

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

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

Information has been incorporated by reference in this preliminary short form prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the secretary of the Corporation at 1 University Avenue, 3rd Floor, Toronto, Ontario, M5J 2P1, by telephone at 416.583.5918, and are also available electronically at www.sedar.com.

PRELIMINARY SHORT FORM PROSPECTUS

New Issue

November 13, 2020



PopReach Corporation

\$15,000,000

12,000,000 Common Shares

Price: \$1.25 per Common Share

This preliminary short form prospectus (the “**Prospectus**”) qualifies the distribution (the “**Offering**”) of 12,000,000 Common Shares (as hereinafter defined) (the “**Offered Shares**”) of PopReach Corporation (the “**Corporation**”) at a price of \$1.25 per share (the “**Issue Price**”), for aggregate gross proceeds of \$15,000,000.

This Offering is being made pursuant to an underwriting agreement dated on November 13, 2020 (the “**Underwriting Agreement**”) among the Corporation and a syndicate of underwriters led by Beacon Securities Limited (“**Beacon**”), and including Canaccord Genuity Corp., Echelon Wealth Partners Inc. and Eight Capital (collectively, the “**Underwriters**”). The Issue Price was determined by arm’s length negotiation between the Corporation and Beacon, on its own behalf and on behalf of the Underwriters, with reference to the prevailing market price of the common shares of the Corporation (the “**Common Shares**”) on the TSX Venture Exchange (the “**Exchange**”).

The Common Shares are listed for trading on the Exchange under the symbol “POPR”. On November 6, 2020, the last trading day prior to the announcement of the Offering, the closing price of the Common Shares on the Exchange was \$1.50. On November 12, 2020, the last trading day prior to the date of this Prospectus, the closing price of the Common Shares on the Exchange was \$1.42.

The Corporation has made an application to the Exchange to list the Offered Shares (including the Additional Shares and the Underwriters’ Shares (each as hereinafter defined)) on the Exchange. The Exchange has conditionally approved the Corporation’s listing application, and such listing will be subject to the Corporation fulfilling all of the listing requirements of the Exchange.

	Price to the Public	Underwriters’ Cash Commission⁽¹⁾⁽²⁾	Net Proceeds to the Corporation⁽³⁾
Per Common Share	\$1.25	\$0.075	\$1.175
Total	\$15,000,000	\$900,000	\$14,100,000

Notes:

(1) Pursuant to the terms of the Underwriting Agreement, and in consideration of the services rendered by the Underwriters in connection with the Offering, the Underwriters will receive an aggregate cash commission (the “**Underwriters’ Cash Commission**”) equal to 6.0% of the

gross proceeds to the Corporation, including in respect of any Additional Shares sold upon exercise of the Over-Allotment Option (as hereinafter defined). As additional compensation, the Corporation has agreed to issue to the Underwriters such number of non-transferable compensation options (the “**Compensation Options**”) as is equal to 6.0% of the aggregate number of Offered Shares sold under the Offering, including in respect of any Additional Shares sold upon exercise of the Over-Allotment Option. Each Compensation Option will entitle the holder thereof to purchase one Common Share (each, an “**Underwriters’ Share**”) at an exercise price of \$1.25 per Underwriters’ Share for a period of 24 months from the Closing Date, subject to adjustments in certain circumstances. The Compensation Options are qualified for distribution under this Prospectus. See “Plan of Distribution”.

- (2) The Corporation has granted to the Underwriters an option (the “**Over-Allotment Option**”), exercisable in whole or in part, by Beacon, on behalf of the Underwriters, at any time and from time to time up to 30 days following the Closing Date, to purchase up to an additional number of Common Shares equal to 15% of the Offered Shares (the “**Additional Shares**”) at the Issue Price to cover over-allotments, if any, and for market stabilization purposes. If the Over-Allotment Option is exercised in full for 1,800,000 Additional Shares, the total price to the public, the Underwriters’ Cash Commission and net proceeds of the Offering to the Corporation (before deducting expenses of the Offering) will be \$17,250,000, \$1,035,000 and \$16,215,000, respectively. This Prospectus qualifies the distribution of the Over-Allotment Option and the distribution of the Additional Shares issuable upon exercise of the Over-Allotment Option. A purchaser who acquires Common Shares forming part of the Underwriters’ over-allocation position acquires those Common Shares under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See “Plan of Distribution”.
- (3) Before deducting the costs of this issue, including listing and filing fees, the Underwriters’ reasonable expenses and legal fees and the Corporation’s legal fees, audit fees and expenses, are estimated at approximately \$400,000 exclusive of the Underwriters’ Cash Commission, which will be paid from the proceeds of the Offering. See “Use of Proceeds”.

The following table sets out the number of Common Shares issuable by the Corporation in connection with the Over-Allotment Option and the Compensation Options:

Underwriters’ Position	Maximum Number of Securities	Exercise Period	Exercise Price
Over-Allotment Option	1,800,000 Additional Shares	At any time and from time to time up to 30 days following the Closing Date	\$1.25 per Additional Share
Compensation Options	720,000 Compensation Options (828,000 Compensation Options if the Over-Allotment Option is exercised in full)	At any time and from time to time up to 24 months from the Closing Date	\$1.25 per Underwriters’ Share
Total securities under option issuable to Underwriters	2,520,000 (2,628,000 if the Over-Allotment Option is exercised in full)		

Unless the context otherwise requires, when used herein, all references to “Offering” and “Offered Shares” includes the Additional Shares issuable upon exercise of the Over-Allotment Option.

The Underwriters, as principals, conditionally offer the Offered Shares, subject to prior sale, if, as and when issued by the Corporation and delivered to and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under “Plan of Distribution” and subject to approval of certain legal matters relating to the Offering on behalf of the Corporation by Goodmans LLP and on behalf of the Underwriters by Cassels Brock & Blackwell LLP.

An investment in the Offered Shares involves a high degree of risk. Prospective investors should consider the risk factors described under “Risk Factors” in this Prospectus and in the Interim MD&A and described under “Information Concerning the Resulting Issuer – Risk Factors” in the Filing Statement (each as hereinafter defined), all of which are incorporated herein and can be found on SEDAR at www.sedar.com, before purchasing the Offered Shares.

Subject to applicable laws, the Underwriters may, in connection with the Offering, over-allot or effect transactions that stabilize or maintain the market price of the Common Shares at levels other than those that might otherwise prevail

on the open market. Such transactions, if commenced, may be discontinued at any time. The Underwriters propose to offer the Offered Shares initially at the Issue Price. **After the Underwriters have made reasonable efforts to sell all of the Offered Shares at the Issue Price, the Underwriters may subsequently reduce the selling price to investors from time to time in order to sell any of the Offered Shares remaining unsold, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Offered Shares is less than the proceeds paid by the Underwriters to the Corporation. Any such reduction will not affect the proceeds received by the Corporation. See “Plan of Distribution”.**

Subscriptions for the Offered Shares 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 closing of the Offering is expected to occur on or about November 26, 2020 or such later date as may be agreed upon in writing by the Corporation and the Underwriters (the “**Closing Date**”); however, the Offered Shares are to be taken up by the Underwriters, if at all, on or before a date that is not later than 42 days after the date of the receipt for the final short form prospectus.

Other than pursuant to certain exceptions, it is anticipated that the Offered Shares will only be available for delivery in the book-based system through CDS Clearing and Depository Services Inc. (“**CDS**”) or its nominee and will be deposited with CDS on the Closing Date in electronic form. A purchaser of Offered Shares will receive only a customer confirmation from the Underwriters or other registered dealer who is a CDS participant (a “**CDS Participant**”) through which the Offered Shares are purchased. CDS will record the CDS participants who hold Offered Shares on behalf of owners who have purchased Offered Shares in accordance with the book-based system. Other than pursuant to certain exceptions, no certificates evidencing the Offered Shares will be issued to purchasers, and registration will be made in the name of the nominee of CDS.

Prospective investors should rely only on the information contained or incorporated by reference in this Prospectus. The Corporation and the Underwriters have not authorized anyone to provide prospective investors with information different from that contained or incorporated by reference in this Prospectus. The Corporation and the Underwriters are not making an offer to sell or seeking offers to buy the Offered Shares in any jurisdiction where the offer or sale is not permitted. Prospective purchasers should assume that the information appearing or incorporated by reference in this Prospectus is accurate only as at the respective dates thereof, regardless of the time of delivery of the Prospectus or of any sale of the Offered Shares. The Corporation’s business, financial condition, results of operations and prospects may have changed since those dates. The Corporation does not undertake to update the information contained or incorporated by reference herein, except to the extent required by applicable law.

Prospective purchasers are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding or disposing of the Offered Shares, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires the Offered Shares.

The Corporation’s head office is located at 1 University Avenue, 3rd Floor, Toronto, Ontario M5J 3P1.

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GENERAL

In this Prospectus, unless the context requires otherwise, references to the “**Corporation**” refers to PopReach Corporation and its subsidiaries on a consolidated basis.

References to Canadian dollars, “\$” or “C\$” are to Canadian currency, unless otherwise noted. The price per Common Share being offered pursuant to this Prospectus is in Canadian dollars.

Unless otherwise indicated, the disclosure in this Prospectus assumes that the Over-Allotment Option is not exercised.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This Prospectus contains certain statements, which may constitute “forward-looking information” within the meaning of Canadian securities law requirements (“**forward-looking statements**”). These forward-looking statements are made as of the date of this Prospectus. The Corporation does not intend, and does not assume any obligation, to update these forward-looking statements, except as required under applicable securities legislation. Forward-looking statements relate to future events or future performance and reflect management’s expectations or beliefs regarding future events. In certain cases, forward-looking statements can be identified by the use of words such as “plans”, “expects” or “does not expect”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “pipeline”, “intends”, “anticipates” or “does not anticipate”, or “believes”, or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved” or the negative of these terms or comparable terminology. In this document, certain forward-looking statements are identified by words including but not limited to “may”, “future”, “expected”, “intends” and “estimates”. By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. The Corporation provides no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Certain forward-looking statements in this Prospectus and the documents incorporated by reference herein include, but are not limited to, those in respect of the following:

- the Corporation’s strategies and objectives, both generally and in respect of its existing business and planned business operations;
- the Corporation’s plans to grow sales and offer new products;
- conditions in the financial markets generally, and with respect to the prospects for small capitalization commercial/technologies companies specifically;
- the expected demand for the Corporation’s services;
- the Corporation’s future cash requirements;
- the completion of proposed acquisitions and/or investments in companies and businesses; and
- the timing, pricing, completion, regulatory approval, and use of proceeds in respect of the Offering,

The above and other aspects of the Corporation’s anticipated future operations are forward-looking in nature and, as a result, are subject to certain risks and uncertainties. In making the forward-looking statements included in this Prospectus and the documents incorporated by reference herein, the Corporation has made various material assumptions, including but not limited to in respect of: (i) general business and economic conditions; (ii) the Corporation’s ability to grow and make acquisitions; (iii) the Corporation’s ability to successfully execute its plans and intentions; (iv) the availability of financing on reasonable terms; (v) the Corporation’s ability to attract and retain skilled staff; (vi) market competition; (vii) the products and technology offered by the Corporation’s competitors; (viii) the maintenance of the Corporation’s current good relationships with its suppliers, service providers and other third parties; (ix) financial results, future financial position and expected growth of cash flows; (x) business strategy, including budgets, projected costs, projected capital expenditures, taxes, plans, objectives, potential synergies and industry trends; (xi) expectations concerning the size and growth of the telemedicine market; and (xii) the effectiveness of the Corporation’s products compared to its competitors’ products.

Although the Corporation believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and the Corporation cannot assure that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties and assumptions, investors should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Corporation's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "Information Concerning the Resulting Issuer – Risk Factors" in the Filing Statement and under "Risk Factors" in the Interim MD&A and in this Prospectus and the other documents incorporated by reference herein, as well as the following:

- the Corporation is a development stage Corporation with a limited history of operations and the Corporation cannot assure profitability;
- the Corporation may not be able to effectively manage its growth and operations, which could materially and adversely affect its business;
- the Corporation may or may not be able to source and successfully integrate future acquisitions;
- the Corporation may be unable to obtain additional financing on acceptable terms or not at all;
- the effect of the Novel Coronavirus ("COVID-19") pandemic on the ability of the Corporation to carry on its business and generate revenues;
- the Corporation faces competition from other companies that may have a higher capitalization, more experienced management or may be more mature as a business;
- the Corporation is reliant on management and may be unable to attract and retain key personnel;
- the industry in which the Corporation operates is rapidly changing and the Corporation may not be able to adapt to evolving consumer preferences and emerging technologies;
- there can be no assurance that a market will continue to develop or exist for the Common Shares and, if such market continues to develop, there can be no assurance as to what the market price of the Common Shares will be;
- the market price for Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Corporation's control;
- the Corporation does not anticipate paying cash dividends; and
- future sales of Common Shares by existing Shareholders could reduce the market price of the Common Shares.

The above items are not exhaustive list of the factors that may affect any of the forward-looking statements of the Corporation. If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in those forward-looking statements.

Certain statements included in this Prospectus and the documents incorporated by reference herein may be considered a "financial outlook" for purposes of applicable Canadian securities laws, and as such, the financial outlook may not be appropriate for purposes other than this Prospectus. All forward-looking statements are made as of the date of this Prospectus or the documents incorporated by reference herein, as applicable. Except as expressly required by applicable law, the Corporation assumes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. All forward-looking statements in this Prospectus and in the documents incorporated by reference herein are qualified by these cautionary statements.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with the applicable securities regulatory authorities in each of the provinces of Alberta, British Columbia, Saskatchewan and Ontario (the “**Applicable Securities Commissions**”) and are available at www.sedar.com and may be obtained on request without charge from the Corporation, 1 University Avenue, 3rd Floor, Toronto, Ontario M5J 3P1.

The following documents are specifically incorporated by reference into, and form an integral part of, this Prospectus:

- the audited financial statements of the Corporation, and the notes thereto for the periods ended December 31, 2019 and 2018, together with the auditors’ report thereon (“**Audited Financial Statements**”);
- the management’s discussion and analysis of financial condition and results of operations for the periods ended December 31, 2019 and 2018 (“**Annual MD&A**”);
- the unaudited condensed interim consolidated financial statements of the Corporation, and the notes thereto for the three and six months ended June 30, 2020 and 2019 (“**Interim Financial Statements**”);
- the management’s discussion and analysis of financial condition and results of operations for the three and six months ended June 30, 2020 and 2019 (“**Interim MD&A**”);
- management information circular in connection with a special meeting of Shareholders of the Corporation dated January 13, 2020;
- the material change report filed on SEDAR on July 9, 2020, with respect to the Corporation’s acquisition of PopReach Incorporated (“**PopReach**”);
- the material change report filed on SEDAR on September 30, 2020 with respect to the announcement of the Corporation entering into a binding agreement in respect of the New Facility (as hereinafter defined);
- the material change report filed on SEDAR on October 16, 2020 with respect to the announcement of the entering into of a binding agreement in respect of the Private Placement (as hereinafter defined);
- the material change report filed on SEDAR on November 5, 2020 with respect to the announcement of the closing of the Private Placement;
- the filing statement in respect of the qualifying transaction of the Corporation dated June 26, 2020, including the historical financial statements of the parties appended thereto (the “**Filing Statement**”); and
- the template version of the term sheets for the Offering each dated November 9, 2020, filed on SEDAR in connection with the Offering (the “**Marketing Materials**”).

Any documents of the type described in Item 11 of Form 44-101F1 – *Short Form Prospectus Distributions* which are filed by the Corporation with the Applicable Securities Commissions subsequent to the date of this Prospectus and prior to the termination of this distribution shall be deemed to be incorporated by reference in this Prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that was required to be stated or that was necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

MARKETING MATERIALS

The Marketing Materials are not part of this Prospectus to the extent that the contents of the Marketing Materials are modified or superseded by a statement contained in this Prospectus.

Any “template version” of any “marketing materials” (each as defined in National Instrument 41-101 – General Prospectus Requirements) filed under the Corporation’s profile on SEDAR at www.sedar.com after the date of this Prospectus and before the termination of the distribution under the Offering (including any amendments to, or an amended version of, the Marketing Materials) will be deemed to be incorporated by reference into this Prospectus.

THE CORPORATION

The Corporation was incorporated on September 25, 2018 under the *Business Corporations Act* (Ontario) (the “**OBCA**”) as Mithrandir Capital Corp, a capital pool company (“**CPC**”) under the Exchange’s CPC program. On June 30, 2020, pursuant to a definitive agreement dated June 26, 2020 the (“**Definitive Agreement**”), the Corporation completed its qualifying transaction (the “**Qualifying Transaction**”) under the Exchange’s CPC policy, acquiring all of the issued and outstanding securities in the capital of PopReach. The Qualifying Transaction was completed by way of a three-cornered amalgamation, pursuant to which a wholly owned subsidiary of the Corporation amalgamated with PopReach. In connection with the Qualifying Transaction, among other things, the Corporation consolidated its outstanding Common Shares on the basis of one (1) post-consolidation Common Share for every eight (8) pre-consolidation Common Shares (the “**Consolidation**”), and changed its name to PopReach Corporation. On July 8, 2020, the Common Shares began trading on the Exchange under the trading symbol “**POPR**”.

The principal and registered office of the Corporation is located at 1 University Avenue, 3rd Floor, Toronto, Ontario M5J 3P1.

Intercorporate Relationships

PopReach is a wholly owned subsidiary of the Corporation, headquartered in Toronto, Canada and incorporated under the OBCA. Its accounts are consolidated into the Corporation’s Interim Financial Statements and Annual Financial Statements. PopReach employs 14 employees on a full time basis.

In addition, PopReach operates a wholly owned subsidiary, PopReach Technologies Private Limited (“**PR Tech**”), in Bangalore, India. PR Tech is incorporated pursuant to the laws of India, and its accounts are consolidated into the Corporation’s Interim Financial Statements and Annual Financial Statements. PR Tech manages the Corporation’s portfolio of video game franchises and employs 112 employees on a full time basis.

SUMMARY BUSINESS OF THE CORPORATION

The Corporation is a mobile game publisher of *Free-to-Play* (“**FTP**”) video games and game franchises. Some of the Corporation’s key game franchises include War of Nations, Kitchen Scramble, Gardens of Time, City Girl Life and Smurfs’ Village. Headquartered in Toronto, Ontario, with an office in Vancouver, British Columbia, and a live operations studio in Bangalore, India, the Corporation offers its games for download on a variety of platforms, including the Google Play Store, Apple App Store, Amazon App Store and Facebook website. FTP games are games that are free to download and play, and offer players the ability to pay to enhance or expand their game experience in some way by making In App Purchases (“**IAPs**”). Most FTP games also include some form of advertising.

Unlike traditional and other mainstream game publishers, the Corporation’s strategy is focused on acquiring, consolidating, operating, publishing and enhancing proven, profitable, FTP games and game franchises. Acquiring, integrating, operating and improving existing games is complex and requires strong coordination across all areas of the Corporation. The Corporation has built a uniquely qualified and talented team led by highly experienced industry professionals that have developed a repeatable and scalable approach to maximizing our potential for success.

Business Model

The Corporation utilizes the established relationships of its founders, including contractual relationships with professional agencies, to source game acquisition opportunities, specifically targeting acquisitions from two primary groups: (i) smaller game studios looking for funding; and (ii) larger publishers and media companies looking to divest non-core game assets.

For every game it evaluates, the Corporation looks at a number of historical metrics and key performance indicators in order to determine the purchase price. This data is entered into a financial model, and the Corporation uses an internal forecasting algorithm to assess the projected cash flows and future revenue of the game. Once a game's assets are acquired, they are transitioned to the Corporation's operational control in a multi-stage process spanning 60-120 days. During this period, the following are transferred (i) legal ownership of the game, (ii) accounts with distribution partners, ad networks and other revenue sources, (iii) all server hosting and other related accounts, (iv) all source code and other game assets, (v) all game documentation and analytics data, and (vi) all game live operations. The Corporation has extensive experience with managing technical game transitions, having successfully transferred over 25 games to date.

Upon integration of the acquired game, the Corporation implements a 3-step plan to maximize revenue and profitability:

1. Cost Reduction: The Corporation strives to reduce the server or labour costs associated with a game, with an aim of reducing the operating cost of the game by between 25 and 40%.
2. Game Optimization: To further improve the game, the Corporation focuses on improving player engagement, player monetization via IAPs and advertising, and implementing a plan to improve the onboarding of new players.
3. Game Growth: As a final step, the Corporation invests in developing additional features, driving audience growth and extending the intellectual property and brand of the game, to facilitate game growth.

Revenue Generation

Within its strategy of acquiring, consolidating, operating, publishing and enhancing proven, profitable games and game franchises, the Corporation generates revenue from its FTP games from two primary sources:

1. *In App Purchases*

The Corporation's primary source of revenue comes from IAPs. IAPs are payments from players in exchange for items or services in the game, including virtual goods like currency, items or energy, and monthly subscription fees. IAPs accounted for approximately 95% of the Corporation's revenue in fiscal 2019.

2. *Advertising*

The Corporation serves advertisements (“ads”) within its games from third party advertisers or advertising networks, who then pay the Corporation for these advertising placements. The majority of advertising revenue is generated by rewarded video advertisements, which are video ads that players watch in exchange for some amount of virtual currency. Some of the Corporation's games also include other forms of advertising such as non-rewarded interstitial ads, that are delivered a pre-determined times in the game and don't offer rewards to players, banner ads which are clickable static image ads that are placed within the game screen, or offer walls, which let players choose an action to complete in exchange for virtual currency or goods in our games. Advertising represented approximately 4% of the Corporation's revenue in fiscal 2019. As the Corporation updates and creates new versions of its games, we expect to be able to grow advertising revenue due to the growth of rewarded video acceptance and utilization of players, as well as advancements in ad optimization technology and main stream advertisers shifting ad budgets to games.

Additional information regarding the business of the Corporation as well as its operations and assets can be found in the Filing Statement as well as the other documents incorporated by reference herein, as supplemented by the disclosure herein. See “Documents Incorporated by Reference” and “Use of Proceeds”.

Recent Developments

- On July 27, 2020, the Corporation appointed Ray Sharma as a Director of the Corporation.
- On October 2, 2020, PopReach entered into a new non-revolving term facility of US\$6,500,000 with a Schedule I Canadian Bank in order to refinance its prior bank credit facility and entered into an operating line of credit of US\$1,000,000 with the same lender (collectively, the “**New Facility**”). The interest rate charged on the non-revolving term facility is equal to the US Base Lending Rate plus 3.50% per annum, and the interest rate charged on the operating line of credit is equal to the US Base Lending Rate plus 2.00% per annum. The New Facility matures 24 months from the closing date. PopReach, as borrower, and the Corporation, as guarantor, have agreed to secure all of PopReach’s obligations under the New Facility by granting the lender a first-ranking security interest on all of their respective assets. On October 2, 2020, in conjunction with the closing of the New Facility, the Corporation retired its prior bank credit facility (the “**Prior Facility**”) by paying down the entire outstanding principal balance of US\$6,134,831.75, plus applicable interest, premium and legal expenses.
- On October 5, 2020, the Corporation commenced trading on the OTCQX® Best Market under the symbol “POPRF”.
- On November 5, 2020, the Corporation closed a non-brokered private placement (the “**Private Placement**”) of \$5,000,000 with New Insight Incentive Plan Company (“**New Insight**”), a 100% owned subsidiary of eWTP Tech Innovation Fund LP, the global investment arm of Alibaba Group. As permitted by the rules of the Exchange, as at the date hereof the Corporation has received \$4.175 million of gross proceeds and has issued to New Insight 5,798,611 Common Shares at a price of \$0.72 per Common Share, resulting in New Insight holding approximately 9.99% of issued and outstanding Common Shares. The remaining \$825,000 of gross proceeds has closed in trust and promptly upon completion of the Exchange’s customary background checks and clearance process, the funds will be released to the Corporation and an additional 1,145,833 Common Shares will be issued to New Insight.

COVID-19 Pandemic

Following the outbreak of the COVID-19 pandemic, the Corporation has modified its business practices to help minimize the risk of the virus to employees, business partners, and the communities in which the Corporation participates, which could negatively impact the business of the Corporation. To date, the COVID-19 crisis has not materially impacted the Corporation’s operations, financial condition, cash flows and financial performance. In response to the outbreak, the Corporation has instituted operational and monitoring protocols to ensure the health and safety of its employees and stakeholders, which follow the advice of local governments and health authorities where it operates. The Corporation has adopted a work from home policy where possible. The Corporation continues to operate effectively whilst working remotely. The Corporation will continue to monitor developments of the COVID-19 pandemic and continuously assess the COVID-19 pandemic’s potential further impact on the Corporation’s operations and business. See “Risk Factors - COVID-19 could have a significant adverse impact on the Corporation’s business”.

CONSOLIDATED CAPITALIZATION

The following table sets forth the consolidated capitalization of the Corporation as at June 30, 2020, the date of the Corporation’s most recently filed financial statements, and as at the date hereof, before and after giving effect to the Offering. This table should be read in conjunction with the consolidated financial statements of the Corporation and the related notes and management’s discussion and analysis of financial condition and results of operations in respect of those statements that are incorporated by reference in this Prospectus. **The disclosure in this Prospectus with respect to the capitalization and the outstanding securities of the Corporation is presented on a post-Consolidation and post-Qualifying Transaction basis, unless otherwise explicitly stated.**

	As at June 30, 2020 (unaudited – pro forma)	As at June 30, 2020 (unaudited – pro forma after giving effect to the Offering)⁽¹⁾	As at the date hereof (unaudited – pro forma after giving effect to the Offering)⁽¹⁾	As at the date hereof (unaudited – pro forma after giving effect to the Offering)⁽²⁾
Indebtedness	\$9,621,139	\$9,621,139	\$8,072,848	\$8,072,848
Share Capital (Common Shares)	51,983,937	63,983,937	70,045,079	71,845,079

Notes:

- (1) Assuming no exercise of the Over-Allotment Option.
- (2) Assuming full exercise of the Over-Allotment Option.

There have been no material changes to the Corporation’s share and loan capitalization on a consolidated basis since the completion of the Qualifying Transaction on June 30, 2020, except in respect of: (i) the financial transactions relating to the establishment of the New Facility (including the retirement of the outstanding principal balance under the Prior Facility); (ii) the issuance of 5,798,611 Common Shares under the Private Placement; and (iii) the issuance of 262,531 Common Shares pursuant to exercises of Stock Options and Warrants. See “Summary Business of the Corporation – Recent Developments” and “Prior Sales”.

USE OF PROCEEDS

The estimated net proceeds expected to be received by the Corporation from the sale of the Offered Shares, after deducting the Underwriters’ Cash Commission and the estimated expenses of the Offering of approximately \$400,000, are anticipated to be \$13,700,000. If the Over-Allotment Option is exercised in full, the estimated net proceeds of the Offering, after deducting the Underwriters’ Cash Commission and the estimated expenses of the Offering of approximately \$400,000, are anticipated to be \$15,815,000.

The Corporation intends to use the net proceeds from the Offering, after payment of expenses related thereto, as follows:

Use	Allocation
Acquisitions of FTP games and game franchises	\$9,133,333.33
Working capital and general corporate purposes	\$4,566,666.67
Total	\$13,700,000

Note:

- (1) If the Over-Allotment Option is exercised, the net proceeds from the exercise of the Over-Allotment Option are expected to be used for the same purposes as described above.

The Corporation’s strategy is focused on acquiring, consolidating, operating, publishing and enhancing proven, profitable, FTP games and game franchises, as further described under “Summary Business of the Corporation – Business Model”.

At any given time, the Corporation may be engaged in discussions and activities in respect of potential acquisitions and while, as of the date of this Prospectus, the Corporation has identified and is evaluating certain potential acquisition targets, none of such potential acquisitions are “probable” or “significant” within the meaning of applicable Canadian securities laws. The Corporation has not executed any binding agreements to acquire any business and there can be no assurances that any such agreement will be entered into. The Corporation believes it to be in its best interests to have access to capital if, and when, acquisition opportunities arise. As such, given continuing favourable market conditions, the Corporation believes it is an opportune time to complete the Offering in order to increase the Corporation’s cash on hand.

Given that the Corporation identifies and evaluates potential acquisition opportunities on an ongoing basis, in the event the Corporation determines that such opportunities may be limited, the Corporation may from time to time

reallocate a portion of the net proceeds obtained from the Offering primarily for working capital and general corporate purposes having regard to the Corporation's circumstances at the relevant time. See "Risk Factors – The Corporation has discretion in the use of net proceeds".

Proceeds of the Offering will be kept by the Corporation in safe and liquid investments with tier one banks or financial institutions in interest bearing accounts.

PLAN OF DISTRIBUTION

This Prospectus is being filed in each of Alberta, British Columbia, Saskatchewan, and Ontario, to qualify: (i) the distribution of 12,000,000 Offered Shares being offered under the Offering (13,800,000 Offered Shares if the Over-Allotment Option is exercised in full); (ii) the grant of the Over-Allotment Option and the distribution of the Additional Shares issuable upon exercise of the Over-Allotment Option; and (iii) the issuance of the Compensation Options.

Pursuant to the Underwriting Agreement, the Corporation has agreed to issue and sell, and the Underwriters have severally (and not jointly or jointly and severally) agreed to purchase on the Closing Date, subject to compliance with all necessary legal requirements and the terms and conditions contained in the Underwriting Agreement, an aggregate of 12,000,000 Offered Shares at the Issue Price, payable in cash to the Corporation against delivery of such Offered Shares, for gross proceeds to the Corporation of \$15,000,000. The obligations of each Underwriter under the Underwriting Agreement are conditional and may be terminated at their discretion pursuant to the "material adverse change out", "cease trade out", "regulatory out", "disaster out", "due diligence out" and "material breach of agreement out" provisions in the Underwriting Agreement and may also be terminated upon the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the Offered Shares included in the base Offering if any of the Offered Shares are purchased under the Underwriting Agreement.

If one or more of the Underwriters fail to purchase their applicable percentages of the Offered Shares pursuant to the Underwriting Agreement, the other Underwriters may, but are not obligated to, purchase on a pro-rata basis, the Offered Shares which would otherwise have been purchased by the refusing Underwriter.

The terms of the Offering, including the Issue Price, were determined by arm's length negotiation between the Corporation and Beacon, on its own behalf and on behalf of the Underwriters. After the Underwriters have made reasonable efforts to sell all of the Offered Shares at the Issue Price, the Underwriters may subsequently reduce the selling price to investors from time to time in order to sell any of the Offered Shares remaining unsold, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Offered Shares is less than the proceeds paid by the Underwriters to the Corporation. Any such reduction will not affect the proceeds received by the Corporation.

Over-Allotment Option

The Corporation has granted the Underwriters the Over-Allotment Option, exercisable, in whole or in part, at the sole discretion of the Underwriters, for a period up to 30 days following the Closing Date, to purchase up to 1,800,000 Additional Shares on the same terms and conditions as set forth above solely to cover over-allocations, if any, and for market stabilization purposes. A purchaser who acquires Common Shares forming part of the Underwriters' over-allocation position acquires those Common Shares under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

Underwriters' Cash Commission and Expenses

The Corporation has agreed pay to the Underwriters the Underwriters' Cash Commission equal to 6.0% of the gross proceeds of the Offering in consideration for their services in connection with the Offering, including in respect of any Additional Shares sold upon exercise of the Over-Allotment Option. As additional compensation, the Corporation has agreed to issue to the Underwriters on the Closing Date such number of Compensation Options as is equal to 6.0% of the aggregate number of Offered Shares sold, including in respect of any Additional Shares sold upon exercise of the Over-Allotment Option. Each Compensation Option will entitle the holder thereof to purchase one Underwriters' Share at an exercise price of \$1.25 per Underwriters' Share for a period of 24 months from the Closing Date. The Corporation will also agree to reimburse the Underwriters for their reasonable out-of-pocket fees and expenses, including the fees and expenses of their legal counsel (up to a maximum of \$115,000 exclusive of taxes and

disbursements) whether or not the Offering is completed.

Conditional Listing Application

The Corporation made an application to the Exchange to list the Offered Shares (including the Additional Shares and the Underwriters' Shares) on the Exchange, which was conditionally approved by the Exchange. Such listing will be subject to the Corporation fulfilling all of the listing requirements of the Exchange.

Restrictions on Concurrent Offerings and Lock-Ups

The Corporation has agreed that, during the period commencing on the date hereof and ending 90 days after the Closing Date, it will not, directly or indirectly, without the prior written consent of Beacon, such consent not to be unreasonably withheld or delayed, issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, or enter into any derivative transaction that has the effect of any of the foregoing, or agree to or announce any intention to issue, sell, offer, grant an option or right in respect of, or otherwise dispose of, or enter into any derivative transaction that has the effect of any of the foregoing, any additional Common Shares or any securities convertible into or exchangeable for Common Shares, other than issuances: (i) pursuant to the exercise of the Over-Allotment Option; (ii) under existing Stock Options, bonus or purchase plans or similar share or equity-linked compensation arrangements as detailed in the Corporation's most recently-filed management discussion and analysis; (iii) under director or employee Stock Options or bonuses granted subsequently in accordance with regulatory approval and in a manner consistent with the Corporation's past practice; (iv) upon the exercise of convertible securities, Warrants or Stock Options outstanding prior to November 8, 2020; or (v) pursuant to previously announced payments, the Private Placement, and/or other corporate acquisitions.

In addition, the Corporation has agreed to cause the directors, officers and Shareholders owning 10% of the Corporation's issued and outstanding Common Shares to each agree in a lock-up agreement substantially in the form attached to the Underwriting Agreement that, during the period commencing on the date hereof and ending 90 days after the Closing Date, they will not directly or indirectly, offer, sell, contract to sell, grant any option to purchase, make any short sale, lend, swap, or otherwise dispose of, transfer, assign, or announce any intention to do so, any Common Shares or any securities convertible into or exchangeable for Common Shares, whether now owned directly or indirectly, or under their control or direction, or with respect to which each has beneficial ownership or enter into any transaction or arrangement that has the effect of transferring, in whole or in part, any of the economic consequences of ownership of Common Shares, whether such transaction is settled by the delivery of Common Shares, other securities, cash or otherwise, other than (i) pursuant to a bona fide take-over bid or any other similar transaction made generally to all of the Shareholders of the Corporation, provided that, in the event the change of control or other similar transaction is not completed, such securities shall remain subject to the lock-up agreement, (ii) to affiliates of such Shareholder; (iii) for tax-planning purposes, including in connection with charitable activities or with a trust whose sole beneficiaries are related parties of the signatory who agree to be bound by the terms thereof, or (iv) pursuant to a pledge as security for indebtedness owing to a bona fide lender and/or any sale of the securities upon such lender realizing on such security.

Indemnity

Under the Underwriting Agreement, the Corporation has agreed to indemnify and hold harmless the Underwriters, each of their affiliates and each of their respective directors, officers, employees, partners, agents and shareholders against certain liabilities, including civil liabilities under Canadian securities legislation, and to contribute to payments the Underwriters may be required to make in respect thereof.

Stabilization

Pursuant to policy statements of certain securities regulators, the Underwriters may not, throughout the period of distribution, bid for or purchase Common Shares. The foregoing restriction is subject to certain exceptions including: (a) a bid or purchase permitted under the Universal Market Integrity Rules for Canadian Marketplaces administered by the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market making activities, (b) a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of the distribution, provided that the bid or purchase was for the purpose of maintaining a fair and orderly market and not engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, such

securities, or (c) a bid or purchase to cover a short position entered into prior to the commencement of a prescribed restricted period. Consistent with these requirements, and in connection with this distribution, the Underwriters may over-allot or effect transactions that stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market. If these activities are commenced, they may be discontinued by the Underwriters at any time. The Underwriters may carry out these transactions on the Exchange, in the over-the-counter market or otherwise.

Offering and Delivery of Common Shares

The Offered Shares will be offered in one or more of the provinces of Alberta, British Columbia, Saskatchewan and Ontario through the Underwriters or their affiliates who are registered to offer the Offered Shares for sale in such provinces and such other registered dealers as may be designated by the Underwriters. Subscriptions for the Offered Shares 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 Closing Date is expected to occur on or about November 26, 2020 or such later date as may be agreed upon in writing by the Corporation and the Underwriters; however, the Offered Shares are to be taken up by the Underwriters, if at all, on or before a date that is not later than 42 days after the date of the receipt for the final short form prospectus.

Other than pursuant to certain exceptions, it is anticipated that the Offered Shares will only be available for delivery in the book-based system through CDS or its nominee and will be deposited with CDS on the Closing Date in electronic form. A purchaser of Offered Shares will receive only a customer confirmation from the Underwriters or other registered dealer who is a CDS Participant through which the Offered Shares are purchased. CDS will record the CDS participants who hold Offered Shares on behalf of owners who have purchased Offered Shares in accordance with the book-based system. Other than pursuant to certain exceptions, no certificates evidencing the Offered Shares will be issued to purchasers, and registration will be made in the name of the nominee of CDS.

United States Matters

The Offered Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or any state securities laws. Accordingly, the Offered Shares may not be offered, sold or delivered within the United States, and each Underwriter has agreed that it will not offer, sell or deliver the Offered Shares within the United States, except pursuant to the exemption from the registration requirements of the U.S. Securities Act and in compliance with applicable state securities laws. In addition, until 40 days after the commencement of the Offering, any offer or sale of the Offered Shares offered hereby within the United States by any dealer (whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with the U.S. Securities Act. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy the Offered Shares in the United States or to, or for the account or benefit of, U.S. persons.

DESCRIPTION OF THE SECURITIES BEING DISTRIBUTED

Common Shares

The authorized share capital of the Corporation consists of an unlimited number of common shares with no nominal or par value of which, as at the date hereof, 58,045,079 Common Shares are issued and outstanding as fully paid and non-assessable Common Shares. See “Plan of Distribution”.

The holders of the Common Shares are entitled to receive notice of and attend annual and special meetings of the Corporation and will be entitled to one vote in respect of each Common Share held at such meetings. The holders of the Common Shares are entitled to receive dividends, if, as and when declared by the board of directors out of the assets of the Corporation’s property applicable to the payment of dividends, in such amount and payable at such times and at such place or places in Canada as the board of directors may from time to time determine. In the event of liquidation, dissolution or winding-up of the Corporation, the holders of the Common Shares will be entitled to share rateably in any distribution of the property or assets of the Corporation, subject to the rights of holders of any other class of securities of the Corporation entitled to receive assets or property of the Corporation upon such distribution in priority or rateably with the holders of the Common Shares. All of the Common Shares to be outstanding on completion of this Offering will be fully paid and non-assessable.

Compensation Options

As additional consideration for the services rendered in connection with the Offering, the Corporation has agreed to issue to the Underwriters up to 828,000 Compensation Options. Each Compensation Option will entitle the holder thereof to acquire one Underwriters' Share at an exercise price of \$1.25 per Underwriters' Share, for a period of 24 months from the Closing Date. See "Plan of Distribution".

The certificates representing the Compensation Options will provide for standard adjustments in the number of Underwriters' Shares issuable upon the exercise of the Compensation Options and/or the exercise price per Compensation Option, subject to the occurrence of certain events.

Holders of Compensation Options will not have any voting or any other rights which a holder of Common Shares would have.

PRIOR SALES

For the 12-month period before the date of this Prospectus, the Corporation issued the following Common Shares and securities exercisable or convertible into Common Shares:

<u>Date Issued</u>	<u>Security</u>	<u>Number of Securities</u>	<u>Issue/Exercise Price per Security</u>	<u>Reason for Issuance</u>
June 30, 2020	Common Shares	48,233,937	\$0.720	Pursuant to Qualifying Transaction
June 30, 2020	Warrants	7,744,273	\$0.706	Pursuant to Qualifying Transaction
June 30, 2020	Broker Warrants	99,584	\$0.566	Pursuant to Qualifying Transaction
June 30, 2020	Stock Options	5,808,314	\$0.256	Pursuant to Qualifying Transaction
July 23, 2020	Stock Options	925,000	\$0.955	Stock Options granted to non-director and non-officer employees, and independent directors
September 1, 2020	Common Shares	250,031	\$0.256	Pursuant to exercise of Stock Options
October 21, 2020	Common Shares	12,500	\$0.800	Pursuant to exercise of Warrants
November 5, 2020	Common Shares	5,798,611	\$0.720	Pursuant to the Private Placement

Total **68,872,250**

TRADING PRICE AND VOLUME

On July 8, 2020, the Common Shares began trading on the Exchange under the trading symbol “POPR”. The table below summarizes the price ranges and trading volume of Common Shares on the Exchange for each of the months stated:

	Price Range (\$)		
Period	High	Low	Total Volume
July 8 - 31, 2020	\$1.00	\$0.78	5,356,438
August 2020	\$1.05	\$0.85	1,776,850
September 2020	\$1.02	\$0.74	1,488,134
October 2020	\$1.71	\$0.83	3,394,226
November 1 - 12, 2020	\$1.50	\$1.23	1,920,145

ELIGIBILITY FOR INVESTMENT

In the opinion of Goodmans LLP, counsel to the Corporation, and Cassels Brock & Blackwell LLP, counsel to the Underwriters, based on the current provisions of the Income Tax Act (Canada) (“**Tax Act**”) and the regulations thereunder, in force as of the date hereof, the Offered Shares, if issued on the date hereof, would be qualified investments for trusts governed by a “registered retirement savings plan”, “registered retirement income fund”, “registered education savings plan”, “tax-free savings account”, “registered disability savings plan” (collectively referred to as “**Registered Plans**”) or a deferred profit sharing plan (“**DPSP**”) (as each is defined in the Tax Act), provided that the Offered Shares are listed on a “designated stock exchange” as defined in the Tax Act (which currently includes the Exchange) or the Corporation otherwise qualifies as a “public corporation” other than a “mortgage investment corporation” for the purposes of the Tax Act.

Notwithstanding the foregoing, the holder of, or annuitant or subscriber under, a Registered Plan (“**Controlling Individual**”) will be subject to a penalty tax in respect of Offered Shares held in the Registered Plan if the Offered Shares are a “prohibited investment” (as defined in the Tax Act) for the particular Registered Plan. Offered Shares generally will be a “prohibited investment” for a Registered Plan if the Controlling Individual does not deal at arm’s length with the Corporation for the purposes of the Tax Act or the Controlling Individual has a “significant interest” (as defined in subsection 207.01(4) of the Tax Act) in the Corporation. In addition, the Offered Shares will not be “prohibited investments” if such Offered Shares are “excluded property” (as defined in subsection 207.01(1) of the Tax Act) for the Registered Plans. Persons who intend to hold the Offered Shares in a Registered Plan or DPSP should consult their own tax advisors in regard to the application of these rules in their particular circumstances.

RISK FACTORS

An investment in the Offered Shares is subject to a number of risks. Before deciding whether to invest in the Offered Shares, investors should consider carefully the risks factors set forth below and in the documents incorporated by reference in this Prospectus (including those discussed under the headings “Information Concerning the Resulting Issuer – Risk Factors” in the Filing Statement, under “Risk Factors” in the Interim MD&A and the information contained in the section entitled “Cautionary Statement Regarding Forward-Looking Information”) and all of the other information in this Prospectus (including, without limitation, the documents incorporated by reference herein). The risks described herein are not the only risks that affect the Corporation. Other risks and uncertainties that the

Corporation does not presently consider to be material, or of which the Corporation is not presently aware, may become important factors that affect the Corporation's future financial condition and results of operations. Additionally, purchasers should consider the risk factors below.

The market price of the Common Shares is volatile and may not accurately reflect the long-term value of the Corporation

Securities markets have a high level of price and volume volatility, and the market price of securities of many companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors included macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of the Offered Shares is also likely to be significantly affected by changes in the financial condition or results of operations as reflected in its financial reports. If an active market for the Offered Shares does not continue, the liquidity of an investor's investment may be limited and the price of the Offered Shares may decline below the Issue Price. If an active market does not continue, investors may lose their entire investment in the Offered Shares. As a result of any of these factors, the market price of the Offered Shares at any given point in time may not accurately reflect the long-term value of the Corporation.

A positive return in an investment in the Offered Shares is not guaranteed

There is no guarantee that an investment in the Offered Shares will earn any positive return in the short term or long term. A purchase of Offered Shares under the Offering involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the Offered Shares is appropriate only for investors who have the capacity to absorb a loss of their entire investment.

The Corporation has discretion in the use of net proceeds

The Corporation intends to use the net proceeds from this Offering as set forth under "Use of Proceeds"; however, the Corporation maintains broad discretion to use the net proceeds from this Offering, as well as the timing of its expenditures in ways that it deems most efficient. The application of the proceeds to various items may not necessarily enhance the value of the Offered Shares, and there can be no assurance as to how the funds will be allocated, especially if the Corporation determines to revise its business plan and acquisition strategy. The failure to apply the net proceeds as set forth under "Use of Proceeds" and other financings could adversely affect the Corporation's business and, consequently, could adversely affect the price of the Offered Shares on the open market.

The Corporation may issue additional securities from time to time

The number of Common Shares the Corporation is authorized to issue is unlimited. Subject to the rules of any applicable stock exchange on which the Common Shares are listed and applicable securities laws, the Corporation may, in its sole discretion, issue additional Common Shares and other securities from time to time (including pursuant to any employee incentive compensation plan existing or that may be introduced in the future), and the interests of the Shareholders may be diluted thereby. Moreover, additional Common Shares will be issued by the Corporation on the exercise of Stock Options under the Corporation's stock option plan and the exercise of the Compensation Options.

COVID-19 could have a significant adverse impact on the Corporation's business

The Corporation's operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. The Corporation cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Corporation, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. Depending on the duration and severity of the current COVID-19 pandemic, it may also have the effect of heightening many of the other risks described herein and in any other disclosure documents of the Corporation including, but not limited to, those risks relating to the successful completion of growth and expansion projects, the ability to obtain any required regulatory approvals in the future, the ability to raise additional capital to meet financial obligations and support business growth, the ability to service obligations under any debt securities and

other debt obligations; and complying with the covenants contained in the agreements that govern indebtedness. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Corporation's operations and ability to finance its operations. Even after the COVID-19 pandemic is over, the Corporation may continue to experience material adverse effects to its business, financial condition and prospects as a result of the continued disruption in the global economy and any resulting recession, the effects of which may persist beyond that time.

The spread of COVID-19 has caused the Corporation to modify its business practices to help minimize the risk of the virus to employees, business partners, and the communities in which the Corporation participates, which could negatively impact the business of the Corporation. To date, the COVID-19 crisis has not materially impacted the Corporation's operations, financial condition, cash flows and financial performance. In response to the outbreak, the Corporation has instituted operational and monitoring protocols to ensure the health and safety of its employees and stakeholders, which follow the advice of local governments and health authorities where it operates. The Corporation has adopted a work from home policy where possible. The Corporation continues to operate effectively whilst working remotely. The Corporation will continue to monitor developments of the COVID-19 pandemic and continuously assess the COVID-19 pandemic's potential further impact on the Corporation's operations and business.

Additionally, diversion of management focus to address the impacts of the COVID-19 pandemic could potentially disrupt the Corporation's operating plans. The extent and continued impact of the COVID-19 pandemic on the Corporation's business will depend on certain developments, including the duration and spread of the outbreak and government responses to the pandemic, all of which are uncertain and cannot be predicted.

INTEREST OF EXPERTS

Certain legal matters relating to the Offering will be passed upon by Goodmans LLP on behalf of the Corporation and by Cassels Brock & Blackwell LLP, on behalf of the Underwriters. As at the date hereof, the partners and associates of Goodmans LLP, as a group, and the partners and associates of Cassels Brock & Blackwell LLP, as a group, each beneficially own, directly or indirectly, less than one percent of the outstanding Common Shares of the Corporation.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is MNP LLP, located at 111 Richmond Street West, Suite 300, Toronto, Ontario M5H 2G4. Since the Corporation's incorporation and until June 30, 2020, the auditor of the corporation was McGovern Hurley LLP.

The Transfer Agent and Registrar for the Common Shares of the Corporation is TSX Trust Company at its Toronto offices located at 301 – 100 Adelaide St W Toronto, ON M5H 4H1.

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RECESSION

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

CERTIFICATE OF THE CORPORATION

Dated: November 13, 2020

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation in the provinces of British Columbia, Alberta, Saskatchewan, and Ontario.

(signed) "Jonathan Walsh"
Jonathan Walsh, Chief Executive Officer

(signed) "Gregory Donaldson"
Gregory Donaldson, Chief Financial
Officer

On Behalf Of The Board

(signed) "Christopher Locke"
Christopher Locke, Director

(signed) "Christopher Schnarr"
Christopher Schnarr, Director

CERTIFICATE OF THE UNDERWRITERS

Dated: November 13, 2020

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation in the provinces of British Columbia, Alberta, Saskatchewan and Ontario.

BEACON SECURITIES LIMITED

BY: (signed) "Justin Gilman"

Name: Justin Gilman

Title: Vice President, Investment Banking

CANACCORD GENUITY CORP.

BY: (signed) "Myles Hiscock"

Name: Myles Hiscock

Title: Managing Director

ECHELON WEALTH PARTNERS INC.

BY: (signed) "Asad Said"

Name: Asad Said

Title: Managing Director

EIGHT CAPITAL

BY: (signed) "Patrick McBride"

Name: Patrick McBride

Title: Principal, Head of Origination