

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

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

PRELIMINARY PROSPECTUS

Initial Public Offering

July 31, 2018

RISETECH CAPITAL CORP.
(a capital pool company)

\$ 200,000

2,000,000 Common Shares

Price: \$0.10 per Common Share

RiseTech Capital Corp. (the “**Corporation**”) offers through its agent, PI Financial Corp. (the “**Agent**”), 2,000,000 common shares of the Corporation (the “**Common Shares**” and each a “**Common Share**”) to the public at a price of \$0.10 per Common Share. The purpose of this offering (the “**Offering**”) is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by the Exchange and in the case of a Non Arm’s Length Qualifying Transaction, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 (the “**CPC Policy**”). The Corporation is a Capital Pool Company (“**CPC**”). It has not commenced commercial operations and its primary asset is comprised of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See “*Business of the Corporation*” and “*Use of Proceeds*”.

	Price to Public	Agent’s Commission ⁽¹⁾	Proceeds to the Corporation ⁽²⁾
Per Common Share	\$0.10	\$0.0075	\$0.0925
Offering ⁽³⁾⁽⁴⁾	\$200,000	\$15,000	\$185,000

Notes:

- (1) PI Financial Corp. will act as Agent under the Offering. The Agent will receive a total commission (the “**Agent’s Commission**”) equal to 5% of the gross proceeds of the Offering, payable in cash. The Agent will also be granted a non-transferable option (the “**Agent’s Option**”) to acquire up to 5% of the aggregate number of Common Shares issued under the Offering at an exercise price of \$0.10 per Common Share, exercisable for a period ending 24 months from the date of the listing of the Common Shares on the Exchange. This prospectus qualifies the grant of all of the Agent’s Option. The Corporation will reimburse the Agent for all reasonable expenses incurred in connection with this Offering, including legal fees plus taxes and disbursements towards which a retainer of \$10,000 has been paid which will be applied towards such expenses of the Agent. Concurrently with the engagement of the Agent by the Corporation, the Corporation paid the Agent a non-refundable corporate finance fee of \$5,000 plus tax. See “*Plan of Distribution*”.
- (2) Before deducting the costs of this issue estimated at \$51,500, which includes legal and audit fees and other expenses of the Corporation, the Agent’s expenses and legal fees, and the listing fee payable to the Exchange and filing fees payable to the Commissions, but excluding the Agent’s Commission. See “*Use of Proceeds*”.
- (3) The Corporation intends to grant options to purchase 1,200,000 Common Shares to directors and officers all of which options are qualified for distribution under this prospectus. See “*Incentive Stock Options*”.
- (4) The latest date that the distribution is to remain open as may be permitted by securities legislation is the earlier of 90 days after the date of issuance of a receipt for the final prospectus by the Executive Director of the British Columbia Securities Commission or, if an amendment to the final prospectus has been filed and a receipt has been issued for such amendments, within 90 days of the issuance of a receipt for an amendment to the final prospectus, and in any event, not later than 180 days after the date of the receipt of the preliminary prospectus.

This Offering is made on a commercially reasonable efforts basis by the Agent for total gross proceeds to the Corporation of \$200,000. The offering price of the Common Shares was determined arbitrarily by the directors of the Corporation. All funds received from subscriptions for Common Shares will be held by a trust company, registrant or chartered bank pursuant to the terms of the Agency Agreement, as hereafter defined. If the 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 trust company, registrant or chartered bank. See “*Plan of Distribution*”.

Common Shares are offered, subject to prior sale, if, as, and when issued and 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 Fasken Martineau DuMoulin LLP, Vancouver, British Columbia, on behalf of the Corporation, and by Clark Wilson LLP on behalf of the Agent.

Under the Agency Agreement, the Agent will be granted the Agent’s Option to purchase up to 5% of the aggregate number of Common Shares issued under the Offering at a price of \$0.10 per Common Share. The Agent’s Option will be exercisable for a period of 24 months from the date of the Closing. The Agent’s Option is qualified under this prospectus for distribution.

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

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent’s Option, and the grant of options to the 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 preliminary prospectus is issued by the securities commission that is designated the principal regulator for the Corporation and the time the Common Shares are listed for trading except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authority grants a discretionary order.

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

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*”.

Currently, 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. 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 \$0.0075 or 7.5%.

The Corporation was only recently incorporated and its primary asset is comprised of cash. The business objective of the Corporation is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction approved by the Exchange and, in the case of a Non Arm’s Length Qualifying Transaction, the Majority of the Minority Approval; however, there can be no assurance that the Corporation will successfully complete a Qualifying Transaction. **Although the Corporation has commenced the process of identifying potential acquisitions, the Corporation has yet to enter into any negotiations with respect to such potential acquisitions and may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic.** The Corporation has not entered into an Agreement in Principle, as hereafter defined. 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 to meet such obligations. Since the Corporation has not placed any geographical restrictions on the location of a Qualifying Transaction, such 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 outside of Canada and that it may not be possible to enforce against such persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of application securities laws of Canada. Where the investment or acquisition 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.

The Corporation will be in competition with other corporations with greater resources. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Exchange may suspend from trading or delist the Common Shares where the Corporation has failed to complete a Qualifying Transaction within 24 months of the date of listing. The applicable securities regulatory authority may issue a

cease trade order against the Corporation's securities if the Common Shares of the Corporation are suspended or delisted from trading on the Exchange. In addition, delisting of the Common Shares will result in the cancellation of all of the Common Shares of the Corporation owned by insiders issued prior to this Offering.

Investors must rely on the expertise of the Corporation's promoters, directors and officers for any possible return on their investment. The Corporation's promoters, directors, officers and control persons, and their associates and affiliates, as a group, beneficially own or control, directly or indirectly 9,500,000 Common Shares, which represents 95% of the issued and outstanding Common Shares before giving effect to this Offering and approximately 79% of the issued and outstanding Common Shares after giving effect to this Offering, assuming that no Common Shares are purchased by these persons under this Offering. The directors and officers of the Corporation will only devote part of their time to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. See "*Dilution*", "*Business of the Corporation*", "*Directors, Officers and Promoters*", "*Use of Proceeds*" and "*Risk Factors*".

No person is authorized by the Corporation to provide any information or to make any representation other than those contained in this prospectus in connection with the issue and sale of the securities pursuant to this prospectus.

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2%, being 40,000 Common Shares, of the total Common Shares offered under this prospectus. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4%, being 80,000 Common Shares, of the total number of Common Shares offered under this prospectus. Upon completion of the Offering, the Corporation must have a minimum of 200 shareholders with each shareholder beneficially owning at least 1,000 Common Shares free of resale restrictions, exclusive of any Common Shares held by Non Arm's Length Parties to the Corporation.

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

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. The Common Shares will be issued and deposited in electronic form with CDS Clearing and Depository Services Inc. ("CDS") or its nominee. A purchaser of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

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TABLE OF CONTENTS

GLOSSARY	1
PROSPECTUS SUMMARY	6
THE CORPORATION	8
BUSINESS OF THE CORPORATION	8
USE OF PROCEEDS	10
PLAN OF DISTRIBUTION	12
DESCRIPTION OF THE SECURITIES DISTRIBUTED	14
CAPITALIZATION	14
OPTIONS TO PURCHASE SECURITIES	14
PRIOR SALES	15
ESCROWED SECURITIES	15
PRINCIPAL SHAREHOLDERS	17
DIRECTORS, OFFICERS AND PROMOTERS	18
EXECUTIVE COMPENSATION	23
DILUTION	23
RISK FACTORS	23
LEGAL PROCEEDINGS	25
RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT	25
RELATIONSHIP BETWEEN CORPORATION AND PROFESSIONAL PERSONS	25
AUDITOR	25
REGISTRAR AND TRANSFER AGENT	25
MATERIAL CONTRACTS	25
OTHER MATERIAL FACTS	26
ELIGIBILITY FOR INVESTMENT	26
PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION	26
FINANCIAL STATEMENTS	26
RISE TECH CAPITAL CORP. FINANCIAL STATEMENTS	F-1
CERTIFICATE OF THE CORPORATION	C-1
CERTIFICATE OF THE AGENT	C-2

GLOSSARY

“Affiliate” means a Company that is affiliated with another Company as described below.

A Company is an “Affiliate” of another Company if:

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

A Company is “controlled” by a Person if:

- (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 August <@>, 2018 between the Corporation and the Agent.

“Agent” means PI Financial Corp.

“Agent’s Option” means the non-transferable option to be granted by the Corporation to the Agent entitling the Agent to acquire 5% of the aggregate number of Common Shares issued under the Offering at an exercise price of \$0.10 per Common Share, expiring 24 months from the date of the listing of the Common Shares on the Exchange.

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

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

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

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

“Associate” when used to indicate a relationship with a person or company, means:

- (a) an issuer of which the person or company beneficially owns or controls, directly or indirectly, voting securities entitling him or her to more than 10% of the voting rights attached to outstanding securities of the issuer;
- (b) any partner of the person or company;
- (c) any trust or estate in which the person or company has a substantial beneficial interest or in respect of which a person or company serves as trustee or in a similar capacity;

- (d) in the case of a person, a relative of that person, including:
 - (i) that person's spouse or child; or
 - (ii) any relative of the person or of his or her spouse who has the same residence as that person,but
- (e) where the Exchange determines that two persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member corporation or holding company.

"Board of Directors" means the board of directors of the Corporation.

"CPC" means a corporation:

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

"CPC Policy" means Exchange *Policy 2.4 - Capital Pool Companies*.

"Closing" means completion of the Offering.

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

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

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

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

"Corporation" means RiseTech Capital Corp., a corporation incorporated under the laws of the Province of British Columbia.

"Exchange" means the TSX Venture Exchange Inc.

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

"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:

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

“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 by shareholders, other than:

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

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

“Member” means a Person who has executed the Member’s Agreement, as amended from time to time, and is accepted as and becomes a member of the Exchange under the Exchange requirements.

“Member’s Agreement” means the member’s 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 agreements.

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

“Non Arm’s Length Party” means in relation to a Company, a promoter, officer, director, other insider or Control Person of that Company (including an Issuer) and any Associates or Affiliates of any of such Persons. In relation to an individual, means any Associate of the individual or any Company of which the individual is a promoter, officer, director, insider or Control Person.

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

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

“Offering” means the offering of 2,000,000 Common Shares at a price of \$0.10 per Common Shares for aggregate gross proceeds of \$200,000 in accordance with the terms of this prospectus.

“Person” means a Company or individual.

“Principal” means:

- (a) a Person who acted as a Promoter of the issuer within two years or their respective Associates or Affiliates, before the IPO prospectus or Final Exchange Bulletin;
- (b) a director or senior officer of the issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;
- (c) a **20% holder** – a person or company that holds securities carrying more than 20% of the voting rights attached to the issuer’s outstanding securities immediately before and immediately after the issuer’s IPO or immediately after the Final Exchange Bulletin for non IPO transactions;
- (d) a **10% holder** – a person or company that:

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

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

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

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

"Pro Group" means:

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

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

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

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

“Significant Assets” means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions would result in the CPC meeting the initial listing requirements of the Exchange.

“Sponsor” has the meaning specified in *Exchange Policy 2.2 — Sponsorship and Sponsorship Requirements*.

“Sponsor Report” means the report to be provided to the Exchange by the Sponsor.

“Sponsorship Acknowledgment Form” means the form prepared in accordance with Form 2G.

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

“Tax Act” means the *Income Tax Act* (Canada).

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

“Voting Shares” means a security of an Issuer that:

- (a) is not a debt security; and
- (b) carries a voting right either under all circumstances or under some circumstances that have occurred and are continuing.

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.

Corporation	RiseTech Capital Corp.	
Business of Corporation	The Corporation is a CPC. 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 its primary asset is comprised of cash. See “ <i>Business of the Corporation</i> ”.	
Offering	The Corporation is offering 2,000,000 Common Shares at a price of \$0.10 per Common Share. In addition, the Corporation will grant the Agent an option to acquire up to 100,000 Common Shares sold under the Offering at a price of \$0.10 per Common Share which will be exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange, which option is qualified under this prospectus. The Corporation also intends to grant options to purchase 1,200,000 Common Shares to directors and officers all of which options are qualified for distribution under this prospectus. See “ <i>Options to Purchase Securities</i> ”.	
Use of Proceeds	The net proceeds of the Offering to the Corporation will be \$185,000. The net proceeds of this Offering will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or \$210,000 may be used for purposes other than evaluating business or assets. See “ <i>Use of Proceeds</i> ”, “ <i>Business of the Corporation – Method of Financing</i> ” and “ <i>Risk Factors</i> ”.	
Directors and Officers	Manroop Padda	Director, Chief Executive Officer and Chief Financial Officer
	Jeffrey D. Booth	Director and Corporate Secretary
	Hamed Shahbazi	Director
	Tom Liston	Director
	Keith Spencer	Director
	See “ <i>Directors, Officers and Promoters</i> ”.	
Escrowed Securities	All of the currently issued and outstanding Common Shares of the Corporation, being 10,000,000 Common Shares will be deposited in escrow pursuant to the terms of an Escrow Agreement, as hereafter defined, and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin.	
Risk Factors	Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation’s business and its present stage of development. The Corporation was only recently incorporated and has no active business and its primary asset is comprised of cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of \$0.0075 or 7.5% per Common Share. There can be no assurance that an active and liquid market for the Corporation’s Common Shares will develop and an investor	

may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, if ever, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

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

THE CORPORATION

The Corporation was incorporated on February 26, 2018 under the *Business Corporations Act* (British Columbia) under the name 1154348 B.C. Ltd. It changed its name to RiseTech Capital Corp. effective March 23, 2018. The Corporation is a CPC as defined by the CPC Policy.

The head office of the Corporation is located at Suite 2900, 550 Burrard Street, Vancouver, British Columbia, V6C 0A3. The registered office of the Corporation is located at Suite 2900, 550 Burrard Street, Vancouver, British Columbia, V6C 0A3. The Corporation does not have any subsidiaries.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As of the date hereof, the Corporation has incurred preliminary expenses, including auditing and accounting fees in the amount of approximately \$10,000. Certain of the Offering proceeds may be utilized to satisfy the obligations of the Corporation related to the Offering, including the expenses of its auditor and legal fees, the fees of the Exchange, the Agent's Commission, fees and expenses and the fees of the securities regulatory authorities. See "*Use of Proceeds*".

Proposed Operations until Completion of a Qualifying Transaction

To date, the Corporation has not conducted operations of any kind. The Corporation is a CPC pursuant to the policies of the Exchange. 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 commenced commercial operations. The Corporation currently intends to pursue a Qualifying Transaction in the financial technology or information technology sector, but there is no assurance that this will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following Completion of the Qualifying Transaction.

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

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

Method of Financing

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

Criteria for a Qualifying Transaction

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

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

Upon the Corporation reaching an Agreement in Principle, the Corporation must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Corporation's Common Shares until the filing requirements of the Exchange have been satisfied as set forth under "*Business of the Corporation - Trading Halts, Suspension and Delisting*". Within 75 days after issuance of such news release, the Corporation shall be required to submit for review to the Exchange either an information circular that complies with applicable corporate and securities laws or a filing statement that complies with Exchange requirements. An information circular must be submitted where there is a Non Arm's Length Qualifying Transaction. A filing

statement must be submitted where the Qualifying Transaction is not a Non Arm's Length Qualifying Transaction. The information circular or filing statement, as applicable, must contain prospectus level disclosure of the Target Company and the Corporation, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Form 3B1/Form 3B2. Upon acceptance by the Exchange, the Corporation must then either:

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

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

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

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

Initial Listing Requirements

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

Trading Halts, Suspension and Delisting

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of an Agreement in Principle until all filing requirements of the Exchange have been satisfied, which 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 the Qualifying Transaction, are so significant or numerous as to make it appear to the Exchange that the halt should be reinstated or continued.

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

The Exchange may suspend from trading or delist the Common Shares of the Corporation where the Exchange has not issued a Final Exchange Bulletin to the Corporation within 24 months of the date of listing. In the event that the Common Shares of the Corporation 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 issuer or its remaining assets

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to be received by the Corporation from the sale of the Common Shares distributed under this prospectus will be \$200,000. Prior to the date of this prospectus, the Company issued 10,000,000 Common Shares at a price of \$0.05 per Common Share for total proceeds of \$500,000. As at July 31, 2018, the Corporation incurred expenses and costs totaling \$25,728 with respect to the organization of the Corporation and issuance of the Common Shares. The expenses and costs of this Offering expected to be incurred will be \$66,500, including the Agent’s Commission and the corporate finance fee. The Corporation estimates that \$633,500 will be available to it from the sale of the Common Shares distributed under the prospectus and prior sales of Common Shares.

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

	Offering
Cash proceeds raised prior to this Offering (seed shares) ⁽¹⁾	\$500,000
Expenses and costs relating to raising the cash proceeds from seed shares	nil ⁽²⁾
Cash proceeds to be raised pursuant to this Offering ⁽³⁾	\$200,000
Estimated Expenses and costs relating to the Offering (including listing fees, Agent’s Commission, legal fees, audit fees and expenses)	(\$66,500)
Estimated funds available (on completion of the Offering)	\$633,500
Funds available for identifying and evaluating assets or business prospects ⁽⁴⁾	\$563,500
Estimated general and administrative expenses until Completion of a Qualifying Transaction	\$70,000

Total Net Proceeds

\$633,500

Notes:

- (1) See “*Prior Sales*”.
- (2) No issue costs have been allocated towards the issuance of these shares. See the Corporation’s Statement of Financial Position as at June 30, 2018.
- (3) In the event the Agent exercises the Agent’s Option, or the directors or officers exercise their options there will be available to the Corporation a maximum of an additional \$130,000, which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.
- (4) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire \$563,500 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

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

Permitted Use of Funds

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

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

- (i) valuations or appraisals;
- (ii) business plans;
- (iii) feasibility studies and technical assessments;
- (iv) sponsorship reports;
- (v) engineering reports;
- (vi) financial statements, including audited financial statements;
- (vii) fees for legal and accounting services; and
- (viii) Agents’ fees, costs and commissions,

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

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

Restrictions on Use of Proceeds

Until Completion of a Qualifying Transaction, not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Corporation or \$210,000, will be used for purposes other than those described above. For greater certainty, expenditures which are not included as “*Permitted Use of Funds*”, listed above, include:

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

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

Private Placements for Cash

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

Prohibited Payments to Non Arm’s Length Parties

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

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

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

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

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

PLAN OF DISTRIBUTION

Agent and Agent’s Compensation

Pursuant to the Agency Agreement dated August <@>, 2018, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public 2,000,000 Common Shares as provided in this prospectus, at a price of \$0.10 per Common Share, for gross proceeds of \$200,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 5% of the aggregate gross proceeds from the sale of the Common Shares. In addition, upon the engagement of the Agent by the Corporation, the Corporation paid the Agent a non-refundable corporate finance fee of \$5,000 plus GST. The Corporation will, also reimburse the Agent for all reasonable expenses incurred in connection with this

Offering, including legal fees plus taxes and disbursements towards which a retainer of \$10,000 has been paid which will be applied towards such expenses of the Agent, which expenses are estimated at \$15,000.

The Corporation has also agreed to grant to the Agent the Agent's Option to purchase 100,000 of the aggregate issued Common Shares under the Offering, at a price of \$0.10 per Common Share, which may be exercised for a period of 24 months from the date of the listing of the Common Shares on the Exchange. All of the Agent's Option is qualified under this prospectus. The Agent intends to sell to the public any Common Shares received by it upon the exercise of its option. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering is of 2,000,000 Common Shares for total gross proceeds of \$200,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2%, being 40,000 Common Shares of the total Common Shares in the Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates of Affiliates of that purchaser is 4%, being 80,000 Common Shares of the total number of Common Shares under the Offering. The funds received from the Offering will be deposited with the Agent, and will not be released until a minimum of \$200,000 has been deposited. The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, 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

The Corporation also proposes to grant options to purchase 1,200,000 Common Shares to directors and officers in accordance with the policies of the Exchange, which options are qualified for distribution under this prospectus.

Determination of Price

The price of the Common Shares has been determined arbitrarily by the Board of Directors.

Listing Application

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

Subscription by and Restrictions on the Agent

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

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

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

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option, the grant of options to the directors and officers of the Corporation, no securities of the Corporation will be permitted to be issued

during the period between the date a receipt for the preliminary prospectus is issued by the applicable securities 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

General

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value, of which, as at the date hereof, 10,000,000 Common Shares are issued and outstanding as fully paid and non-assessable, 1,200,000 Common Shares are reserved for issuance upon exercise of the incentive stock options to be granted to officers and directors of the Corporation (10% of the issued and outstanding Common Shares from time to time are reserved under the incentive stock option plan of the Corporation) and 100,000 Common Shares are reserved for issuance upon exercise of the Agent's Option. See "*Options to Purchase Securities*" and "*Plan of Distribution*".

Common Shares

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

CAPITALIZATION

The following table sets forth information respecting the capitalization of the Corporation as at the dates indicated:

Description of Security	Amount Authorized	Amount outstanding as of July 31, 2018 ⁽¹⁾⁽²⁾⁽³⁾	Amount Outstanding as of the Date Hereof ⁽²⁾⁽³⁾	Amount to be outstanding if all Common Shares being offered are sold ⁽²⁾⁽³⁾
Common shares	Unlimited	\$500,000 (10,000,000 Common Shares)	\$500,000 (10,000,000 Common Shares)	\$700,000 ⁽⁴⁾ (12,000,000 Common Shares)

Notes:

- (1) As at the date hereof, the Corporation had not commenced commercial operations.
- (2) The Corporation has also reserved for issuance 10% of the issued and outstanding Common Shares from time to time for the incentive stock option plan of the Corporation. The Corporation intends to grant incentive stock options to purchase 1,200,000 Common Shares. See "*Options to Purchase Securities*".
- (3) The Corporation has reserved a maximum of 100,000 Common Shares at \$0.10 per Common Share pursuant to the Agent's Option. See "*Plan of Distribution*".
- (4) Based on gross proceeds of the Offering and before deducting the Agent's Commission, fees and expenses and other expenses and costs of the Offering. For an estimate of these expenses see "*Use of Proceeds – Proceeds and Principal Purposes*".

OPTIONS TO PURCHASE SECURITIES

Incentive Stock Options

The Corporation has adopted an incentive stock option plan in accordance with the policies of the Exchange (the "**Stock Option Plan**") which provides that the Board of Directors may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance under the Stock Option Plan shall not exceed 10% of the issued and outstanding Common Shares exercisable for a period of up to 10 years. In addition, the number of Common Shares reserved for issuance to any one person shall not exceed 5% of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to consultants or employees conducting Investor Relations Activities (as such term is defined by the Exchange) will not exceed 2% of the issued and outstanding Common Shares in any 12 month period. However, other than in connection with a Qualifying Transaction, during the time that the Corporation is a CPC, the aggregate number of Common Shares issuable upon exercise of all options granted under the Stock Option Plan shall not exceed 10% of the Common Shares of the Corporation issued and outstanding at the closing of the Corporation's IPO. The Board of Directors determines the price per Common Share and the number of Common Shares which may be allotted to each director, officer, employee and consultant and all other terms and

conditions of the option, subject to the rules of the Exchange. Options are exercisable for a period of up to 10 years. If the holder ceases to be a director, officer, employee or consultant of the Corporation, such holder's options must also be exercised within the later of: (i) 12 months after the Completion of the Qualifying Transaction; and (ii) 90 days from the date of termination of employment or cessation of position with the Corporation, other than by reason of death. The price per Common Share set by the Board of Directors shall not be less than the last closing price of the Common Shares on the Exchange prior to the date on which such option is granted, less the applicable discount permitted (if any) by the Exchange. If prior to the exercise of an option, the holder ceases to be a director, officer, employee or consultant of the Corporation, or its subsidiary, the option of the holder shall be limited to the number of shares purchasable by him/her immediately prior to the time of his/her cessation of office or employment and he/she will have no right to purchase any other shares.

The incentive stock options to be granted to the directors and officers to purchase an aggregate of 1,200,000 Common Shares at a price of \$0.10 per Common Share are qualified under and distributed pursuant to this prospectus.

Any Common Shares acquired pursuant to the exercise of incentive stock options prior to the Completion of the Qualifying Transaction must be deposited into escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrowed Securities".

PRIOR SALES

Since the date of incorporation of the Corporation, 10,000,000 Common Shares have been issued as follows. Common Shares issued to any Member of the Aggregate Pro Group are identified by an *.

Date	Number of Shares	Issue Price per Share	Aggregate Issue Price	Consideration Received
March 23, 2018	10,000,000 ⁽¹⁾	\$0.05	\$500,000	Cash

Note:

(1) All of these issued shares will be held in escrow in accordance with the CPC Policy. See "Escrowed Securities".

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All Common Shares issued prior to this Offering at a price below \$0.10 per Common Share, all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with TSX Trust Company (the "Escrow Agent") under an escrow agreement dated August 2, 2018 (the "Escrow Agreement").

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

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

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

Name and Municipality of Residence of Shareholder	Number of Common Shares held in Escrow	Percentage of Shares Prior to Giving Effect to the Offering	Percentage of Shares After Giving Effect to the Offering
Manroop Padda Burnaby, British Columbia	2,500,000	25%	21%
Jeffrey D. Booth Richmond, British Columbia	2,500,000	25%	21%
Hamed Shahbazi	2,500,000	25%	21%

Vancouver, British Columbia

Tom Liston Toronto, Ontario	1,000,000	10%	8%
Keith Spencer Vancouver, British Columbia	1,000,000	10%	8%
Shahrazad Rafati Vancouver, British Columbia	500,000	5%	4%

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

Where the Common Shares of the Corporation which are required to be held in escrow are held by a non-individual (a “**holding company**”), each holding company 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 any issuance of securities or transfer of securities that could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any control person of the holding company not to transfer the shares of that company.

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

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

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

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

- (a) cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Corporation; or
- (b) if the Corporation lists on NEX, either:
 - (i) cancel all Seed Shares (as such term is defined in the Exchange’s policy manual) purchased by Non Arm’s Length Parties to the Corporation at a discount from the IPO price, in accordance with section 11.2(a) of the CPC Policy; or
 - (ii) subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non Arm’s Length Parties to the Corporation so that the average cost of the remaining Seed Shares is at least equal to the IPO price.

Escrowed Securities On Qualifying Transaction

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are “Value Securities”, then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security agreement (the “**Value Security Escrow Agreement**”). “Value Securities” are securities issued

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

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

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

Escrowed Securities on Private Placement

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

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

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence	Type of Ownership	Number of Shares Owned Before Offering	Number of Shares Owned After Offering	Percentage of Shares Owned Before Offering	Percentage Owned After Offering⁽¹⁾
Manroop Padda ⁽²⁾ Burnaby, British Columbia	Direct	2,500,000	2,500,000	25%	21%

Jeffrey D. Booth ⁽³⁾ Richmond, British Columbia	Direct	2,500,000	2,500,000	25%	21%
Hamed Shahbazi ⁽⁴⁾ Vancouver, British Columbia	Direct	2,500,000	2,500,000	25%	21%
Tom Liston ⁽⁵⁾ Toronto, Ontario	Direct	1,000,000	1,000,000	10%	8%
Keith Spencer ⁽⁶⁾ Vancouver, British Columbia	Direct	1,000,000	1,000,000	10%	8%

Notes:

- (1) Assuming that no Common Shares are purchased by these persons under the Offering.
- (2) Assuming no Common Shares are purchased by these persons under the Offering, and assuming exercise of the Agent's Option on a fully diluted basis, Manroop Padda will hold 21% of the issued and outstanding Common Shares after the Offering.
- (3) Assuming no Common Shares are purchased by these persons under the Offering, and assuming exercise of the Agent's Option on a fully diluted basis, Jeffrey D. Booth will hold 21% of the issued and outstanding Common Shares after the Offering.
- (4) Assuming no Common Shares are purchased by these persons under the Offering, and assuming exercise of the Agent's Option on a fully diluted basis, Hamed Shahbazi will hold 21% of the issued and outstanding Common Shares after the Offering.
- (5) Assuming no Common Shares are purchased by these persons under the Offering, and assuming exercise of the Agent's Option on a fully diluted basis, Tom Liston will hold 8% of the issued and outstanding Common Shares after the Offering.
- (6) Assuming no Common Shares are purchased by these persons under the Offering, and assuming exercise of the Agent's Option on a fully diluted basis, Keith Spencer will hold 8% of the issued and outstanding Common Shares after the Offering.

DIRECTORS, OFFICERS AND PROMOTERS

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

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

Name, Municipality of Residence and Position	Principal Occupation for Past Five Years	Common Shares Held ⁽¹⁾	Percentage before Completion of Offering
Manroop Padda ⁽²⁾ Director, Chief Executive Officer and Chief Financial Officer Burnaby, BC	- Director, Chief Executive Officer and Chief Financial Officer of the Corporation from February 2018 to present. - Founder and Managing Director of New Avenue Capital from July 2010 to present. New Avenue Capital is an early-stage investment firm dedicated to generating both strong financial returns and social impact. - Founder and Managing Director of PM Search Partners from January 2010 to present. As a division of New Avenue Capital, PM Search Partners specialized in recruitment of Board, C-Suite and Executive teams Resources & Technology.	2,500,000	25%
Jeffrey D. Booth Director and Corporate Secretary Richmond, BC	- Director and Corporate Secretary of the Corporation from February 2018 to present. - President of 5 Booth Consulting from	2,500,000	25%

	November 2017 to present. 5 Booth Consulting is a consulting firm specializing in business and technology.		
	Co-Founder, President and Chief Executive Officer of BuildDirect.com Technologies Inc., which is an online marketplace that offers buyers a wide selection of products at the best value, direct-to-home shipping, free virtual design tools and best-in-class customer service.		
Hamed Shahbazi Director Vancouver, BC	- Director of the Corporation from February 2018 to present. - Chairman and Chief Executive Officer of Wellness Lifestyles from May 2018 to present. Wellness Lifestyles is the owner and operator of a portfolio of Primary Healthcare facilities. It is further positioning itself to execute on M&A opportunities in Primary Healthcare and Digitally Enabled Healthcare in order to maximize profitable and accretive growth through the latest technological advancements. - Vice President of Bill Pay of PayPal from July 2017 to May 2018. PayPal is an American company operating a worldwide online payments system that supports online money transfers and serves as an electronic alternative to traditional paper methods like checks and money orders. - Chairman and Chief Executive Officer of TIO Networks Corp. from July 1997 to July 2017. TIO Networks Corp. is a cloud based multi-channel bill payment processor and receivables management provider serving the largest telecom, wireless, cable and utility bill issuers in North America.	2,500,000	25%
Tom Liston ⁽²⁾ Director Toronto, ON	- Director of the Corporation from February 2018 to present. - Director of Wellness Lifestyles Inc. from May 2018 to present. Wellness Lifestyles Inc. is the owner and operator of a portfolio of Primary Healthcare facilities. It is further positioning itself to exploit M&A opportunities in Primary Healthcare and Digitally Enabled Healthcare in order to maximize profitable and accretive growth through the latest technological advancements. - Managing Partner at Difference Capital Financial Inc. from August	1,000,000	10%

2013 to present. Difference Capital Financial Inc. is a publicly-listed, Toronto-based specialty finance company focused on creating shareholder value through strategic investments in, and advisory services for, growth companies, particularly in the technology, media and healthcare sectors, as well as through opportunistic investments in undervalued financial assets and real property.

Keith Spencer ⁽²⁾ Director Vancouver, BC	• Director of the Corporation from February 2018 to present. • Partner at Fasken Martineau DuMoulin LLP from May 1987 to present. Fasken Martineau DuMoulin LLP is a leading international law firm with more than 700 lawyers.	1,000,000	10%
Total Securities		9,500,000 Common Shares	95%

Notes:

- (1) These Common Shares are subject to escrow restrictions. See “Escrow Securities”.
(2) Are members of the Corporation’s audit committee.

Manroop Padda (35), Director and Chief Executive Officer and Chief Financial Officer

Manroop (Manny) Padda is an entrepreneur, angel investor and philanthropist. He is the Founder and Managing Director of New Avenue Capital, a global investment firm providing capital to growing businesses through debt and equity investments. With more than 50 investments in 8 countries, New Avenue Capital supports a portfolio of investments spanning education, recruitment, real estate, technology and mining. Manny is an active advisor and angel investor globally and in British Columbia’s tech community. He has personally invested in local start-ups including Picatic, MyBestHelper, ShareShed and MTT.

Manny was recently awarded Startup Canada’s 2017 National Entrepreneur Promotion Award, BC Tech Person of the Year 2017 Finalist, EY Entrepreneur of the Year 2017 Pacific Awards Finalist, NACO’s 2016 Canadian Angel Investor of the Year, BIV’s Top 40 under 40, EO Global Citizen of the Year, Canadian Startup Awards’ 2016 Angel Investor of the Year Finalist, and the 2017 Governor General Sovereign’s Medal for Volunteers.

Manny is a graduate of Harvard Business School’s Private Equity & Venture Capital program; he has an MBA degree from Queen’s University and BBA (Honours) from Simon Fraser University. Manny currently sits on a number of advisory boards in the mining, education and not-for-profit sectors and is fluent in English and Punjabi.

Jeffrey D. Booth (49), Director and Corporate Secretary

Jeffrey (Jeff) Booth is an entrepreneur, angel investor and technology leader, using the application of technology to bring big ideas into reality that positively impact people’s lives. He co-founded BuildDirect.com and led the company through various iterations to over \$120 million in revenue. Jeff saw the opportunity to transition that company from a unique e-commerce company to a platform company by using first party data to create AI and machine learning to build a more efficient network supply chain for both buyers and sellers.

Jeff has been a Young Presidents’ Organization member since 2004, and an active mentor and advisor to numerous companies. He contributes time on the BC Tech Hypergrowth advisory board and is a G7 Fellow on the Creative Destruction Lab (CDL west). He was named the BC TECH person of the year in 2015 and Goldman Sachs 100 most intriguing Entrepreneurs in 2016. Jeff also served on the Board of Coastal Contacts (a public company through their sale to Essilor for \$435 million) and currently serves on the Boards of SPUD.ca, RTOWN, EZ-Robot and the Richmond Hospital Foundation as well as numerous advisory boards of start-ups.

Hamed Shahbazi (43), Director

Hamed Shahbazi is a successful operator and investor who has a proven track record in operating and/or helping operators of private and/or publicly traded businesses grow and be successful. His areas of focus have primarily been related to a wide spectrum of technology related industries (e.g. Fintech, digital media, digital health).

Hamed is the Founder, Chairman and CEO of “WELL” or Wellness Lifestyles Inc. (TSXV:WELL). WELL is consolidating and modernizing primary healthcare operating assets. The company currently owns 6 healthcare facilities where 34 doctors provide approx. 240,000 patient visits per year. Previously, Hamed founded TIO Networks (TSXV:TNC) as a kiosk solution provider in 1997 and transitioned TIO Networks into a multi-channel payment solution provider specializing in bill payment and other financial services. TIO Networks was acquired by PayPal (NASDAQ:PYPL) for \$304 million in February 2017.

Hamed has extensive strategic M&A experience both as an operator with WELL and TIO Networks and as an investor and board member with numerous other businesses including BroadbandTV Corp., MetaOptima Technology Inc., Aequus Pharmaceuticals, and EasyRent Real Estate Group.

Hamed earned his Bachelor of Applied Science degree in Civil Engineering from the University of British Columbia in 1997.

Tom Liston (44), Director

Thomas (Tom) Liston is currently a Managing Partner at Difference Capital Financial, a technology focused venture capital firm. In his role, he is responsible for leading the firm’s investments in Software-as-a-Service (SaaS), FinTech, eCommerce and Healthcare IT fields. He serves as a Director on a number of private and public Boards and has a strong track record of shareholder value creation in that capacity.

Tom began his career with Yorkton Securities as a Research Analyst covering public Software and IT Services companies. In 2003, he joined Versant Partners in the same role and was quickly promoted to Director of Research while maintaining his coverage of technology companies. In 2012, Versant Partners’ team was acquired by Cantor Fitzgerald. At Cantor, Tom served as Director of Canadian Research and covered the technology sector. As a technology analyst, he has been consistently ranked among the top technology analysts in several surveys, including: StarMine, Brendan Wood, Greenwich Associates and Reuters.

Tom is a CFA charterholder. He completed a Bachelor of Business Administration degree in Finance from the University of New Brunswick in 1996 and a Master of Arts in Economics and Finance from Queen’s University in 1998. In 2017, he was awarded the UNB Business Administration Certificate of Achievement, awarded once a year to alumni who are making an impact in their fields.

Keith Spencer (59), Director

Keith Spencer is a leading information technology lawyer in British Columbia. As Co-Leader of the firm’s Start-Up & Emerging Company Services group, he provides expert advice to start-up and mature private technology companies. Keith is the recipient of the BC Technology Industry Association’s Bill Thompson Lifetime Achievement Award for his exemplary efforts and his passion for entrepreneurs.

Keith previously worked as in-house counsel for the Vancouver-based Wireless Data Group of Motorola, and to D-Wave Systems.

A member of various boards and advisory committees, Keith plays a significant role in number of early stage and emerging technology companies and technology industry associations.

Lecturing on technology and intellectual property law is another passion of Keith’s and he can be found at the Peter A. Allard School of Law at the University of British Columbia, and at various CLE BC and IT industry conferences. He also authors articles in the areas of computer and information technology, outsourcing, e-commerce and intellectual property law.

Other Corporate Information

In addition to any other requirements of the Exchange, the Exchange expects management of the Corporation to meet a high management standard. The directors and officers of the Corporation believe that, on a collective basis, management possesses the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset.

Upon completion of the Offering, the directors, officers, Promoters and other members of management of the Corporation, as a group, will beneficially own, directly or indirectly, or exercise control or direction over 9,500,000 Common Shares of the Corporation representing 95%, of the Common Shares then issued and outstanding (assuming no exercise of the Agent's Option and that no Common Shares are purchased by these persons under this Offering).

Pursuant to the provisions of the *Business Corporation Act* (British Columbia), the Corporation is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Corporation's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Corporation's auditor. The audit committee of the Corporation currently consists of Manroop Padda, Keith Spencer and Tom Liston. Once the Corporation has obtained a receipt for its CPC prospectus from the securities regulatory authority, the Corporation will be subject to the requirements of Multilateral Instrument 52-110 *Audit Committees*.

Other Reporting Issuers Experience

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

Name	Number and Name(s) of Reporting Issuer(s)	Name of Exchange or Market (if applicable)	Position	From	To
Jeffrey D. Booth	1. Coastal Contacts Inc.	TSX	Director	April, 2012	April, 2014
Hamed Shahbazi	1. Wellness Lifestyles Inc.	1. TSX Venture	1. Chairman, CEO	1. May 2018	1. Present
	2. Aequus Pharmaceuticals Inc.	2. TSX Venture	2. Director	2. March 2015	2. July 2017
	3. TIO Networks Corp.	3. TSX Venture	3. Chairman, CEO	3. July 1997	3. July 2017
Tom Liston	1. Wellness Lifestyles Inc.	1. TSX Venture	1. Director	1. May 2018	1. Present
	2. Mogo Finance Technology Inc.	2. TSX	2. Director	2. October 2016	2. Present
	3. Difference Capital Financial Inc.	3. TSX	3. Managing Partner	3. August 2013	3. Present

Corporate Cease Trade Orders or Bankruptcies

No director, officer, Insider, Control Person or Promoter of the Corporation is, or within 10 years before the date of this prospectus has been, a director, officer, Insider or Promoter of any other issuer that, while that person was acting in that capacity: (i) was the subject of a cease trade or similar order, or an order that denied the issuer access to any exemption under applicable securities legislation for a period of more than 30 consecutive days; or (ii) 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 assets of that person.

Penalties or Sanctions

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

Personal Bankruptcies

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

Conflicts of Interest

There are no known conflicts of interest involving the directors.

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

EXECUTIVE COMPENSATION

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, including:

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

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

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

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

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of 7.5% or \$0.0075 per Common Share on the basis of there being 12,000,000 Common Shares of the Corporation issued and outstanding following completion of the Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation.

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 is a list of risk factors that a prospective investor should consider before subscribing for the Common Shares.

- (a) the Corporation was only recently incorporated, has not commenced commercial operations and its primary asset is comprised of cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;
- (b) investment in the Common Shares offered by the prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development;
- (c) the directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time;
- (d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 7.5% or \$0.0075 per Common Share;
- (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 potential Qualifying Transactions;
- (g) the Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Corporation will be able to identify a suitable Qualifying Transaction;
- (h) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;
- (i) Completion of a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval;
- (j) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares;
- (k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Corporation will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Corporation will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction;
- (l) trading in the Common Shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required;
- (m) the Exchange will generally suspend trading in the Corporation's Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the date of listing;
- (n) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- (o) in the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;
- (p) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation; and

- (q) subject to prior Exchange acceptance, the Corporation may be permitted to loan or advance up to an aggregate of \$250,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan.

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

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

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

RELATIONSHIP BETWEEN CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Fasken Martineau DuMoulin LLP, on behalf of the Corporation, and by Clark Wilson LLP, on behalf of the Agent.

No Person whose profession or business gives authority to a statement made by such Person and who is named to this prospectus has received or will receive a direct or indirect interest in the property of the Corporation or any Associate or Affiliate of the Corporation. As at the date hereof, other than Keith Spencer, who owns 1,000,000 Common Shares and who was appointed Director of the Corporation, the aforementioned Persons do not beneficially own, directly or indirectly, securities of the Corporation or its Associates and Affiliates. Except 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

The auditor of the Corporation is Wolrige Mahon LLP at 400 Burrard Street, Suite 900, Vancouver, British Columbia V6C 3B7.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Common Shares is TSX Trust Company at 650 West Georgia Street, Suite 2700 Vancouver, British Columbia V6B 4N9.

MATERIAL CONTRACTS

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

- (a) the Escrow Agreement dated August <@>, 2018 among the Corporation, the Transfer Agent and certain shareholders of the Corporation. See “*Escrowed Securities*”;
- (b) the Agency Agreement dated August <@>, 2018 between the Corporation and the Agent. See “*Plan of Distribution*”;
- (c) the Transfer Agency and Registrar Agreement dated August <@>, 2018 between the Corporation and the Transfer Agent. See “*Registrar and Transfer Agent*”; and
- (d) the Stock Option Plan. See “*Options to Purchase Securities*”.

Copies of the material contracts described above may be inspected at the registered office of the Corporation located at the offices of Fasken Martineau DuMoulin LLP, solicitors of the Corporation, located at Suite 2900, 550 Burrard Street, Vancouver, British Columbia, during normal business hours during the period of the distribution of the Common Shares under this prospectus and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Fasken Martineau DuMoulin LLP, counsel to the Corporation, based on the provisions of the Tax Act and the regulations thereunder in force as of the date hereof and any specific proposal to amend the Tax Act or regulations thereto publicly announced by or on behalf of the Minister of Finance (Canada) ("**Tax Proposals**") prior to the date hereof, the Common Shares, if issued at a particular time, will be a qualified investment under the Tax Act for a trust governed by a registered retirement savings plan ("**RRSP**"), a registered retirement income fund ("**RRIF**"), a registered education savings plan ("**RESP**"), a deferred profit sharing plan, a registered disability savings plan ("**RDSP**") and a tax-free savings account ("**TFSA**"), as those terms are defined in the Tax Act (each, a "**Plan**"), provided that at such particular time, the Common Shares are listed on a "designated stock exchange" as defined in the Tax Act (which includes the Exchange) or the Corporation is otherwise a "public corporation" as defined in the Tax Act.

The Common Shares are not currently listed on a "designated stock exchange" and the Corporation is not currently a "public corporation", as those terms are defined in the Tax Act. The Corporation has applied to list the Common Shares on the Exchange prior to the Closing. The Corporation must rely on the Exchange to list the Common Shares on the Exchange prior to the issuance of the Common Shares on the Closing and to otherwise proceed in such manner as may be required to result in the Common Shares being listed on the Exchange at the time of their issuance on Closing. If the Common Shares are not listed on the Exchange at the time of their issuance on the Closing and the Corporation is not a "public corporation" at that time, the Common Shares will not be qualified investments for the Plans at that time.

Notwithstanding that such Common Shares may be a qualified investment for a RRSP, RRIF, RESP, RDSP or TFSA (the "**Registered Plans**"), the annuitant thereunder, subscriber or holder thereof, as the case may be, will be subject to a penalty tax in respect of the Common Shares held in such Registered Plan if the Common Shares are a "prohibited investment" for such Registered Plan for the purposes of the Tax Act. The Common Shares generally will not be a "prohibited investment" if the annuitant under, subscriber or holder of the Registered Plan, as the case may be: (i) deals at arm's length with the Corporation for purposes of the Tax Act; and (ii) does not have a "significant interest" (as defined in the Tax Act) in the Corporation. In addition, the Common Shares will not be a "prohibited investment" if the Common Shares are "excluded property" as defined in the Tax Act in respect of such Registered Plan.

Purchasers who intend to hold Common Shares in their Plans, should consult their own tax advisors in regard to the application of these rules in their particular circumstances.

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

The Corporation has included audited financial statements for the period from inception to June 30, 2018.

RISE TECH CAPITAL CORP. FINANCIAL STATEMENTS

RiseTech Capital Corp.

Financial Statements

Period from Incorporation on February 26, 2018 to June 30, 2018

RiseTech Capital Corp.
Statement of Financial Position
(Stated in Canadian Dollars)

	June 30, 2018
ASSETS	
Current assets	
Cash	\$ 443,921
GST recoverable	1,858
Deferred share issuance costs	20,586
Subscriptions receivable (note 4)	25,000
TOTAL ASSETS	\$ 491,365
LIABILITIES AND EQUITY	
Current liabilities	
Accounts payable and accrued liabilities	\$ 16,082
Equity	
Share capital (note 4)	500,000
Deficit	(24,717)
Total equity	475,283
TOTAL LIABILITIES AND EQUITY	\$ 491,365

Approved on behalf of the Board of Directors

Director

Director

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

RiseTech Capital Corp.**Statement of Loss and Comprehensive Loss**

(Stated in Canadian Dollars)

	Period from incorporation on February 26, 2018 to June 30, 2018
Expenses	
General and administrative	\$ 101
Listing fees	5,250
Professional fees	19,366
Loss and comprehensive loss for the period	\$ (24,717)
Weighted average number of common shares outstanding	
Basic	3,991,935
Diluted	3,991,935
Basic and diluted loss per common share	\$ (0.01)

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

RiseTech Capital Corp.**Statement of Changes in Equity****Period from incorporation on February 26, 2018 to June 30, 2018**

(Stated in Canadian Dollars)

	Common Shares		Deficit	Total
	Number	Amount		
Balance at February 26, 2018	-	\$ -	\$ -	\$ -
Issue of common shares (note 4)	10,000,000	500,000	-	500,000
Loss for the period	-	-	(24,717)	(24,717)
Balance at June 30, 2018	10,000,000	\$ 500,000	\$ (24,717)	\$ 475,283

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

RiseTech Capital Corp.**Statement of Cash Flows**

(Stated in Canadian Dollars)

	Period from incorporation on February 26, 2018 to June 30, 2018
Operating activities	
Loss for the period	\$ (24,717)
Changes in non-cash working capital items:	
GST recoverable	(1,858)
Accounts payable and accrued liabilities	10,832
Net cash used in operating activities	(15,743)
Financing activities	
Issue of common shares	475,000
Deferred share issuance costs	(15,336)
Net cash provided by financing activities	459,664
Change in cash during the period	443,921
Cash, beginning of period	-
Cash, end of period	\$ 443,921
Supplemental cash flow information	
Deferred share issuance costs included in accounts payable and accrued liabilities	\$ 5,250
Subscriptions receivable for common shares issued	\$ 25,000

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

RiseTech Capital Corp.

Notes to the Financial Statements

Period from incorporation on February 26, 2018 to June 30, 2018

(Stated in Canadian Dollars)

1. Nature and Continuance of Operations

RiseTech Capital Corp. (the "Company") was incorporated on February 26, 2018 pursuant to the Business Corporations Act of British Columbia and is applying to be classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4.

As at June 30, 2018, the Company had no business operations and its only significant assets were cash and subscriptions receivable. During the period from incorporation on February 26, 2018 to June 30, 2018, the Company did not enter into any agreements to acquire interests in businesses or assets. As a Capital Pool Company, the Company's principal business will be the identification and evaluation of assets, properties or businesses with a view to acquisition or participation therein subject, in certain cases, to shareholder approval and acceptance by the TSX-V. Where an acquisition or participation is warranted (the "Qualifying Transaction"), additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon obtaining additional financing. There is no assurance that the Company will complete a Qualifying Transaction within twenty-four months from the date the Company's shares are listed on the TSX-V, at which time the TSX-V may suspend or de-list the Company's shares from trading. As at June 30, 2018, the Company's shares have not begun trading on the TSX-V.

The head office, principal address and registered and records office of the Company are located at 2900 – 550 Burrard Street, Vancouver, BC, Canada V6C 0A3.

The financial statements are presented in Canadian dollars and all values are rounded to the nearest dollar except for loss per share information.

2. Basis of Preparation

a) Statement of compliance

The Company has prepared its financial statements in accordance with International Financial Reporting Standards ("IFRS") since incorporation on February 26, 2018. These financial statements have been prepared in accordance with IFRS issued by the International Accounting Standards Board ("IASB") and Interpretations of the IFRS Interpretations Committee ("IFRICs").

b) Basis of presentation

The financial statements have been prepared on an accrual basis and are based on historical costs.

c) Approval of the financial statements

The financial statements of the Company for the period ended June 30, 2018 were reviewed by the Audit Committee and approved and authorized for issue by the Board of Directors on [], 2018.

RiseTech Capital Corp.**Notes to the Financial Statements****Period from incorporation on February 26, 2018 to June 30, 2018****(Stated in Canadian Dollars)**

3. Summary of Significant Accounting Policies**a) Cash and cash equivalents**

Cash and cash equivalents in the statement of financial position comprise cash at banks, or held in trust, and short term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash. The Company has no cash equivalents at June 30, 2018.

b) Foreign currencies

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

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

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

c) Share-based payments

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

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

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

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

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

RiseTech Capital Corp.**Notes to the Financial Statements****Period from incorporation on February 26, 2018 to June 30, 2018****(Stated in Canadian Dollars)**

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

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

Current income tax

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

Deferred income tax

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

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

- where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable earnings; and
- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable earnings; and
- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred income tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

RiseTech Capital Corp.**Notes to the Financial Statements****Period from incorporation on February 26, 2018 to June 30, 2018****(Stated in Canadian Dollars)**

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

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

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

Deferred income tax relating to items recognized directly in equity is recognized in equity and not in profit or loss.

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

e) Loss per share

The Company presents basic and diluted loss per share data for its common shares. Basic loss per share is computed by dividing the loss by the weighted average number of common shares outstanding during the period. Diluted loss per share reflects the potential dilution of common share equivalents, such as outstanding stock options and share purchase warrants, in the weighted average number of common shares outstanding during the period, if dilutive. 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 shares at the average market price during the reporting periods. In a loss period, potentially dilutive stock options and warrants are excluded from the loss per share calculation as the effect would be anti-dilutive. Common shares that are contingently returnable are not included in the calculation.

f) Financial instruments*Recognition*

The Company recognizes a financial asset or financial liability on the statement of financial position when it becomes party to the contractual provisions of the financial instrument. Financial assets are initially measured at fair value, and are derecognized either when the Company has transferred substantially all the risks and rewards of ownership of the financial asset, or when cash flows expire. Financial liabilities are initially measured at fair value and are derecognized when the obligation specified in the contract is discharged, cancelled or expired.

A write-off of a financial asset (or a portion thereof) constitutes a derecognition event. Write-off occurs when the Company has no reasonable expectations of recovering the contractual cash flows on a financial asset.

RiseTech Capital Corp.

Notes to the Financial Statements

Period from incorporation on February 26, 2018 to June 30, 2018

(Stated in Canadian Dollars)

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

Classification and Measurement

The Company determines the classification of its financial instruments at initial recognition. Financial assets and financial liabilities are classified according to the following measurement categories:

- i. those to be measured subsequently at fair value, either through profit or loss ("FVTPL") or through other comprehensive income ("FVTOCI"); and,
- ii. those to be measured subsequently at amortized cost.

The classification and measurement of financial assets after initial recognition at fair value depends on the business model for managing the financial asset and the contractual terms of the cash flows. Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding, are generally measured at amortized cost at each subsequent reporting period. All other financial assets are measured at their fair values at each subsequent reporting period, with any changes recorded through profit or loss or through other comprehensive income (which designation is made as an irrevocable election at the time of recognition).

After initial recognition at fair value, financial liabilities are classified and measured at either:

- i. amortized cost;
- ii. FVTPL, if the Company has made an irrevocable election at the time of recognition, or when required (for items such as instruments held for trading or derivatives); or,
- iii. FVTOCI, when the change in fair value is attributable to changes in the Company's credit risk.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Transaction costs that are directly attributable to the acquisition or issuance of a financial asset or financial liability classified as subsequently measured at amortized cost or FVTOCI are included in the fair value of the instrument on initial recognition. Transaction costs for financial assets and financial liabilities classified at fair value through profit or loss are expensed in profit or loss.

The Company's financial assets consist of cash and subscriptions receivable, which are classified as subsequently measured at amortized cost, using the effective interest method. The Company's financial liabilities consist of accounts payable and accrued liabilities, which are classified and measured at amortized cost using the effective interest method. Interest expense is reported in profit or loss.

Impairment

The Company assesses all information available, including on a forward-looking basis the expected credit losses associated with any financial assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is a significant increase in credit risk, the Company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition based on all information available, and reasonable and supportable forward-looking information.

RiseTech Capital Corp.**Notes to the Financial Statements****Period from incorporation on February 26, 2018 to June 30, 2018****(Stated in Canadian Dollars)**

3. Summary of Significant Accounting Policies (cont'd)**g) Interest income**

Interest income from financial assets is accrued based on the credit impaired status of the financial asset as follows:

- i) *Not a purchased or originated credit-impaired financial asset, or has not become credit impaired since initial recognition*, interest revenue is calculated using a 'gross method' of applying the effective interest rate method to the gross carrying amount of the asset (i.e. its carrying amount excluding the loss allowance).
- ii) *Not a purchased or originated credit-impaired financial asset but subsequently has become credit-impaired*, from the beginning of the next reporting period, interest revenue is calculated using a 'net method' of applying the effective interest rate to the net amortized cost balance (i.e. including the loss allowance).
- iii) *Improvement of credit risk, following a period of using the 'net method'*, so that the financial asset is no longer credit-impaired and the improvement can be related objectively to an event since the net method was applied, the calculation of interest revenue reverts to the 'gross method' from the beginning of the next reporting period.
- iv) *Purchased or originated credit-impaired financial assets*, interest revenue is recognized by applying the credit-adjusted effective interest rate to the amortized cost carrying amount. The credit adjusted effective interest rate is the rate that discounts the cash flows expected on initial recognition (explicitly taking account of expected credit losses as well as contractual terms of the instrument) back to the amortized cost at initial recognition.

h) Provisions

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

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

i) Related party transactions

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

RiseTech Capital Corp.**Notes to the Financial Statements****Period from incorporation on February 26, 2018 to June 30, 2018****(Stated in Canadian Dollars)**

3. Summary of Significant Accounting Policies (cont'd)**j) Significant accounting judgments and estimates**

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

There are no key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the financial statements as at June 30, 2018.

k) Standards and amendments issued but not yet effective

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

- IFRS 3
When a party to a joint arrangement (as defined in IFRS 11 Joint Arrangements) obtains control of a business that is a joint operation (as defined in IFRS 11), and had rights to the assets and obligations for the liabilities relating to that joint operation immediately before the acquisition date, the transaction is a business combination achieved in stages. The acquirer shall therefore apply the requirements for a business combination achieved in stages, including remeasuring its previously held interest in the joint operation. In doing so, the acquirer shall remeasure its entire previously held interest in the joint operation (effective for annual periods beginning on or after January 1, 2019).
- IFRS 16
New accounting standard that replaces IAS 17, IFRIC 4, SIC 15, and SIC 27 for the recognition, measurement, presentation, and disclosure of leases for both the lessee and lessor (effective for annual periods beginning on or after January 1, 2019).

The Company has not early adopted these standards or amendments and does not expect there to be a material impact on the results and financial position of the Company when these standards and amendments are adopted. Other standards and interpretations released by the IASB are currently not expected to be applicable to the Company.

4. Shareholders' Equity**a) Authorized and issued share capital:**

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

RiseTech Capital Corp.**Notes to the Financial Statements****Period from incorporation on February 26, 2018 to June 30, 2018****(Stated in Canadian Dollars)****4. Shareholders' Equity (cont'd)**

During the period, the Company issued 10,000,000 common shares at a price of \$0.05 per share for total proceeds of \$500,000. \$25,000 of the proceeds had not been received as at June 30, 2018 and are presented as subscriptions receivable. These amounts were received subsequent to the period-end.

On March 6, 2018, the Company entered into an Engagement Letter with PI Financial Corp. (the "Agent") for the qualification for distribution and initial public offering ("IPO") of up to 2,000,000 of its common shares and a listing of its common shares on the TSX-V. The purpose of the offering is to provide the Company with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction. The Agent will receive a commission of 5% of the gross proceeds, will be paid an Agent's corporate finance fee of \$5,000, and will be reimbursed for expenses estimated at \$10,000. The Agent will also be issued Agent's Options equal in number to 5% of the number of common shares sold under the IPO. Each Agent's Option will entitle the Agent to acquire one common share at \$0.10 per share exercisable at any time for a period of 24 months after the date upon which the common shares of the Company are listed on the TSX-V. The Company also intends, as part of the IPO, to grant options to purchase 1,200,000 common shares at a price of \$0.10 per common share to directors and officers. The IPO is subject to regulatory approval. The Company has incurred deferred costs of \$20,586 associated with this planned share issuance, \$5,250 of this amount is accrued in accounts payable and accrued liabilities.

b) Escrowed shares:

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

c) Loss per share:

Basic and diluted loss per share

	Period ended June 30, 2018
Numerator:	
Net loss	\$ (24,717)
Denominator:	
Weighted average number of common shares (basic and diluted)*	3,991,935
Basic and diluted loss per common share	\$ (0.01)

* Reflects the exclusion of 3,991,935 common shares which are contingently returnable in the event a Qualifying Transaction is not completed. As no equity instruments or other financial instruments had a dilutive impact the weighted average number of common shares is the same for basic and diluted loss per common share.

RiseTech Capital Corp.**Notes to the Financial Statements****Period from incorporation on February 26, 2018 to June 30, 2018****(Stated in Canadian Dollars)**

4. Shareholders' Equity (cont'd)**d) Stock option plan**

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

5. Financial Instruments

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

a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash and subscriptions receivable are exposed to credit risk, with their carrying values being the Company's maximum exposure. The Company's cash consists of funds held at a Canadian Schedule 1 Chartered Bank. Management believes the Company's exposure to credit risk is minimal.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk as cash only comprised bank balances paying interest at nominal rates as of June 30, 2018. The Company had no interest rate swaps or financial contracts in place as at or during the period ended June 30, 2018.

c) Liquidity risk

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

RiseTech Capital Corp.**Notes to the Financial Statements****Period from incorporation on February 26, 2018 to June 30, 2018****(Stated in Canadian Dollars)**

6. Capital Management

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

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

7. Segmented Information

At June 30, 2018, the Company has one reportable operating segment being the identification and evaluation of assets or a business and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities. All of the Company's assets are located in Canada.

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

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

RiseTech Capital Corp.**Notes to the Financial Statements****Period from incorporation on February 26, 2018 to June 30, 2018****(Stated in Canadian Dollars)****8. Income Taxes**

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

	Period ended June 30, 2018
Loss before income taxes	\$ (24,717)
Canadian federal and provincial income tax rates	27%
Income tax expense (recovery) based on Canadian federal and provincial income tax rates	(6,674)
Increase (decrease) attributable to:	
Changes in unrecognized deferred tax assets	6,674
Tax expense	\$ -

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

	June 30, 2018
Non-capital loss carry forwards	\$ 6,674

At June 30, 2018, the Company has non-capital losses approximately \$24,700 available for carry-forward to reduce future years' income taxes. These losses will expire on June 30, 2038.

CERTIFICATE OF THE CORPORATION

Date: July 31, 2018

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

“Manroop Padda”

Manroop Padda
Chief Executive Officer and Chief Financial Officer

“Jeffrey D. Booth

Jeffrey D. Booth
Corporate Secretary

ON BEHALF OF THE BOARD OF DIRECTORS

“Tom Liston”

Tom Liston
Director

“Hamed Shahbazi”

Hamed Shahbazi
Director

CERTIFICATE OF THE AGENT

Date: July 31, 2018

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

PI FINANCIAL CORP.

Per: "Blake Corbet"
Blake Corbet
Managing Director, Investment Banking