

A copy of this preliminary prospectus has been filed with the securities regulatory authorities in each of the provinces of British Columbia, Ontario 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 for the prospectus is obtained from the securities regulatory authorities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. 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.

PRELIMINARY PROSPECTUS

Initial Public Offering

May 26, 2022

GOODBRIDGE CAPITAL CORP.

(a Capital Pool Company)

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

Maximum Offering: \$300,000 or 3,000,000 Common Shares

Price: \$0.10 per Common Share

The purpose of this offering (the “**Offering**”) is to provide Goodbridge Capital Corp. (the “**Corporation**”) with a minimum amount of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction (as hereinafter defined). Any proposed Qualifying Transaction 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 – Capital Pool Companies, (the “**CPC Policy**”). The Corporation is a Capital Pool Company (“**CPC**”). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of a Qualifying Transaction (as hereinafter defined), the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See “Business of the Corporation” and “Use of Proceeds”.

This Offering is being conducted on a commercially reasonable efforts agency basis by Research Capital Corporation (the “**Agent**”) in the Provinces of British Columbia, Alberta and Ontario and consists of a minimum of 2,000,000 common shares (the “**Common Shares**”) of the Corporation for total gross proceeds to the Corporation of \$200,000 (the “**Minimum Offering**”) and a maximum of 3,000,000 Common Shares of the Corporation for total gross proceeds to the Corporation of \$300,000, at a price of \$0.10 per Common Share (the “**Offering Price**”). The Offering Price was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement, as hereinafter defined. If the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent, and any sub-agents as the Agent may direct, will be granted a non-transferable option to purchase the number of Common Shares (the “**Agent’s Option**”) equal to 10% of the offered securities sold at a price of \$0.10 per Agent’s Share (as hereinafter defined), and expiring on the date that is five (5) years from the Closing Date (as defined herein). The grant of the Agent’s Option is qualified under this Prospectus (as defined herein). See “Agency Agreement and Agent’s Compensation”. In addition, and subject to regulatory approval, the Corporation intends to grant Stock Options (as defined herein) to directors and officers of the Corporation to purchase a number of Common Shares equal to 10% of the number of Common Shares outstanding at the time of grant (being 400,000 Common Shares in the event the Minimum Offering is completed and 500,000 Common Shares in the event the Maximum Offering is completed). An aggregate of 200,000 Stock Options were previously granted to officers and directors of the Corporation on May 26 2022, with an exercise price of \$0.05 per Common Share, and exercisable until May 26, 2027. The Corporation will issue an additional 200,000 Stock Options in the event that the Minimum

Offering is completed and an additional 300,000 Stock Options in the event the Maximum Offering is completed to directors and officers of the Corporation on the Closing Date, each with an exercise price of \$0.10 per Common Share, and exercisable for a period of 5 (five) years from the Closing Date. See “Options to Purchase Securities” and “Plan of Distribution”. The grant of these options is also qualified under this Prospectus. See “Options to Purchase Securities”.

	Price to Public	Agent’s Commission ⁽¹⁾	Proceeds to Corporation ⁽²⁾
Per Common	\$0.10	\$0.01	\$0.09
Minimum Offering ⁽³⁾	\$200,000	\$20,000	\$180,000
Maximum Offering	\$300,000	\$30,000	\$270,000

Notes:

- (1) The Agent will receive a cash commission equal to 10% of the gross proceeds of the Offering, payable to the Corporation at closing. In addition, the Agent and its subagents, if any, will be granted the Agent’s Option, allowing it to purchase such number of Common Shares as is equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering, at a price of \$0.10 per Common Share exercisable for a period ending on the date that is five (5) years from the Closing Date. 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 a Qualifying Transaction and the remaining 50% may only be sold after Completion of a 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 a work finance fee of \$16,000 (plus applicable taxes thereon) (the “**Work Fee**”). See “Plan of Distribution”.
- (2) Before deducting the costs of this issue, including listing and filing fees, the Agent’s expenses, legal fees disbursements and taxes payable thereon, the Corporation’s legal fees, audit fees and expenses, estimated at \$66,000 exclusive of the Agent’s commission and the Work Fee. See “Use of Proceeds”.
- (3) In addition to the qualification of up to 2,000,000 Common Shares in the event the Minimum Offering is completed and up to 3,000,000 Common Shares in the event the Maximum Offering is completed, this Prospectus also qualifies for distribution: (i) the Agent’s Option; and (ii) the Stock Options to be granted to officers and directors of the Corporation at the closing of this Offering, which shall entitle the grantees to purchase an aggregate of 200,000 Common Shares in the event the Minimum Offering is completed and 300,000 Stock Options in the event the Maximum Offering is completed, at a price of \$0.10 per Common Share. See “Options to Purchase Securities”.

Market for Securities

There is no market through which the Common Shares offered by this Prospectus may be sold and purchasers may not be able to resell the Common Shares purchased under this Prospectus. This may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Common Shares, 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, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

The Corporation has applied to list its Common Shares (including the Common Shares issuable upon the exercise of the Agent’s Option and the Stock Options) on the Exchange. Listing will be subject to the Corporation fulfilling all of the requirements of the Exchange, including distribution of the Common Shares to a minimum number of public shareholders.

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the grant of the Agent’s Option and the grant of the Stock Options to the directors and officers of the Corporation, trading in all securities of the Corporation is prohibited during the period between the date a receipt for this Prospectus is issued by the securities regulatory authorities 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.

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".

Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per Common Share of approximately \$0.025 or 25% assuming completion of the Minimum Offering, and approximately \$0.02 or 20% assuming completion of the Maximum Offering. Furthermore, where the Qualifying Transaction is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment.

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.

The Corporation has not commenced commercial operations and has no assets other than cash. 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. Until the 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.

The Corporation has only limited funds with which to identify and evaluate a potential Qualifying Transaction which receives Exchange approval and in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval of the Corporation's shareholders; however, there can be no assurance that the Corporation will successfully identify or complete a Qualifying Transaction. Further, even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to complete the transaction. The Qualifying Transaction may be financed in whole, or in part, by the issuance of additional securities by the Corporation and this may result in further dilution to investors.

The Corporation has commenced the process of identifying potential acquisitions, but to date, the Corporation has not identified any potential acquisitions. The Corporation may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition and additional funds may be required.

A Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts resident outside of Canada and that it may be difficult or 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.

In the event that the management of the Corporation resides out 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.

The Corporation will be in competition with other entities, some of which may have greater resources than the Corporation.

Neither the Exchange, nor any securities regulatory authority, passes upon the merits of any proposed Qualifying Transaction.

The Corporation's directors, officers and Control Persons (as hereinafter defined), and their Associates (as hereinafter defined), and Affiliates (as hereinafter defined), as a group, beneficially own, control or have direction over, directly or indirectly, 2,000,000 Common Shares, which represents 100% of the issued and outstanding Common Shares before giving effect to this Offering. Such Common Shares will represent 50% of the issued and outstanding Common Shares after giving effect to the Minimum Offering and 40% of the issued and outstanding Common Shares after giving effect to the Maximum Offering.

The directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and they are and will be engaged in other projects or businesses such that conflicts of interest may arise from time to time.

As a result of these factors, the Offering is suitable only to investors who are willing to rely solely on the 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 "Dilution", "Business of the Corporation", "Directors and Officers", "Use of Proceeds", and "Risk Factors".

Maximum Investment

Pursuant to the CPC Policy, 75% of the total number of Common Shares offered under this Prospectus (being 1,500,000 Common Shares assuming completion of the Minimum Offering and 2,250,000 Common Shares assuming completion of the Maximum Offering) are subject to the following limits:

- (a) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser pursuant to this Offering is 2% of the total number of Common Shares offered under this Prospectus, being 40,000 Common Shares assuming completion of the Minimum Offering and 60,000 Common Shares assuming completion of the Maximum Offering; and
- (b) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser, together with that purchaser's Associates and Affiliates, is 4% of the total number of Common Shares offered under this Prospectus, being 80,000 Common Shares assuming completion of the Minimum Offering and 120,000 Common Shares assuming completion of the Maximum Offering.

Receipt of Subscriptions

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates for the Common Shares evidencing the Common Shares in definitive form will be available for delivery on the Closing Date unless the Agent elects for delivery in electronic book entry form through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee. If delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

Research Capital Corporation, as Agent, conditionally offers these Common Shares, on a commercially reasonable efforts basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters by McMillan LLP, on behalf of the Corporation and by Vantage Law Corporation on behalf of the Agent.

Research Capital Corporation
1075 West Georgia Street, Suite 1920

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Vancouver, British Columbia, V6E 3C9
Tel: (604) 662-18000 / Fax: (778) 373-4101

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GLOSSARY

“\$” means the lawful currency of Canada.

“**Affiliate**” means a company that is affiliated with another company as described below: A company is an “Affiliate” of another company if:

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

A company is “controlled” by a Person if:

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

A Person beneficially owns securities that are beneficially owned by:

- (c) a company controlled by that Person; or
- (d) an Affiliate of that Person or an Affiliate of any company controlled by that Person.

“**Agency Agreement**” means the agency agreement dated ●, 2022 between the Corporation and the Agent.

“**Agent**” means Research Capital Corporation at its office in the City of Toronto, in the Province of Ontario.

“**Agent’s Option**” means the non-transferable option to be granted by the Corporation to the Agent entitling the Agent to purchase Agent’s Shares in an amount equal to 10% of the number of Common Shares sold pursuant to the Offering at an exercise price of \$0.10 per Agent’s Share, expiring on the date that is five (5) years from the Closing Date.

“**Agent’s Share**” means Common Shares acquired upon exercise of the Agent’s Option.

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

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

- (e) 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;
- (f) identifies the parties to the Qualifying Transaction;
- (g) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and
- (h) identifies the conditions to any further formal agreements or to complete the transaction; and in respect of which there are no material conditions to closing (other than receipt of

shareholder approval and Exchange acceptance), the satisfaction of which is dependent upon third parties and beyond the reasonable control of the Non-Arm's Length Parties to the CPC or the Non-Arm's Length Parties to the Qualifying Transaction.

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

- (i) an Issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling that Person to more than 10% of the voting rights attached to all outstanding voting securities of the Issuer;
- (j) any partner of the Person;
- (k) any trust or estate in which the Person has a substantial beneficial interest or in respect of which the Person serves as trustee or in a similar capacity; and
- (l) in the case of a Person who is an individual:
 - (i) that Person's spouse or child; or
 - (ii) any relative of that Person or of his spouse who has the same residence as that Person;

but:

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

"Closing Date" means the date that this Offering is completed.

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

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

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

"Completion of a Qualifying Transaction" means the date of the Final Exchange Bulletin issued by the Exchange.

"Conditional Acceptance Documents" has the meaning ascribed thereto in the CPC Policy.

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

"Corporation" means Goodbridge Capital Corp., a corporation incorporated under the Business Corporations Act (British Columbia) having its registered office in the City of Vancouver, in the Province of British Columbia.

"CPC" or "Capital Pool Company" means a corporation:

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

"CPC Filing Statement" has the meaning ascribed thereto in the CPC Policy.

"CPC Information Circular" has the meaning ascribed thereto in the CPC Policy.

"CPC Policy" means Policy 2.4 of the Exchange's Corporate Finance Manual.

"Concurrent Financing" has the meaning ascribed thereto in the CPC Policy.

"Disclosure Document" has the meaning ascribed thereto in the CPC Policy.

"Eligible Charitable Organizations" has the meaning ascribed thereto in Exchange Policy 4.7 – Charitable Options in Connection with an IPO.

"Escrow Agreement" means the escrow agreement dated ●, 2022 among the Corporation, Odyssey Trust Company and certain shareholders of the Corporation.

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

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

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

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

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

- (p) a director or senior officer of the Issuer;
- (q) a director or senior officer of a company that is an Insider or subsidiary of the Issuer;
- (r) 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
- (s) the Issuer itself if it holds any of its own securities.

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

"Majority of the Minority Approval" means the approval of a Non-Arm's Length Qualifying Transaction by the majority of the votes cast at a meeting of shareholders, or by the written consent of shareholders holding more than 50% of the Common Shares, other than the Common Shares held by the following Persons and their Associates and Affiliates which are excluded from the calculation of any such approval or written consent:

- (t) Non-Arm's Length Parties to the CPC;
- (u) Non-Arm's Length Parties to the Qualifying Transaction; and
- (v) in the case of a Related Party Transaction:
 - (i) if the CPC holds its own shares, the CPC; and
 - (ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or (b) in respect of the transaction.

"Maximum Offering" means the maximum offering of 3,000,000 Common Shares in accordance with the terms of this Prospectus.

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

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

"Minimum Offering" means the minimum offering of 2,000,000 Common Shares in accordance with the terms of this Prospectus.

"Non-Arm's Length Parties to the Qualifying Transaction" means the Vendor(s), any Target Company(ies) and includes, in relation to Significant Assets or Target Company(ies), the Non-Arm's Length Parties of the Vendor(s), the Non-Arm's Length Parties of any Target Company(ies) and all other parties to or associated with the Qualifying Transaction and Associates or Affiliates of all such other parties.

"Non-Arm's Length Party" means:

- (w) in relation to a company:
 - (i) a promoter, officer, director, other Insider or Control Person of that company (including an Issuer) and any Associates or Affiliates of any of such Persons; or
 - (ii) another entity, or an Affiliate of that entity, if that entity or its Affiliate have the same promoter, officer, director, Insider or Control Person of the Corporation; and
- (x) in relation to an individual, any Associate of the individual or any company of which the individual is a promoter, officer, director, Insider or Control Person.

"Non-Arm's Length Qualifying Transaction" means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and in relation to the Significant Assets which are to be the subject of the proposed Qualifying Transaction.

"Offering" means the offering of a minimum of 2,000,000 Common Shares and a maximum of 3,000,000 Common Shares in accordance with the terms of this Prospectus.

"Option Plan" has the meaning ascribed thereto under the heading "Options to Purchase Securities".

"Participating Organization" has the meaning ascribed thereto in Exchange Policy 1.1 – Interpretation.

"Person" means a company or individual.

“Principal” means:

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

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

A company, more than 50% held by one or more Principals will be treated as a Principal and in calculating this percentage, securities of the entity that may be issued to the Principals under outstanding convertible securities are to be included in both the Principals' securities of the entity and the total securities of the entity outstanding.

A Principal's spouse and their relatives that live at the same address as the Principal will also be treated as Principals.

“Pro Group” means:

- (cc) 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).
- (dd) 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;

- (ee) 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;
- (ff) The Exchange may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Exchange determines that:
 - (i) the Person is an affiliate or associate of the Member is 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.

"Prospectus" means this disclosure document of the Corporation required to be prepared in connection with a public offering of Common Shares, which document complies with the form and content requirements of a prospectus as promulgated under applicable securities laws.

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

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

- (gg) the Significant Assets and/or Target Company;
- (hh) the parties to the Qualifying Transaction;
- (ii) the value of the Significant Assets and/or Target Company and the consideration to be paid or otherwise identifies the means by which the consideration will be determined; and
- (jj) the conditions to any further formal agreements or completion of the Qualifying Transaction.

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

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

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

"Seed Shares" means securities issued before an Issuer's IPO.

“Stock Option(s)” means incentive options granted, in accordance with the CPC Policy, to directors and officers of the Corporation which options entitle the holders to purchase a number of Common Shares equal to 10% of issued and outstanding Common Shares as further set out in the Option Plan.

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

“Sponsor” means a Member that meets the criteria specified in the Exchange Policy 2.2 which has an agreement with an Issuer to undertake the functions of sponsorship as required by that policy and various other Exchange policies.

“Sponsor Report” has the meaning ascribed to it in Exchange Policy 2.2.

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

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

PROSPECTUS SUMMARY

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

Business of the Corporation:

The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. See "Business of the Corporation".

Offering:

A minimum of 2,000,000 Common Shares and a maximum of 3,000,000 Common Shares of the Corporation are being offered under this Prospectus at a price of \$0.10 per Common Share for gross proceeds of \$200,000. This Offering is made on a commercially reasonable efforts agency basis by the Agent in the provinces of British Columbia, Alberta and Ontario.

In addition, this Prospectus will qualify the distribution to the Agent of the Agent's Option (being an option to acquire the equivalent of 10% of the aggregate number of Common Shares sold under this Offering, or 200,000 Common Shares in the case of the Minimum Offering and 300,000 Common Shares in the case of the Maximum Offering, at a price of \$0.10 per Common Share exercisable for a period expiring on the date that is five (5) years from the Closing date.

This Prospectus will also qualify 200,000 Stock Options in the event the Minimum Offering is completed and 300,000 Stock Options in the event the Maximum Offering is completed, to be granted on the Closing Date, with an exercise price of \$0.10 per Common Share, and exercisable for a period of 5 (five) years from the Closing Date. See "Options to Purchase Securities" and "Plan of Distribution".

Use of Proceeds:

The net proceeds of the Offering and prior sales of Common Shares by the Corporation will be \$188,000 in the case of the Minimum Offering (after deduction of the costs of prior sales of \$10,000, the Agent's work fee of \$16,000, the Agent's commission of \$20,000, and the other Offering costs and prior expenses, including the listing and filing fees, the Agent's expenses, legal fees disbursements and taxes payable thereon, the Corporation's legal fees, audit fees and expenses, estimated at \$66,000 exclusive of the Agent's commission). The net proceeds of the Offering and prior sales of Common Shares by the Corporation will be \$278,000 in the case of the Maximum Offering (after deduction of the costs of prior sales of \$10,000, the Agent's work fee of \$16,000, the Agent's commission of \$30,000, and the other Offering costs and prior expenses, including the listing and filing fees, the Agent's expenses, legal fees disbursements and taxes payable thereon, the Corporation's legal fees, audit fees and expenses, estimated at \$66,000 exclusive of the Agent's commission).

The net proceeds of this Offering plus the proceeds from prior sales will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of a Qualifying Transaction and except as otherwise provided in the CPC

Policy, a maximum of \$3,000 per month may be used for general and administrative expenses of the Corporation. See "Use of Proceeds" and "Business of the Corporation" for details of the restrictions and prohibitions on the Corporation's use of proceeds.

Management and Directors:

Anthony Viele	-	CEO, Director and Promoter
Magaly Bianchini	-	CFO, Corporate Secretary and Director
Terry Christopher	-	Director
Thomas Christoff	-	Director

Escrowed Securities:

Of the Corporation's 4,000,000 Common Shares expected to be issued and outstanding upon completion of the Minimum Offering and 5,000,000 Common Shares expected to be issued and outstanding upon completion of the Maximum Offering, 2,000,000 Common Shares and all issued and outstanding Stock Options (being 400,000 Stock Options in the event the Minimum Offering is completed and 500,000 Stock Options in the event the Maximum Offering is completed) 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 18 months after the date of the Final Exchange Bulletin. See "Escrowed Securities".

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 rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment.

Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per Common Share of approximately \$0.025 or 25% assuming completion of the Minimum Offering, and approximately \$0.02 or 20% assuming completion of the Maximum Offering. Furthermore, where the Qualifying Transaction is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment.

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.

The Corporation has not commenced commercial operations and has no assets other than cash. 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. Until the 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.

The Corporation has only limited funds with which to identify and evaluate a potential Qualifying Transaction which receives Exchange approval and

in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval of the Corporation's shareholders; however, there can be no assurance that the Corporation will successfully identify or complete a Qualifying Transaction. Further, even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to complete the transaction. The Qualifying Transaction may be financed in whole, or in part, by the issuance of additional securities by the Corporation and this may result in further dilution to investors.

The Corporation has commenced the process of identifying potential acquisitions, but to date, the Corporation has not identified any potential acquisitions. The Corporation may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition and additional funds may be required.

A Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts resident outside of Canada and that it may be difficult or 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.

In the event that the management of the Corporation resides out 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.

The Corporation will be in competition with other entities with greater resources.

Neither the Exchange, nor any securities regulatory authority, passes upon the merits of any proposed Qualifying Transaction.

If the Corporation does not list the Common Shares on the Exchange prior to the time of closing, adverse tax consequences will arise with respect to any Common Shares held in a Deferred Plan (as defined under the heading "Eligibility for Investment").

The directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and they are and will be engaged in other projects or businesses such that conflicts of interest may arise from time to time.

See "Corporate Structure", "Dilution", "Business of the Corporation", "Use of Proceeds", and "Risk Factors".

THE CORPORATION

Goodbridge Capital Corp. was incorporated on February 7, 2021 by a Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name "Goodbridge Capital Corp."

The head office and registered office of the Corporation are located at Suite 1500, 1055 West Georgia Street, Vancouver, BC V6E 4N7, telephone: (604) 689-9111, fax: (604) 685-7084.

The Corporation has no subsidiaries.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As at the date hereof, the Corporation has incurred or accrued preliminary expenses with respect to the incorporation and organization of the Corporation of approximately \$2,000, corporate finance, legal and auditing fees and expenses of approximately \$10,000, a non-refundable work fee retainer to the Agent of \$7,500 and the retainer for fees of legal counsel to the Agent of \$7,500, in the aggregate amount of approximately \$27,000 plus taxes and disbursements.

A portion of the proceeds of the Offering will be used to satisfy the obligations of the Corporation related to the Offering, including the expenses of its legal counsel and auditor. 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. The Corporation currently intends to pursue a Qualifying Transaction with a technology company but there is no assurance that this will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following the Completion of a Qualifying Transaction. See "Use of Proceeds".

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 "Use of Proceeds", the funds raised pursuant to this Offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

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

Method of Financing

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

Criteria for a Qualifying Transaction

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 cashflow 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 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.

REGULATORY AND SHAREHOLDER APPROVAL

Filings and Shareholder Approval of a Qualifying Transaction

Upon the Corporation entering into a Qualifying Transaction Agreement, 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 the Disclosure Document that complies with Exchange requirements containing prospectus level disclosure of the Significant Assets and the Corporation, assuming Completion of a Qualifying Transaction. Where the proposed Qualifying Transaction is a Non-Arm's Length Qualifying Transaction, the Corporation must obtain Majority of the Minority Approval of the Qualifying Transaction. Where the proposed Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction, the Exchange will not require the Corporation to obtain shareholder approval of the Qualifying Transaction provided that it files the CPC Filing Statement or a prospectus.

Once the Conditional Acceptance Documents have been accepted for filing, the Exchange will advise the Corporation that it is cleared to file the final Disclosure Document on SEDAR and:

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

- (i) the resumption of trading in the securities of the Resulting Issuer following the Completion of a Qualifying Transaction, if the securities of the Corporation are halted from trading; or
- (ii) the Completion of a Qualifying Transaction, if the securities of the Corporation are not halted from trading;
- (b) where shareholder approval is required and is to be obtained at a meeting of shareholders, the Corporation will file on SEDAR and mail to its shareholders the notice of meeting, the CPC Information Circular and form of proxy, together with any other required documents; and
- (c) where shareholder approval is required and is to be obtained by written consent, the Corporation will file on SEDAR the final Disclosure Document.

If required by the Exchange, the Corporation will retain a Sponsor, who must be a Member of the Exchange or a Participating Organization of the Toronto Stock 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:

- (d) confirmation of shareholder approval of the Qualifying Transaction, if required;
- (e) confirmation of closing of the Qualifying Transaction; and
- (f) 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.

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, Suspensions and Delisting

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of a Qualifying Transaction Agreement until all filing requirements of the Exchange have been satisfied, which includes the submission of a Sponsorship Acknowledgment Form where the Qualifying Transaction is subject to sponsorship. In addition, personal information forms, or, if applicable, declarations for all individuals who may be directors, 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 a 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 Qualifying Transaction Agreement 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.

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 remaining assets in some other manner. See "Filings and Shareholder Approval of a Qualifying Transaction".

Refusal of Qualifying Transaction

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

- (a) the Resulting Issuer fails to satisfy the applicable Initial Listing Requirements of the Exchange;
- (b) the Resulting Issuer will be a mutual fund, as defined in the securities legislation; or
- (c) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Proceeds and Principal Purposes

The aggregate gross proceeds received by the Corporation from the sale of Common Shares prior to the Offering were \$100,000. The expenses and costs of the prior sales of Common Shares are \$10,000.

In the case of the Minimum Offering, the aggregate gross proceeds expected to be received by the Corporation from the sale of Common Shares offered by this Prospectus will be \$200,000, less costs of this issue. The costs of this issue are estimated at \$102,000, inclusive of the Agent's commission, the Agent's work fee, administration fees and legal fees. Accordingly, the estimated funds to be available to the Corporation will be \$188,000.

In the case of the Maximum Offering, the aggregate gross proceeds expected to be received by the Corporation from the sale of Common Shares offered by this Prospectus will be \$300,000, less costs of this issue. The costs of this issue are estimated at \$112,000, inclusive of the Agent's commission, the Agent's work fee, administration fees and legal fees. Accordingly, the estimated funds to be available to the Corporation will be \$278,000.

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>Minimum Offering</u>	<u>Maximum Offering</u>
(a) Gross cash proceeds received by the Corporation from the sale of	\$100,000	\$100,000

Common Shares prior to this Offering prior to this Offering ⁽¹⁾		
(b) Less: Expenses and costs relating to raising the cash proceeds referred to in (a) above.	(\$10,000)	(\$10,000)
(c) Plus: Gross cash proceeds to be raised by the Corporation from the sale of the Common Shares distributed pursuant to this Offering	\$200,000	\$300,000
	\$290,000	\$390,000
(d) Less: Expenses and costs associated with the Offering referred to in (c) above, incurred to date and expected to be incurred ⁽²⁾ :	(\$102,000)	(\$112,000)
(e) Estimated funds to be available to the Corporation (on completion of the Offering)⁽³⁾	\$188,000	\$278,000
Funds available for identifying and evaluating assets or business prospects ⁽³⁾⁽⁴⁾	\$188,000	\$278,000
Estimated general and administrative expenses until Completion of a Qualifying Transaction	(\$50,000)	(\$50,000)
Total Net Proceeds	\$138,000	\$238,000

Notes:

- (1) See "Prior Sales".
- (2) Includes Agent's commission (\$20,000 in the case of the Minimum Offering and \$30,000 in the case of the Maximum Offering), the Agent's work fee of \$16,000, and the listing and filing fees, the Agent's expenses, legal fees disbursements and taxes payable thereon, the Corporation's legal fees, audit fees and expenses, estimated at approximately \$66,000.
- (3) In the event the Agent exercises the Agent's Options and the directors or officers exercise their Stock Options, there will be available to the Corporation an additional \$50,000 in the case of the Minimum Offering and an additional \$70,000 in the case of the Maximum Offering, which will be added to the working capital of the Corporation. There is no assurance that any Agent's Options or Stock Options will be exercised.
- (4) In the event that the Corporation enters into a Qualifying Transaction Agreement prior to spending all of its funds identifying and evaluating assets or businesses, the remaining funds may be used to finance or partly finance the acquisition of, or participation in, the Significant Assets or for working capital after Completion of a Qualifying Transaction.

The net proceeds of the Offering together with the proceeds from prior sales of Common Shares will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. The CPC Policy provides that until Completion of a Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of \$3,000 per month may be used for general and administrative expenses of the CPC.

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

The proceeds from this Offering and any prior sale of Common Shares, after deducting the expenses associated with this Offering, will only be sufficient to identify and evaluate a finite number of assets and

businesses, and additional funds may be required to finance any acquisition to which the Corporation may commit. See “Business of the Corporation”, “Method of Financing Acquisition or Participation Opportunities” and “Risk Factors”.

Permitted Use of Funds

Until the Completion of a Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described in “Private Placements for Cash”, “Prohibited Payments to Non-Arm’s Length Parties” and “Finder’s Fees”, the gross proceeds realized from the sale of all securities issued by the Corporation will be used by the Corporation only to identify and evaluate assets or businesses and obtain shareholder approval, if applicable, for a proposed Qualifying Transaction, including expenses such as:

- (a) reasonable expenses relating to the Offering, including:
 - (i) fees for legal services and audit services relating to the preparation and filing of this Prospectus;
 - (ii) the Agent’s fees, costs and commissions; and
 - (iii) printing costs, including printing of this Prospectus and share certificates;
- (b) reasonable general and administrative expenses of the Corporation (not exceeding an aggregate of \$3,000 per month), including:
 - (i) office supplies, office rent and related utilities;
 - (ii) equipment leases; and
 - (iii) fees for legal, accounting and advisory services;
- (c) reasonable expenses relating to a proposed Qualifying Transaction, including:
 - (i) valuations or appraisals,
 - (ii) feasibility studies and technical assessments;
 - (iii) business plans;
 - (iv) sponsorship reports;
 - (v) geological reports;
 - (vi) financial statements; and
 - (vii) fees for legal, accounting, assurance and audit services;
- (d) agents’ and finders’ fees, costs and commissions;
- (e) assurance and audit fees of the Corporation;
- (f) escrow agent and transfer agent fees of the Corporation; and
- (g) regulatory filing fees of the Corporation.

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

- (h) the Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction;
- (i) the Qualifying Transaction has been announced in a comprehensive news release;
- (j) due diligence with respect to the Qualifying Transaction is well underway;
- (k) if applicable, a Sponsor has been engaged or the sponsorship requirement has been waived;
- (l) the loan has been announced in a news release at least 15 days prior to the date of any such loan; and
- (m) the total amount of all deposits, advances and loans from the Corporation does not exceed a maximum of \$250,000 in aggregate unless the aggregate amount advanced from the Corporation to the Target Company or Vendor(s) does not represent more than 20% of the working capital of the Corporation.

Prohibited Payments to Non-Arm's Length Parties

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

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

Further, no such payment will be made by the Corporation or by any other Person after the Completion of a Qualifying Transaction if such payment relates to services rendered or obligations incurred before or in connection with the Qualifying Transaction.

Notwithstanding the above, the Corporation may pay or reimburse a Non-Arm's Length Party to the Corporation for reasonable general and administrative expenses of the Corporation (including office supplies, office rent and related utilities, equipment leases, fees for legal services and fees for accounting and advisory services) not exceeding in aggregate \$3,000 per month, and for fees for legal services relating to a proposed Qualifying Transaction. 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 a Qualifying Transaction.

Private Placements for Cash

After the closing of the Offering and until the Completion of a Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of a 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 \$10,000,000. Generally, the only securities issuable pursuant to such a private placement will be Common Shares and agent's options. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non-Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Finders Fees

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

- (a) to a Person that is not a Non-Arm's Length Party to the Corporation; and
- (b) to a Non-Arm's Length Party to the Corporation, provided that:
 - (i) the Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction;
 - (ii) the Qualifying Transaction is not a transaction between the Corporation and an existing public company;
 - (iii) the finder's fee is payable in the form of cash, Common Shares and/or warrants only;
 - (iv) the amount of any Concurrent Financing is not included in the value of the measurable benefit used to calculate the finder's fee; and
 - (v) approval of the finder's fee is obtained by ordinary resolution at a meeting of shareholders of the Corporation or by the written consent of the shareholders of the Corporation holding more than 50% of the issued Common Shares, provided that the votes attached to the Common Shares held by the recipient of the finder's fee and its Associates and Affiliates are excluded from the calculation of any such approval or written consent.

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts agency basis to the public a minimum of 2,000,000 Common Shares for gross proceeds of \$200,000 and a maximum of 3,000,000 Common Shares for gross proceeds of \$300,000 as provided in this Prospectus, at a price of \$0.10 per Common Share, subject to the terms and conditions contained in the Agency Agreement. This Prospectus qualifies the distribution of 2,000,000 Common Shares in the event the Minimum Offering is completed and 3,000,000 Common Shares in the event the Maximum Offering is completed. The Agent and its designated sub-agents, if any, will receive a commission of 10% of the aggregate gross proceeds of the Offering. In addition, the Corporation will pay to the Agent a work fee of \$16,000 (plus applicable taxes thereon) and will reimburse the Agent for its reasonable legal fees, disbursements, expenses and taxes payable thereon.

The Corporation has also agreed to grant the Agent's Options to the Agent which constitute non-transferable options to purchase the equivalent of 10% of the aggregate number of Common Shares sold pursuant to the Offering, being 200,000 Common Shares in the case of the Minimum Offering and 300,000 Common Shares in the case of the Maximum Offering, at a price of \$0.10 per Common Share which Agent's Options may be exercised for a period expiring on the date that is five (5) years from the Closing Date.

The Agent's Options are qualified for distribution under this Prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of a Qualifying Transaction. The remaining 50% may be sold after the Completion of a Qualifying Transaction. The Agent has agreed to use its 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 on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as provided in the Agency Agreement.

Commercially Reasonable Efforts Offering

The total Offering consists of 2,000,000 Common Shares for total gross proceeds of \$200,000 in the event the Minimum Offering is completed and 3,000,000 Common Shares for total gross proceeds of \$3,000,000 in the event the Maximum Offering is completed. Pursuant to the CPC Policy, 75% of the total number of Common Shares offered under this Prospectus (being 1,500,000 Common Shares assuming completion of the Minimum Offering and 2,250,000 Common Shares assuming completion of the Maximum Offering) are subject to the following limits:

- (a) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser pursuant to this Offering is 2% of the total number of Common Shares offered under this Prospectus, being 40,000 Common Shares assuming completion of the Minimum Offering and 60,000 Common Shares assuming completion of the Maximum Offering; and
- (b) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser, together with that purchaser's Associates and Affiliates, is 4% of the total number of Common Shares offered under this Prospectus, being 80,000 Common Shares assuming completion of the Minimum Offering and 120,000 Common Shares assuming completion of the Maximum Offering.

The funds received from the Offering will be held by the Agent and will not be released until a minimum of \$200,000 has been received by the Agent and the Agent consents to the release thereof. Minimum subscriptions of 2,000,000 Common Shares for \$200,000 must be raised within 90 days from the date of the receipt for the final prospectus, or such other time as may be consented to by 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

This Prospectus will also qualify the Stock Options to purchase 200,000 Common Shares in the case of the Minimum Offering and 300,000 Common Shares in the case of the Maximum Offering to be granted on the Closing Date, with an exercise price of \$0.10 per Common Share, and exercisable for a period of 5 (five) years from the Closing Date. See "Options to Purchase Securities" and "Plan of Distribution".

Determination of Price

The Offering Price was determined by negotiation between the Corporation and the Agent.

Listing Application

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

Venture Issuers

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, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

Restrictions on Trading

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

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 2,000,000 Common Shares are issued and outstanding as fully paid and non-assessable. There are no other shares of any class issued and outstanding. A maximum of 3,000,000 Common Shares are reserved for issuance under this Prospectus. In addition, a maximum of 300,000 Common Shares are reserved for issuance upon the exercise of the Agent's Options.

Subject to regulatory approval, a number of Common Shares equal to 10% of issued and outstanding Common Shares at the time of grant (being 400,000 Common Shares in the event the Minimum Offering is completed and 500,000 Common Shares in the event the Maximum Offering is completed) are reserved for issuance upon the exercise of the Stock Options.

All of the Common Shares to be outstanding on completion of this Offering will be fully paid and non-assessable. See "Prior Sales", "Plan of Distribution" and "Options to Purchase Securities".

The holders of Common Shares are entitled to dividends, if, as and when declared by the board of directors, to notice of, attend and one vote per share at, meetings of the shareholders of the Corporation and, upon liquidation, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to share on a pro-rata basis according to the number of Common Shares held, in the remaining property of the Corporation.

CAPITALIZATION

Capital	Amount Authorized	Outstanding as date of the most recent statement of financial	Outstanding as at the date of this Prospectus	Amount to be outstanding upon completion of	Amount to be outstanding upon completion
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		position contained in this Prospectus ⁽¹⁾		the Minimum Offering ⁽²⁾⁽³⁾⁽⁴⁾	of the Maximum Offering ⁽²⁾⁽³⁾⁽⁴⁾
Common Shares	Unlimited	\$100,000 2,000,000 (Common Shares)	\$100,000 2,000,000 (Common Shares)	\$300,000 4,000,000 (Common Shares)	\$400,000 5,000,000 (Common Shares)

Notes:

- (1) At this date, the Corporation had not commenced commercial operations.
- (2) Excluding: (a) 200,000 Common Shares issuable at \$0.05 per share, expiring May 26, 2027 pursuant to Stock Options granted prior to the date hereof; and (b) 200,000 Common Shares in the event the Minimum Offering is completed and 300,000 Common Shares in the event the Maximum Offering is completed issuable at \$0.10 per share, expiring five (5) years from the Closing Date, pursuant to Stock Options to be granted to directors and officers of the Corporation.
- (3) Excluding 200,000 Common Shares reserved pursuant to the Agent's Option in the case of the Minimum Offering and 300,000 Common Shares in the case of the Maximum Offering, equal to 10% of the aggregate number of Common Shares to be issued under the Offering, issuable at \$0.10 per share, expiring five (5) years from the date of listing of the Common Shares on the Exchange, pursuant to the Agent's Option. See "Plan of Distribution".
- (4) Funds estimated to be available on completion of the Offering amount to \$188,000 after giving effect to the Minimum Offering and \$278,000 after giving effect to the Maximum Offering and deducting the selling commissions and related expenses incurred by the Corporation. See "Use of Proceeds – Proceeds and Principal Purposes".

OPTIONS TO PURCHASE SECURITIES

Stock Options to purchase 200,000 Common Shares in the event the Minimum Offering is completed and 300,000 Common Shares in the event the Maximum Offering is completed are to be granted after closing of this Offering to directors and officers pursuant to the Corporation's employee stock option plan (the "**Option Plan**") and are qualified for distribution pursuant to this Prospectus.

Pursuant to the Option Plan, immediately after closing this Offering, Stock Options will be held as follows:

Optionee	Number of Common Shares Under Option (Minimum Offering)	Number of Common Shares Under Option (Maximum Offering)	Exercise Price Per Common Share	Expiry Date from Grant
Anthony Viele	50,000	50,000	\$0.05	May 26, 2027
	75,000	100,000	\$0.10	five years from Closing Date
Magaly Bianchini	50,000	50,000	\$0.05	May 26, 2027
	75,000	100,000	\$0.10	five years from Closing Date
Terry Christopher	50,000	50,000	\$0.05	May 26, 2027
	25,000	50,000	\$0.10	five years from Closing Date
Thomas Christoff	50,000	50,000	\$0.05	May 26, 2027
	25,000	50,000	\$0.10	five years from Closing Date
Total	400,000	500,000		

Pursuant to the terms of the Agency Agreement, upon closing this Offering, the board of directors of the Corporation intends to grant the Agent's Option to the Agent.

Optionee	Number of Common Shares Under Option (Minimum Offering)	Number of Common Shares Under Option (Maximum Offering)	Exercise Price Per Common Share	Expiry Date from Closing Date
Research Capital Corporation.	200,000	300,000	\$0.10	Five (5) years

The Agent's Options to be granted immediately after closing this Offering and the Agent's Option (subject to regulatory approval) are qualified for distribution pursuant to this Prospectus.

Upon closing of the Offering, the Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers and technical consultants to the Corporation and Eligible Charitable Organizations, 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 as at the date of grant of any such option, and that the exercise period does not exceed 10 years from the date of grant.

The number of Common Shares issuable to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares of the Corporation as at the date of grant of such option. The number of Common Shares issuable at any given time to all technical consultants in aggregate will not exceed 2% of the issued and outstanding Common Shares of the Corporation as at the date of grant of such option.

The number of Common Shares issuable at any given time to Eligible Charitable Organizations in aggregate will not exceed one percent (1%) of the issued and outstanding Common Shares of the Corporation as at the date of grant of such option.

The term of an option to purchase Common Shares must expire not later than 12 months after the optionee ceases to be a director, official or technical consultant of the Corporation, or of the Resulting Issuer, as the case may be, subject to any earlier expiry date of such option.

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

PRIOR SALES

Since the date of incorporation of the Corporation, 2,000,000 Common Shares have been issued and are currently outstanding as follows.

Date	Number of Common Shares	Issue Price Per Share	Aggregate Issue Price	Consideration Received
February 7, 2022	2,000,000 ⁽¹⁾	\$0.05	\$100,000	Cash

Notes:

(1) These Common Shares are being held in escrow. See "Escrowed Securities".

ESCROWED SECURITIES

All of the Common Shares issued prior to this Offering at a price below \$0.10 per Common Share (2,000,000 Common Shares), and all of the Common Shares that may be acquired from treasury by Non-Arm's Length Parties of the Corporation either under the Offering or otherwise prior to the date of the Final Exchange

Bulletin will be deposited with Odyssey Trust Company pursuant to the Escrow Agreement. See “Prior Sales”.

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

The following table sets out, as at the date hereof, the number of Common Shares of the Corporation and Stock Options, which will be held in escrow.

Shareholder	Common Shares	Number of Common Shares Escrowed	Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering	Percentage of Common Shares of the Corporation After Giving Effect to the Minimum Offering ⁽¹⁾	Number of Stock Options held in escrow (Minimum Offering)	Percentage of Common Shares of the Corporation After Giving Effect to the Maximum Offering ⁽¹⁾	Number of Stock Options held in escrow (Maximum Offering)
Anthony Viele Woodbridge, Ontario	500,000	500,000	25%	12.5%	125,000	10%	150,000
Magaly Bianchini Toronto, Ontario	500,000	500,000	25%	12.5%	125,000	10%	150,000
Terry Christopher Atlanta, Nova Scotia	500,000	500,000	25%	12.5%	75,000	10%	100,000
Thomas Christoff Vancouver, British Columbia	500,000	500,000	25%	12.5%	75,000	10%	100,000
Total	2,000,000	2,000,000	100.00%	50.00%	400,000	40.00%	500,000

Notes:

- (1) Before the exercise of Stock Options by the directors and officers, the exercise of the Agent's Option and assuming no Common Shares are purchased by these shareholders under the Offering. See “Plan of Distribution” and “Options to Purchase Securities”.

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

Under the Escrow Agreement:

- (a) All Stock Options granted prior to the date of the Final Exchange Bulletin and all Common Shares that were issued pursuant to the exercise of such Stock Options prior to the date of the Final Exchange Bulletin will be released from escrow on the date of the Final Exchange Bulletin, other than Stock Options that were granted prior to the Offering with an exercise price that is less than the issue price of the Common Shares under this Prospectus and any Common Shares that were issued pursuant to the exercise of such Stock Options which will be released from escrow in accordance with (b);
- (b) Except for Stock Options and Common Shares issued pursuant to the exercise of such Stock Options that are released from escrow on the date of the Final Exchange Bulletin as provided for in (a), all of the securities held in escrow will be released from escrow in accordance with the following schedule:

Release Dates	Percentage to be Released
Date of Final Exchange Bulletin	25%
Date 6 months following Final Exchange Bulletin	25%
Date 12 months following Final Exchange Bulletin	25%
Date 18 months following Final Exchange Bulletin	25%
Total	100%

The Exchange's prior consent must be obtained before a transfer within escrow of escrowed Common Shares. Generally, the Exchange will only permit a transfer within escrow to be made to existing Principals of the Corporation and/or 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, upon issuance by the Exchange of a bulletin delisting the Corporation, Odyssey Trust Company is irrevocably authorized to:

- (c) immediately cancel all of the escrowed Common Shares held by each Non-Arm's Length Party to the Corporation that were issued at a price below the Offering price under this Prospectus and all Stock Options and Common Shares that were issued pursuant to the exercise of such Stock Options held by such persons; and
- (d) cancel all of the escrowed securities on a date that is 10 years from the date of such Exchange bulletin.

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

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 who 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	Type of Ownership	Number of Shares	Percentage of Shares Owned before the Offering	Percentage of Shares Owned after giving Effect	Percentage of Shares Owned after giving Effect to the

				to the Minimum Offering	Maximum Offering
Anthony Viele Woodbridge, Ontario	Of Record, Beneficial and/or Direction Over	500,000 ⁽¹⁾	25%	12.5% ⁽²⁾	10% ⁽⁶⁾
Magaly Bianchini Toronto, Ontario	Of Record, Beneficial and/or Direction Over	500,000 ⁽¹⁾	25%	12.5% ⁽³⁾	10% ⁽⁷⁾
Terry Christopher Atlanta, Nova Scotia	Of Record, Beneficial and/or Direction Over	500,000 ⁽¹⁾	25%	12.5% ⁽⁴⁾	10% ⁽⁸⁾
Thomas Christoff Vancouver, British Columbia	Of Record, Beneficial and/or Direction Over	500,000 ⁽¹⁾	25%	12.5% ⁽⁵⁾	10% ⁽⁹⁾

Notes:

- (1) Subject to the Escrow Agreement. See "Escrow Securities".
- (2) Assuming completion of the Minimum Offering and the issuance of 200,000 Agent's Options and the issuance of 200,000 Stock Options as set out herein (including the 75,000 options to be granted to Anthony Viele) and considering the 200,000 Stock Options outstanding as of the date hereof (including the 50,000 Stock Options held by Mr. Viele) and all such convertible securities are exercised in full, Mr. Viele's percentage ownership of the Common Shares (of record, beneficial and/or direction over will equal 13.59%.
- (3) Assuming completion of the Minimum Offering and the issuance of 200,000 Agent's Options and the issuance of 200,000 Stock Options as set out herein (including the 75,000 options to be granted to Magaly Bianchini) and considering the 200,000 Stock Options outstanding as of the date hereof (including the 50,000 Stock Options held by Ms. Bianchini) and all such convertible securities are exercised in full, Ms. Bianchini's percentage ownership of the Common Shares (of record, beneficial and/or direction over will equal 13.59%.
- (4) Assuming completion of the Minimum Offering and the issuance of 200,000 Agent's Options and the issuance of 200,000 Stock Options as set out herein (including the 25,000 options to be granted to Terry Christopher) and considering the 200,000 Stock Options outstanding as of the date hereof (including the 50,000 Stock Options held by Mr. Christopher) and all such convertible securities are exercised in full, Mr. Christopher's percentage ownership of the Common Shares (of record, beneficial and/or direction over will equal 12.5%.
- (5) Assuming completion of the Minimum Offering and the issuance of 200,000 Agent's Options and the issuance of 200,000 Stock Options as set out herein (including the 25,000 options to be granted to Thomas Christoff) and considering the 200,000 Stock Options outstanding as of the date hereof (including the 50,000 Stock Options held by Mr. Christoff) and all such convertible securities are exercised in full, Mr. Christoff's percentage ownership of the Common Shares (of record, beneficial and/or direction over will equal 12.5%.
- (6) Assuming completion of the Maximum Offering and the issuance of 300,000 Agent's Options and the issuance of 300,000 Stock Options as set out herein (including the 100,000 options to be granted to Anthony Viele) and considering the 200,000 Stock Options outstanding as of the date hereof (including the 50,000 Stock Options held by Mr. Viele) and all such convertible securities are exercised in full, Mr. Viele's percentage ownership of the Common Shares (of record, beneficial and/or direction over will equal 11.21%.
- (7) Assuming completion of the Maximum Offering and the issuance of 300,000 Agent's Options and the issuance of 300,000 Stock Options as set out herein (including the 100,000 options to be granted to Magaly Bianchini) and considering the 200,000 Stock Options outstanding as of the date hereof (including the 50,000 Stock Options held by Ms. Bianchini) and all such convertible securities are exercised in full, Ms. Bianchini's percentage ownership of the Common Shares (of record, beneficial and/or direction over will equal 11.21%.
- (8) Assuming completion of the Maximum Offering and the issuance of 300,000 Agent's Options and the issuance of 300,000 Stock Options as set out herein (including the 50,000 options to be granted to Terry Christopher) and considering the 200,000 Stock Options outstanding as of the date hereof (including the 50,000 Stock Options held by Mr. Christopher) and all such convertible securities are exercised in full, Mr. Christopher's percentage ownership of the Common Shares (of record, beneficial and/or direction over will equal 10.34%.
- (9) Assuming completion of the Maximum Offering and the issuance of 300,000 Agent's Options and the issuance of 300,000 Stock Options as set out herein (including the 50,000 options to be granted to Thomas Christoff) and considering the 200,000 Stock Options outstanding as of the date hereof (including the 50,000 Stock Options held by Mr. Christoff) and all such convertible securities are exercised in full, Mr. Christoff's percentage ownership of the Common Shares (of record, beneficial and/or direction over will equal 10.34%.

OFFICERS AND DIRECTORS

Name, Residence, Occupation, Security Holding and Involvement with Other Reporting Issuers

The following is a list of the current directors and officers of the Corporation, their province or state and country of residence, their current positions with the Corporation, their respective principal occupations during the five preceding years, and the number of shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised.

Name, (Age), Province or State and Country of Residence	Positions and Offices Held	Common Shares held	Percentage of Shares Owned Before Offering	Percentage of Shares Owned After Minimum Offering ⁽¹⁾	Percentage of Shares Owned After Maximum Offering ⁽²⁾	Principal Occupation for Past Five Years
Anthony Viele (age 64) Woodbridge, Ontario	CEO, Director and Promoter ⁽⁴⁾	500,000	25%	12.5%	10%	Self-Employed, Business Consultant
Magaly Bianchini (age 66) Toronto, Ontario ⁽³⁾	CFO, Corporate Secretary and Director ⁽⁴⁾	500,000	25%	12.5%	10%	Self-Employed, Real Estate Developer
Terry Christopher (age 53) Atlanta, Nova Scotia ⁽³⁾	Director ⁽⁴⁾	500,000	25%	12.5%	10%	President, Chief Executive Officer and Director of Zonte Metals Inc.
Thomas Christoff (age 68) Vancouver, British Columbia ⁽³⁾	Director ⁽⁴⁾	500,000	25%	12.5%	10%	Independent Construction Consultant and Project Manager

Notes:

- (1) Before the exercise of Stock Options by the directors and officers, the exercise of the Agent's Option and assuming no Common Shares are purchased by these shareholders under the Offering. See "Plan of Distribution". See "Options to Purchase Securities". Each of the listed individuals hold 50,000 Stock Options as of the date hereof. In the case of the Minimum Offering, on the Closing Date: (i) Anthony Viele will be granted Stock Options to purchase 75,000 Common Shares; (ii) Magaly Bianchini will be granted Stock Options to purchase 75,000 Common Shares; (iii) Terry Christopher will be granted Stock Options to purchase 25,000 Common Shares; and (iv) Thomas Christoff will be granted Stock Options to purchase 25,000 Common Shares. See "Options to Purchase Securities".
- (2) Before the exercise of Stock Options by the directors and officers, the exercise of the Agent's Option and assuming no Common Shares are purchased by these shareholders under the Offering. See "Plan of Distribution". See "Options to Purchase Securities". Each of the listed individuals hold 50,000 Stock Options as of the date hereof. In the case of the Maximum Offering, on the Closing Date: (i) Anthony Viele will be granted Stock Options to purchase 100,000 Common Shares; (ii) Magaly Bianchini will be granted Stock Options to purchase 100,000 Common Shares; (iii) Terry Christopher will be granted Stock Options to purchase 50,000 Common Shares; and (iv) Thomas Christoff will be granted Stock Options to purchase 50,000 Common Shares. See "Options to Purchase Securities".
- (3) Member of the Audit Committee.
- (4) The current term of the Director began on the Corporation's date of incorporation, until the next annual and general meeting of the shareholders of the Corporation.

The directors and officers, together with the Associates and Affiliates of the directors and officers, as a group, beneficially own and control or have direction over 2,000,000 Common Shares which represents 100% of the issued Common Shares of the Corporation before giving effect to this Offering. Such Common Shares which will represent 50% of the issued and outstanding Common Shares after giving effect to the Minimum Offering and 40% of the issued and outstanding Common Shares after giving effect to the Maximum Offering.

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 Significant Assets. Each of the officers and directors are independent contractors and will devote the time considered necessary to perform the work required in connection with the management and direction of the Corporation and Completion of a Qualifying Transaction. None of the officer or directors have entered into any non-competition or non-solicitation agreement with the Corporation.

Anthony Viele, CEO, Director and Promoter

Anthony Viele, age 64, has been an entrepreneur for over 40 years. He began his career in 1976 starting a small business manufacturing light automotive product that ran for 20 years. He went on to start a consulting/marketing business specializing in high-value products such as High Tec machining to composites material in the industrial and military space. In 2018, he was the CEO of Adent Capital Corp. when it merged with Khiron Life Sciences Corp., a Columbian-based medical cannabis company. Prior thereto, he was a director of Friday Capital Inc. when it merged with Hit Technologies Inc., operating as HitCase, which designs, manufactures and distributes mobile accessories. Recently, he was a director of Trueclaim Exploration Inc. when it merged with New Wave Esports Corp., a competitive gaming-focused investment company, and a director of Manganese X Energy Corp., a Manganese mining company in North America. He currently consults companies to develop successful business strategies and objectives. He is currently a director of CanBud Distribution Corp. a science and technology company focused on providing products and services, including analytical testing services within the hemp and cannabis market sectors.. Mr. Viele will devote the time necessary to perform the work required in connection with the direction of the Corporation and completion of the Qualifying Transaction.

Magaly Bianchini, CFO, Corporate Secretary and Director

Magaly Bianchini, age 65, is an independent businesswoman involved in various land and renewable energy development projects. Since July 1989 to March 2009, she has been an officer and director of Leader Capital Corp., a company engaged in the acquisition of land for the purpose of development and sale. Leader Capital Corp. was publicly traded on the TSXV. Ms. Bianchini has also served as director of Valucap Investments Inc. Ms. Bianchini received her Bachelor of Arts degree from the University of Toronto. Ms. Bianchini will devote the time necessary to perform the work required in connection with the direction of the Corporation and completion of the Qualifying Transaction.

Terry Christopher, Director

Terry Christopher, age 53, is the President and Chief Executive Officer of Zonte Metals Inc. (ZON-TSXV). Mr. Christopher was a director of CT Developers Ltd. (DEV.P-TSXV), a Capital Pool Company that recently completed its Qualifying Transaction with Magna Metals. Prior to May 31, 2016, he was a director of Asher Resources Corporation (ACN-TSXV), now Drone Delivery Canada (FLT-TSXV). He also served as a director of Rhino Resources Inc. (RHI-TSXV) from October 2007 until that company completed its Qualifying Transaction with Immunovaccine Inc. in November 2009, now known as IMV Inc. (IMV-TSXV). Mr. Christopher was the Chief Geoscientist for Nayarit Gold Inc. (NYG-TSXV) from 2007 to 2010 and for Linear Gold Corp., a mineral exploration company, from 2004 until 2007. Mr. Christopher has a Ph.D. in Geochemistry and a B.Sc. (Hons) in Geology from the Department of Earth Sciences, Memorial University of Newfoundland. Mr. Christopher will devote the time necessary to perform the work required in connection with the direction of the Corporation and completion of the Qualifying Transaction.

Thomas Christoff, Director

Thomas Christoff, age 68, is a director of DeepRock Minerals Inc. and Valucap Investments Inc. He has held senior executive, director and ownership positions in various companies throughout the world. Mr. Christoff has a strong combination of both finance and marketing strengths with decades of experience in construction projects and large infrastructure projects. Mr. Christoff obtained an MBA from the Rotman

School of Business University of Toronto in 1980. Mr. Christoff will devote the time necessary to perform the work required in connection with the direction of the Corporation and completion of the Qualifying Transaction.

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 of Reporting Issuer	Exchange	Position	Term
Anthony Viele	St. Davids Capital Inc.	TSXV	Director	December 8, 2021 – Present
	Holly Street Capital Ltd.	TSXV	Director	July 2021 – Present
	Canbud Distribution Corporation	CSE	Director	May 2020 – Present
	Manganese X Energy Corp.	TSXV	Director	November 2016 – February 2021
	New Wave Holdings Corp. (formerly New Wave Esports Corp., formerly Trueclaim Exploration Inc.)	CSE	Director	July 2018 – October 2020
	Khiron Life Science Corp. (formerly Adent Capital Corp.)	TSXV	Officer	June 2017 – March 2018
Magaly Bianchini	Bigstack Opportunities I Inc.	TSXV	Director	November 2020 – Present
	Valucap Investments Inc.	Not listed	Director	March 2001 – Present
Terry Christopher	Zonte Metals Inc.	TSXV	Director and Officer	July 2009 – Present
	CT Developers Ltd.	TSXV	Director	April 2011 – March 2021
	Orianna Resources Corporation	TSXV	Director	June 2011 – March 2018
Thomas Christoff	DeepRock Minerals Inc.	CSE	Director	November 2020 – Present
	Valucap Investments Inc.	Not listed	Director	August 2020 – Present
	Process Capital Corp.	TSXV	Director	August 2014 – February 2017

The board of directors has an audit committee. The Corporation does not have any other committees.

The Audit Committee's Charter

The responsibilities and duties of the Audit Committee are set out in the Audit Committee's charter, the text of which is set forth in Appendix "A" to this Prospectus.

Composition of the Audit Committee

National Instrument 52-110 – Audit Committees (“**NI 52-110**”) provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with the Corporation which could, in the view of the Corporation’s board, reasonably interfere with the exercise of the member’s independent judgment. NI 52-110 further provides that an individual is “financially literate” if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

The Audit Committee consists of three members: Terry Christopher (Chair), Thomas Christoff and Magaly Bianchini. Terry Christopher and Thomas Christoff are “independent” for the purposes of NI 52-110. All members of the Audit Committee are “financially literate” for the purposes of NI 52-110.

Relevant Education and Experience

Each member of the Corporation’s present Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that has provided the member with:

- (a) an understanding of the accounting principles used by the Corporation to prepare its financial statements;
- (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions;
- (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation’s financial statements or experience actively supervising individuals engaged in such activities; and
- (d) an understanding of internal controls and procedures for financial reporting.

For relevant education and experience of the Audit Committee members, refer to “Directors and Officers” above.

Pre-Approval of Audit and Non-Audit Services by Independent Auditors

The Audit Committee pre-approves all audit services provided to the Corporation by its independent auditors. The Audit Committee’s policy regarding the pre-approval of non-audit services is that all such services shall be pre-approved by the Audit Committee. Prior to the granting of any pre-approval, the Audit Committee must be satisfied that the performance of the services in question will not compromise the independence of the independent auditors.

Audit Committee Oversight

At no time since the commencement of the Corporation’s most recently completed financial year has a recommendation of the Audit Committee to nominate or compensate an external auditor not been accepted by the board of directors of the Corporation.

Audit Fees

The fees billed to the Corporation by its auditor, Charlton & Company, from the date of incorporation (February 7, 2022) to the date of this Prospectus, were as follows:

Audit fees⁽¹⁾	Audit-related fees⁽²⁾	Tax fees⁽³⁾	All other fees⁽⁴⁾
Nil	Nil	Nil	Nil

Notes:

- (1) Audit fees are fees billed by the Corporation's external auditor for services provided in auditing the annual financial statements.
- (2) Audit-related fees are fees billed for assurance and related services by the Corporation's external auditor that are reasonably related to the performance of the audit or review of the Corporation's financial statements.
- (3) Tax fees are fees billed by the external auditor for tax compliance, tax advice and planning.
- (4) All other fees are fees billed by the external auditor for products and services not included in the categories described above.

Exemption

The Corporation is a "venture issuer" for the purposes of NI 52-110. The Corporation is therefore relying on the exemption set out in Section 6.1 of NI 52-110 in respect of Part 3 (*Composition of the Audit Committee*) thereof, that would otherwise require, subject to certain exceptions, that all members of the audit committee be independent.

Corporate Cease Trade Orders

Other than as described below, no director, officer, Insider or promoter of the Corporation, or any shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is or was within the 10 years before the date of the prospectus been a director, officer, Insider or promoter of any other Issuer that:

- (a) was subject to a cease trade or similar order or an order that denied the other issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued while the director, officer, Insider, promoter or shareholder was acting in the capacity as director, officer, Insider or promoter; or
- (b) was subject to a cease trade or similar order or an order that denied the other issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued after the director, officer, Insider, promoter or shareholder ceased to be a director, officer, Insider or promoter and which resulted from an event that occurred while acting in the capacity as director, officer, Insider or promoter.

Effective at the close of business on September 10, 2020, the shares of Valucap Investments Inc. ("**Valucap**") were delisted from NEX, for failure to pay their quarterly NEX Listing Maintenance Fee. Since 2021, there are active cease trade orders in place in Ontario, British Columbia and Alberta against Valucap for failing to file continuous disclosure materials. Ms. Magaly Bianchini and Mr. Thomas Christoff are directors of Valucap.

Penalties or Sanctions

No director, officer, Insider or promoter of the Corporation, or any shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation has been subject to any: (a) penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) 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.

Bankruptcies

No director, officer, Insider or promoter of the Corporation, or any shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation:

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

Conflicts of Interest

There are potential conflicts of interest to which all of the directors, officers, Insiders and promoters of the Corporation may be subject to in connection with the operations of the Corporation. All of the directors, officers, Insiders and promoters are engaged in and will continue to be engaged in corporations or businesses, including publicly traded corporations, which may be in competition with the search by the Corporation for businesses or assets in order to close a Qualifying Transaction. Certain directors are involved, from time to time, in consulting practices where client corporations may engage them to find assets that might be suitable as a potential candidate for a "Qualifying Transaction" for such corporation. Certain officers and directors are also currently directors of other publicly traded corporations that are or may in the future seek business or asset acquisition transactions. Situations may arise where a particular business opportunity is not presented to the Corporation, but rather to another corporation of which one of the directors or officers of the Corporation is also a director. Entrepreneurs and companies that are seeking to go public via a transaction with a publicly traded corporation may establish criteria that put the Corporation at a competitive disadvantage versus those other financing vehicles.

Accordingly, situations may arise where all of the directors, officers, Insiders and promoters will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under the Business Corporations Act (British Columbia).

PROMOTER

Anthony Viele, the CEO and a director of the Corporation, may be considered to be a promoter of the Corporation in that he took the initiative in founding and organizing the Corporation. Mr. Viele has control over 500,000 Common Shares, which represents 25% of the issued and outstanding Common Shares before giving effect to this Offering. Such Common Shares will represent 12.5% of the issued and outstanding Common Shares after giving effect to the Minimum Offering and 10% of the issued and outstanding Common Shares after giving effect to the Maximum Offering. See "Capitalization", "Principal Shareholders" and "Directors and Officers".

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 to 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, other than:

- (a) grants of Stock Options as described in “Options to Purchase Securities”;
- (b) payment for and reimbursement of certain expenses as described in “Permitted Use of Funds” and “Prohibited Payments to Non-Arm’s Length Parties”; and
- (c) finder’s fees as described in “Finder’s Fees”.

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

DILUTION

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of approximately \$0.025 or 25% assuming completion of the Minimum Offering, and approximately \$0.02 or 20% assuming completion of the Maximum Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this Prospectus and from sales of securities prior to filing of this Prospectus, without deduction of commissions or related expenses incurred by the Corporation. Furthermore, where the Qualifying Transaction is financed by the issuance of shares from the Corporation’s treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment.

Item	Minimum Offering	Maximum Offering
Gross proceeds of prior share issuances	\$100,000	\$100,000
Gross proceeds of this Offering	\$200,000	\$300,000
Total gross proceeds after this Offering	\$300,000	\$400,000
Offering Price	\$0.10	\$0.10
Proceeds per share after this Offering	\$0.075 ⁽¹⁾	\$0.08 ⁽²⁾
Dilution per share to subscriber	\$0.025	\$0.02
Percentage of dilution in relation to Offering Price	25%	20%

Notes:

- (1) Calculated based on \$300,000 of gross proceeds from all prior sales and the Minimum Offering divided by 4,000,000 Common Shares issued.
- (2) Calculated based on \$400,000 of gross proceeds from all prior sales and the Maximum Offering divided by 5,000,000 Common Shares issued.

RISK FACTORS

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation’s business and its present stage of development. The following are risk factors associated with the Corporation, which is not intended to be all-inclusive:

- (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 a 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 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, purchasers of Common Shares under this Prospectus will suffer an immediate dilution of approximately \$0.025 or 25% assuming completion of the Minimum Offering, and approximately \$0.02 or 20% assuming completion of the Maximum Offering;
- (e) there can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell its Common Shares;
- (f) until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of a potential Qualifying Transaction;
- (g) the Corporation has only limited funds with which to identify and evaluate a 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 (if required) and certain preliminary reviews have been conducted. The Common Shares of the Corporation may be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the 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) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- (n) 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;

- (o) the Qualifying Transaction may be financed in whole or in 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;
- (p) if the Corporation does not make an election to be a “public corporation” for purposes of the *Income Tax Act* (Canada) (the “**Tax Act**”) or have its shares listed on a designated stock exchange, adverse tax consequences may arise with respect to any Common Shares held in respect of registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts;
- (q) subject to prior acceptance by the Exchange, the Corporation may be permitted to loan or advance up to the greater of \$250,000 and 20% of its working capital to a target business without shareholder approval and there can be no assurance that the Corporation will be able to recover that loan;
- (r) the Corporation cannot be certain and provides no guarantee that, if the Qualifying Transaction is completed, the business acquired pursuant to the Qualifying Transaction will be profitable or ultimately benefit the Corporation and its shareholders. Neither the Exchange nor any securities regulatory authority passes on the merits of the proposed Qualifying Transaction. The Qualifying Transaction may also result in additional dilution to the Corporation’s shareholders, increased debt or a change in control of the Corporation. Any failure to successfully integrate a business acquired pursuant to the Qualifying Transaction or a failure of such business to benefit the Corporation, could have a material adverse effect on the Resulting Issuer’s business and results of operations; and
- (s) the Corporation faces risks related to health epidemics, pandemics and other outbreaks of communicable diseases, which could significantly disrupt its ability to complete a Qualifying Transaction on a timely basis, or at all, and adversely effect its financial conditions. The Corporation’s business could be adversely impacted by the effects of the COVID-19 pandemic or other epidemics and/or pandemics. In December 2019, COVID-19 emerged in China and the virus has now spread with infections been reported globally. On March 11, 2020, the World Health Organization declared the outbreak of COVID-19 to be a pandemic. The extent to which COVID-19 impacts the Corporation’s ability to complete a Qualifying Transaction on a timely basis, or at all, and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the pandemic and the actions taken to contain or treat the COVID-19 pandemic (including recommendations from public health officials). In addition, the COVID-19 pandemic represents a widespread global health crisis that could adversely affect global economies and financial markets resulting in an economic downturn that could have an adverse effect on the Corporation and its ability to complete a Qualifying Transaction in a timely manner, or at all.

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

LEGAL PROCEEDINGS

The Corporation has never been and is not currently a party to any legal proceedings, nor is the Corporation currently contemplating any legal proceedings. Management of the Corporation is currently not aware of any legal proceedings contemplated against the Corporation or its property.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers of the Corporation have acquired Common Shares of the Corporation in the seed capital phase of the Corporation. In addition, each of the directors and officers of the Corporation will be granted options to purchase Common Shares pursuant to the Corporation's Option Plan. See "Principal Shareholders" and "Options to Purchase Securities".

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

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

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by McMillan LLP, on behalf of the Corporation, and by Vantage Law Corporation on behalf of the Agent.

Other than as set forth herein: (a) no Person whose profession or business gives authority to a statement made by such Person and who is named in this Prospectus has received or shall receive a direct or indirect interest in the property of the Corporation or any Associate or Affiliate of the Corporation; and (b) as at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Corporation or its Associates and Affiliates. In addition, other than as set forth above, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a promoter of the Corporation or of an Associate or Affiliate of the Corporation.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is Charlton & Company, Chartered Professional Accountants, at Suite 1755 – Two Bentall Centre, 555 Burrard Street, Box 243, Vancouver, British Columbia, V7X 1M9. The transfer agent and registrar is Odyssey Trust Company, at 1230-300 5th Avenue SW, Calgary, Alberta, T2P 3C4.

MATERIAL CONTRACTS

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

1. Agency Agreement dated as of ●, 2022 between the Corporation and the Agent. See "Plan of Distribution".
2. Escrow Agreement dated as of ●, 2022 among the Corporation, Odyssey Trust Company and those shareholders that executed such agreement. See "Escrowed Securities".
3. Transfer Agent and Registrar Agreement dated March 1, 2022 between the Corporation and Odyssey Trust Company.
4. The Stock Option Plan dated March 1, 2022.

Copies of these agreements will be available for inspection at the registered office of the Corporation located Suite 1500, 1055 West Georgia Street, Vancouver, BC V6E 4N7, 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.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts relating to the securities to be offered and not disclosed elsewhere 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 to be offered.

DIVIDEND POLICY

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

ELIGIBILITY FOR INVESTMENT

In the opinion of McMillan LLP, counsel to the Corporation, based on the current provisions of the Tax Act and the regulations thereunder, in force as of the date hereof, for Common Shares purchased pursuant to this Offering, only if, as and when the Common Shares are listed on a designated stock exchange (which includes the Exchange) or the Corporation is a "public corporation" as defined in the Tax Act, will the Common Shares be qualified investments for trusts governed by a registered retirement savings plan, registered retirement income fund, registered education savings plan, registered disability savings plan, tax-free savings account (collectively referred to as "Registered Plans") or a deferred profit sharing plan ("DPSP").

Notwithstanding the foregoing, the holder or subscriber of, or annuitant under, a Registered Plan (the "**Controlling Individual**") will be subject to a penalty tax in respect of Common Shares held in the Registered Plan if such securities are a prohibited investment for the particular Registered Plan. A Common Share generally will be a "prohibited investment" for a Registered Plan if the Controlling Individual does not deal at arm's length with the Corporation for the purposes of the Tax Act or the Controlling Individual has a "significant interest" (as defined in subsection 207.01(4) the Tax Act) in the Corporation. Controlling Individuals should consult their own tax advisors as to whether the Common Shares will be a prohibited investment in their particular circumstances. However, a Common Share will not be a prohibited investment for a Registered Plan if such securities are "excluded property" (as defined in subsection 207.01(1) of the Tax Act) for such Registered Plan.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

FINANCIAL STATEMENTS

Audited financial statements of the Corporation for the period from February 7, 2022 (date of incorporation) to March 31, 2022 are attached to this Prospectus as Appendix "B".

APPENDIX A

Audit Committee Charter

[Please see attached.]

**GOODBRIDGE CAPITAL CORP.
CHARTER OF THE AUDIT COMMITTEE**

1. PURPOSE AND PRIMARY RESPONSIBILITY

1.1 This charter sets out the Audit Committee's purpose, composition, member qualification, member appointment and removal, responsibilities, operations, manner of reporting to the Board of Directors (the "**Board**") of Goodbridge Capital Corp. (the "**Company**"), annual evaluation and compliance with this charter.

1.2 The primary responsibility of the Audit Committee is that of oversight of the financial reporting process on behalf of the Board. This includes oversight responsibility for financial reporting and continuous disclosure, oversight of external audit activities, oversight of financial risk and financial management control, and oversight responsibility for compliance with tax and securities laws and regulations as well as whistle blowing procedures. The Audit Committee is also responsible for the other matters as set out in this charter and/or such other matters as may be directed by the Board from time to time. The Audit Committee should exercise continuous oversight of developments in these areas.

2. MEMBERSHIP

2.1 At least one of the members of the Audit Committee must be an independent director of the Company as defined in sections 1.4 and 1.5 of National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), provided that should the Company become listed on a more senior exchange, each member of the Audit Committee will also satisfy the independence requirements of such exchange.

2.2 The Audit Committee will consist of at least three members, all of whom shall be financially literate, provided that an Audit Committee member who is not financially literate may be appointed to the Audit Committee if such member becomes financially literate within a reasonable period of time following his or her appointment. Upon graduating to a more senior stock exchange, if required under the rules or policies of such exchange, the Audit Committee will consist of at least three members, all of whom shall meet the experience and financial literacy requirements of such exchange and of NI 52-110.

2.3 The members of the Audit Committee will be appointed annually (and from time to time thereafter to fill vacancies on the Audit Committee) by the Board. An Audit Committee member may be removed or replaced at any time at the discretion of the Board and will cease to be a member of the Audit Committee on ceasing to be an independent director.

2.4 The Chair of the Audit Committee will be appointed by the Board.

2.5 A majority of the members of the Audit Committee must not be officers, employees or control persons of the Company or any of its associates or affiliates.

3. AUTHORITY

3.1 In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:

- (a) engage, set and pay the compensation for independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities, and any such consultants or

professional advisors so retained by the Audit Committee will report directly to the Audit Committee;

(b) communicate directly with management and any internal auditor, and with the external auditor without management involvement; and

(c) incur ordinary administrative expenses that are necessary or appropriate in carrying out its duties, which expenses will be paid for by the Company.

4. DUTIES AND RESPONSIBILITIES

4.1 The duties and responsibilities of the Audit Committee include:

(a) recommending to the Board the external auditor to be nominated by the Board;

(b) recommending to the Board the compensation of the external auditor to be paid by the Company in connection with (i) preparing and issuing the audit report on the Company's financial statements, and (ii) performing other audit, review or attestation services;

(c) reviewing the external auditor's annual audit plan, fee schedule and any related services proposals (including meeting with the external auditor to discuss any deviations from or changes to the original audit plan, as well as to ensure that no management restrictions have been placed on the scope and extent of the audit examinations by the external auditor or the reporting of their findings to the Audit Committee);

(d) overseeing the work of the external auditor;

(e) ensuring that the external auditor is independent by receiving a report annually from the external auditors with respect to their independence, such report to include disclosure of all engagements (and fees related thereto) for non-audit services provided to Company;

(f) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board by receiving, at least annually, a report by the external auditor on the audit firm's internal quality control processes and procedures, such report to include any material issues raised by the most recent internal quality control review, or peer review, of the firm, or any governmental or professional authorities of the firm within the preceding five years, and any steps taken to deal with such issues;

(g) ensuring that the external auditor meets the rotation requirements for partners and staff assigned to the Company's annual audit by receiving a report annually from the external auditors setting out the status of each professional with respect to the appropriate regulatory rotation requirements and plans to transition new partners and staff onto the audit engagement as various audit team members' rotation periods expire;

(h) reviewing and discussing with management and the external auditor the annual audited and quarterly unaudited financial statements and related Management Discussion and Analysis ("MD&A"), including the appropriateness of the Company's accounting policies, disclosures (including material transactions with related parties), reserves, key estimates and judgements (including changes or variations thereto) and obtaining reasonable assurance that the financial statements are presented fairly in accordance with IFRS and the MD&A is in compliance with appropriate regulatory requirements;

- (i) reviewing and discussing with management and the external auditor major issues regarding accounting principles and financial statement presentation including any significant changes in the selection or application of accounting principles to be observed in the preparation of the financial statements of the Company and its subsidiaries;
- (j) reviewing and discussing with management and the external auditor the external auditor's written communications to the Audit Committee in accordance with generally accepted auditing standards and other applicable regulatory requirements arising from the annual audit and quarterly review engagements;
- (k) reviewing the external auditor's report to the shareholders on the Company's annual financial statements;
- (l) reporting on and recommending to the Board the approval of the annual financial statements and the external auditor's report on those financial statements, the quarterly unaudited financial statements, and the related MD&A and press releases for such financial statements, prior to the dissemination of these documents to shareholders, regulators, analysts and the public;
- (m) satisfying itself on a regular basis through reports from management and related reports, if any, from the external auditors, that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements that such information is fairly presented;
- (n) overseeing the adequacy of the Company's system of internal accounting controls and obtaining from management and the external auditor summaries and recommendations for improvement of such internal controls and processes, together with reviewing management's remediation of identified weaknesses;
- (o) reviewing with management and the external auditors the integrity of disclosure controls and internal controls over financial reporting;
- (p) reviewing and monitoring the processes in place to identify and manage the principal risks that could impact the financial reporting of the Company and assessing, as part of its internal controls responsibility, the effectiveness of the over-all process for identifying principal business risks and report thereon to the Board;
- (q) satisfying itself that management has developed and implemented a system to ensure that the Company meets its continuous disclosure obligations through the receipt of regular reports from management and the Company's legal advisors on the functioning of the disclosure compliance system, (including any significant instances of non-compliance with such system) in order to satisfy itself that such system may be reasonably relied upon;
- (r) resolving disputes between management and the external auditor regarding financial reporting;
- (s) as necessary or required, establishing procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practises relating thereto; and

- (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- (t) as necessary or required, reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;
- (u) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor;
- (v) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities;
- (w) as necessary or required, establishing procedures for:
 - (i) reviewing the adequacy of the Company's insurance coverage, including the Directors' and Officers' insurance coverage;
 - (ii) reviewing activities, organizational structure, and qualifications of the Chief Financial Officer ("CFO") and the staff in the financial reporting area and ensuring that matters related to succession planning within the Company are raised for consideration at the Board;
 - (iii) obtaining reasonable assurance as to the integrity of the Chief Executive Officer ("CEO") and other senior management and that the CEO and other senior management strive to create a culture of integrity throughout the Company;
 - (iv) reviewing fraud prevention policies and programs, and monitoring their implementation;
 - (v) reviewing regular reports from management and others (e.g., external auditors, legal counsel) with respect to the Company's compliance with laws and regulations having a material impact on the financial statements including:
 - (A) Tax and financial reporting laws and regulations;
 - (B) Legal withholding requirements;
 - (C) Environmental protection laws and regulations;
 - (D) Other laws and regulations which expose directors to liability; and

4.2 A regular part of Audit Committee meetings involves the appropriate orientation of new members as well as the continuous education of all members. Items to be discussed include specific business issues as well as new accounting and securities legislation that may impact the organization. The Chair of the Audit Committee will regularly canvass the Audit Committee members for continuous education needs and in conjunction with the Board education program, arrange for such education to be provided to the Audit Committee on a timely basis.

4.3 On an annual basis the Audit Committee shall review and assess the adequacy of this charter taking into account all applicable legislative and regulatory requirements as well as any best

practice guidelines recommended by regulators or stock exchanges with whom the Company has a reporting relationship and, if appropriate, recommend changes to the Audit Committee charter to the Board for its approval.

5. MEETINGS

5.1 The quorum for a meeting of the Audit Committee is a majority of the members of the Audit Committee.

5.2 The Chair of the Audit Committee shall be responsible for leadership of the Audit Committee, including scheduling and presiding over meetings, preparing agendas, overseeing the preparation of briefing documents to circulate during the meetings as well as pre-meeting materials, and making regular reports to the Board. The Chair of the Audit Committee will also maintain regular liaison with the CEO, CFO, and the lead external audit partner.

5.3 The Audit Committee will meet in camera separately with each of the CEO and the CFO of the Company at least annually to review the financial affairs of the Company.

5.4 The Audit Committee will meet with the external auditor of the Company in camera at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.

5.5 The external auditor must be given reasonable notice of, and has the right to appear before and to be heard at, each meeting of the Audit Committee.

5.6 Each of the Chair of the Audit Committee, members of the Audit Committee, Chair of the Board, external auditor, CEO, CFO or secretary shall be entitled to request that the Chair of the Audit Committee call a meeting which shall be held within 48 hours of receipt of such request to consider any matter that such individual believes should be brought to the attention of the Board or the shareholders.

6. REPORTS

6.1 The Audit Committee will report, at least annually, to the Board regarding the Audit Committee's examinations and recommendations.

6.2 The Audit Committee will report its activities to the Board to be incorporated as a part of the minutes of the Board meeting at which those activities are reported.

7. MINUTES

7.1 The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

APPENDIX B

Financial Statements

[Please see attached.]

GOODBRIDGE CAPITAL CORP.

Financial Statements

For the period from Date of Incorporation (February 7, 2022)

to March 31, 2022

(Expressed in Canadian dollars)

p | 604.683.3277
f | 604.684.8464

SUITE 1735, TWO BENTALL CENTRE
555 BURNARD STREET
BOX 243
VANCOUVER, BC V7X 1M9



charlton & company
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Directors of:
Goodbridge Capital Corp.

Opinion

We have audited the financial statements of Goodbridge Capital Corp. (the "Company"), which comprise the statement of financial position as at March 31, 2022 and the statement of loss and comprehensive loss, cash flows, and changes in shareholders' equity for the period from the incorporation on February 7, 2022 to March 31, 2022, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2022, and its financial performance and its cash flows for the period from the incorporation on February 7, 2022 to March 31, 2022 in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss of \$11,834 during the period from the incorporation date of February 7, 2022 to March 31, 2022 and, as at March 31, 2022, the Company's total deficit was \$11,834. The Company has not generated revenue from operations, and there is no assurance that the Company will identify a qualifying transaction under the policies of the TSX Venture Exchange. As stated in Note 1, these events and conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

A handwritten signature in dark ink that reads "Charlton & Company". The script is cursive and fluid.

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, BC

May XX, 2022

GOODBRIDGE CAPITAL CORP.

Statement of financial position
(Expressed in Canadian dollars)

	March 31, 2022
	\$
Assets	
Current assets	
Cash	99,988
Total assets	99,988
Liabilities and shareholders' equity	
Current liabilities	
Accounts payable and accrued liabilities	11,822
Shareholders' equity	
Share capital (Note 5)	100,000
Deficit	(11,834)
Total shareholders' equity	88,166
Total liabilities and shareholders' equity	99,988

Subsequent event (Note 4)

Approved and authorized for issuance on behalf of the Board of Directors on May XX, 2022 by:

/s/ Anthony Viele
Director

/s/ Magaly Bianchini
Director

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

GOODBRIDGE CAPITAL CORP.

Statement of loss and comprehensive loss

(Expressed in Canadian dollars)

	February 7, 2022 (date of incorporation) to March 31, 2022
	\$
Expenses	
Bank fees and interest	12
Professional fees	11,822
Loss and comprehensive loss for the period	(11,834)
Loss per share	
Basic and diluted	(0.01)
Weighted average number of shares outstanding, basic and diluted	2,000,000

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

GOODBRIDGE CAPITAL CORP.

Statement of changes in shareholders' equity
(Expressed in Canadian dollars)

	Share capital		Deficit \$	Total shareholders' equity \$
	Number of shares	Share capital \$		
Balance, February 7, 2022 (date of incorporation)	-	-	-	-
Shares issued for cash	2,000,001	100,000	-	100,000
Shares cancelled	(1)	-	-	-
Loss for the period	-	-	(11,834)	(11,834)
Balance, March 31, 2022	2,000,000	100,000	(11,834)	88,166

The accompanying notes are an integral part of these financial statements

GOODBRIDGE CAPITAL CORP.

Statement of cash flows

(Expressed in Canadian dollars)

	February 7, 2022 (Incorporation) to March 31, 2022
	\$
Operating activities	
Net loss for the period	(11,834)
Adjustment for non-cash working capital:	
Accounts payable and accrued liabilities	11,822
Net cash used in operating activities	(12)
Financing activity	
Issuance of common shares	100,000
Net cash provided by financing activity	100,000
Increase in cash	99,988
Cash – beginning of period	-
Cash – end of period	99,988

There were no non-cash financing or investing activities for the period from incorporation on February 7, 2022 to March 31, 2022.

During the period from incorporation on February 7, 2022 to March 31, 2022, the Company paid \$nil in interest and taxes.

The accompanying notes are an integral part of these financial statements

GOODBRIDGE CAPITAL CORP.

Notes to the financial statements

For the Period from Date of Incorporation (February 7, 2022) to March 31, 2022

(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS

Goodbridge Capital Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on February 7, 2022. The Company is intending to be classified as a Capital Pool Company as defined in the TSX Venture Exchange (the "Exchange") Policy 2.4. The principal business of the Company is the identification and evaluation of a Qualifying Transaction ("QT") and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholders' approval, if required, and acceptance by regulatory authorities.

The head office, principal address and registered office of the Company are located at Suite 1500 – 1055 West Georgia Street, Vancouver, B.C. V6E 4N7, Canada.

There is no assurance that the Company will identify a QT.

These financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. As at March 31, 2022, the Company has not generated any revenues from operations and has an accumulated deficit of \$11,834. The Company expects to incur further losses in the development of its business, all of which may cast significant doubt about the Company's ability to continue as a going concern. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments to the carrying values of assets and liabilities, the reported expenses, and the balance sheet classifications used that may be necessary if the Company is unable to continue as a going concern.

In March 2020, the World Health Organization declared a global pandemic related to the virus known as COVID-19. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It has also disrupted the normal operations of many businesses. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time. The pandemic might affect the Company's ability to raise capital or complete a QT as required by the Exchange's Policies.

2. BASIS OF PRESENTATION

Statement of Compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretation Committee ("IFRIC").

Basis of Preparation

The financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency. The financial statements are prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair value. The accounting policies have been applied consistently throughout the entire period presented in these financial statements.

GOODBRIDGE CAPITAL CORP.

Notes to the financial statements

For the Period from Date of Incorporation (February 7, 2022) to March 31, 2022

(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION (Cont'd)

Significant Accounting Judgments, Estimates and Assumptions

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities. The estimates and associated assumptions are based on anticipations and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

The Company's significant accounting judgments and estimates have been applied in these financial statements:

Judgments

The evaluation of the Company's ability to continue as a going concern.

Estimations

The measurement of deferred income tax assets and liabilities.

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards within the framework of the significant accounting policies described below:

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial assets and liabilities are offset and the net amount is reported in the statement of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

i) Financial assets

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income (OCI) or through profit or loss); and
- those to be measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are either recorded in profit or loss or OCI.

Cash is classified as held at amortized cost.

GOODBRIDGE CAPITAL CORP.

Notes to the financial statements

For the Period from Date of Incorporation (February 7, 2022) to March 31, 2022

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial Instruments (Cont'd)

i) Financial assets (Cont'd)

Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. There are three measurement categories under which the Company classifies its financial assets:

- **Amortized cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest rate method.
- **Fair value through OCI (FVOCI):** Debt instruments that are held for collection of contractual cash flows and for selling the debt instruments, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the debt instrument is derecognized, the cumulative gain or loss previously recognized in OCI is not reclassified from equity to profit or loss. Interest income from these debt instruments is included as finance income using the effective interest rate method.
- **Fair value through profit or loss:** Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss in the period in which it arises.

Impairment of financial assets

The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the Company measures the loss allowance for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. The Company shall recognize in the statements of loss and comprehensive loss, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized.

ii) Financial liabilities

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The fair value changes to financial liabilities at FVTPL are presented as follows: where the Company optionally designates financial liabilities at FVTPL the amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and the remaining amount of the change in the fair value is presented in profit or loss. The Company does not designate any financial liabilities at FVTPL.

GOODBRIDGE CAPITAL CORP.

Notes to the financial statements

For the Period from Date of Incorporation (February 7, 2022) to March 31, 2022

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial Instruments (Cont'd)

ii) Financial liabilities (Cont'd)

Other non-derivative financial liabilities are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

At present, the Company classifies all of its financial liabilities as held at amortized cost. These financial liabilities are classified as current liabilities as the payment is due within 12 months.

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in the statements of loss and comprehensive loss.

Related parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities.

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Income Taxes

Income tax expense 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 or in other comprehensive income (loss). Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax assets and liabilities are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in profit or loss in the period that substantive enactment occurs.

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

Share issuance costs

Costs directly identifiable with the raising of capital will be charged against the related capital stock. Costs related to shares not yet issued are recorded as deferred financing cost. These costs will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related capital stock or charged to operations if the shares are no longer probable of being issued. Share issuance costs consist primarily of corporate finance fees, filing fees and legal fees.

GOODBRIDGE CAPITAL CORP.

Notes to the financial statements

For the Period from Date of Incorporation (February 7, 2022) to March 31, 2022

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Earnings (loss) per share

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

4. INITIAL PUBLIC OFFERING

Subsequent to the period ended March 31, 2022, the Company announced its intention to file a prospectus with the securities regulatory authorities in the provinces of British Columbia, Alberta and Ontario, and pursuant to an Agency Agreement (the "Agency Agreement") to be entered into between the Company and Research Capital Corp. (the "Agent"), to offer 2,000,000 to 3,000,000 common shares at \$0.10 (the "Offering") per share to the public for total estimated proceeds of \$200,000 to \$300,000 (before transaction costs). The Agent will be granted warrants to purchase up to 10% of the total common shares sold under the offering at a price of \$0.10 per share, expiring 5 years from the closing date. The Company will pay the agent a commission equal to 10% of the gross proceeds, a corporate finance fee of \$16,000 and reasonable expenses related to the Offering.

5. SHARE CAPITAL

Authorized share capital

Unlimited Common Shares without par value.

Share issuances

On February 7, 2022, the Company issued 1 incorporator share at a price of \$0.01. This share was repurchased by the Company for \$0.01 and was cancelled on February 7, 2022.

On February 7, 2022, the Company issued 2,000,000 common shares at \$0.05 per share to the directors of the Company for gross proceeds of \$100,000.

Seed shares issued below the Initial Public Offering ("IPO") price, shares acquired from treasury by non-arm's length parties to the CPC and CPC stock options and shares issued on exercise of stock options, which were granted before the IPO and at an exercise price less than the IPO price, are all subject to a CPC Escrow Agreement. Under the CPC Escrow Agreement, 25% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 25% will be released on the dates 6, 12, and 18 months following the Initial Release. Shares acquired by the "Pro Group" as such term is defined in Exchange policies, at or above the IPO price and shares acquired by a "Control Person" as such term is defined in Exchange policies, in the secondary market are not subject to the CPC Escrow Agreement.

6. TRANSACTIONS WITH RELATED PARTIES

During the period ended March 31, 2022, there were no related party transactions. There was no compensation to key management personnel.

GOODBRIDGE CAPITAL CORP.

Notes to the financial statements

For the Period from Date of Incorporation (February 7, 2022) to March 31, 2022

(Expressed in Canadian dollars)

7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the identification and evaluation of a QT and continue as a going concern. The Company considers capital to be all accounts in equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. Additional funds may be required to finance the Company's QT. The Company is not subject to any externally imposed capital requirements other than the expenditure restrictions applicable under Policy 2.4, which will apply following the completion of the IPO. These expenditure restrictions limit the Company's on-going expenditures to reasonable expenditures relating to the IPO, reasonable expenses relating to a proposed Qualifying Transaction, assurance and audit fees, escrow agent and transfer agent fees, regulatory filing fees and a maximum of \$3,000 per month for other general and administrative costs.

Risk Disclosures and Fair Values

The Company's financial instruments, consisting of cash and accounts payable and accrued liabilities are recorded at amortized cost. These financial instruments approximate their fair values due to their relatively short-term maturities. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

Liquidity Risk

As at March 31, 2022, the Company had accounts payable and accrued liabilities of \$11,822 due within 12 months and had cash of \$99,988 to meet its current obligations. As a result, the Company has minimal liquidity risk.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company limits its exposure to credit loss for cash by placing its cash with a major financial institution. The Company believes it has no significant credit risk.

8. INCOME TAXES

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

	2022
Loss for the period	\$ (11,834)
Expected income tax recovery – 27%	(3,000)
Change in unrecognized deductible temporary differences	3,000
Total income tax expense (recovery)	\$ -

GOODBRIDGE CAPITAL CORP.

Notes to the financial statements

For the Period from Date of Incorporation (February 7, 2022) to March 31, 2022

(Expressed in Canadian dollars)

8. INCOME TAXES (Cont'd)

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

	2022
Deferred tax assets	
Non-capital losses available for future period	\$ 3,000
	3,000
Unrecognized deferred tax assets	(3,000)
Net deferred tax assets	\$ -

Deferred tax assets have not been recognized in respect of the above for the period ended March 30, 2022 because the amount of future taxable profit that will be available to realize such assets is not probable.

The significant components of the Company's unused temporary differences and tax losses are as follows:

	2022	
Temporary differences		
Non-capital losses available for future periods	\$ 12,000	2042

Tax attributes are subject to review, and potential adjustment, by tax authorities.

CERTIFICATE OF THE CORPORATION

Dated: May 26, 2022

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

(Signed) "Anthony Viele"
Anthony Viele
Chief Executive Officer

(Signed) "Magaly Bianchini"
Magaly Bianchini
Chief Financial Officer

ON BEHALF OF THE BOARD

(Signed) "Terry Christopher"
Terry Christopher
Director

(Signed) "Thomas Christoff"
Thomas Christoff
Director

CERTIFICATE OF THE PROMOTER

Dated: May 26, 2022

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

(Signed) "Anthony Viele"

Anthony Viele
Promoter

CERTIFICATE OF THE AGENT

Dated: May 26, 2022

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

Research Capital Corporation.

(Signed) "Jovan Stupar"

Jovan Stupar

Managing Director, Investment Banking