

A copy of this preliminary prospectus has been filed with the securities regulatory authority in each of the provinces of British Columbia and Alberta 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 of the prospectus is obtained from the securities regulatory authorities in the provinces of British Columbia and Alberta.

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

PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING

June 11, 2018

**Usha Resources Ltd.
(A Capital Pool Company)**

Offering: \$200,000 or 2,000,000 Common Shares

Price: \$0.10 per Common Share

Usha Resources Ltd. (the “**Corporation**”) hereby offers to the public 2,000,000 Common Shares (as hereinafter defined) at a price of \$0.10 per Common Share, for aggregate gross proceeds of \$200,000 (the “**Offering**”). The purpose of this Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate assets and/or businesses with a view to completing a Qualifying Transaction (as hereinafter defined). Any proposed Qualifying Transaction (as hereinafter defined) must be approved by the TSX Venture Exchange Inc. (the “**Exchange**”) and, in the case of a Non-Arm’s Length Qualifying Transaction (as hereinafter defined), must also receive Majority of the Minority Approval (as hereinafter defined) in accordance with Exchange Policy 2.4 (the “**CPC Policy**”). The Corporation is a Capital Pool Company (“**CPC**”). The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets and/or businesses with a view to completing a proposed Qualifying Transaction. See “Use of Proceeds” and “Business of the Corporation”.

This Offering is made on behalf of the Corporation by its agent, Canaccord Genuity Corp. (the “**Agent**”), on a commercially reasonable efforts agency basis, for total gross proceeds to the Corporation of \$200,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares are to be deposited with the Agent, pursuant to the terms of the Agency Agreement (as hereinafter defined). Unless an amendment to the final prospectus is filed and the “principal regulator” under National Policy 11-202 – *Process for Prospectus Reviews in Multiple Jurisdictions* has issued a receipt for the amendment, if subscriptions for the Offering are not raised within 90 days of the issuance of a receipt for filing of a final prospectus, and in any event, not later than 180 days after the date of the receipt of the final prospectus, 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 qualifies the distribution of the Agent’s Option (as hereinafter defined) and options to be granted to directors and officers of the Corporation which shall entitle the grantees to purchase a number of Common Shares, at a price of \$0.10 per Common Share, equal to 10% of the total number of Common Shares that will be outstanding upon completion of the Offering (being 4,200,000 Common Shares). See “Plan of Distribution”.

	<u>Price to Public</u>	<u>Agent's Commission⁽¹⁾⁽³⁾</u>	<u>Net Proceeds to the Corporation⁽²⁾</u>
Per Common Share	\$0.10	\$0.01	\$0.09
Total Offering	\$200,000	\$20,000	\$180,000

Notes:

- (1) The Agent will receive a cash commission equal to 10% of the gross proceeds to the Corporation. In addition, the Agent and its sub-agents, if any, will be granted the Agent's Option, allowing it to purchase 200,000 Common Shares, at a price of \$0.10 per Common Share exercisable for a period ending 24 months from the date the Common Shares are listed on the Exchange. The Agent's Option is qualified for distribution under this prospectus. Pursuant to the CPC Policy, no more than 50% of the aggregate number of Common Shares that may be acquired pursuant to the Agent's Option may be sold prior to completion of the Qualifying Transaction and the remaining 50% may only be sold after completion of the Qualifying Transaction. The Agent will be reimbursed for its expenses and legal fees incurred pursuant to this Offering, plus disbursements and taxes and will also receive an administration fee of \$15,000. See "Plan of Distribution".
- (2) Before deducting the costs of this issue, including listing and filing fees, the Agent's expenses and legal fees, the Agent's administration fee, the Corporation's legal fees, audit fees and expenses, estimated at \$79,418 exclusive of the Agent's commission. See "Use of Proceeds".
- (3) In addition to the qualification of 2,000,000 Common Shares pursuant to the Offering, this prospectus also qualifies for distribution: (i) the Agent's Option; and (ii) the options to be granted to officers and directors of the Corporation at the closing of this Offering, which shall entitle the grantees to purchase a number of Common Shares, at a price of \$0.10 per Common Share, equal to 10% of the number of Common Shares that will be outstanding upon completion of this Offering (being 4,200,000 Common Shares). See "Options to Purchase Securities".

Market for Securities

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. SEE "RISK FACTORS".

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

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

Other than the initial distribution of Common Shares pursuant to this prospectus, the grant of stock options to the officers and directors of the Corporation and the grant of the Agent's Option, trading in all securities of the Corporation is prohibited during the period between the date a receipt for this preliminary prospectus is issued by the Applicable Securities Commissions (as hereinafter defined) and the time the Common Shares are listed and posted for trading on the Exchange except, subject to the 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.

Risk Factors

The Exchange may suspend from trading or delist the securities of a CPC where the Corporation has failed to complete a Qualifying Transaction within 24 months of the date of listing. Suspension from trading of the Common Shares may, and delisting of the Common Shares will, result in the Applicable Securities Commissions issuing an interim cease trade order against the Corporation. In addition, delisting of the Common Shares will result in the cancellation of all of the Common Shares of the Corporation issued prior to this Offering owned by insiders. See "Risk Factors".

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

Assuming the Offering is subscribed for; an investor will suffer an immediate dilution on investment of 26% or \$0.026 per Common Share.

The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Corporation was only recently incorporated and does not own any ongoing business operations and has no assets other than cash and has not identified any potential asset or business for acquisition or participation. The Corporation has not entered into an Agreement in Principle (as hereinafter defined). See "Risk Factors", "Conflicts of Interest", "Capitalization" and "Dilution".

The Common Shares are highly speculative due to the proposed nature of the Corporation's business and its present stage of development. There is no assurance that the Corporation will identify and successfully negotiate the acquisition of any corporations, properties, assets or businesses, or any interests therein. Moreover, additional funds may be required to successfully complete an acquisition, and the Corporation may not be able to obtain such financing. If the acquisition is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer additional dilution. The directors and officers of the Corporation will only be devoting a portion of their time on the affairs of the Corporation. Potential conflicts of interest may result from the ordinary course of business of the Corporation and of the directors and officers of the Corporation. The directors and officers currently own 100% of the issued and outstanding common shares and will own approximately 52.38% of the issued Common Shares of the Corporation upon completion of the Offering. Since the Corporation has not placed any geographical restrictions on the location of the Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada. It may be difficult or impossible to affect service or notice to commence legal proceedings upon any directors, officers or experts located outside Canada. Even if service or notice is successfully affected, it may not be possible to enforce, against such persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

Maximum Investment

Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the Common Shares sold under this prospectus, being 40,000 Common Shares. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates (as hereinafter defined) or Affiliates (as hereinafter defined) of that purchaser, is 4% of the Common Shares sold under this prospectus, being 80,000 Common Shares.

Receipt of Subscriptions

The Common Shares are conditionally offered for sale by the Agent on behalf of the Corporation on a commercially reasonable efforts agency basis, subject to prior sale, if, as and when issued, and delivered in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters by Miller Thomson LLP on behalf of the Corporation and DuMoulin Black LLP on behalf of the Agent. Subscriptions will be received subject to rejection or allotment in whole or in part and the right to close the subscription books at any time without notice is reserved. The Common Shares will issued and deposited in electronic form with Clearing and Depository Services Inc. ("CDS") or its nominee. Purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

The Agent's information is as follows:

CANACCORD GENUITY CORP.
PO Box 10337
2200-609 Granville Street
Vancouver, British Columbia V7Y 1H2
Telephone: (604) 643-7300
Fax: (604) 643-7606
Toll Free: 1.800.663.1899

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GLOSSARY OF TERMS

In this prospectus, the terms and abbreviations set out below shall have the following meanings:

Term	Definition
Affiliate	<p>A Company is an “Affiliate” of another Company if:</p> <ul style="list-style-type: none">(a) one of them is the subsidiary of the other, or(b) each of them is controlled by the same Person. <p>A Company is “controlled” by a Person if:</p> <ul style="list-style-type: none">(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. <p>A Person beneficially owns securities that are beneficially owned by:</p> <ul style="list-style-type: none">(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	<p>The agency agreement dated ●, 2018 entered into between the Corporation and the Agent.</p>
Agent	<p>Canaccord Genuity Corp.</p>
Agent’s Option	<p>The option granted by the Corporation to the Agent and its sub-agents, if any, allowing it to purchase Common Shares equal in number to 10% of the number of Common Shares sold under this Offering, being 200,000 Common Shares, at a price of \$0.10 per Common Share exercisable for a period ending twenty-four months from the date the Common Shares are listed on the Exchange. The Agent’s Option is non-transferrable.</p>
Aggregate Pro Group	<p>All Persons who are members of any Pro Group whether or not the Member is involved in a contractual relationship with an Issuer to provide financing sponsorship and other advisory services.</p>
Agreement in Principle	<p>Any enforceable agreement or any other agreement or similar commitment which identifies the fundamental terms upon which the parties agree or intend to agree which:</p> <ul style="list-style-type: none">(a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;(b) identifies the parties to the Qualifying Transaction;(c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and

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

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

Applicable Jurisdictions

The provinces of British Columbia and Alberta.

Applicable Securities Commissions

The securities regulatory authorities in each of the Applicable Jurisdictions.

Associate

When used to indicate a relationship with a Person or Company, means:

- (a) an Issuer of which the Person or Company beneficially owns or controls, directly or indirectly, voting securities entitling the Person to more than 10% of the voting rights attached to outstanding securities of the Issuer;
- (b) any partner of the Person or Company;
- (c) any trust or estate in which the Person or Company has a substantial beneficial interest or in respect of which a Person or Company serves as trustee or in a similar capacity;
- (d) in the case of a Person, a relative of that Person, including:
 - (i) that Person's spouse or child; or
 - (ii) any relative of the Person or of his spouse who has the same residence as that Person; but
- (e) where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D of the Exchange with respect to that Member firm, Member corporation or holding company.

Common Share

An issued, fully-paid, non-assessable common share in the capital of the Corporation.

Company

A corporation, incorporated association or organization, body corporate, partnership, trust, association, or other entity other than an individual.

Completion of the Qualifying Transaction

The date the Final Exchange Bulletin is issued by the Exchange.

Control Person

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

Corporation	Usha Resources Ltd., a corporation incorporated under the <i>Business Corporations Act</i> (British Columbia) with a registered office in Vancouver, British Columbia.
CPC	A corporation: <ul style="list-style-type: none"> (a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in Canada in compliance with the CPC Policy; and (b) in regard to which the Final Exchange Bulletin has not yet been issued.
CPC Policy	Policy 2.4 of the Exchange.
Escrow Agent	Computershare Trust Company of Canada
Escrow Agreement	Agreement dated as of ●, 2018 between the Corporation, the Escrow Agent, and the shareholders of the Corporation prior to this Offering placing the Seed Shares in escrow pursuant to the CPC Policy.
Escrow Shares	Common Shares of the Corporation that are held in escrow pursuant to the Escrow Agreement pursuant to the policies of the Exchange.
Exchange	The TSX Venture Exchange Inc.
Final Exchange Bulletin	The bulletin issued by the Exchange following closing of the Qualifying Transaction and the submission of all post-meeting documentation, which evidences the Exchange's final acceptance of the Qualifying Transaction.
Insider	In relation to an Issuer, one of: <ul style="list-style-type: none"> (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 or Initial Public Offering	A transaction that involves an Issuer issuing securities from its treasury pursuant to its first prospectus.
Issuer	A Company and its subsidiaries which have any of its securities listed for trading on the Exchange and, as the context requires, any applicant company seeking a listing of its securities on the Exchange.
Listing Date	The date on which the Corporation's Common Shares are listed on the Exchange
Majority of the Minority Approval	The approval of a Non-Arm's Length Qualifying Transaction by the majority of the votes cast by shareholders, other than: <ul style="list-style-type: none"> (a) Non-Arm's Length Parties to the CPC;

- (b) Non-Arm's Length Parties to the Qualifying Transaction; and
- (c) in the case of a Related Party Transaction:
 - (i) if the CPC holds its own shares, the CPC; and
 - (ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or (b) in respect of the transaction,

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

Member	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	The Member's agreement between the Exchange and each Person who from time to time, is accepted as and becomes a Member of the Exchange under the Exchange requirements.
NEX	The market on which former Exchange and Toronto Stock Exchange Issuers that do not meet Exchange Continued Listing Requirements for Tier 2 Issuers may continue to trade.
Non-Arm's Length Parties to the Qualifying Transaction	The Vendor(s), any Target Compan(y)(ies) including, in relation to Significant Assets or Target Compan(y)(ies), the Non-Arm's Length Parties of the Vendor, the Non-Arm's Length Parties 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	In relation to a Company, a promoter, officer, director, other Insider or Control Person of such Company and any Associates or Affiliates of any such Persons. In relation to an individual, any Associate of the individual or any Company of which the individual is a promoter, director, officer, Insider, or Control Person.
Non-Arm's Length Qualifying Transaction	A proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and the Significant Assets which are the subject of the proposed Qualifying Transaction.
Offering	The offering of 2,000,000 Common Shares at a price of \$0.10 per Common Share pursuant to this prospectus.
Person	A Company or an individual.
Principal	In respect of an Issuer, one of: <ul style="list-style-type: none"> (a) a Person or Company who acted as a promoter (as defined under applicable Securities Laws) of the Issuer within two years of the date of the IPO prospectus or the Final Exchange Bulletin; (b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin; (c) a Person or Company that holds securities carrying more than 20% of the voting rights attached to the Issuer's outstanding securities

immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non-IPO transactions;

(d) a Person or Company that:

- (i) holds securities carrying more than 10% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non-IPO transactions; and
- (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Issuer or any of its material operating subsidiaries.

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

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

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

Pro Group

- (a) Subject to subparagraphs (b), (c) and (d), "Pro Group" shall include, either individually or as a group:
 - (i) the Member;
 - (ii) employees of the Member;
 - (iii) partners, officers and directors of the Member;
 - (iv) Affiliates of the Member; and
 - (v) Associates of any parties referred to in subparagraphs (i) through (iv).
- (b) The Exchange may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is not acting at arm's length to the Member;
- (c) The Exchange may, in its discretion, exclude a Person from the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm's length of the Member;
- (d) The Member may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Member determines that:
 - (i) the Person is an Affiliate or Associate of the Member acting at arm's length of the Member;

- (ii) the Associate or Affiliate has a separate corporate and reporting structure;
- (iii) there are sufficient controls on information flowing between the Member and the Associate or Affiliate; and
- (iv) the Member maintains a list of such excluded Persons.

Qualifying Transaction	A transaction where a CPC acquires Significant Assets, other than cash, by way of purchase, amalgamation, merger or arrangement with another Company or by other means.
Registrar and Transfer Agent	Computershare Investor Services Inc.
Resulting Issuer	The Issuer that was formerly a CPC that exists upon issuance of the Final Exchange Bulletin.
SEDAR	The system of electronic document filing maintained by the Canadian Securities Administrators.
Securities Laws	Means the relevant securities legislation, including regulations and rules, in force in every jurisdiction in which the Common Shares are qualified for distribution under this prospectus.
Seed Shares	The 2,200,000 Common Shares of the Corporation issued prior to the date of this prospectus for gross aggregate proceeds of \$110,000.
Significant Assets	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 minimum listing requirements of the Exchange.
Sponsor	Has the meaning specified in the Exchange's Policy 2.2, entitled "Sponsorship and Sponsorship Requirements."
Stock Option Plan	A plan for the Corporation's officers, directors, consultants and employees, under which the Corporation may grant options to acquire a maximum number of Common Shares up to 10% of the total issued and outstanding Common Shares of the Corporation from the date of grant.
Target Company	A Company to be acquired by the CPC as its Significant Asset pursuant to a Qualifying Transaction.
Vendors	One or all of the beneficial owners of the Significant Assets (other than a Target Company) prior to their purchase by a CPC.

SUMMARY OF PROSPECTUS

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

ISSUER	Usha Resources Ltd.
OFFERING	2,000,000 Common Shares are being offered under this prospectus at \$0.10 per Common Share in the Applicable Jurisdictions. In addition, the prospectus will qualify the distribution to the Agent of the Agent's Option (being an option to acquire Common Shares equal in number to 10% of the number of Common Shares sold under this Offering, or 200,000 Common Shares, at a price of \$0.10 per Common Share exercisable for a period ending 24 months from the date the Common Shares are listed on the Exchange) as well as the distribution of options to purchase a number of Common Shares equal to 10% of the total number of Common Shares issued and outstanding following the Offering (being 4,200,000 Common Shares issued and outstanding) at \$0.10 per Common Share to be granted to the officers and directors of the Corporation, which options are qualified for distribution under this prospectus. See "Options to Purchase Securities" and "Plan of Distribution".
BUSINESS OF THE CORPORATION	The principal business of the Corporation will be to identify and evaluate assets and/or businesses with a view to a potential acquisition or the acquisition of an interest therein in order to complete a Qualifying Transaction. As yet, the Corporation has not carried on any business, has no assets other than a minimum amount of cash, and is not a party to an Agreement in Principle. See "Business of the Corporation" and "Plan of Distribution".
USE OF PROCEEDS	The net proceeds of the Offering to the Corporation from the sale of Common Shares, including the balance of cash proceeds received prior to the Offering, will be approximately \$210,582 (after deduction of the costs of prior sales, the Agent's commission of \$20,000 and the Offering costs). The net proceeds will be used to provide the Corporation with a minimum of funds with which to identify potential acquisitions and for general and administrative expenses until Completion of the Qualifying Transaction. The Corporation may not have sufficient funds to secure such acquisitions once identified and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or \$210,000 may be used for purposes other than evaluating business or assets. See "Use of Proceeds", "Business of the Corporation – Method of Financing Acquisition or Participation Opportunities" and "Risk Factors".
DIRECTORS, OFFICERS AND PROMOTER	Navin Varshney – Chief Executive Officer, Chief Financial Officer, Corporate Secretary, Promoter and Director Deepak Varshney – Director David Ellett – Director See "Directors, Officers and Promoter."
ESCROWED SHARES:	All of the currently issued and outstanding 2,200,000 Common Shares of the Corporation issued at \$0.05 per Common Share will be deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "Escrowed Securities".

RISK FACTORS:

- (a) Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development.
 - (b) The Corporation was only recently incorporated and has no active business or assets other than cash and deferred offering costs.
 - (c) The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. See "Dividend Policy".
 - (d) The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment.
 - (e) The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation.
 - (f) Assuming the Offering is subscribed for, an investor will suffer an immediate dilution on investment of 26% or \$0.026 per Common Share.
 - (g) 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.
 - (h) Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction.
 - (i) The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the CPC will be able to identify or complete a suitable Qualifying Transaction.
 - (j) 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 against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. See "Business of the Corporation", "Directors, Officers and Promoter", "Use of Proceeds", "Risk Factors" and "Conflicts of Interest".
- See "Risk Factors".

THE CORPORATION

Usha Resources Ltd. was incorporated on February 26, 2018 under the *Business Corporations Act* (British Columbia). The principal office of the Corporation is located at 1575 Kamloops Street, Vancouver, BC V5K 3W1 and registered office of the Corporation is located at Suite 400 - 725 Granville Street, Vancouver, BC, V7Y 1G5.

BUSINESS OF THE CORPORATION

Preliminary Expenses

To date, the Corporation has not conducted material operations of any kind and does not own any assets, other than cash, and has not entered into an Agreement in Principle.

As at March 31, 2018, the Corporation had accrued liabilities and accounts payable for professional fees in the amount of \$10,000. Since that date and to the date hereof, the Corporation has incurred additional expenses of approximately \$5,250 for Exchange filing fees, has paid a retainer of \$15,000 to the Agent and has paid a retainer of \$10,000 to the Corporation's legal counsel for legal services. Certain of the Offering proceeds will be utilized to satisfy the obligations of the Corporation related to the Offering, including the expenses of its auditor and legal fees, the fees of the Exchange, the Agent's commission, administration fee and expenses and the fees of the securities regulatory authorities. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests.

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

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

Method of Financing Qualifying Transaction

The Corporation may use cash, bank financing, issuance of treasury shares, private or public financing of debt or equity, or some combination thereof to finance its proposed Qualifying Transaction. **If treasury shares are issued to finance the Qualifying Transaction, such issuance could result in a change in control of the Corporation and may cause the shareholders' interest in the Corporation to be further diluted.**

Criteria for Qualifying Transaction

All potential Qualifying Transactions will initially be screened by management of the Corporation so as to evaluate the business plan of each corporation or business, which evaluation will include an analysis of the assets, the line of services or products offered, the extent of the competition in the marketplace, the market potential of the product lines or services, the market plan, existing and remaining management, production plans, financial plans and cash-flow projections and capital requirements. Similar criteria will be employed in the evaluation of other assets.

Upon the favourable completion of management's analysis, management will proceed to negotiate appropriate acquisition terms with those prospective corporations, businesses or the owners of other assets and thereafter will present the proposal to the board of directors for its consideration and approval.

The board of directors of the Corporation, in considering whether to approve the terms of the proposed acquisition, will be guided by the following criteria:

- (a) the projected rate of return on the proposed investment having regard to the risk of loss;
- (b) the prospects for growth, having regard to existing or potential market share;
- (c) the skill of the management team, either as it exists or as it may be modified as a consequence of the acquisition; and
- (d) basic financial considerations such as the ratio of debt to equity of the target business, the overall cost of the acquisition, and the prospects of obtaining the debt or equity financing necessary to effect the acquisition.

Any proposed Qualifying Transaction must be approved by the Corporation's Board of Directors. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith with a view to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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

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

- (a) file the filing statement on SEDAR at least seven business days prior to closing of the Qualifying Transaction, and issue a news release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the filing statement is available on SEDAR, or
- (b) mail the information circular and related proxy material to its shareholders in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval, at a meeting of shareholders.

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

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

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

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

Initial Listing Requirements

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

Trading Halts, Suspension and Delisting

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

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

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

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

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

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

- (a) either: (i) cancel all escrowed Common Shares purchased by Non-Arm's Length Parties to the Corporation at a discount to the Offering price, in accordance with section 11.2(a) of the CPC Policy, as if the Corporation had delisted from the Exchange or (ii) subject to majority shareholder approval, cancel the escrowed Common Shares purchased by Non-Arm's Length Parties to the Corporation so that the average cost of the remaining seed shares is at least equal to the Offering price; and

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

If the Corporation lists the Common Shares 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;
- (b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:
 - (i) a Member firm of the Exchange;
 - (ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such Member firm; and
 - (iii) associates of any such person,
 collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;
- (c) the Resulting Issuer will be a financial institution, finance company, finance Issuer or mutual fund, as defined in applicable securities legislation;
- (d) the majority of the directors and senior officers of the Resulting Issuer are not residents of Canada or the United States or are individuals who have not demonstrated positive association as directors or officers with public Companies that are subject to a regulatory regime comparable to the Companies listed on a Canadian exchange; or
- (e) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Proceeds and Principal Purposes

The aggregate gross proceeds received by the Corporation from the sale of Common Shares prior to the Offering were \$110,000. No issue costs were allocated towards the issuance of these prior issued Common Shares. The aggregate gross proceeds expected to be received by the Corporation from the sale of the Common Shares offered by this prospectus assuming the Offering is subscribed for in full will be \$200,000, less costs of this issue. The costs of this issue are estimated at \$99,418, inclusive of taxes and disbursements (of which \$15,000 has been advanced by the Corporation to the Agent to date), as well as the Agent's commission, administration fee and legal fees. Accordingly, the estimated funds to be available to the Corporation upon completion of the Offering will be \$210,582.

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

	<u>Totals</u>
Cash proceeds raised prior to this Offering ⁽¹⁾	\$110,000
Expenses and costs relating to raising the cash proceeds raised prior to this Offering ⁽²⁾	(\$Nil)

	<u>Totals</u>
Cash proceeds to be raised pursuant to this Offering ⁽³⁾	\$200,000
Estimated expenses and costs relating to the Offering:	
Agent's commission	(\$20,000)
Agent's administration fee	(\$15,000)
Agent's legal fees & expenses	(\$15,000)
Corporation's legal fees	(\$20,000)
Corporation's audit fees and expenses	(\$10,000)
Listing and filing fees (including SEDAR fees)	(\$19,418)
Estimated funds available (on completion of the Offering)	\$210,582
<hr/>	
Funds available for identifying and evaluating assets or business prospects ⁽³⁾	\$167,082
Estimated general and administrative expenses until Completion of a Qualifying Transaction	\$43,500
Total Net Proceeds	\$210,582

Notes:

- (1) See "Prior Sales".
- (2) No issue costs have been allocated toward the issuance of the Seed Shares. See the Financial Statements attached as Schedule "A" hereto.
- (3) In the event that the Agent exercises the Agent's Option and the directors and officers exercise their options, there will be available to the Corporation an additional amount of \$62,000, which amount will be added to the working capital of the Corporation. See "Plan of Distribution". There is no assurance that any of these options will be exercised.
- (4) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire net proceeds, being \$167,082, on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

Until required for the Corporation's purposes, all proceeds will only be invested in securities of, or those guaranteed by, the Government of Canada, any province or territory thereof or the Government of the United States of America, in certificates of deposit or in interest bearing accounts of Canadian chartered banks and/or trust companies, or a combination thereof.

The proceeds of this Offering and any prior sale of Common Shares, after deducting the costs of this Offering, will only be sufficient to identify a limited number of opportunities. Additional funds may be required to finance any acquisition to which the Corporation may commit. See "Business of the Corporation", "Method of Financing Acquisition or Participation Opportunities" and "Risk Factors".

Permitted Use of Funds

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

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

- (a) valuations or appraisals;
- (b) business plans;

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

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

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

Restrictions on Use of Proceeds

Until Completion of the Qualifying Transaction, not more than the lesser of 30% of the aggregate gross proceeds from the sale of all securities issued by the Corporation or \$210,000 shall be used for purposes other than those described above, including the following expenditures which the CPC Policy specifies as not being expenditures to identify and evaluate assets or businesses:

- (a) listing and filing fees (including SEDAR fees);
- (b) other costs for the issuance of securities, (including legal, accounting, and audit expenses) relating to the preparation and filing of this prospectus; and
- (c) administrative and general expenses of the Corporation, including office supplies, office rent and related utilities; printing costs (including the printing of this prospectus and share certificates); equipment leases; and fees for legal advice and audit expenses, other than those described above under "Permitted Use of Funds".

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

Private Placements for Cash

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the Exchange generally will not accept a private placement by the Corporation where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed \$5,000,000. The only securities issuable pursuant to such a private placement will be Common Shares. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non-Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non-Arm's Length Parties

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

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

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

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

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

PLAN OF DISTRIBUTION

The Agent and the Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts agency basis to the public in the Applicable Jurisdictions, a minimum of 2,000,000 Common Shares as provided in this prospectus at \$0.10 per Common Share for minimum aggregate gross proceeds of \$200,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares, a \$15,000 administration fee, and reimbursement of its expenses and legal fees incurred pursuant to this Offering, plus disbursements and taxes. The Corporation will grant to the Agent and its sub-agents, if any, at the closing of the Offering the Agent's Option to acquire Common Shares in number equal to 10% of the number of Common Shares sold under the Offering, being 200,000 Common Shares, at \$0.10 per share for a 24 month period following the Listing Date. The Agent's Option is qualified under this prospectus. Pursuant to the CPC Policy, where the Agent receives an option or the right to subscribe for a certain number of shares as consideration for acting as Agent, not more than 50% of the options exercised or 50% of the shares held pursuant to that right may be sold prior to Completion of the Qualifying Transaction. The remaining 50% may only be sold after Completion of the Qualifying Transaction. The Agent has agreed to use commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its discretion or 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.

This prospectus qualifies the distribution of 2,000,000 Common Shares, the issuance of options to purchase a number of Common Shares equal to 10% of the number of Common Shares issued and outstanding upon completion of the Offering (being 4,200,000 Common Shares) to be granted to officers and directors of the Corporation, and the Agent's Option. See "Options to Purchase Securities".

The Corporation has also granted the Agent a right of first refusal to participate as agent in any brokered equity financing or financing by securities convertible into equity that the Corporation requires or proposes to obtain and to act as Sponsor with respect to any potential Qualifying Transaction by the Corporation for a period ending the earlier of 24 months from the date of the listing of the Common Shares on the Exchange and the date of the completion of the Qualifying Transaction.

Commercially Reasonable Efforts Offering and Minimum Distribution

The Agent has agreed to use commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation but is not obligated to do so. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets or upon the occurrence of certain events stated in the Agency Agreement.

Total Subscription

The total Offering is of 2,000,000 Common Shares for aggregate gross proceeds of \$200,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% of the total Common Shares in the Offering, or 40,000 Common Shares. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is 4% of the total number of Common Shares in the Offering, or 80,000 Common Shares. The funds received from the Offering will be deposited with the Agent, and will not be released until the full amount of the Offering proceeds has been deposited. The proceeds from the Offering must be raised within 90 days of the date a final receipt for this prospectus is issued, or such other time as may be permitted by applicable securities legislation and consented to by the Agent and persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

The Corporation also proposes to grant options to purchase a number of Common Shares equal to 10% of the number of Common Shares issued and outstanding upon completion of the Offering (420,000 options to purchase Common Shares) to directors and officers in accordance with the policies of the Exchange, and the Common Shares to be issued upon exercise of options are qualified for distribution under this prospectus.

Determination of Price

The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent.

Listing Application

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

Subscription by and Restrictions on the Agent

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

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

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares owned directly or indirectly by the Aggregate Pro Group cannot exceed 20% of the total issued and outstanding Common Shares exclusive of Common Shares reserved for issuance at a future date. The Exchange will require that any securities issued to members of the Pro Group in connection with or in contemplation of the Qualifying

Transaction will be required to be subject to a four month Exchange hold period and the securities certificate(s) legended accordingly, as prescribed by Exchange Policy 3.2 “Filing Requirements and Continuous Disclosure

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent’s Option and the grant of options to the officers and directors of the Corporation, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the Applicable Securities Commissions and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

The Corporation is authorized to issue an unlimited number of Common Shares of which, as at the date of this prospectus, 2,200,000 Common Shares are issued and outstanding as fully paid and non-assessable Common Shares. 2,000,000 Common Shares are being qualified for distribution under this prospectus. In addition, pursuant to the Agent’s Option, 200,000 Common Shares will be reserved for issuance. Common Shares will also be reserved for issuance under options to be granted to directors and officers in the amount of 420,000 Common Shares upon completion of the Offering. See “Plan of Distribution” and “Options to Purchase Securities”.

Common Shares

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

CAPITALIZATION

Capital	Amount Authorized	Amount outstanding as of the date of the most recent balance sheet contained in this Prospectus⁽¹⁾	Amount outstanding as at the date of this Prospectus	Amount to be outstanding upon completion of the Offering⁽²⁾⁽³⁾⁽⁴⁾
Common Shares	Unlimited	\$110,000 (2,200,000 Common Shares)	\$110,000 (2,200,000 Common Shares)	\$310,000 (4,200,000 Common Shares)

Notes:

- (1) At this date, the Corporation had not commenced commercial operations.
- (2) Excluding up to 420,000 Common Shares issuable at \$0.10 per share, expiring 5 years from the date of being granted, pursuant to stock options to be granted to directors and officers of the Corporation.
- (3) Excluding 200,000 Common Shares issuable at \$0.10 per share, expiring 24 months from the Listing Date, pursuant to the Agent’s Option. See “Plan of Distribution”.
- (4) Funds estimated to be available on completion of the Offering amount to approximately \$210,582 after deducting the selling commissions and related expenses incurred by the Corporation. See “Use of Proceeds – Proceeds and Principal Purposes”.

OPTIONS TO PURCHASE SECURITIES

The Corporation has established a stock option plan for its officers, directors, consultants and employees to which the Corporation may grant options to acquire a maximum number of Common Shares equal to 10% of the total issued and outstanding Common Shares of the Corporation.

Upon closing of the Offering, the Corporation proposes to enter into stock option agreements pursuant to the Stock Option Plan as follows:

Name	Number of Shares Under Option Upon Closing of the Offering	Exercise Price per Share	Expiry Date
Navin Varshney	172,500	\$0.10	Five years from date of grant
Deepak Varshney	172,500	\$0.10	Five years from date of grant
David Ellett	75,000	\$0.10	Five years from date of grant
Total:	420,000		

Stock Option Terms

The Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the Stock Option Plan and Exchange requirements, grant to directors, officers, and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares exercisable for a period of up to 5 years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrowed Securities".

Pursuant to the Stock Option Plan, the following are restrictions imposed on the grant of stock options while the Company remains a CPC:

- (a) the total number of Common Shares reserved as stock options may not exceed 10% of the Common Shares outstanding of the Company as at the closing of this Offering;
- (b) stock options granted to a director or an officer individual may not exceed five percent (5%) of the Common Shares of the Company outstanding as at the closing of this Offering;
- (c) stock options granted to all technical consultants may not exceed two percent (2%) of the Common Shares of the Company outstanding as at the closing of this Offering;
- (d) stock options cannot be granted to investor relations service providers; and

- (e) the exercise price of stock options cannot be less than the greater of \$0.10 and the Discounted Market Price.

The options to purchase a number of Common Shares equal to 10% of the number of Common Shares issued and outstanding upon completion of the Offering (being 4,200,000 Common Shares) to be granted to directors and officers are qualified for distribution under this prospectus.

PRIOR SALES

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

<u>Date Issued</u>	<u>Number of Common Shares</u>	<u>Issue Price per Common Share</u>	<u>Aggregate Issue Price</u>	<u>Nature of Consideration</u>
February 26, 2018	2,200,000 ⁽¹⁾ ₍₂₎	\$0.05	\$110,000	Cash
Total	2,200,000		\$110,000	

Notes:

(1) One Common Share issued on incorporation to the incorporator was returned for cancellation on February 26, 2018.

(2) 2,200,000 Common Shares will be placed in escrow pursuant to the Escrow Agreement. See "Escrowed Securities".

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 2,200,000 Common Shares issued prior to this Offering at a price below \$0.10 per Common Share, all Common Shares that have been or may be acquired by Non-Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with the Escrow Agent under the Escrow Agreement. As of the date hereof, 2,200,000 Common Shares will be held by the Escrow Agent pursuant to the Escrow Agreement.

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

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

The following table sets out, as at the date hereof, the number of Common Shares of the Corporation, which are held pursuant to the Escrow Agreement:

<u>Name and Municipality of Residence of Shareholder</u>	<u>Number of Common Shares held in Escrow</u>	<u>Percentage of Common Shares prior to giving effect to the Offering</u>	<u>Percentage of Common Shares after giving effect to the Offering⁽¹⁾</u>
Navin Varshney, Vancouver, British Columbia	1,000,000	45.45%	23.81%

Deepak Varshney, Vancouver, British Columbia	1,000,000	45.45%	23.81%
David Ellett, Phoenix, Arizona, USA	200,000	9.09%	4.76%
Total	2,200,000	100%	52.38%

Notes:

(1) Assuming these shareholders do not acquire any Common Shares under the Offering.

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

Upon the Corporation completing a Qualifying Transaction, the escrowed securities shall be released as to 10% immediately following the issuance of the Final Exchange Bulletin (the “**Initial Release**”), and 15% on the dates 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release, pursuant to the terms of the Escrow Agreement.

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

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

If a Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement, each Non-Arm’s Length Party to the Corporation who holds escrowed Common Shares acquired at a price below the offering price of this prospectus has irrevocably authorized and directed the Escrow Agent to immediately: (a) cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Corporation; or (b) if the Corporation lists on NEX, either (i) cancel all Seed Shares purchased by Non-Arm’s Length Parties to the Corporation at a discount from the IPO price, in accordance with section 11.2(a) of the CPC Policy, or (ii) subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non-Arm’s Length Parties to the Corporation so that the average cost of the remaining Seed Shares is at least equal to the IPO price.

Escrowed Securities on Qualifying Transaction

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are “Value Securities”, then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security escrow agreement (“**Value Security Escrow Agreement**”). Value Securities are securities issued pursuant to a transaction for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement. However, if at

least 75% of the securities issued pursuant to the Qualifying Transaction are not Value Securities, all securities issued pursuant to the Qualifying Transaction will be deposited into a surplus security escrow agreement (“**Surplus Security Escrow Agreement**”).

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the time period for release of securities from escrow. In the case of a Resulting Issuer that will be a Tier 2 Issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities being releasable every 6 months thereafter, on each of the 6, 12, 18, 24, 30 and 36 month anniversaries of the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 Issuer subject to a Surplus Security Escrow Agreement, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three year escrow release mechanism with 5% of the escrowed securities releasable at the time of the Final Exchange Bulletin, 5% on the date which is 6 months after the Final Exchange Bulletin, 10% on each of the dates which are 12 and 18 months after the Final Exchange Bulletin, 15% on each of the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin.

In the case of a Resulting Issuer that will be a Tier 1 Issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18 month escrow release mechanism with 25% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, with 25% of the escrowed securities being releasable every 6 months thereafter. In the case of a Resulting Issuer that will be a Tier 1 Issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for an 18 month escrow release mechanism with 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin, 20% on the date which is 6 months after the Final Exchange Bulletin, 30% on the date which is 12 months after the Final Exchange Bulletin and 40% on the date which is 18 months after the Final Exchange Bulletin.

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

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

The escrow agreements described above provide, *inter alia*, that all voting rights attached to escrowed securities shall be exercised by the registered holder of such securities.

PRINCIPAL SHAREHOLDERS

The following table lists those persons who own of record or who are known to the Corporation as at the date hereof to own beneficially, directly or indirectly, more than 10% of the issued and outstanding Common Shares of the Corporation, or exercises control or direction over, more than 10% of the issued and outstanding Common Shares of the Corporation:

Name and Municipality of Residence	Type of Ownership	Number of Shares⁽¹⁾	Percentage of Shares Owned before the Offering	Percentage of Shares Owned after giving Effect to the Offering
Navin Varshney, British Columbia	Of Record and Beneficial	1,000,000	45.45%	23.81%
Deepak Varshney, British Columbia	Of Record and Beneficial	1,000,000	45.45%	23.81%
Total		2,000,000	90.91%	47.62%

Notes:

(1) Subject to the Escrow Agreement. See "Escrowed Securities".

(2) On a fully diluted basis, reflecting the exercise of all options, the principal shareholders will each own 24.32% of the issued and outstanding Common Shares.

The directors and officers, together with the Associates and Affiliates of the directors and officers, as a group beneficially own and control 2,200,000 Common Shares which represents 100% of the issued Common Shares of the Corporation before giving effect to this Offering and which will represent 52.38% of the issued Common Shares of the Corporation.

DIRECTORS, OFFICERS AND PROMOTERS

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

Name, (Age), Office and Municipality of Residence	Position or Office	Present Principal Occupation	Common Shares Held (percentage and number of Common Shares prior to Offering)	Percentage and Number of Common Shares Held Upon Completion of Offering⁽³⁾
Navin Varshney (59) ⁽¹⁾ Vancouver, British Columbia	Director, Chief Executive Officer, Chief Financial Officer, Corporate Secretary and Promoter	President of NKV Engineering & Consulting Ltd.	1,000,000 Common Shares 45.45%	1,000,000 Common Shares 23.81%
Deepak Varshney (29) ⁽¹⁾ Vancouver, British Columbia	Director	Project Manager/ Geologist	1,000,000 Common Shares 45.45%	1,000,000 Common Shares 23.81%

David Ellett (54) ⁽²⁾ Phoenix, Arizona, USA	Director	Mortgage Loan Originator	200,000 Common Shares 9.09%	200,000 Common Shares 4.76%
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Notes:

- (1) Member of the Audit Committee.
- (2) Chair of Audit Committee
- (3) Before the exercise of stock options by the directors and officers, the exercise of the Agent's Option and assuming that no Common Shares are purchased by these shareholders under this Offering. See "Plan of Distribution".

In addition to any other requirements of the Exchange, the Exchange expects management of the Corporation to meet a high management standard. The directors and officers of the Corporation believe that, on a collective basis, management possesses, the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset. As at the date of this prospectus, the directors and officers own 2,200,000 Common Shares representing 100% of the issued and outstanding Common Shares which number of Common Shares will represent 52.38% of the issued Common Shares of the Corporation upon completion of the Offering.

The following are brief biographies of the Directors, Officers and Promoter of the Corporation:

Navin Varshney – Chief Executive Officer, Chief Financial Officer, Secretary, Director and Promoter

Mr. Navin Varshney is the President of N.K.V. Engineering & Consulting Ltd., a private company involved in providing structural and geotechnical engineering services on residential projects for the last 27 years. Navin has also been a director and officer of a number of mineral exploration companies listed on the Exchange, including Earny Resources Ltd., Jaxon Minerals Inc., Naina Capital Corp. and Sunset Cove Mining Inc. (formerly, Numine Resources Ltd.). Navin obtained his Bachelor of Science degree in Engineering in 1982 from the Aligarh Muslim University in India. Navin received a P. Eng. designation from Engineers and Geoscientists British Columbia.

Deepak Varshney – Director

Mr. Deepak Varshney has a B.Sc. in Earth Sciences (Geology) from Simon Fraser University. Since August 2014, Deepak has acted as Environmental Geologist / Project Manager for TRI Environmental Consulting Inc., an environmental consulting firm.

From May 2012 to August 2014, Deepak acted as Environmental Geologist / Project Manager for Pacific Environmental Consulting Ltd., an environmental consulting firm.

Deepak received a P. Geo. designation from Engineers and Geoscientists British Columbia in June 2018.

David Ellett – Director

Mr. David Ellett served as a director Earny Resources Ltd. (TSXV) from May 2015 to May 2017.

He also worked for Sierra Iron Ore Corp. (TSXV) from June 2001 to July 2014 and Victory Resources (TSXV). His work for these two companies was focused on logistics. He was involved in purchasing and arranging for the movement of equipment for exploration projects. He has also been involved in the logistics for drilling and other exploration projects.

David played NHL Hockey for 16 years, spending most of his career in Winnipeg and Toronto.

During his NHL career he co-founded Prolce Management, a wealth management company geared towards professional athletes. After his retirement from the NHL he continued with Prolce Management and other business ventures which included owning and managing an automotive dealership, a CHL hockey franchise and working in the mining industry.

David has also been a licensed Mortgage Loan Originator with American Pacific Mortgage since June 2016.

Other Reporting Issuer Experience

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

Name	Name and Jurisdiction of Reporting Issuer	Name of Exchange or Market	Position	From	To
Navin Varshney	Earny Resources Ltd. (Canada)	TSX Venture Exchange	Director, President, Chief Executive Officer and Corporate Secretary	February 2011	Present
	Jaxon Mining Inc. (Canada)	TSX Venture Exchange	Director	November 2006	March 2017
David Ellett	Earny Resources Ltd. (Canada)	TSX Venture Exchange	Director	May 2015	May 2017

Corporate Cease Trade Orders or Bankruptcies

No director, officer, insider or promoter of the Corporation, or a shareholder of the Corporation holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is, or within 10 years before the date of this prospectus has been, a director, officer, Insider or Promoter of any other issuer that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or, an order that denied the other issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days; or
- (a) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

No director, officer, insider or promoter of the Corporation, or a shareholder of the Corporation holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

No director, officer, insider or promoter of the Corporation, or a shareholder of the Corporation holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such person has, within 10 years before the date of this prospectus, as applicable, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or has been subject to or has instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such person's assets.

Conflicts of Interest

There are potential conflicts of interest to which the directors, officers and promoter of the Corporation will be subject in connection with the operations of the Corporation. Some of the directors, officers and promoter have been and will continue to be engaged in the identification and evaluation, with a view to potential acquisition of interests in businesses and corporations on their own behalf and on behalf of other corporations, and situations may arise where the directors and officers will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies under the *Business Corporations Act* (British Columbia).

EXECUTIVE COMPENSATION

Except as set out below or otherwise disclosed in this prospectus, prior to Completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly or indirectly, by the Corporation to a Non-Arm's Length Party to the Corporation or a Non-Arm's Length Party to the Qualifying Transaction, or to any person engaged in investor relations activities in respect of the securities of the Corporation or any Resulting Issuer by any means, including:

- (a) remuneration, which includes but is not limited to:
 - (i) salaries;
 - (ii) consulting fees;
 - (iii) management contract fees or directors' fees;
 - (iv) finders fees;
 - (v) loans, advances, bonuses; and
- (b) deposits and similar payments.

However, the Corporation may reimburse Non-Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("Permitted Reimbursement"), which reimbursements, since incorporation, have totaled \$nil as of the date hereof. No reimbursement may be made for any payment made to lease or acquire a vehicle.

The directors and officers of the Corporation may also be granted stock options.

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

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution on investment of 26% or \$0.026 per Common Share. Dilution has been computed on the basis of total gross proceeds to be raised under this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or of related expenses incurred by the Corporation.

Item	Offering
Gross proceeds of prior share issues	\$110,000
Gross proceeds of this Offering	<u>\$200,000</u>
Total gross proceeds after this Offering	<u>\$310,000</u>

Offering price per share	<u>\$0.10</u>
Dilution per share to subscriber	<u>\$0.026</u>
Percentage of dilution in relation to offering price	26%

RISK FACTORS

Prior to making a decision to invest, prospective purchasers in the Offering should consider their own position, and all of the risks of investing in the Common Shares including the following risk factors:

- (a) the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;
- (b) investment in the Common Shares offered by this prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development;
- (c) the directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time;
- (d) assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 26% or \$0.026 per Common Share;
- (e) there can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell its Common Shares;
- (f) until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;
- (g) the Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Corporation will be able to identify a suitable Qualifying Transaction;
- (h) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;
- (i) Completion of a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval;
- (j) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares;
- (k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Corporation will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Corporation will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the

transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction;

- (l) trading in the Common Shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required;
- (m) the Exchange will generally suspend trading in the Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months of the date of listing;
- (n) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- (o) in the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;
- (p) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation;
- (q) subject to prior Exchange acceptance, the Corporation may be permitted to loan or advance up to an aggregate of \$250,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan; and
- (r) the Corporation is relying solely on the past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Corporation is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Corporation. In such event, the Corporation will seek satisfactory replacements but there can be no guarantee that appropriate personnel may be found.

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

See “Business of the Corporation”, “Method of Financing Acquisition or Participation Opportunities” and “Directors, Officers and Promoter”.

LEGAL PROCEEDINGS

The Corporation is not currently a party to any legal proceedings, nor is the Corporation currently contemplating any legal proceedings, which are material to its business. Management of the Corporation is currently not aware of any legal proceedings contemplated against the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Corporation is not a “related issuer” or “connected issuer” of the Agent for the purposes of National Instrument 33-105 - Underwriting Conflicts. The Agent was not involved in the decision by the Corporation to distribute Common Shares pursuant to the Offering, nor was the Offering requested or suggested to the Corporation by the Agent. The Agent, through its corporate finance department was involved in the determination of the terms of the Offering in its capacity as agent for the sale of the Common Shares on a

“commercially reasonable efforts” basis. The Agent does not, prior to completion of the Offering, own directly or indirectly, any securities of the Corporation and the only proceeds of the Offering to be received by it is the remuneration to be paid to it in connection with the sale of the Common Shares, which includes the Agent’s commission, the administration fee payable to it and the Agent’s Warrants. See “Plan of Distribution”.

Members of the Aggregate Pro Group currently own, on an aggregate basis, no Common Shares of the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to the Offering will be passed upon by Miller Thomson LLP, on behalf of the Corporation and by DuMoulin Black LLP, on behalf of the Agent. As of the date hereof, the partners and associates of Miller Thomson LLP and DuMoulin Black LLP do not own, directly or indirectly, in the aggregate any Common Shares. Additionally, the partners and associates of Miller Thomson LLP and DuMoulin Black LLP may subscribe for Common Shares pursuant to the Offering.

Davidson & Company LLP, auditors of the Corporation, are independent of the Corporation within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are Davidson & Company LLP with an address at 1200-609 Granville St, Vancouver, BC V7Y 1G6.

The Registrar and Transfer Agent for the Common Shares of the Corporation is Computershare Investor Services Inc. with an address at 510 Burrard St, 3rd Floor Vancouver, BC V6C 3B9.

MATERIAL CONTRACTS

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

- (a) The Agency Agreement. See “Plan of Distribution”.
- (b) The Transfer Agency and Registrar Agreement dated May 10, 2018 between the Corporation and the Registrar and Transfer Agent.
- (c) The Escrow Agreement. See “Escrowed Securities”.
- (d) The Stock Option Plan. See “Options to Purchase Securities”.

Copies of these agreements will be available for inspection at the registered office of the Corporation at Suite 400 – 725 Granville Street, Vancouver, British Columbia V7Y 1G5, and at the office of the Corporation during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

DIVIDEND POLICY

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

PROMOTER

Navin Varshney may be considered to be the promoter of the Corporation in that he took the initiative in organizing the business of the Corporation. As of the date hereof, Navin Varshney is the registered and beneficial owner of 1,000,000 Common Shares and will be granted 172,500 stock options at an exercise price of \$0.10 per Common Share pursuant to the Stock Option Plan if the Offering is completed. See “Options to Purchase Securities”, “Escrowed Securities”, “Principal Shareholders” and “Directors, Officers and Promoter”.

INDEBTEDNESS OF DIRECTORS, OFFICERS, PROMOTER AND OTHERS

No director, officer, or promoter or other member of management of the Corporation, or any Associate or Affiliate of any such person, is or has been indebted to the Corporation.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers of the Corporation have all acquired Common Shares and are expected to receive incentive stock options upon completion of the Offering.

Except as disclosed elsewhere herein, none of the directors, officers or principal shareholders of the Corporation, and no Associate or Affiliate of any of them, has or has had any material interest in any transaction that materially affects the Corporation. See “Options to Purchase Securities”, “Escrow Securities” and “Principal Shareholders”.

ELIGIBILITY FOR INVESTMENT

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

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

Notwithstanding that the Common Shares may be a qualified investment for a TFSA, RDSP, RESP, RRSP or RRIF, the holder of a TFSA or RDSP, the subscriber of an RESP or the annuitant of an RRSP or RRIF, as the case may be, will be subject to a penalty tax if the Common Shares are a “prohibited investment” within the meaning of the Tax Act for such TFSA, RDSP, RESP, RRSP or RRIF. The Common Shares will generally be a “prohibited investment” for a TFSA, RDSP, RESP, RRSP or RRIF if the holder of the TFSA or RDSP, the subscriber of the RESP or the annuitant of the RRSP or RRIF, as the case may be: (i) does not deal at arm’s length with the Corporation for the purposes of the Tax Act; or (ii) has a “significant interest” (as defined in the Tax Act) in the Corporation. In addition, the Common Shares generally will not be a prohibited investment if the Common Shares are “excluded property” within the meaning of the Tax Act for a TFSA, RDSP, RESP, RRSP or RRIF.

Prospective purchasers who intend to hold Common Shares in a Plan should consult their own tax advisors in regard to the application of these rules in their particular circumstances.

OTHER MATERIAL FACTS

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

PURCHASER'S STATUTORY RIGHTS

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

Schedule A - Financial Statements

Usha Resources Ltd.
(A Capital Pool Company)
Financial Statements
For the Period from the Date of Incorporation
to March 31, 2018

USHA RESOURCES LTD.

FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

MARCH 31, 2018

INDEPENDENT AUDITORS' REPORT

To the Directors of
Usha Resources Ltd.

We have audited the accompanying financial statements of Usha Resources Ltd., which comprise the statement of financial position as at March 31, 2018, and the statements of loss and comprehensive loss, changes in equity and cash flows for the period from incorporation on February 26, 2018 to March 31, 2018, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of Usha Resources Ltd. as at March 31, 2018 and its financial performance and its cash flows for the period from incorporation on February 26, 2018 to March 31, 2018 in accordance with International Financial Reporting Standards.

Vancouver, Canada

Chartered Professional Accountants

DATE

USHA RESOURCES LTD.
STATEMENT OF FINANCIAL POSITION
 (Expressed in Canadian Dollars)
 AS AT MARCH 31

2018

ASSETS

Current

Cash

\$ 109,996

LIABILITIES AND SHAREHOLDERS' EQUITY

Current

Accounts payable and accrued liabilities

\$ 10,000

Shareholders' equity

Share capital (Note 5)

110,000

Deficit

(10,004)

99,996

\$ 109,996

Nature and continuance of operations (Note 1)

Subsequent events (Note 9)

Approved and authorized for issue by the Board of Directors on _____, 2018:

“Navin Varshney”
Navin Varshney

Director

“Deepak Varshney”
Deepak Varshney

Director

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

USHA RESOURCES LTD.
STATEMENT OF LOSS AND COMPREHENSIVE LOSS
 (Expressed in Canadian Dollars)

	Period From Incorporation on February 26, 2018 to March 31, 2018
EXPENSES	
Office and miscellaneous	\$ 4
Professional fees	<u>10,000</u>
Loss and comprehensive loss for the period	<u>\$ (10,004)</u>
Basic and diluted loss per common share	<u>\$ 0.00</u>
Weighted average number of common shares outstanding	<u>-</u>

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

USHA RESOURCES LTD.
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
 (Expressed in Canadian Dollars)
 AS AT MARCH 31, 2018

	Share Capital (Note 5)			Total Shareholders' Equity
	Shares	Amount	Deficit	
Balance, February 26, 2018 (incorporation)	-	\$ -	\$ -	\$ -
Common shares issued	2,200,000	110,000	-	110,000
Loss and comprehensive loss for the period	-	-	(10,004)	(10,004)
Balance, March 31, 2018	2,200,000	\$ 110,000	\$ (10,004)	\$ 99,996

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

USHA RESOURCES LTD.
STATEMENT OF CASH FLOWS
 (Expressed in Canadian Dollars)

	Period From Incorporation on February 26, 2018 to March 31, 2018
CASH FLOWS FROM OPERATING ACTIVITIES	
Loss for the period	\$ (10,004)
Changes in non-cash working capital items:	
Increase in accounts payable and accrued liabilities	<u>10,000</u>
Net cash used in operating activities	<u>(4)</u>
CASH FLOWS FROM FINANCING ACTIVITIES	
Proceeds from the issuance of share capital	<u>110,000</u>
Net cash provided by financing activities	<u>110,000</u>
Increase in cash for the period	109,996
Cash, beginning of period	<u>-</u>
Cash, end of period	<u>\$ 109,996</u>
Cash paid during the period for interest	<u>\$ -</u>
Cash paid during the period for income taxes	<u>\$ -</u>

Supplemental information:

There were no non-cash investing or financing activities during the period from incorporation on February 26, 2018 to March 31, 2018.

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

USHA RESOURCES LTD.
NOTES TO THE FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
MARCH 31, 2018

1. NATURE AND CONTINUANCE OF OPERATIONS

Usha Resources Ltd. (the "Company") was incorporated as a private company by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* on February 26, 2018. The Company is in the process of completing an Initial Public Offering ("IPO") to be classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4 (Note 9). The Company will not carry on any business other than the identification and evaluation of assets or a business with a view to completing a Qualifying Transaction which will be subject to receipt of shareholder approval and acceptance by regulatory authorities.

The Company's head office address is 1575 Kamloops Street, Vancouver BC, V5K 3W1, Canada. The registered and records office address is 400 – 725 Granville Street, Vancouver BC, V7Y 1G5, Canada.

These financial statements are presented in Canadian dollars, which is the functional currency of the Company.

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

The Company's continuing operations are dependent upon its ability to identify, evaluate and negotiate an agreement to acquire an interest in a material asset or business and obtain the necessary financing to do so, within 24 months of listing on the TSX-V. Any acquisition or investment proposed by the Company will be subject to regulatory and other approvals.

2. BASIS OF PREPARATION

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Estimates and assumptions 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. Uncertainty about these judgments, estimates and assumptions could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The information about significant areas of judgment considered by management in preparing the financial statements is as follows:

Deferred tax assets

Deferred tax assets are recognized in respect of tax losses and other temporary differences to the extent it is probable that taxable income will be available against which the losses can be utilized. Judgment is required to determine the amount of deferred tax assets that can be recognized based upon the likely timing and level of future taxable income together with future tax planning strategies.

USHA RESOURCES LTD.
NOTES TO THE FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
MARCH 31, 2018

3. SIGNIFICANT ACCOUNTING POLICIES

Share-based payments

The Company may grant stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is recognized over the vesting period. Consideration paid for the shares on the exercise of stock options is credited to share capital.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at fair value of the share-based payment. Otherwise, share-based payments are measured at the fair value of goods or services received.

Income taxes

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

Deferred tax is recorded by providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities which affect neither accounting nor taxable loss as well as differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding 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.

USHA RESOURCES LTD.
NOTES TO THE FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
MARCH 31, 2018

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Financial instruments

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

Financial assets

Fair value through profit or loss ("FVTPL")

Financial assets classified as FVTPL are initially recognized at fair value with transaction costs being expensed in the period incurred. Realized gains and losses recognized upon de-recognition and unrealized gains and losses arising from changes in the fair value of the financial assets are included in profit or loss in the period in which they arise.

Fair value through other comprehensive income ("FVTOCI")

Investments in equity instruments classified as FVTOCI are initially recognized at fair value plus transaction costs. Unrealized gains and losses arising from changes in fair value are recognized in other comprehensive income with no subsequent reclassification to profit or loss upon de-recognition. Realized gains and losses recognized upon de-recognition remain within accumulated other comprehensive income.

Amortized cost

A financial asset is measured at amortized cost if the objective of the Company's business model is to hold the instrument for the collection of contractual cash flows, which are comprised solely of payments of principal and interest. Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. Impairment losses are included in profit or loss in the period the impairment is recognized.

Financial liabilities

The Company's financial liabilities include accounts payable and accrued liabilities and are measured at amortized cost.

USHA RESOURCES LTD.
NOTES TO THE FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
MARCH 31, 2018

4. NEW ACCOUNTING PRONOUNCEMENTS

New standards and interpretations not yet adopted

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning on or after January 1, 2019. The following has not yet been adopted by the Company.

- IFRS 16, Leases: New standard to establish principles for recognition, measurement, presentation and disclosure of leases with an impact on lessee accounting, effective for annual periods beginning on or after January 1, 2019.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

5. SHARE CAPITAL

Authorized:

Unlimited common shares with no par value and unlimited preferred shares with no par value.

Issued:

2,200,000 common shares were issued during the period at \$0.05 per share for proceeds of \$110,000. These common shares are held in escrow under an escrow agreement. The common shares will be released from escrow when the Company completes its Qualifying Transaction under the following terms: 10% to be released from the date the Transaction bulletin is issued, and 15% to be released every six months thereafter.

Stock options:

The Company maintains a Stock Option Plan (the "Plan") under which it is authorized to grant stock options to executive officers, directors, employees, and consultants. Under the Plan, the number of options that may be issued is limited to no more than 10% of the Company's issued and outstanding shares immediately prior to the grant. While the Company is a CPC until completion of a Qualifying Transaction, the aggregate number of common shares that may be reserved for issuance under the Plan shall not exceed 10% of the common shares to be outstanding as at the closing of the Company's IPO. The exercise price of each stock option shall equal the market price of the Company's shares, less any applicable discount, as calculated on the date of grant. The options can be granted for a maximum term of five years and vest at the discretion of the Board of Directors.

Upon closing of the IPO, the Company proposes to enter into stock option agreements with directors and officers for 420,000 common shares exercisable at \$0.10 per share and expiring five years from the date of grant (Note 9).

USHA RESOURCES LTD.
NOTES TO THE FINANCIAL STATEMENTS
 (Expressed in Canadian Dollars)
 MARCH 31, 2018

6. INCOME TAXES

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

	2018
Loss before income taxes	\$ (10,004)
Expected income tax recovery	\$ 3,000
Unrecognized benefit of non-capital losses	<u>(3,000)</u>
Net income tax recovery	<u>\$ -</u>

The significant components of the Company's unrecorded deferred tax assets are as follows:

	March 31, 2018
Deferred tax assets (liabilities):	
Non-capital loss carry forwards	<u>\$ 3,000</u>
Total unrecognized deferred tax assets	<u>\$ 3,000</u>

The Company's deferred tax assets (liabilities) expire as follows:

	Expiry Date Range	2018
Non-capital losses – Canada	2038	<u>\$ 10,000</u>

USHA RESOURCES LTD.
NOTES TO THE FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
MARCH 31, 2018

7. FINANCIAL INSTRUMENTS

Fair value

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

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

Cash is carried at fair value using a level 1 fair value measurement. The recorded values of accounts payable and accrued liabilities approximate their fair values due to their short-term to maturity.

Financial risk management

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

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company limits its exposure to credit risk by placing its cash with a major financial institution. Management feels that the Company's credit risk with respect to cash is remote. Accordingly, the Company does not believe it is subject to significant credit risk.

Interest rate risk

The Company is exposed to interest rate risk to the extent that the cash maintained at the financial institutions is subject to a floating rate of interest. The interest rate risk on cash is not considered significant.

Liquidity risk

All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal year. The Company intends to settle these with funds from its positive working capital position.

Foreign currency risk

Currency risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate due to changes in foreign exchange rates. As at March 31, 2018, the Company did not have any financial instruments denominated in foreign currencies and considers foreign currency risk to be insignificant.

Price risk

Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

USHA RESOURCES LTD.
NOTES TO THE FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
MARCH 31, 2018

8. CAPITAL MANAGEMENT

Capital is comprised of all the components of the Company's shareholders' equity. As at March 31, 2018, the Company's shareholders' equity was \$99,996 and there was no long term debt outstanding. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital. The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that no more than the lesser of 30% of the gross proceeds from the issuance of common shares or \$210,000 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 as defined under the Exchange Policy 2.4. Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable given the relative size of the Company. The Company is not subject to any externally imposed capital requirements or debt covenants. There were no changes in the Company's approach to capital management during the period ended March 31, 2018.

9. SUBSEQUENT EVENTS

Subsequent to the period ended March 31, 2018:

- The Company filed a preliminary prospectus, offering 2,000,000 common shares at a price of \$0.10 per share (the "Offering") by way of an IPO pursuant to Policy 2.4 "Capital Pool Companies" of the TSX-V. A cash commission of 10% of the gross proceeds of the Offering will be paid to the Agent. The Agent will also be paid an administration fee of \$15,000 and will be reimbursed by the Company for its expenses and legal fees plus disbursements (a \$15,000 advance retainer has been paid subsequent to March 31, 2018). The Agent will also be granted an Agent's option to purchase up to 200,000 common shares at a price of \$0.10 per share, exercisable for a period of 24 months from the date of listing of the common shares on the TSX-V. The gross proceeds from the sale of securities will be restricted whereby the Company cannot spend more than the lesser of 30% or \$210,000 until the completion of a Qualifying Transaction for purposes other than to identify and evaluate assets or businesses and obtain shareholder approval for a proposed Qualifying Transaction if necessary.
- A retainer payment of \$10,000 was paid for legal services.
- The Company approved a stock option plan (Note 5). The Company also approved the grant to directors and officers upon the closing of the IPO of stock options to purchase 420,000 common shares exercisable at \$0.10 per share and expiring five years from the date of grant.

CERTIFICATE OF THE CORPORATION

June 11, 2018

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

"Navin Varshney"

Navin Varshney
Chief Executive Officer, Chief
Financial Officer, Corporate
Secretary and Director

ON BEHALF OF THE BOARD

"Deepak Varshney"

Deepak Varshney
Director

"David Ellett"

David Ellett
Director

CERTIFICATE OF THE PROMOTER

June 11, 2018

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

“Navin Varshney”

Navin Varshney
Chief Executive Officer, Chief
Financial Officer, Corporate
Secretary and Director

CERTIFICATE OF THE AGENT

June 11, 2018

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

CANACCORD GENUITY CORP.

Per: "Frank Sullivan"
Name: Frank Sullivan
Title: Vice-President, Sponsorship,
Investment Banking