Ye
Chief Executive Officer

Signed "*Anthony Chang*"
Anthony Chang
Chief Financial Officer

**ON BEHALF OF THE BOARD OF DIRECTORS OF
HOPE WELL CAPITAL CORP.**

Signed "*Sheldon Kales*"
Sheldon Kales
Director

Signed "*Peiwei Ni*"
Peiwei Ni
Director

CERTIFICATE OF AGENT

Dated: February 17, 2017.

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

MACKIE RESEARCH CAPITAL CORPORATION

By: Signed "Jovan Stupar"

Jovan Stupar
Managing Director