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

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus ("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. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to U.S. persons.

PRELIMINARY PROSPECTUS

Initial Public Offering **April 29, 2021**

BENZ CAPITAL CORP.

(a Capital Pool Company)

Minimum Offering: $250,000 or 2,500,000 Common Shares
Maximum Offering: $350,000 or 3,500,000 Common Shares

Price: $0.10 per Common Share

The purpose of this offering (the "**Offering**") is to provide Benz Capital Corp. (the "**Issuer**") with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereinafter defined. The Issuer offers through its agent, Research Capital Corporation (the "**Agent**"), a minimum of 2,500,000 common shares of the Issuer (the "**Common Shares**") for aggregate gross proceeds of $250,000 (the "**Minimum Offering**") and a maximum of 3,500,000 Common Shares for aggregate gross proceeds of $350,000 (the "**Maximum Offering**") to the public at a price of $0.10 per Common Share (the "**Offering Price**"). Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "**Exchange**" or "**TSXV**") and, in the case of a Non-Arm's Length Qualifying Transaction, as hereafter defined, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Policy 2.4 of the Exchange (the "**CPC Policy**"). The Issuer is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Issuer 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 Issuer"* and *"Use of Proceeds"*.

	Common Shares	Price to Public ($)	Agent's Commission[1] ($)	Net Proceeds to the Issuer[2] ($)
Per Common Share	1	0.10	0.010	0.090
Minimum Offering[3]	2,500,000	250,000.00	25,000.00	225,000.00
Maximum Offering[3]	3,500,000	350,000.00	35,000.00	315,000.00

(1) A commission equal to 10% of the gross proceeds of the Offering will be paid to the Agent, representing $25,000 in the event of the Minimum Offering being completed and $35,000 in the event of the Maximum Offering being completed. At Closing, the Issuer will also pay to the Agent a work fee of $15,000 (plus GST). The Issuer has also

agreed to grant the Agent non-transferable options (the "**Agent's Options**") to acquire Common Shares in an amount equal to 10% of the number of Common Shares sold pursuant to the Offering, at an exercise price of $0.10 per Common Share, exercisable for a period of 24 months from the date of completing a qualifying transaction in accordance with Exchange Policies. See "*Plan of Distribution – Agency Agreement and Agent's Compensation*".

(2) Before deducting the expenses of the Offering estimated at $95,000, which includes legal and audit fees and other expenses of the Issuer, the Agent's costs and legal fees, and the listing fee payable to the Exchange. See *"Use of Proceeds"*.

(3) A minimum of 2,500,000 Common Shares and a maximum of 3,500,000 Common Shares are qualified for distribution hereunder. In addition, this prospectus also qualifies the distribution of the Agent's Options and the grant of the CPC Options, as hereinafter defined. See "*Plan of Distribution*" and "*Options to Purchase Securities"*.

This Offering is made on a commercially reasonable efforts basis by the Agent in the Provinces of British Columbia, Alberta and Ontario. The Offering Price was determined by negotiation between the Issuer and the Agent in accordance with the CPC Policy. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of an agency agreement (the "**Agency Agreement**") entered into between the Issuer and the Agent on [●], 2021, and referred to under *"Plan of Distribution"*. If the Offering is not completed within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the Agent and the persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See *"Plan of Distribution"*.

This Prospectus also qualifies for distribution options to be granted to directors, officers and technical consultants of the Issuer (the "**CPC Options**") at Closing. The CPC Options will entitle the holders to purchase an aggregate of 140,000 Common Shares at a price of $0.10 per Common Share and such options may be exercised for a period of three years from the date of grant.

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

There is no market through which these securities may be sold and purchasers may not be able to resell securities 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. There can be no assurance that the Issuer will successfully complete a Qualifying Transaction. The Exchange may suspend from trading or delist the Common Shares where the Issuer has failed to complete a Qualifying Transaction within 24 months of the date of listing. See "*Risk Factors*".

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

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the grant of the Agent's Options and the grant of the CPC Options, trading in all securities of the Issuer is prohibited during the period between the date a receipt for the preliminary prospectus is issued by the designated securities commission that is the principal regulator of the Issuer, pursuant to

Multilateral Instrument 11-102 - *Passport System*, 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.

Investment in the Common Shares offered by this Prospectus is highly speculative due to the nature of the Issuer'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*".

Research Capital Corporation, as agent, conditionally offers these Common Shares, on a commercially reasonable efforts basis, if, as and when subscriptions are accepted by the Issuer, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "*Plan of Distribution*" and subject to the approval of certain legal matters by Osler, Hoskin & Harcourt LLP, Vancouver, British Columbia, on behalf of the Issuer, and by McCarthy Tétrault LLP, Calgary, Alberta, on behalf of the Agent. Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this Prospectus, (being 50,000 Common Shares in the event of the Minimum Offering being completed for gross proceeds of $5,000 and 70,000 Common Shares in the event of the Maximum Offering being completed for gross proceeds of $7,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total Common Shares offered under this Prospectus (being 100,000 Common Shares in the event of the Minimum Offering being completed for gross proceeds of $10,000 and 140,000 Common Shares in the event of the Maximum Offering being completed for gross proceeds of $14,000). Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates evidencing the Common Shares in definitive form or in electronic book entry form through CDS Clearing and Depository Services Inc. will be available for delivery at Closing, as hereinafter defined.

The head office of the Issuer is located at 927 Poirier Street, Coquitlam, BC V3J 6C3, and contact number is (604) 617-1239.

The Agent for the Offering is:

RESEARCH CAPITAL CORPORATION
199 Bay Street, Suite 4500
Toronto, ON M5L 1G2
Telephone: (416) 860-7600
Fax: (416) 860-7674

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FINANCIAL STATEMENTS
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GLOSSARY

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

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

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

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

A company is "controlled" by a Person if:

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

A Person beneficially owns securities that are beneficially owned by:

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

"**Agency Agreement**" means the agency agreement dated [●], 2021 between the Issuer and the Agent.

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

"**Agent's Options**" means the non-transferable options to be granted by the Issuer to the Agent and any sub-agents entitling the holder to acquire such number of Common Shares equal to 10% of the number of Common Shares sold pursuant to the Offering, being 250,000 Common Shares in the event of the Minimum Offering being completed and 350,000 Common Shares in the event of the Maximum Offering being completed, at an exercise price of $0.10 per Common Share, expiring 24 months from the date of completing a qualifying transaction in accordance with Exchange Policies.

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

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

(b) any partner of the Person;

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

(d) in the case of a Person who is an individual:

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

(ii) any relative of that Person or of his or her spouse who has the same residence as that person;

but

(e) where the Exchange determines that two Persons shall, or shall not, be deemed to be Associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D.1.00 of the TSX Venture Exchange Rule Book and Policies with respect to that Member firm, Member corporation or holding company.

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

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

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

"**Completion of the Qualifying Transaction**" means the date a Final QT Exchange Bulletin is issued by the Exchange with respect to a Qualifying Transaction.

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

"**CPC**" or "**Capital Pool Company**", means a corporation or trust:

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

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

"**CPC Escrow Agreement**" means the escrow agreement dated [●], 2021 among the Issuer, the Trustee and the founding shareholders of the Issuer.

"**CPC Options**" means options to be granted at Closing to directors, officers, and technical consultants of the Issuer which options entitle the holders to purchase an aggregate of 140,000 Common Shares at a price of $0.10 per Common Share and which options may be exercised for a period of three years from the date of grant.

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

"**CPC Stock Option**" means an option to purchase Common Shares of the CPC which may be granted by the CPC in accordance with the CPC Policy.

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

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

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

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

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

(a) a director or senior officer of the Issuer;

(b) a director or senior officer of a 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 of securities from an issuer's treasury pursuant to a prospectus.

"**Issuer**" means Benz Capital Corp., a corporation incorporated under the laws of the Province of British Columbia.

"**Listing Date**" means the day the Common Shares are first listed on the Exchange.

"**Majority of the Minority Approval**" means the approval by the majority of the votes cast at a meeting of shareholders of the CPC, or by the written consent of shareholders holding more than 50% of the common shares of the CPC, provided that the votes attached to Listed Shares (as set out in the definition of "Listed Shares" in Exchange Policy 1.1 – *Interpretation)* of the CPC held by the following Persons and their Associates and Affiliates are excluded from the calculation of any such approval or written consent:

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

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

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

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

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

"**Maximum Offering**" means an offering of 3,500,000 Common Shares for total gross proceeds of $350,000.

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

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

"**Minimum Offering**" means an offering of 2,500,000 Common Shares for total gross proceeds of $250,000.

"**NEX**" means the market on which former Exchange and Toronto Stock Exchange issuers that do not meet Exchange's ongoing listing standards for Tier 2 issuers may continue to trade.

"**Non-Arm's Length 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:

(a) in relation to a company:

(i) a Promoter, officer, director, other Insider or Control Person of that company and any Associates or Affiliates of any of such Persons; or

(ii) another entity, or an Affiliate of that entity, if that entity or its Affiliate have the same Promoter, officer, director, Insider or Control Person as the company; and

(b) in relation to an individual, 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 to be the subject of the proposed Qualifying Transaction.

"**Offering Price**" means the price at which the Common Shares are offered hereunder, being $0.10 per Common Share.

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

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

"**Principal**" means:

(a) a Person who acted as a Promoter of the Issuer within two years before the

Issuer's IPO prospectus or the date of the Final QT Exchange Bulletin;

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

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

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

(i) holds securities carrying more than 10% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final QT 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, more than 50% held by one or more Principals will be treated as a principal. Principal. (In calculating this percentage, include securities of the entity that may be issued to the Principals under outstanding convertible securities in both the Principals' securities of the entity and the total securities of the entity outstanding.) Any securities of the Issuer that this entity holds will be subject to escrow requirements.

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

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

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

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

"**Qualifying Transaction Agreement**" means any agreement or other similar commitment respecting the Qualifying Transaction which identifies the fundamental terms upon which the parties agree or intend to agree, including:

(a) the Significant Assets and/or Target Company;

(b) the parties to the Qualifying Transaction;

(c) the value of the Significant Assets and/or Target Company and the consideration to be paid or otherwise identifies the means by which the consideration will be determined; and

(d) the conditions to any further formal agreements or completion of the Qualifying Transaction.

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

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

"**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**" means the Member that meets the criteria specified by the Exchange Policy 1.1 – *Interpretation*.

"**Sponsor Report**" means the report to be provided to the Exchange by the Sponsor.

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

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

"**Vendor**" or "**Vendors**" means one or all of the beneficial owners of the Significant Assets and/or Target Company.

PROSPECTUS SUMMARY

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

The Issuer:	Benz Capital Corp.
Business of the Issuer:	The Issuer is a CPC. The principal business of the Issuer will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Issuer has not commenced the process of identifying potential acquisitions and has no assets other than cash. To date, the Issuer has not yet identified a company or assets for a potential Qualifying Transaction. Furthermore, the Issuer has not entered into a Qualifying Transaction Agreement. See *"Business of the Issuer"*.
Offering:	A minimum of 2,500,000 Common Shares for gross proceeds of $250,000 and a maximum of 3,500,000 Common Shares for gross proceeds of $350,000 are being offered and qualified under this Prospectus at a price of $0.10 per Common Share. In addition, the Issuer will grant to the Agent and any sub-agents the Agent's Options to purchase Common Shares in an amount equal to 10% of the number of Common Shares sold pursuant to the Offering, being 250,000 Common Shares in the event of the Minimum Offering being completed and 350,000 Common Shares in the event of the Maximum Offering being completed, at a price of $0.10 per Common Share for a period of 24 months from the date the Issuer completes a Qualifying Transaction in accordance with the Exchange Policies. The Agent's Options are qualified under this Prospectus. This Prospectus also qualifies for distribution the CPC Options to be granted at Closing which entitle the holders to purchase an aggregate of 140,000 Common Shares at a price of $0.10 per Common Share and which options may be exercised for a period of three years from the date of grant. See *"Plan of Distribution"* and "*Options to Purchase Securities*".
Use of Proceeds:	The total funds available to the Issuer, including the balance of cash proceeds raised prior to this Offering and the net proceeds of this Offering, will be approximately $399,000 in the event of the Minimum Offering being completed and $489,000 in the event of the Maximum Offering being completed. The total available funds will provide the Issuer with funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction, as well as to pay estimated general and administrative costs of up to $20,000 until the Completion of the Qualifying Transaction. The Issuer may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. See "*Use of Proceeds*" for details of the restrictions and prohibitions on the Issuer's use of funds.
Directors and	**Miloje Vicentijevic** President, Chief Executive Officer, Director and

Management:		Promoter
	Carlos Escribano	Chief Financial Officer and Director
	Nick Tintor	Director
	Gordon F. Bub	Director
	Jason Birmingham	Director
	Christine Pankiw	Corporate Secretary

Escrowed Securities: All Common Shares of the Issuer issued at less than $0.10 per Share prior to this Offering, representing an aggregate of 3,400,000 Shares, will be deposited in escrow pursuant to the terms of the CPC Escrow Agreement and will be released from escrow in stages over a period of up to 18 months from the date of the Final QT Exchange Bulletin. All of the CPC Options will be deposited in escrow pursuant to the terms of the CPC Escrow Agreement at Closing and will be released on the date of the Final QT Exchange Bulletin. See *"Escrowed Securities"*.

Risk Factors:

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Issuer's business and its present stage of development. The Issuer was only recently incorporated and has no active business or assets other than cash. The Issuer 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 Issuer and can afford to risk the loss of their entire investment. The directors and officers of the Issuer will only devote part of their time and attention to the affairs of the Issuer and there are potential conflicts of interest to which some of the directors and officers of the Issuer will be subject in connection with the operations of the Issuer. Assuming completion of the Offering, an investor will suffer an immediate dilution (based on the gross proceeds from the Offering and prior issuances without deduction for selling commissions or related expenses) per Common Share of $0.024 or 24% in the event of the Minimum Offering being completed or $0.021 or 21% per Common Share in the event of the Maximum Offering being completed. 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 Issuer will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transactions. The Issuer has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Issuer will be able to identify or complete a suitable Qualifying Transaction.

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

THE ISSUER

The Issuer was incorporated on February 8, 2021 pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name "Benz Capital Corp.".

The head office and the registered office of the Issuer are located at 927 Poirier Street, Vancouver, British Columbia, V3J 6C3. The Issuer does not have any subsidiaries.

BUSINESS OF THE ISSUER

Preliminary Expenses

As at March 31, 2021 (the date of the most recent balance sheet included in this Prospectus), the Issuer has incurred expenses of $6,000 and deferred financing costs of $18,991 since incorporation.

Since March 4, 2021, the Issuer has prepaid the aggregate amount of $10,000 to the Agent, in two $5,000 installments on March 4, 2021 and March 8, 2021, respectively, upon signing of the letter of engagement as a retainer towards expenses. At Closing, the Issuer will pay to the Agent a work fee in the amount of $15,000 (plus GST). Certain of the Offering proceeds may be utilized to satisfy the obligations of the Issuer related to this Offering, including the expenses of its auditors, legal counsel and Agent's legal counsel (not including the Agent's 10% commission). See *"Use of Proceeds"*.

Proposed Operations until Completion of the Qualifying Transaction

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

Until Completion of the Qualifying Transaction, the Issuer will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition. Except as described under "*Use of Proceeds*", 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 Issuer has commenced the process of identifying potential acquisitions with a view to completing the Qualifying Transaction, the Issuer has not yet entered into a Qualifying Transaction Agreement.

Method of Financing

The Issuer may use cash, bank financing, the issuance of treasury shares, private or public debt

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

Criteria for a Qualifying Transaction

The Issuer will consider acquisitions of assets or businesses operated or located both inside and outside of Canada, as permitted by the CPC Policy. The board of directors will examine proposed acquisitions having regard to the sound business fundamentals, utilizing the expertise and experience of the directors of the Issuer. The board of directors of the Issuer must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith having regard to the best interests of the Issuer and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Process of Identification of a Qualifying Transaction

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

Filings and Shareholder Approval of the Qualifying Transaction

Upon the Issuer reaching a Qualifying Transaction Agreement, the Issuer must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Common Shares until the filing requirements of the Exchange have been satisfied as set forth under "*Trading Halts, Suspensions and Delisting*". Within 75 days after issuance of such news release, the Issuer shall be required to submit for review to the Exchange either an information circular that complies with applicable corporate and securities laws (a "**CPC Information Circular**") or a filing statement (a "**CPC Filing Statement**") that complies with Exchange Policies containing prospectus level disclosure of the Significant Assets and the Issuer, assuming Completion of the Qualifying Transaction (each, a "**Disclosure Document**"). Where the proposed Qualifying Transaction is a Non-Arm's Length Qualifying Transaction, the Issuer must obtain Majority of the Minority Approval of the Qualifying Transaction. Where the proposed Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction, the Exchange will not require the Issuer to obtain shareholder approval of the Qualifying Transaction provided that it files the CPC Filing Statement. Once the Disclosure Document has been accepted for filing, the Exchange will advise the Issuer that it is cleared to file the final Disclosure Document on SEDAR and:

(a) where shareholder approval of the Qualifying Transaction is not required, the Issuer must file the final CPC Filing Statement on SEDAR at least seven business days prior to:

(i) the resumption of trading in the securities of the Resulting Issuer following the Completion of the Qualifying Transaction, if the securities of the Issuer are halted from trading; or

(ii) the Completion of the Qualifying Transaction, if the securities of the Issuer

are not halted from trading;

(b) where shareholder approval is required and is to be obtained at a meeting of shareholders, the Issuer will file on SEDAR and mail to its shareholders the notice of meeting, CPC Information Circular and form of proxy, together with any other required documents; and

(c) where shareholder approval is required and is to be obtained by written consent, the Issuer will file on SEDAR the final Disclosure Document.

Unless granted an exemption by the Exchange, the Issuer will also be required to retain a Sponsor, who must be a Member of the Exchange or a Participating Organization (as set out in the definition of "Participating Organization" in Exchange Policy 1.1 – *Interpretation)* of the Toronto Stock Exchange, and who will be required to submit to the Exchange a Sponsor Report prepared in accordance with Exchange Policies. The Issuer will no longer be considered to be a CPC upon the Exchange having issued the Final QT Exchange Bulletin. The Exchange will generally not issue the Final QT Exchange Bulletin until the Exchange has received:

(a) confirmation of shareholder approval of the Qualifying Transaction, if required;

(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 QT Exchange Bulletin, the CPC Policy will generally cease to apply to the Issuer, with the exception of the escrow provisions of the CPC Policy.

Initial Listing Requirements

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

Trading Halts, Suspension and Delisting

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

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

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

(b) the number of conditions precedent to, or the nature and number of deficiencies

required to be resolved prior to, Completion of the Qualifying Transaction are so significant or numerous as to make it appear to the Exchange that the halt should be reinstated or continued.

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

In the event that the Common Shares are delisted by the Exchange, within 90 days from the date of such delisting, the Issuer shall wind up and shall make a pro rata distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of Non-Arm's Length Parties to the Issuer, determine the deal with the Issuer or its remaining assets in some other manner. See *"Filings and Shareholder Approval of the Qualifying Transaction"* above.

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

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

(b) either:

(i) cancel all escrowed Common Shares purchased by Non-Arm's Length Parties to the Issuer at a discount to the Offering Price, in accordance with section 11.2(a) of the CPC Policy, as if the Issuer 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 Issuer so that the average cost of the remaining escrowed Common Shares is at least equal to the Offering Price.

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

Refusal of Qualifying Transaction

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

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

(b) the Resulting Issuer will be a mutual fund, as defined in applicable securities legislation; or

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to be received by the Issuer from the sale of the Common Shares distributed under this Prospectus will be $250,000 in the event of the Minimum Offering being completed, and $350,000 in the event of the Maximum Offering being completed. The expenses and cost of this Offering incurred to date and the expected costs to be incurred amount to approximately $120,000 (inclusive of the Agent's commission of $25,000, a work fee of $15,000 (plus GST), and legal and audit fees and other expenses of the Issuer, the Agent's costs and legal fees, and the listing fee payable to the Exchange).

The gross proceeds received by the Issuer from the sale of 4,600,000 Common Shares prior to the date of this Prospectus was $290,000. As at March 31, 2021, the Issuer has incurred expenses of $6,000 and deferred financing costs of $18,991 since incorporation.

The Issuer estimates that gross proceeds available to it from the sale of the Common Shares distributed under this Prospectus and prior sales of Common Shares will be $540,000 in the event of the Minimum Offering being completed, and $640,000 in the event of the Maximum Offering being completed.

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

Sources and Uses of Funds	**Minimum Offering**	**Maximum Offering**
Gross cash proceeds raised prior to this Offering(1)	$290,000	$290,000
Expenses Incurred to March 31, 2021(2)	($6,000)	($6,000)
Cash proceeds to be raised pursuant to this Offering(3)	$250,000	$350,000
Agent's Commission	($25,000)	($35,000)
Additional expenses and costs relating to the Offering (including the $15,000 work fee, listing fees, Agent's expenses, legal fees, audit fees and expenses)	($90,000)	($90,000)
Total estimated funds available (on completion of the Offering)	**$419,000**	**$509,000**
Funds available for identifying and evaluating assets or business projects(4)	$419,000	$509,000
Estimated general and administrative expenses until Completion of the Qualifying Transaction	($20,000)	($20,000)
Total Net Proceeds	**$399,000**	**$489,000**

(1) See "*Prior Sales*".

(2) See "*Business of the Issuer – Preliminary Expenses*"

(3) In the event the Agent's Options are exercised and the CPC Options are exercised, there will be available to the Issuer (i) a maximum of an additional $25,000 from the Agent's Options in the event of the Minimum Offering being completed and $35,000 from the Agent's Options in the event of the Maximum Offering being completed, and (ii) $14,000 from the CPC Options which will be added to the working capital of the Issuer. There is no assurance that the Agent's Options or CPC Options will be exercised.

(4) In the event that the Issuer enters into a Qualifying Transaction Agreement prior to spending all available funds on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partly finance the acquisition of, or participation in, the Significant Assets or for working capital after completion of the Qualifying Transaction.

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

The proceeds from this Offering and any prior sale of Common Shares, after deducting the expenses associated with this Offering, will only be sufficient to identify and evaluate a finite number of assets and businesses, and additional funds may be required to further identify and evaluate and/or finance any acquisition to which the Issuer 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 *"Prohibited Payments to Non-Arm's Length Parties"*, *"Private Placements for Cash"*, and "*Finder's Fees*" the gross proceeds realized from the sale of all securities issued by the Issuer will be used by the Issuer only to identify and evaluate assets or businesses and obtain shareholder approval, if applicable, for a proposed Qualifying Transaction, including expenses such as:

(a) reasonable expenses relating to the Issuer's IPO, including:

  (i) fees for legal services and audit services relating to the preparation and filing of this Prospectus;

  (ii) Agent's fees, costs and commissions; and

  (iii) printing costs, including printing of this Prospectus and share certificates;

(b) reasonable general and administrative expenses of the Issuer (not exceeding in aggregate $3,000 per month), including:

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

  (ii) equipment leases;

  (iii) fees for legal services; and

  (iv) fees for accounting and advisory services;

(c) reasonable expenses relating to a proposed Qualifying Transaction, including:

  (i) valuations or appraisals;

  (ii) business plans;

  (iii) feasibility studies and technical assessments;

  (iv) sponsorship reports;

  (v) Geological Reports;

  (vi) financial statements;

(vii) fees for legal services; and

(viii) fees for accounting, assurance and audit services;

(d) agents' and finders' fees, costs and commissions;

(e) assurance and audit fees of the Issuer;

(f) escrow agent and transfer agent fees of the Issuer; and

(g) regulatory filing fees of the Issuer.

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

(a) the Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction;

(b) the Qualifying Transaction has been announced in a comprehensive news release;

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

(d) if applicable, a Sponsor has been engaged or the sponsorship requirement has been waived;

(e) the loan has been announced in a new release at least 15 days prior to the date of any such loan; and

(f) the total amount of all deposits, advances and loans from the Issuer does not exceed a maximum of $250,000 in aggregate unless the aggregate amount advanced from the Issuer to the Target Company or the Vendor(s) does not represent more than 20% of the working capital of the Issuer.

Prohibited Payments to Non-Arm's Length Parties

Except as described under *"Options to Purchase Securities"*, *"Permitted Use of Funds"* and "*Finder's Fees*", the Issuer has not made, and until the Completion of the Qualifying Transaction will not make, any payment of any kind, directly or indirectly, to a Non-Arm's Length Party to the Issuer or a Non- Arm's Length Party to the Qualifying Transaction, or to a person engaged in investor relations activities, promotional or market-making services in respect of the Issuer or the securities of the Issuer or any Resulting Issuer, by any means, including:

(a) remuneration, which includes but is not limited to salaries, consulting fees, management contract fees or directors' fees, finders' fees (except as permitted under the CPC Policy), loans, advances and bonuses, and

(b) deposits and similar payments.

Further, no such payment will be made by the Issuer or by any other Person after the Completion

of the Qualifying Transaction if such payment relates to services rendered or obligations incurred before or in connection with the Qualifying Transaction.

Notwithstanding the above, the Issuer may pay or reimburse a Non-Arm's Length Party to the Issuer for reasonable general and administrative of the Issuer (including office supplies, office rent and related utilities, equipment leases, fees for legal services and fees for accounting and advisory services) not exceeding in aggregate $3,000 per month, and for fees for legal services relating to a proposed Qualifying Transaction, and the Issuer may also reimburse a Non-Arm's Length Party to the Issuer for reasonable out-of-pocket-expenses incurred in pursuing the business of the Issuer described in "*Permitted Use of Funds*".

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

Private Placements for Cash

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Issuer 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 Issuer where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed $10,000,000. Generally, the only securities issuable pursuant to such a private placement will be Common Shares and Agent's Options. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non-Arm's Length Parties to the Issuer and to Principals of the Resulting Issuer will be subject to escrow.

Finder's Fees

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

(a) to a Person that is not a Non-Arm's Length Party to the Issuer; and

(b) to a Non-Arm's Length Party to the Issuer, provided that:

(i) the Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction;

(ii) the Qualifying Transaction is not a transaction between the Issuer and an existing public company;

(iii) the finder's fee is payable in the form of cash, Common Shares and/or Common Share purchase warrants only;

(iv) the amount of any concurrent financing is not included in the value of the measurable benefit used to calculate the finder's fee; and

(v) approval of the finder's fee is obtained by ordinary resolution at a meeting

of shareholders of the Issuer or by the written consent of shareholders of the Issuer holding more than 50% of the issued Common Shares of the Issuer, provided that the votes attached to the Common Shares of the Issuer held by the recipient of the finder's fee and its Associates and Affiliates are excluded from the calculation of any such approval or written consent.

PLAN OF DISTRIBUTION

Agent and Agent's Compensation

Pursuant to the Agency Agreement, the Issuer has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public a minimum of 2,500,000 Common Shares and a maximum of 3,500,000 Common Shares as provided in this Prospectus, at a price of $0.10 per Common Share, for minimum gross proceeds of $250,000 and maximum gross proceeds of $350,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a cash commission of 10% of the aggregate gross proceeds from the sale of the Common Shares, which equals $25,000 in the event of the Minimum Offering being completed and $35,000 in the event of the Maximum Offering being completed. In addition, the Issuer has agreed to pay the Agent's legal fees, a non-refundable work fee of $15,000, and other expenses, plus all applicable disbursements and taxes, of which $10,000 been advanced as an expense deposit.

The Issuer has also agreed to grant to the Agent and any sub-agents the Agent's Options, entitling the Agent to acquire Common Shares at a price of $0.10 per share, calculated as 10% of the number of Common Shares sold under the Offering, being 250,000 Common Shares in the event of the Minimum Offering being completed and 350,000 Common Shares in the event of the Maximum Offering being completed, which may be exercised for a period of 24 months following the date the Issuer completes a Qualifying Transaction. The Agent's Options are qualified under this Prospectus for distribution.

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

Commercially Reasonable Efforts Offering and Distribution

The Minimum Offering is for 2,500,000 Common Shares at a price of $0.10 per Common Share for minimum gross proceeds of $250,000 and the Maximum Offering is for 3,500,000 Common Shares at a price of $0.10 per Common Share for maximum gross proceeds of $350,000. Under the CPC Policy, 75% of the total number of Common Shares offered under this Prospectus are subject to the following limits:

(a) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser pursuant to the Offering is 2% of the total number of Common Shares offered under this Prospectus, representing 50,000 Common Shares in the event of the Minimum Offering and 70,000 Common Shares in the event of the Maximum Offering being completed; and

(b) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser, together with that purchaser's Associates and Affiliates, is 4% of the total number of Common Shares offered under this Prospectus, representing 100,000 Common Shares in the event of the Minimum Offering and 140,000 Common Shares in the event of the Maximum Offering being completed.

The total subscription must be completed within 90 days of the date a receipt for this prospectus is issued, or such other time as may be consented to by the Agent and all Persons who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Upon completion of the Offering, the Issuer must have a minimum of 150 shareholders with each shareholder beneficially owning at least 1,000 Common Shares free of resale restrictions, exclusive of any Common Shares held by Non-Arm's Length Parties to the Issuer.

Other Securities to be Distributed

The Issuer also proposes to grant the CPC Options to purchase 140,000 Common Shares at Closing to technical consultants in accordance with the Exchange Policies, which options and the Common Shares issuable upon their exercise are qualified for distribution pursuant to this Prospectus. The CPC Options entitle the holders to purchase an aggregate of 140,000 Common Shares at a price of $0.10 per Common Share and such options may be exercised for a period of three years from the date of grant. See "*Options to Purchase Securities*".

Determination of Price

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

Listing Application

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

Venture Issuers

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

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the grant of the Agent's Options and the grant of the CPC Options, no securities of the Issuer will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued

by the securities regulatory authorities and the Listing Date, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF THE SECURITIES

Common Shares

The Issuer is authorized to issue an unlimited number of Common Shares without nominal or par value. As at the date hereof, there are 4,600,000 Common Shares issued and outstanding as fully paid and non-assessable. In addition, a maximum of 3,500,000 Common Shares are reserved for issuance under this Prospectus, a maximum of 350,000 Common Shares are reserved for issuance pursuant to the exercise of the Agent's Options and 140,000 Common Shares are reserved for issuance pursuant to the exercise of the CPC Options (each assuming the maximum Offering is realized). See *"Plan of Distribution".*

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

CAPITALIZATION

Designation of Security	Amount Authorized	Amount Outstanding as at March 31, 2021[1]	Amount Outstanding as at date hereof[1]	Amount to be Outstanding after giving effect to the Minimum Offering[2][3]	Amount to be Outstanding after giving effect to the Maximum Offering[2][4]
Common Shares	Unlimited	$290,000 (4,600,000 Common Shares)[5]	$290,000 (4,600,000 Common Shares)[5]	$540,000 (7,100,000 Common Shares)	$640,000 (8,100,000 Common Shares)

(1) As at March 31, 2021, and as at the date hereof, the Issuer had not commenced commercial operations.

(2) The Issuer has reserved a maximum of 350,000 Common Shares at an exercise price of $0.10 per Common Share that expire 24 months from the date of completing a qualifying transaction in accordance with Exchange Policies, pursuant to the Agent's Options. The Issuer has also reserved 140,000 Common Shares at $0.10 per Common Share for issuance upon exercise of the CPC Options to be granted at Closing. See *"Plan of Distribution"* and "*Options to Purchase Securities*".

(3) Based on gross proceeds available upon completion of the Minimum Offering of $250,000 and before deducting the Agent's commission, fees and expenses and other expenses and costs of the Offering, estimated at $120,000. See *"Use of Proceeds – Proceeds and Principal Purposes"*.

(4) Based on gross proceeds available upon completion of the Maximum Offering of $350,000 and before deducting the Agent's commission, fees and expenses and other expenses and costs of the Offering, estimated at $120,000. See *"Use of Proceeds – Proceeds and Principal Purposes"*.

(5) 3,400,000 Common Shares are subject to escrow restrictions. See *"Escrowed Securities"*.

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

OPTIONS TO PURCHASE SECURITIES

The Issuer has adopted the Option Plan, which provides that the Board of Directors of the Issuer may from time to time, in its discretion, and in accordance with Exchange Policies, grant to directors, officers and technical consultants to the Issuer, non-transferable options to purchase Common Shares ("**CPC Stock Options**"), provided that the number of Common Shares reserved for issuance will not exceed 10% of the Common Shares issued and outstanding from time to time, and provided that so long as the Issuer remains classified as a CPC the number of Common Shares reserved for issuance under the Option Plan will not exceed 10% of the Common Shares of the Issuer issued and outstanding at the closing of the Issuer's IPO, such CPC Stock Options being exercisable for a period of up to ten years from the date of grant.

In connection with the foregoing, the number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares as at the closing of the Offering, and the number of Common Shares reserved for issuance to all technical consultants in aggregate will not exceed 2% of the issued and outstanding Common Shares of the Issuer as at the date of grant of any CPC Stock Option. As required by the CPC Policy, the Issuer, as long as it is a CPC, will not grant CPC Stock Options to any person providing investor relations activities, promotional or market-making services.

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

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

As at the date hereof, the Issuer has reserved 140,000 Common Shares pursuant to the CPC Options. The CPC Options will be granted at Closing, are qualified for distribution pursuant to this Prospectus and are expected to be allocated on the following basis:

Optionee	Number of Common Shares Reserved Under Option under the Offering	Exercise Price	Expiry Date
Dahrouge Geological Consulting Ltd.[1]	140,000	$0.10	Three Years from the Date of Grant

[1] Dahrouge Geological Consulting Ltd. is a company controlled by Jody Dahrouge, a technical consultant to the Issuer.

The issuance of the CPC Options will be to a technical consultant of the Issuer. The Issuer has entered into a consulting agreement with Dahrouge Geological Consulting Ltd. ("**Dahrouge**") dated as of April 14, 2021 (the "**Consulting Agreement**") for the provision of geological consulting services customary for a Senior Professional Geologist of a publicly listed company engaged in the business of mineral exploration. Dahrouge will be involved in a number of geological reviews pertaining to exploration potential, exploration upside and resources estimation, as well as assist

in mine planning and design, reserves estimation, equipment selection, capital & operating costs and economic analysis in order to aid in identifying and competing a Qualifying Transaction for the Issuer. Pursuant to the Consulting Agreement, Dahrouge will be paid a consulting fee for services and materials and will be reimbursed for all documented and reasonable expenses.

PRIOR SALES

Since the date of incorporation of the Issuer, 4,600,000 Common Shares have been issued as follows:

Date	Number of Common Shares	Issue Price per Share ($)	Aggregate Issue Price ($)	Nature of Consideration Received
February 8, 2021	3,400,000[1]	0.05	170,000.00	Cash
March 16, 2021	1,200,000	0.10	120,000.00	Cash
Total:	**4,600,000**		**$290,000.00**	

[1] These Common Shares were issued to the Issuer's Incorporator, directors and others, and are subject to escrow restrictions. See "*Escrowed Securities*".

ESCROWED SECURITIES

Escrowed Securities Prior to the Completion of the Qualifying Transaction

All of the 3,400,000 Common Shares issued prior to this Offering at a price below $0.10 per Common Share, and all Common Shares that may be acquired from treasury by Non-Arm's Length Parties of the Issuer either under the Offering or otherwise prior to the date of the Final QT Exchange Bulletin will be deposited with the Trustee under the CPC Escrow Agreement.

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

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

The following table sets out, as at the date hereof, the number of Common Shares and CPC Options of the Issuer, which are, or will be after the Offering, held in escrow:

Name and Municipality of Residence of Shareholder	Number of Common Shares held in Escrow	Percentage of Common Shares prior to giving effect to the Offering (%)	Percentage of Common Shares after giving effect to the Minimum Offering[1] (%)	Percentage of Common Shares after giving effect to the Maximum Offering[2] (%)	Number of CPC Stock Options held in Escrow
Miloje Vicentijevic West Vancouver, BC	1,200,000[3]	23.9	16.9	14.8	-
Carlos Escribano Vancouver, BC	500,000	10.9	7.0	6.2	-
Nick Tintor Mississauga, ON	300,000	6.5	4.2	3.7	-
Gordon F. Bub[4] Parksville, BC	500,000	10.9	7.0	6.2	-
Jason Birmingham Vancouver, BC	400,000	8.7	5.6	4.9	-
Ronald Hall Vancouver, BC	200,000	4.3	2.8	2.5	-
Kevin Drover Vancouver, BC	400,000	8.7	5.6	4.9	-
Dahrouge Geological Consulting Ltd.[5] Edmonton, AB	-	-	-	-	140,000
Totals:	**3,500,000**	**73.9**	**49.1**	**43.2**	**140,000**

(1) Based on 7,100,000 Common Shares issued and outstanding, assumes the Minimum Offering of 2,500,000 Common Shares is completed and no Agent's Options or CPC Options are exercised.
(2) Based on 8,100,000 Common Shares issued and outstanding, assumes the Maximum Offering of 3,500,000 Common Shares is completed and no Agent's Options or CPC Options are exercised.
(3) Includes 1,100,000 Common Shares acquired prior to the Offering and 100,000 Common Shares acquired pursuant to the Offering, 50,000 of which were acquired by Mr. Vicentijevic's spouse.
(4) All 500,000 Common Shares are held by Yoko Enterprises Ltd., a private company controlled by Gordon F. Bub.
(5) Dahrouge Geological Consulting Ltd. is a company controlled by Jody Dahrouge, a technical consultant to the Issuer.

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

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

Agreement which would result in a change of control of the holding company, without the consent of the Exchange. Any holding company must also sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities that could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any control person of the holding company not to transfer the shares of that company.

Under the CPC Escrow Agreement:

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

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

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

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

If a Final QT Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the CPC Escrow Agreement, upon the issuance by the Exchange of a bulletin delisting the Issuer, the Trustee is irrevocably authorized to:

(a) immediately cancel all of the escrowed Common Shares held by each Non-Arm's Length Party to the Issuer that were issued at a price below the Offering Price under this Prospectus and all CPC Stock Options held by such person; and

(b) cancel all of the escrowed securities on a date that is 10 years from the date of such bulletin.

Escrowed Securities on Qualifying Transaction

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

PRINCIPAL SHAREHOLDERS

As of the date hereof, the only persons who beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the issued Common Shares are as follows:

Name	Type of Ownership	Number of Common Shares	Percentage of Common Shares Prior to Offering (%)	Percentage of Common Shares After Minimum Offering[1] (%)	Percentage of Common Shares After Maximum Offering[2] (%)	Percentage of Common Shares Owned After Minimum Offering, Assuming the Exercise of all Agent's Options[3] (%)	Percentage of Common Shares Owned After Maximum Offering, Assuming the Exercise of all Agent's Options[4] (%)
Miloje Vicentijevic	Direct & Indirect	1,200,000[6][7]	23.9	16.9	14.8	16.0	14.0
Gordon F. Bub[5]	Indirect	500,000[6]	10.9	7.0	6.2	6.7	5.8
Carlos Escribano	Direct	500,000[6]	10.9	7.0	6.2	6.7	5.8
Kevin Drover	Direct	550,000[8]	12.0	7.7	6.8	7.3	6.4
Fevzi Ogelman	Direct	500,000	10.9	7.0	6.2	6.7	5.8

(1) Based on 7,100,000 Shares issued and outstanding, before giving effect to the exercise of the Agent's Options. See "*Plan of Distribution*". All Shares held by Miloje Vicentijevic, Gordon F. Bub and Carlos Escribano will be subject to escrow pursuant to Exchange Policies. See "*Escrowed Securities*".

(2) Based on 8,100,000 Shares issued and outstanding, before giving effect to the exercise of the Agent's Options. See "*Plan of Distribution*". All Shares held by Miloje Vicentijevic, Gordon F. Bub and Carlos Escribano will be subject to escrow pursuant to Exchange Policies. See "*Escrowed Securities*".

(3) On a fully diluted basis assuming 7,490,000 Common Shares outstanding, including 250,000 Common Shares issued upon exercise of the Agent's Options and 140,000 CPC Options.

(4) On a fully diluted basis assuming 8,590,000 Common Shares outstanding, including 350,000 Common Shares issued upon exercise of the Agent's Options and 140,000 CPC Options.

(5) All 500,000 Shares are held by Yoko Enterprises Ltd., a private company controlled by Gordon F. Bub.

(6) These securities are subject to escrow pursuant to Exchange Policies. See "*Escrowed Securities*".

(7) Includes 1,100,000 Common Shares acquired prior to the Offering and 100,000 Common Shares acquired pursuant to the Offering, 50,000 of which were acquired by Mr. Vicentijevic's spouse.

(8) Of which 400,000 Shares are subject to escrow pursuant to Exchange Policies. See "*Escrowed Securities*".

The percentage of Common Shares beneficially owned, directly or indirectly, by the principal shareholders listed in the table above, collectively, is approximately 68.6% (3,150,000 Common Shares) prior to giving effect to this Offering, approximately 45.6% (undiluted) and 43.4% (fully diluted) in the event the Minimum Offering is completed and approximately 40.2% (undiluted) and 37.8% (fully diluted) in the event the Maximum Offering is completed. None of these principal shareholders intend to acquire any Common Shares under this Offering, other than Miloje Vicentijevic who intends to subscribe for 50,000 Common Shares and his spouse who intends to subscribe for 50,000 Common Shares.

DIRECTORS, OFFICERS AND PROMOTERS

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

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

Name, Province or State, and Country of Residence, and Position	Principal Occupation or Employment in Past Five Years	Common Shares Held[3][4]	Percentage held before Completion of Offering (%)	Percentage held on Completion of the Minimum Offering[5] (%)	Percentage held on Completion of the Maximum Offering[6] (%)
Miloje Vicentijevic[1] British Columbia, Canada *President and Chief Executive Officer, Director and Promoter*	Professional Engineer; President and CEO of the Benz Mining Corp. from November 2011 to September 2019, and from November 2019 to July 2020, and a Director from November 2011 to August 2020. President and CEO of Avaron Mining Corp., a private junior mining company from December 2011 to present.	1,200,000[7]	23.9	16.9	14.8
Carlos Escribano[1] British Columbia, Canada *Chief Financial Officer and Director*	Chartered Professional Accountant; CFO of Reconnaissance Energy Africa Ltd. from January 2020 to present; CFO of Renaissance Oil Corp. from January 2017 to present; CFO of Benz Mining Corp. from November 2011 to present, and Director from November 2011 to Jul 2020.	500,000	10.9	7.0	6.2
Jason Birmingham[1][2] British Columbia, Canada *Director*	President of Birmingham Consulting Ltd. Director of Nortec Minerals Corp. since December 2017; Director of Cassius Ventures Ltd. from June 2011 to present; President, CEO and Director of Cerro Mining Corp. from December 2011 to June 2020.	400,000	8.7	5.6	4.9
Gordon Bub[1][2] British Columbia, Canada *Director*	Retired mining engineer. Director of Benz Mining Corp. from November 2011 to September 2019.	500,000	10.9	7.0	6.2
Nick Tintor[1][2] Ontario, Canada *Director*	Managing Director of RG Mining Investments Inc. from January 2007 to present. Director of Big Ridge Gold Corp. from October 2020 to present; Director of Benz Mining Corp. since April 2019, and President and CEO, from September 2019 to November 2019; President, CEO and Director of Toachi Mining Inc. from January, 2015 to September 2017.	300,000	6.5	4.2	3.7

(1) Each director became a director on February 8, 2021, the date of incorporation, and holds office until the next annual meeting of shareholders.

(2) Member of the Issuer's audit committee. The Issuer does not have any other board committees.

(3) These Common Shares are subject to escrow restrictions. See "*Escrowed Securities*".
(4) None of these individuals, intends to acquire any Shares to be sold under the Offering, other than Miloje Vicentijevic. Any Shares purchased by the directors of the Issuer will be subject to escrow pursuant to Exchange Policies. See "*Escrowed Securities*".
(5) Excluding the issuance of 250,000 Common Shares pursuant to the exercise of the Agent's Options in the event of the Minimum Offering being completed and 140,000 Common Shares pursuant to the CPC Options. See "*Plan of Distribution*".
(6) Excluding the issuance of 350,000 Common Shares pursuant to the exercise of the Agent's Options in the event of the Maximum Offering being completed and 140,000 Common Shares pursuant to the CPC Options. See "*Plan of Distribution*".
(7) Includes 1,100,000 Common Shares acquired prior to the Offering and 100,000 Common Shares acquired pursuant to the Offering, 50,000 of which were acquired by Mr. Vicentijevic's spouse.

All of the directors and officers currently have employment outside of the Issuer. It is anticipated that initially, Miloje Vicentijevic will devote approximately 60% of his time to the affairs of the Issuer or such greater amount of time as is required by the Issuer. Time actually spent may vary according to the needs of the Issuer.

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

Miloje Vicentijevic, President, Chief Executive Officer, Director and Promoter

Mr. Vicentijevic, age 56, has been President, Chief Executive Officer, director and promoter of the Issuer since February 8, 2021.

Mr. Vicentijevic was a director of Benz Mining Corp. from November 2011 to August 2020, President and Chief Executive Officer from November 2011 to September 2019 and November 2019 to July 2020. He was a director and officer of a CPC company which was also named Benz Capital Corp. (now Benz Mining Corp.) which completed its Qualifying Transaction in 2013. Miloje Vicentijevic holds a Master of Engineering Management from the University of Alberta in Edmonton, Alberta, and a Bachelor of Science in Mining Engineering from the University of Belgrade, from Belgrade, Serbia.

Mr. Vicentijevic will devote the time necessary to perform the work required in connection with the management of the Issuer and Completion of the Qualifying Transaction.

Mr. Vicentijevic is an independent contractor of the Issuer, has not entered into any non-competition or non-disclosure agreements with the Issuer.

Carlos Escribano, Chief Financial Officer and Director

Mr. Escribano, age 43, has been Chief Financial Officer and a director of the Issuer since February 8, 2021.

Mr. Escribano is the Chief Financial Officer of Benz Mining Corp. and Renaissance Oil Corp. and has served in that capacity since November 2011 and January 2017, respectively. Mr. Escribano was a director and officer of a CPC company which was also named Benz Capital Corp. (now Benz Mining Corp.) which completed its Qualifying Transaction in 2013. Mr. Escribano is or has been a director or officer of other reporting companies listed on the Exchange, see "*Other*

Reporting Issuer Experience" below for details. Mr. Escribano is a Chartered Professional Account and graduate of the University of British Columbia.

Mr. Escribano will devote the time necessary to perform the work required in connection with the management of the Issuer and Completion of the Qualifying Transaction.

Mr. Escribano is an independent contractor of the Issuer, has not entered into any non-competition or non-disclosure agreements with the Issuer.

Jason Birmingham, Director

Mr. Birmingham, age 50, has been a director of the Issuer since February 8, 2021.

Mr. Birmingham was a director of the following CPC companies: Cassius Ventures Ltd. which completed its Qualifying Transaction in 2010; and Fitch Street Capital Corp. Mr. Birmingham is or has been a director of other reporting companies listed on the Exchange, see "*Other Reporting Issuer Experience*" below for details. Mr. Birmingham completed the Canadian Securities Course in 1995 and completed the Real Estate Salesperson's Sub-Mortgage Broker's Pre-Licensing Course through the Faculty of Commerce and Business Administration at the University of British Columbia in 1996.

Mr. Birmingham will devote the time necessary to perform the work required in connection with the management of the Issuer and Completion of the Qualifying Transaction.

Mr. Birmingham is an independent contractor of the Issuer, has not entered into any non-competition or non-disclosure agreements with the Issuer.

Gordon F. Bub, Director

Mr. Bub, age 78, has been a director of the Issuer since February 8, 2021.

Mr. Bub is a retired mining engineer with more than 40 years' experience. Mr. Bub was a Director of Benz Mining Corp. from November 2011 to September 2019. Mr. Bub was a director of a CPC company which was also named Benz Capital Corp. (now Benz Mining Corp.) which completed its Qualifying Transaction in 2013. Mr. Bub is or has been a director of other reporting companies listed on the Exchange, see "*Other Reporting Issuer Experience*" below for details. Mr. Bub holds a Bachelor of Applied Science in Mining Engineering from Queen's University.

Mr. Bub will devote the time necessary to perform the work required in connection with the management of the Issuer and Completion of the Qualifying Transaction.

Mr. Bub is an independent contractor of the Issuer, has not entered into any non-competition or non-disclosure agreements with the Issuer.

Nick Tintor, Director

Mr. Tintor, age 65, has been a director of the Issuer since February 8, 2021.

Mr. Tintor is a mining executive and geologist with more than 30 years of experience in the Canadian mining industry. For the past 20 years, he has been involved in all aspects of junior mining company management from project generation, to finance and executive management.

He also has deep global relationships in the mining industry and especially in the Canadian resources investment. Mr. Tintor is or has been a director of other reporting companies listed on the Exchange, see "*Other Reporting Issuer Experience*" below for details. Mr. Tintor holds a Bachelor of Science in Geology from the University of Toronto.

Mr. Tintor will devote the time necessary to perform the work required in connection with the management of the Issuer and Completion of the Qualifying Transaction.

Mr. Tintor is an independent contractor of the Issuer, has not entered into any non-competition or non-disclosure agreements with the Issuer.

Aggregate Ownership of Securities

Directors and Officers

Upon the completion of the Offering, the directors and officers of the Issuer, as a group, will own, directly or indirectly, 2,900,000 Common Shares, representing 40.8% of the Common Shares in the event of the Minimum Offering being completed and 35.8% of the Common Shares in the event of the Maximum Offering being completed (assuming no exercise of the Agent's Options or CPC Stock Options).

Promoter

Miloje Vicentijevic can be considered the promoter of the Issuer, having taken the initiative in founding and operating the Issuer. Upon the completion of the Offering, the promoter of the Issuer will own, directly or indirectly, 1,200,000 Common Shares, representing 16.9% of the Common Shares in the event of the Minimum Offering being completed and 14.8% of the Common Shares in the event of the Maximum Offering being completed (assuming no exercise of the Agent's Options or CPC Stock Options).

Other Reporting Issuer Experience

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

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	Period (month/year)
Miloje Vicentijevic	Benz Mining Corp.	TSXV	President, CEO and Secretary	November 2011 to September 2019
			Chairman	September 2019 to November 2019
			President and CEO	November 2019 to July 2020
			Director	November 2011 to August 2020
Carlos Escribano	Benz Mining Corp.	TSXV	CFO	November 2011 to present

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	Period (month/year)
			Director	November 2011 to July 2020
	Renaissance Oil Corp.	TSXV	CFO	January 2017 to present
	Reconnaissance Energy Africa Ltd.	TSXV	CFO	January 2020 to present
Jason Birmingham	Nortec Minerals Corp.	TSXV	Director	December 2017 to present
	Cassius Ventures Ltd.	NEX	Director	June 2011 to present
	Pure Extraction Corp.	TSX	Director	April 2008 to May 2016
	Veritas Pharma Inc.	CSE	Director	August 2014 to July 2016
	Cerro Mining Corp.	NEX	Director, CEO and President	December 2011 to June 2020
	Clean Seed Capital Group Ltd.	TSXV	Director	July 2010 to December 2016
Gordon F. Bub	Benz Mining Corp.	TSXV	Director	November 2011 to September 2019
Nick Tintor	Benz Mining Corp.	TSXV	Director	April 2019 to present
			President and CEO	September 2019 to November 2019
			Chairman	November 2019 to September 2020
	Adyton Resources Corporation	TSXV	Director	February 2021 to present
	Big Ridge Gold Corp.	TSXV	Director	October 2020 to present
	Toachi Mining Inc.	N/A[1]	Director, President and CEO	January, 2015 to September 2017

[1] Following the closing of a plan of arrangement on September 11, 2019, between Atico Mining Corporation ("**Atico**") and Toachi Mining Inc. ("**Toachi**"), Toachi became a wholly owned subsidiary of Atico (the "**Arrangement**"). Subsequently, Toachi made an application to cease to be a reporting issuer in British Columbia, Alberta and Ontario. Prior to the Arrangement and while Mr. Tintor was a Director and Officer of Toachi, it traded on the TSXV.

Cease Trade Orders

No director, officer, Insider or promoter of the Issuer has, within the last 10 years, been a director, officer Insider or promoter of any reporting issuer that:

(a) was subject to a cease trade or similar order or an order that denied the other issuer access to any exemption under applicable securities legislation that was in effect for a period of more than 30 consecutive days, that was issued while the director, officer, Insider, promoter or shareholder was acting in the capacity as director, officer, Insider or promoter; or

(b) was subject to a cease trade or similar order or an order that denied the other issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued after the director, officer,

Insider, promoter or shareholder ceased to be a director, officer, Insider or promoter and which resulted from an event that occurred while that person was acting in the capacity as director, officer, Insider or promoter.

Penalties or Sanctions

No director, officer, Insider or promoter of the Issuer has been subject to:

(a) 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

(b) any other penalties or sanctions imposed by a court or regulatory body or self-regulating authority that would likely be considered important to a reasonable investor in making an investment decision.

Bankruptcies

No director, officer, Insider or Promoter of the Issuer, or a shareholder holding a sufficient number of securities of the CPC to affect materially the control of the CPC:

(a) is, as at the date of this Prospectus, or has been within the 10 years before the date of this Prospectus, a director, officer, Insider or promoter of any company (including the CPC) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact; or

(b) has, within the 10 years before the date of this Prospectus become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer, Insider, promoter or shareholder, state the fact.

Conflicts of Interest

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

Audit Committee

Pursuant to the provisions of the *Business Corporations Act* (British Columbia), Exchange Policies, and applicable securities legislation, the Issuer is required to have an audit committee.

The general function of the audit committee is to review the overall audit plan and the Issuer's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Issuer's auditor. The audit committee of the Issuer currently consists of Nick Tintor, Gordon F. Bub and Jason Birmingham, all of whom are independent directors within the meaning set out in NI 58-101.

Executive Compensation

Except as set out below or otherwise disclosed in this Prospectus, prior to Completion of the Qualifying Transaction, no payment of any kind has been made, or will be made, directly to indirectly, by the Issuer to a Non-Arm's Length Party to the Issuer 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 Issuer or any Resulting Issuer by any means, other than:

(a) grants of CPC Stock Options as described in "*Options to Purchase Securities*";

(b) payment for and reimbursement of certain expenses as described in "*Use of Proceeds – Permitted Use of Funds*" and "*Use of Proceeds – Prohibited Payments to Non-Arm's Length Parties*"; and

(c) finder's fees as described in "*Use of Proceeds – Finder's Fees*".

Further, no payment will be made by the Issuer, or by any party on behalf of the Issuer, after Completion of the Qualifying Transaction if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction.

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

PROMOTERS

Miloje Vicentijevic may be considered to be the promoter of the Issuer, in that he took the initiative in founding and organizing the Issuer. See "*Prior Sales*" and "*Principal Shareholders*".

DILUTION

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of approximately 24% or $0.024 per Common Share in the event of the Minimum Offering being completed or 21% or $0.021 per Common Share in the event of the Maximum Offering being completed. 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 Issuer, and is set forth below:

	Total Minimum Offering	**Total Maximum Offering**
Gross proceeds of prior share issues	$290,000	$290,000
Gross proceeds of this Offering	$250,000	$350,000

	Total Minimum Offering	Total Maximum Offering
Total gross proceeds after this Offering	**$540,000**	**$640,000**
Offering price per share	$0.10	$0.10
Gross proceeds per share after this Offering	$0.076	$0.079
Dilution per share to subscriber	**$0.024**	**$0.021**
Percentage of dilution in relation to offering price	**24**%	**21**%

RISK FACTORS

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Issuer's business and its present stage of development. The following is a list of risk factors that a prospective investor should consider before subscribing for Common Shares:

1. the Issuer was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and will not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction (see "*Business of the Issuer*" above);

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

3. the directors and officers of the Issuer will only devote a portion of their time to the business and affairs of the Issuer 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 Promoters*" above);

4. assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 24% or $0.024 per Common Share in the event of the Minimum Offering being completed or 21% or $0.021 per Common Share in the event of the Maximum Offering being completed (see "*Dilution*" above);

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

6. until Completion of the Qualifying Transaction, the Issuer is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions (see "*Business of the Issuer*" above);

7. the Issuer has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Issuer will be able to identify a suitable Qualifying Transaction (see "*Use of Funds*" above);

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

9. Completion of the Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval (see "*Business of the Issuer – Filings and Shareholder Approval of the Qualifying Transaction*" above);

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

11. upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Issuer will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained (if required) and certain preliminary reviews have been conducted. The Common Shares of the Issuer may be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Issuer completing the proposed Qualifying Transaction (see "*Business of the Issuer – Filings and Shareholder Approval of the Qualifying Transaction*" above);

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

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

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

15. the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Issuer 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 Issuer (see "*Dilution*" above); and

16. subject to prior Exchange acceptance, the Issuer 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 Issuer will be able to recover that loan (see "*Use of Funds – Permitted Use of Funds*" above).

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

DIVIDEND RECORD AND POLICY

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

INVESTOR RELATIONS AGREEMENTS

Until Completion of the Qualifying Transaction, the Issuer will not enter into any written or oral agreement or understanding with any person to provide any promotional or investor relations services for the Issuer or its securities or to engage in activities for the purposes of stabilizing the market.

LEGAL PROCEEDINGS

The Issuer is not currently a party to any legal proceedings, nor is the Issuer currently contemplating any legal proceedings. Management of the Issuer is currently not aware of any legal proceedings contemplated against the Issuer.

RELATIONSHIP BETWEEN THE ISSUER AND THE AGENT

The Issuer is not a related or connected party (as such terms are defined in National Instrument 33-105 - *Underwriting Conflicts*) to the Agent.

RELATIONSHIP BETWEEN THE ISSUER AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Osler, Hoskin & Harcourt LLP, on behalf of the Issuer, and by McCarthy Tétrault LLP, on behalf of the Agent.

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

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers of the Issuer have all acquired Common Shares. See "*Principal Shareholders*".

OTHER MATERIAL FACTS

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

AUDITORS

The auditors of the Issuer are Lancaster & David, Chartered Professional Accountants, of 510 – 701 West Georgia Street, Vancouver, British Columbia, V7Y 1C6.

REGISTRAR AND TRANSFER AGENT

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

MATERIAL CONTRACTS

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

1. Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated April 13, 2021 between the Issuer and the Trustee;

2. CPC Escrow Agreement dated as of [●], 2021 among the Issuer, the Trustee and certain shareholders of the Issuer. See "*Escrowed Securities*".

3. Agency Agreement dated as of [●], 2021 between the Issuer and the Agent. See *"Plan of Distribution*".

4. Option Plan referred to under "*Options to Purchase Securities*".

Copies of the material contracts described above may be inspected at the registered office of the Issuer at located at 927 Poirier Street, Coquitlam, British Columbia, during normal business hours during the period of the distribution of the Common Shares being distributed under this Prospectus and for a period of 30 days thereafter.

ELIGIBILITY FOR INVESTMENT

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

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

FINANCIAL STATEMENTS

Attached to and forming part of this Prospectus are the audited financial statements of the Issuer for the period from the date of incorporation to March 31, 2021. The Issuer's fiscal year end is March 31.

BENZ CAPITAL CORP.

(A Capital Pool Company)

Financial Statements

March 31, 2021

(Expressed in Canadian dollars)

INDEPENDENT AUDITORS' REPORT

To the directors of Benz Capital Corp.:

Opinion

We have audited the financial statements of Benz Capital Corp. [the "Company"], which comprise the statement of financial position as at March 31, 2021, and the statements of comprehensive loss, cash flows, and changes in equity for the period from incorporation on February 8, 2021 to March 31, 2021, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2021, and its financial performance and its cash flows for the period from February 8, 2021 to March 31, 2021 in accordance with International Financial Reporting Standards ["IFRS"].

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that as of March 31, 2021, the Company has no business operations, has not generated any revenues, and has incurred losses of $5,999 since inception. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

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

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

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

Auditor's Responsibilities for the Audit of Financial Statements

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

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

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

We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

The engagement partner on the audit resulting in this independent auditor's report is Michael J. David.

/s/ Lancaster & David

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, BC
April 28, 2021

Address: Suite 510, 701 West Georgia Street, PO Box 10133, Vancouver, BC, Canada, V7Y 1C6
Telephone: 604.717.5526 **Facsimile:** 604.717.5560 **Email:** admin@lancasteranddavid.ca

Benz Capital Corp.

Statement of Comprehensive Loss

Period from incorporation on February 8, 2021 to March 31, 2021

Operating costs		
Professional fees	$	5,000
Filing fees and other expenses		999
Net Loss and comprehensive loss	$	5,999
Loss per share – basic and diluted	$	0.00
Weighted average number of shares outstanding – basic and diluted		3,752,941

See accompanying notes to the financial statements

Benz Capital Corp.

Statement of Financial Position

		March 31, 2021
Assets		
Current assets		
Cash and cash equivalents	$	280,001
Sales tax recoverable		100
Deferred financing costs		18,991
	$	299,092
Liabilities		
Current liabilities		
Trade and other payables	$	15,091
		15,091
Equity		
Share capital (Note 6)		290,000
Deficit		(5,999)
		284,001
	$	299,092

Nature and Continuance of Operations (Note 1)
Initial Public Offering (Note 8)

Approved on behalf of the Board

"Miloje Vicentijevic"
Miloje Vicentijevic, President, CEO and Director

"Carlos Escribano"
Carlos Escribano, CFO and Director

See accompanying notes to the financial statements

Benz Capital Corp.

Statement of Cash Flows

Period from incorporation on February 8, 2021 to March 31, 2021

Cash Flows from Operating Activities		
Net loss for the period	$	(5,999)
Change in non-cash operating working capital:		
Increase in trade and other payables		15,091
Increase in sales tax recoverable		(100)
Net cash flows provided by operating activities		8,992
Cash Flows from Financing Activities		
Proceeds from common shares issued		290,000
Deferred financing costs		(18,991)
Net cash flows provided by financing activities		271,009
Increase in cash and cash equivalents		280,001
Cash and cash equivalents, beginning of period		–
Cash and cash equivalents, end of period	$	280,001

See accompanying notes to the financial statements

Benz Capital Corp.

Statement of Changes in Equity

Period from incorporation on February 8, 2021 to March 31, 2021

	Issued capital			
	Common Shares	Amount	Deficit	**Total**
Balance, February 8, 2021	**–**	**$ –**	**$ –**	**$ –**
Issuance of common shares for cash	4,600,000	290,000	–	**290,000**
Net and comprehensive loss	–	–	(5,999)	**(5,999)**
Balance, March 31, 2021	**4,600,000**	**$ 290,000**	**$ (5,999)**	**$ 284,001**

See accompanying notes to the financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

Benz Capital Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on February 8, 2021. The Corporation is in the process of applying for status as a Capital Pool Company ("CPC") as defined by the TSX Venture Exchange (the "Exchange") Policy 2.4. The Company has not commenced commercial operations and has no significant assets. The activities of the Company are initially limited to the efforts to identify and evaluate the acquisition of assets and business, which would represent a "Qualifying Transaction" for regulatory purpose. The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company. The Company's registered office is located at 927 Poirier Street, Coquitlam, British Columbia, V3J 6C3.

As at March 31, 2021, the Company has no business operations and its only assets are cash and cash equivalents, sales tax recoverable and deferred financing costs. The Company has not generated any revenues and has incurred losses of $5,999 since inception. There is no assurance that it will be able to complete an initial public offering (the "IPO") as described in Note 8 and to identify or complete a Qualifying Transaction, all of which casts significant doubt about the Company's ability to continue as a going concern. In view of these conditions, the ability of the Company to continue as a going concern depends upon the injection of a successful project, achieving a profitable level of operations and also on the ability of the Company to obtain necessary financing to fund ongoing operations. The Company's ability to achieve these objectives cannot be determined at this time.

As a CPC, the Company's principal business is the identification, evaluation and acquisition of assets, properties or businesses or participation therein subject to, in certain cases, shareholder approval and acceptance by the Exchange. Where an acquisition or participation (the "Qualifying Transaction") is warranted, additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon the ability of the Company to obtain additional financing. Under the CPC policies of the Exchange, the Company must identify and complete a Qualifying Transaction within 24 months from the date the Company's shares are listed for trading on the Exchange. There is no assurance that the Company will be able to complete a Qualifying Transaction within 24 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 Company's shares from trading should it not meet these requirements.

Where an acquisition or participation is warranted, additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon its ability to obtain additional financing. Such an acquisition will be subject to regulatory approval and, if required, shareholder approval.

2. BASIS OF PRESENTATION

The Company prepares its annual financial statements (the "Financial Statements") in accordance with International Financial Reporting Standards ("IFRS"). All financial information is reported in the Company's functional and presentation currency, being the Canadian dollar, unless otherwise noted. These Financial Statements have been prepared using the accrual basis of accounting, except for cash flow information.

The Financial Statements were approved by the Board of Directors on April 27, 2021.

Significant accounting judgments and estimates

Estimates and judgements are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Critical Judgments

Going Concern
The preparation of these Financial Statements requires management to make judgments regarding the going concern assumption for the Company as discussed in Note 1.

Key Sources of Estimation Uncertainty

Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions. Actual results could differ from those estimates and such differences could be significant. Significant estimates made by management affecting these Financial Statements include:

Deferred Tax Assets & Liabilities
The estimation of income taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful completion of a Qualifying Transactions and future profitable operations. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and future income tax provisions or recoveries could be affected. The measurement of deferred income tax provision is subject to uncertainty associated with the timing of future events and changes in legislation, tax rates and interpretations by tax authorities.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents

Cash and cash equivalents includes deposits held with banks that are available on demand.

Financial Instruments

Financial assets and financial liabilities are classified into three categories: Amortized Cost, Fair Value through Other Comprehensive Income ("FVOCI") and Fair Value through Profit and Loss ("FVPL"). The classification of financial assets is determined by their context in the Company's business model and by the characteristics of the financial asset's contractual cash flows.

Financial assets and financial liabilities are measured at fair value on initial recognition, which is typically the transaction price unless a financial instrument contains a significant financing component. Subsequent measurement is dependent on the financial instrument's classification.

The Company's sales tax recoverable, and trade and other payables are measured at amortized cost. The contractual cash flows received from the financial assets are solely payments of principal and interest and are held within a business model whose objective is to collect the contractual cash flows. The financial assets and financial liabilities are subsequently measured at amortized cost using the effective interest method.

The Company's cash and cash equivalents is classified as a financial asset measured at fair value through profit and loss.

The Company has no financial instruments measured at FVOCI

Impairment of financial assets is determined by measuring the assets' expected credit loss ("ECL"). Trade and other accounts receivable are due within one year or less; therefore, these financial assets are not considered to have a significant financing component and a lifetime ECL is measured at the date of initial recognition of the accounts receivable.

Loss per Share

Basic loss per share is computed by dividing the net loss for the period by the weighted average number of common shares outstanding during the period. The diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding share options and warrants, in the weighted average number of common shares outstanding during the period, if dilutive. For this purpose, the "treasury stock method" is used which assumes proceeds upon the exercise of share options and warrants are used to purchase common shares at the average market price during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive. Basic and diluted loss per share are the same for the period presented.

Income Taxes

Income tax expense is comprised of current and deferred tax. Current tax and deferred tax are recognized in net income or loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income or loss. Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current year and any

adjustment to income taxes payable in respect of previous years. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss. Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting period the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred Financing Costs

Financing costs incurred related to the Company's proposed financing are deferred. Deferred costs consist primarily of agent and professional fees. Costs will be charged to share capital upon the issuance of shares. In the event that the share issuance does not occur, the costs will be charged to income in the period.

Share Capital

The Company's common shares, and any future offerings of share warrants and options are classified as equity instruments. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity.

Accounting Standards Issued But Not Yet Adopted

The new accounting standards and amendments to existing standards that have been issued and that the Company will be required to adopt in future years are either not applicable or are not expected to have a significant impact on the Company's financial statements

4. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity and any debt that it may issue. The Company's objectives when managing capital are to maintain financial strength and to protect its ability to meet its on-going liabilities, to continue as a going concern, to maintain creditworthiness and to maximize returns for shareholders over the long term. Protecting the ability to pay current and future liabilities includes maintaining capital above minimum regulatory levels, current financial strength rating requirements and internally determined capital guidelines and calculated risk management levels.

The Company does not have any externally imposed capital requirements to which it is subject other than the restriction on the use of cash as referred to in Note 1.

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

5. FINANCIAL INSTRUMENTS AND RISK

The Company's financial instruments consist of cash and cash equivalents, sales tax recoverable, and trade and other payables. The fair value of the financial instruments approximates their carrying values, unless otherwise noted. The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

a) Credit risk

The Company's credit risk is mainly attributable to its liquid financial assets: cash and cash equivalents. The Company deposits cash with high credit quality financial institutions and credit risk is considered to be minimal. The Companies maximum exposure to credit risk is $280,001, which is the carrying value of the Company's cash and cash equivalents at March 31, 2021.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a cash loss is limited as the Company's liabilities are non-interest bearing. As at March 31, 2021, the Company is not exposed to any significant interest rate risk.

c) Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2021, the Company had cash and cash equivalents balance of $280,001 to settle current liabilities of $15,091. Additional funds will be required to identify and evaluate potential qualifying transactions.

6. SHARE CAPITAL

Authorized:

Unlimited common shares, without par value

Issued:

On February 8, 2021, the Company issued its initial seed shares of 3,400,000 common shares for gross proceeds of $170,000.

On March 16, 2021, the Company issued 1,200,000 common shares for gross proceeds of $120,000.

Escrow Shares:

All seed shares issued on February 8, 2021, will be subject to an escrow agreement in accordance with the TSX Venture Exchange Policy 2.4. The shares will be released as follows: 25% upon the issuance of notice of final acceptance of a Qualifying Transaction by the TSX Venture Exchange, and the remainder in three equal tranches of 25% every six months thereafter for a period of 18 months.

Stock Options:

The Company has adopted an incentive stock option plan which provides that the Board of Directors may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants to the Company, nontransferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares. However, other than in connection with a Qualifying Transaction, during the time that the Company is a CPC, the aggregate number of Common Shares issuable upon exercise of all options granted under the Option Plan shall not exceed 10% of the Common Shares of the Company issued and outstanding at the closing of the Company's initial public offering. Such options will be exercisable for a period of up to ten years from the date of grant.

The Board of Directors determines the exercise price per common shares, the number of options granted to individual directors, officers, employees and consultants and all other terms and conditions of the options. The Plan is subject to regulatory approval.

As at March 31, 2021 no stock options have been granted.

7. INCOME TAXES

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

Loss before income taxes	$	5,999
Expected income tax recovery		1,620
Unrecognized benefit of non-capital losses		(1,620)
Net income tax recovery	$	–

The significant components of the Company's future income tax assets are as follows:

Future income tax asset:		
Expected income tax recovery	$	1,620
Less: valuation allowance		(1,620)
Net future income tax assets	$	–

8. INITIAL PUBLIC OFFERING

The Company is in the process of completing an initial public offering (the "IPO") of a minimum of 2,500,000 common shares and a maximum of 3,500,000 common shares at $0.10 per share, for gross proceeds of a minimum of $250,000 to a maximum of $350,000. The Company will pay the Agent a cash commission of 10% of gross proceeds raised in the IPO as well as grant options to the Agent to acquire up to 10% of the number of common shares sold under the IPO, being a minimum of 250,000 shares to a maximum of 350,000 shares, at a price of $0.10 per share for a period of twenty-four months from the date of closing of the Qualifying Transaction. The Company will pay the Agent's expenses related to the IPO, and a work fee in the amount of $15,000 plus GST. As at March 31, 2021, $10,000 has been paid to the Agent as a deposit to cover disbursements, and $8,991 has been incurred as legal expenses, which has been recorded as deferred financing costs.

CERTIFICATE OF THE ISSUER

Dated: April 29, 2021

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

"Miloje Vicentijevic" (signed)
Miloje Vicentijevic
President and Chief Executive Officer

"Carlos Escribano" (signed)
Carlos Escribano
Chief Financial Officer

On Behalf of the Board

"Jason Birmingham" (signed)
Jason Birmingham
Director

"Nick Tintor" (signed)
Nick Tintor
Director

CERTIFICATE OF THE PROMOTER

Dated: April 29, 2021

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

"Miloje Vicentijevic" (signed)
Miloje Vicentijevic

CERTIFICATE OF THE AGENT

Dated: April 29, 2021

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

RESEARCH CAPITAL CORPORATION

"Kevin Shaw" (signed)
Kevin Shaw
Managing Director