

A copy of this preliminary prospectus has been filed with the securities regulatory authorities in each of the provinces of Alberta, British Columbia and Ontario and with the TSX Venture Exchange Inc. but has not yet become final for the purpose of the sale of securities. Information contained within 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.

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

DATED: March 15, 2019

CORTUS METALS INC.
(a capital pool company)

\$220,000

2,200,000 Common Shares (the “Common Shares”) at \$0.10 per Common Share

The purpose of this offering (the “Offering”) is to provide Cortus Metals Inc. (the “Company”) with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereinafter defined. The Company hereby offers to the public through its agent, Haywood Securities Inc. (the “Agent”), 2,200,000 common shares of the Company at a price of \$0.10 per Common Share. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the “Exchange”), and in the case of a Non Arm’s Length Qualifying Transaction, must also receive Majority of the Minority Approval, as hereinafter defined, in accordance with Exchange Policy 2.4 (the “CPC Policy”). The Company is a capital pool company pursuant to the policies of the Exchange. It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, as defined in the CPC Policy, the Company 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 Company” and “Use of Proceeds”.

	Common Shares	Price to the Public ⁽¹⁾	Agent’s Commission ⁽²⁾	Net Proceeds to the Company ⁽³⁾
Per Common Share	1	\$0.10	\$0.008	\$0.092

Total Offering ⁽⁴⁾	2,200,000	\$220,000	\$17,600	\$202,400
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- (1) The price per Common Share has been determined by negotiation between the Company and the Agent.
- (2) A commission equal to 8% of the gross proceeds of the Offering will be paid to the Agent (the “**Agent’s Commission**”). The Agent will also be paid an administrative fee of \$8,000 plus GST (the “**Corporate Finance Fee**”) and will be granted non-transferable warrants (the “**Agent’s Warrants**”) to acquire up to 110,000 Common Shares at a price of \$0.10 per Common Share, exercisable for a period of 24 months from the closing date of the Offering. The Agent’s Warrants and the Common Shares issuable upon their exercise are qualified for distribution under this Prospectus, as hereinafter defined. The Agent will also be reimbursed by the Company for the Agent’s expenses, including legal fees up to a maximum of \$8,000, incurred pursuant to the Offering, of which \$10,000 has already been advanced. See “Plan of Distribution”.
- (3) Before deduction of the costs of the Offering, which are estimated to be \$59,000 (excluding the Agent’s Commission) and includes legal and audit fees and other expenses of the Company, the Agent’s Corporate Finance Fee, the Agent’s legal fees and expenses, regulatory fees and a listing fee payable to the Exchange. See “Use of Proceeds”.
- (4) A total of 2,200,000 Common Shares are offered under this Prospectus not including the Agent’s Warrants and Stock Options to be granted to directors and officers of the Company and the Common Shares issuable upon exercise of the Agent’s Warrants and Stock Options which are also qualified for distribution under this Prospectus. See “Plan of Distribution”.

The Agent has agreed to act as agent for the Company in respect of the sale of the Common Shares under this preliminary prospectus (the “**Prospectus**”) on a commercially reasonable efforts basis. The Offering is subject to a minimum subscription of 2,200,000 Common Shares for total gross proceeds to the Company of \$220,000. The offering price of the Common Shares was determined by negotiation between the Company and the Agent. All funds received from subscriptions for the Common Shares will be held by the Agent, pursuant to the terms of the Agency Agreement. If the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See “Plan of Distribution”.

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

There is no market through which the Common Shares may be sold and purchasers may not be able to resell securities purchased under this Prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See ‘Risk Factors’. The Company has applied to list its Common Shares on the

Exchange. Listing is subject to the Company fulfilling all of 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 Warrants, and the grant of Stock Options to the directors, and officers of the Company, trading in all securities of the Company is prohibited during the period between the date a receipt for this Prospectus is issued by the securities commission that is designated the principal regulator pursuant to National Policy 11-202 *Process for Prospectus Reviews in Multiple Jurisdictions* and the time the Common Shares are listed for trading except, subject to the prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

INVESTMENT IN THE COMMON SHARES OFFERED BY THIS PROSPECTUS IS HIGHLY SPECULATIVE DUE TO THE NATURE OF THE COMPANY'S BUSINESS AND ITS PRESENT STAGE OF DEVELOPMENT. The Company was only recently incorporated, owns no assets (other than cash) and has not conducted active business operations. The Company has not entered into an Agreement in Principle, as that term is defined in the CPC Policy. The Company has no history of earnings and has not paid any dividends as of the date hereof. It is unlikely that the Company will generate earnings or pay dividends in the immediate or foreseeable future. The business objective of the Company is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction. There is no assurance that the Company will identify assets or businesses that warrant acquisition, in whole or in part. Even if assets or businesses are identified and the acquisition of the same or an interest therein is determined to be in the best interests of the Company, the Company may not be able to finance the acquisition with its existing resources and additional funds may be required to complete the transaction, and the Company may not be able to obtain additional financing. There can be no assurance that the Company will successfully complete any Qualifying Transaction. If the Company issues shares from its treasury to finance an acquisition, control of the Company may change and purchasers of Common Shares hereunder may suffer further dilution of their investment. The net proceeds generated from the Offering, after deducting associated costs, will be sufficient to identify and evaluate a limited number of opportunities. The officers and directors of the Company are not expected to devote their full time and attention to the business and affairs of the Company. The Company may be required to compete with others in its efforts to identify suitable assets or businesses for acquisition. **THIS OFFERING IS SUITABLE ONLY TO THOSE INVESTORS WHO ARE PREPARED TO RISK THE LOSS OF THEIR ENTIRE INVESTMENT. See "Risk Factors".**

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% (or 44,000 Common Shares) of the total number of 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 (as such terms are defined herein) of that purchaser, is

4% (or 88,000 Common Shares) of the total number of Common Shares offered under this Prospectus.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that certificates evidencing the Common Shares in definitive form will be available for delivery on the completion of the Offering.

The Common Shares are offered by the Agent, as agent of the Company, on a "commercially reasonable efforts" basis, subject to prior sale, if, as and when issued and delivered by the Company and accepted in accordance with the conditions referred to under the heading "Plan of Distribution" and subject to the approval of certain legal matters on behalf of the Company by Armstrong Simpson, Barristers & Solicitors, Vancouver, British Columbia, and on behalf of the Agent by Bennett Jones LLP, Vancouver, British Columbia.

No person is authorized to provide any information or to make any representation in connection with the Offering other than as contained in this Prospectus.

Haywood Securities Inc.
200 Burrard Street, Suite 700
Vancouver, BC V6C 3L6
Tel: 604.697.7100
Fax: 604.697.7499

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GLOSSARY OF TERMS

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

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

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

A company is “controlled” by a Person if:

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

A Person beneficially owns securities that are beneficially owned by:

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

“Agency Agreement” means an agreement among the Company and the Agent dated ● , 2019 pursuant to which the Agent has agreed to act as the Company’s agent in respect of the Offering.

“Agent” means Haywood Securities Inc.

“Agent’s Commission” means a commission of 8% of the gross proceeds of the Offering payable in cash by the Company to Agent for their assistance in completing the Offering.

“Agent’s Warrants” means the non-transferable warrants to purchase Common Shares of the Company issued to the Agent as more fully described under “Plan of Distribution”.

“Aggregate Pro Group” means all Persons who are members of any Pro Group whether or not the Member is involved in a contractual relationship with the 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 Company 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 to more than 10% of the voting rights attached to outstanding securities of an issuer,
 - (b) any partner of the Person or company,
 - (c) any trust or estate in which the Person or company has a substantial beneficial interest or in respect of which a Person or company serves as trustee or in a similar capacity,
 - (d) in the case of a person, a relative of that Person, including:
 - (i) that Person’s spouse or child, or
 - (ii) any relative of the Person or of his spouse who has the same residence as that Person;
- but
- (e) where the Exchange determines that two Persons shall, or shall not, be deemed to be Associates with respect to a member firm, member corporation or holding company of a member corporation, then such determination shall be determinative of their relationships in the application of the Exchange’s Rule D with respect to that member firm, member corporation or holding company.

"BCBCA" means the British Columbia *Business Corporations Act*, as amended from time to time.

"Common Shares" means the common shares in the authorized share structure of the Company.

"Company" means Cortus Metals Inc., a company incorporated under the laws of the Province of British Columbia.

"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.

"Computershare Investor Services Inc." means Computershare Investor Services Inc., a trust company having an office in Vancouver, British Columbia and the Company's registrar and transfer agent.

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

"Corporate Finance Fee" means an administrative fee of \$8,000 plus GST payable to the Agent by the Company in connection with the Offering.

"CPC" means a company:

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

"CPC Policy" means Policy 2.4 of the Exchange.

"Escrow Agreement" means the escrow agreement dated September 28, 2018 among the Company, Computershare Investor Services Inc. and certain security holders of the Company as more fully described under "Escrowed Securities".

"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 which evidences the final Exchange acceptance of the Qualifying Transaction.

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

“Insider” if used in relation to an Issuer, means:

- (a) a director or senior officer of an issuer;
- (b) a director or senior officer of the company that is an Insider or subsidiary of an 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 an issuer;

or

- (d) an issuer itself if it holds any of its own securities.

“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 (as defined in Exchange Policy 1.1):
 - (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 Members’ Agreement, as amended from time to time, and is accepted and becomes a member of the Exchange under the Exchange requirements.

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

“NEX” means the market on which former Exchange and Toronto Stock Exchange issuers that do not meet the Exchange’s tier maintenance requirements for Tier 2 Issuers, as set out in Policy 2.5 of the Exchange, may continue to trade.

“Non Arm’s Length Party” means in relation to the Company, a promoter, officer, director, other Insider or Control Person of the Company 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 to 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 control the CPC and the Significant Assets which are the subject of the proposed Qualifying Transaction.

“Offering” means the offering of Common Shares of the Company as more fully described under “Plan of Distribution”.

“Person” means a company or an individual.

“Principal” means:

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

- (i) holds securities carrying more than 10% of the voting rights attached to an issuer's outstanding securities immediately before and immediately after an issuer's IPO or immediately after a 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 an 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 an 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 an issuer they hold will be subject to escrow requirements.

"Pro Group" means:

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

- (d) the Member may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the 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 Person.

"Promoter" means, if used in relation to an issuer, a Person who

- (a) acting alone or in concert with one or more other Persons, directly or indirectly, takes the initiative in founding, organizing or substantially reorganizing the business of the issuer, or
- (b) in connection with the founding, organization or substantial reorganization of the business of the issuer, directly or indirectly receives, in consideration of services or property or both, 10% or more of a class of the issuer's own securities or 10% or more of the proceeds from the sale of a class of the issuer's own securities of a particular issue,

but does not include a Person who

- (c) receives securities or proceeds referred to in paragraph (b) solely
 - (i) as underwriting commissions, or
 - (ii) in consideration for property, and
- (d) does not otherwise take part in founding, organizing or substantially reorganizing the business.

"Prospectus" means this preliminary prospectus dated March 15, 2019.

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

"Resulting Issuer" means an issuer, which was formerly a CPC, that exists upon issuance of a Final Exchange Bulletin.

"SEDAR" means the 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 Company, together with any concurrent transactions, would result in the Company meeting the Initial Listing Requirements of the Exchange.

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

“Stock Options” means the options to purchase an aggregate of 440,000 Common Shares, to be granted to the directors and officers of the Company on the date of listing of the Common Shares on the Exchange, exercisable at a price of \$0.10 per Share for a period of 5 years from the date of such grant.

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

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

SUMMARY OF PROSPECTUS

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

The Company

The Company was incorporated under the BCBCA on June 25, 2018. The Company is a capital pool company pursuant to the policies of the Exchange. The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Company has not commenced commercial operations and has no assets other than a minimum amount of cash. See “Business of the Company”.

The Offering

A total of 2,200,000 Common Shares are being offered under this Prospectus at a price of \$0.10 per Common Share in the provinces of British Columbia, Alberta and Ontario for gross proceeds of \$220,000. The Company will pay the Agent a commission of 8% of the gross proceeds of the Offering, a Corporate Finance Fee of \$8,000 plus GST and will reimburse the Agent for its expenses, including legal fees up to a maximum of \$8,000 and disbursements incurred pursuant to the Offering (of which \$10,000 has been advanced). In addition, on completion of the Offering, the Company will grant to the Agent, Agent’s Warrants to purchase up to 110,000 Common Shares at a price of \$0.10 per Common Share which will be exercisable for a period of 24 months from the closing date of the Offering. The distribution of the Agent’s Warrants and Common Shares issuable upon their exercise is also qualified under this Prospectus. See “Plan of Distribution”.

The Company also intends to grant Stock Options to purchase a total of 440,000 Common Shares to the current directors and officers of the Company, all of which options and the Common Shares issuable upon their exercise are qualified for distribution under the Prospectus. See “Options to Purchase Securities”

Use of Proceeds

The net proceeds to the Company from the sale of the Common Shares, after deducting estimated expenses and costs relating to the Offering including listing fees, the Agent’s Commission, the Agent’s Corporate Finance Fee, the Agent’s expenses, legal fees and audit expenses, are estimated to \$145,000. The net proceeds of the Offering, together with gross proceeds from the sale of Common Shares of the Company prior to the Offering in the amount of \$110,000, will be used to provide the Company 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 Company 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 from the sale of all securities issued by the Company or \$210,000 may be used for purposes other than evaluating businesses or assets. Until Completion of the Qualifying Transaction, neither the Company nor any party on behalf of the Company will engage the services of any person to provide investor relations activities or market making services. See "Use of Proceeds".

Dilution

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of 25% or \$0.025 per Common Share on the basis of there being 4,000,000 Common Shares of the Company 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 Company. See "Dilution"

Directors, Officers & Promoters

Sean Mager - Chief Executive Officer, Corporate Secretary, Director and Promoter

Chris Beltgens - Chief Financial Officer, Director and Promoter

John Williamson - Director and Promoter

Jeremy Yaseniuk - Director and Promoter

James Greig - Director and Promoter

See "Directors, Officers and Promoters".

Dividend Record and Policy

It is not anticipated that any dividends will be paid on the Common Shares of the Company in the immediate or foreseeable future. See "Description of Securities Offered - Dividend Record and Policy".

Escrowed Securities

All of the issued and outstanding Common Shares of the Company, being 2,200,000 Common Shares, have been deposited in escrow pursuant to the terms of the Escrow Agreement, as herein defined, and will be released from escrow in stages over a period of three years after the date of the Final Exchange Bulletin. See "Escrowed Securities".

Risk Factors

An investment in the Common Shares must be regarded as highly speculative due to the nature of the Company's proposed business and its present stage of development. The Company was only recently incorporated and has no active business or assets other than a minimum amount 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 Company and can afford to risk the loss of their entire investment. The directors and officers of the Company will only devote part of their time and attention to the affairs of the Company and there are potential conflicts of interest to which some of the directors and officers of the Company will be subject in connection with the operations of the Company. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 25% or \$0.025 per Common Share. There can be no assurance that an active and liquid market for the Company's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Company 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 Company has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Company 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 the civil liability provisions applicable to securities laws in Canada. See "Business of the Company", "Risk Factors", "Conflicts of Interest", and "Dilution".

CORPORATE STRUCTURE

The Company was incorporated under the BCBCA on June 25, 2018. The head office is located at Suite 717, 1030 West Georgia Street, Vancouver, B.C. V6E 2Y3 and registered and records office of the Company is located at 2080-777 Hornby Street, Vancouver, B.C., V6Z-1S4.

The Company does not have any subsidiaries.

BUSINESS OF THE COMPANY

Preliminary Expenses

The Company has raised \$110,000 through the issuance of 2,200,000 Common Shares at a price of \$0.05 per Common Share. See "Description of Securities Offered - Share Capital". As at December 31, 2018, the Company has incurred expenses in the aggregate amount of \$813 in respect of regulatory, office and administration, and bank charges. Since December 31, 2018, the Company has incurred \$4,373.90 in legal expenses in connection in preparation of regulatory filing documents. Certain of the proceeds from the Offering may be utilized to satisfy the obligations of the Company relating to the Offering, including fees for its auditors, legal counsel and the Agent's legal counsel and fees of the Exchange and securities commissions. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

To date, the Company does not own any assets, other than a minimum amount of cash, and has not entered into an Agreement in Principle. The Company 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 Company does not have business operations or assets other than seed capital and while the Company has commenced the process of identifying potential acquisitions with a view to completing a Qualifying Transaction, the Company has not entered into an Agreement in Principle for the acquisition of an asset or business at this time. The Company currently intends to pursue a Qualifying Transaction in the natural resources sector, but there is no assurance that this will, in fact, be the business sector of a proposed Qualifying Transaction or of the Company following Completion of the Qualifying Transaction.

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

identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

Method of Financing Acquisitions or Participation

The Company may use cash, bank financing, issuance of treasury shares, private 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 issue of treasury shares could result in a change in the control of the Company and may cause the shareholders' interest in the Company to be further diluted.** See "Use of Proceeds - Private Placements for Cash" and "Risk Factors".

Criteria for Acquisitions

The Company proposes to identify acquisitions of interests in assets or businesses through discussions with various business associates and contacts of the Company's officers and directors. Once a prospective acquisition target has been identified and evaluated, the Company will proceed to negotiate the terms upon which it may acquire an interest in the asset or business. The approval of the board of directors of the Company is required for any proposed Qualifying Transaction identified by the Company. 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 Company and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The board of directors, in considering whether to approve the terms of an acquisition, is expected to consider, among other criteria, the following:

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

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

Upon the Company reaching an Agreement in Principle, the Company must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Company's Common Shares until the filing requirements of the Exchange have been satisfied as set forth under "Business of the Company - Trading Halts, Suspensions and Delisting". Within 75 days after issuance of such news release, the Company 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 or where shareholder approval is otherwise required. A filing statement must be submitted where the Qualifying Transaction is not a Non Arm's Length Qualifying Transaction or where shareholder approval is not otherwise required. The information circular or filing statement, as applicable, must contain prospectus level disclosure of the Target Company and the Company, 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 Company 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 Company 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 Company 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 Company 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 Company's Common Shares from the date of the public announcement of an Agreement in Principle until all filing requirements of the Exchange have been satisfied. If the Qualifying Transaction is subject to sponsorship, the submission to the Exchange is required to include a Sponsorship Acknowledgment Form pursuant to the CPC Policy, which form is to be submitted to the Exchange in connection with the execution of a sponsorship agreement between a sponsor and the Company. 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. See **"Refusal of Qualifying Transaction" and "Filings and Shareholders Approval of a Non Arm's Length Qualifying Transaction"**.

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 Company's 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 Company 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 Company 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 Company where the Exchange has not issued a Final Exchange Bulletin to the Company within 24 months of the date of listing. In the event that the Company's Common Shares are delisted by the Exchange, within 90 days from the date of such delisting, the Company 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 Company determine to deal with the remaining assets in some other manner.

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

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

If the Company lists the Common Shares on NEX it must continue to comply with all requirements and restrictions of the CPC Policy.

Refusal of Qualifying Transaction

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

- (a) the Resulting Issuer fails to satisfy the applicable Initial Listing Requirements of the Exchange upon Completion of the Qualifying Transaction;
- (b) the aggregate number of securities of the Resulting Issuer upon Completion of the Qualifying Transaction 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 upon Completion of the Qualifying Transaction;
- (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 received by the Company from the sale of Common Shares prior to the date of this Prospectus totaled \$110,000. These proceeds were raised by the issuance of 2,200,000 Common Shares at a subscription price of \$0.05 per Common Share. The Company incurred no costs in connection with raising these proceeds. The gross proceeds to be received by the Company from the Offering will be \$220,000. The costs incurred with respect to the proceeds raised from the Offering, including legal, accounting, printing and regulatory fees, the Agent's legal fees and expenses, the Agent's Commission and the Corporate Finance Fee, are estimated by the Company to be approximately \$75,000. Following deduction of those expenses, the Company estimates that it will have a total of \$255,000 available from the prior sale of its Common Shares and from the sale of Common Shares pursuant to the Offering.

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

Cash proceeds raised prior to the Offering ⁽¹⁾	\$110,000
Expenses and costs relating to raising the cash proceeds prior to the Offering	Nil
Cash proceeds to be raised pursuant to the Offering ⁽²⁾	\$220,000
Expenses and costs relating to the Offering, including listing fees, Agent's Commission, Corporate Finance Fee, legal fees and expenses, and the Company's legal fees and audit expenses ⁽³⁾	<u>(\$75,000)</u>
Total estimated funds available on completion of the Offering	<u>\$255,000</u>
Funds available for identifying and evaluating assets or business prospects ⁽⁴⁾	\$213,000
Estimated general and administrative expenses until Completion of a Qualifying Transaction	<u>\$42,000</u>
Total Funds Available	<u>\$255,000</u>

⁽¹⁾ See "Prior Sales".

⁽²⁾ In the event the Agent fully exercises the Agent's Warrants and the directors and officers exercise their Stock Options, there will be available to the Company a maximum of an additional \$55,000 which will

be added to the working capital of the Company. There is no assurance that any of these Agent's Warrants or Stock Options will be exercised. See "Options to Purchase Securities".

- (3) Approximately \$• has been incurred to date, which includes a \$10,000 deposit on account of the Agent's expenses.
- (4) In the event the Company enters into an Agreement in Principle prior to spending the entire \$213,000 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 Company's purposes, the proceeds from this Offering and the prior sale of Common Shares, after deducting the expenses associated with this Offering, 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 the 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 Company may commit. See "Business of the Company - Method of Financing Acquisitions or Participation" and "Risk Factors".

Permitted Use of Funds

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described in "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 Company will be used by the Company only to identify and evaluate businesses or assets and obtain shareholder approval for a proposed Qualifying Transaction.

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

- (a) valuations or appraisals;
- (b) business plans;
- (c) feasibility studies and technical assessments;
- (d) sponsorship reports;
- (e) engineering or geological reports;
- (f) financial statements, including audited financial statements;
- (g) fees for legal and accounting services; and

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

relating to the identification and evaluation of assets or businesses and, in the case of a Non Arm's Length Qualifying Transaction, obtaining shareholder approval for the Company'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 Company 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, provided that due diligence with respect to the Qualifying Transaction is well underway and either a Sponsor has been engaged or sponsorship has been waived. A maximum aggregate amount of \$25,000 may also be advanced as a non-refundable deposit, unsecured deposit or advance to a Vendor or Target Company, as the case may be, to preserve assets without the prior acceptance of the Exchange.

Restrictions on Use of Proceeds

Until Completion of the Qualifying Transaction, not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Company 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 Company, 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".

Additionally, 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 Company 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 Company where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed \$5,000,000. The only securities issuable pursuant to such a private placement will be Common Shares. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non Arm's Length Parties to the Company 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 Company 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 Company or a Non Arm's Length Party to the Qualifying Transaction, or to a person engaged in investor relations activities, by any means, including:

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

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

Notwithstanding the above, the Company may reimburse a Non Arm's Length Party to the Company 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 Company or in the case of a law firm, no member of the firm, owns greater than 10% of the outstanding Common Shares of the Company), and the Company may also reimburse a Non Arm's Length Party to the Company for reasonable out-of-pocket expenses incurred in pursuing the business of the Company 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 Completion of the Qualifying Transaction.

PLAN OF DISTRIBUTION

Name of Agent and Agent's Compensation

Pursuant to the Agency Agreement, the Company appointed the Agent as its agent to offer for sale to the public on a commercially reasonable efforts basis, 2,200,000 Common

Shares, as provided in this Prospectus, at a price of \$0.10 per Common Share, in the provinces of British Columbia, Alberta and Ontario for gross proceeds to the Company of \$220,000, subject to the terms and conditions of the Agency Agreement. Under the terms of the Agency Agreement, the Company has agreed to pay to the Agent the Agent's Commission, being 8% of the aggregate gross proceeds from the sale of the Common Shares pursuant to the Offering payable in cash by the Company to the Agent, and a Corporate Finance Fee of \$8,000 plus GST, which is due on closing. The Company has also agreed to reimburse the Agent for its reasonable expenses, including legal costs, of which \$10,000 has been advanced.

The Company has also agreed to grant to the Agent, on completion of the Offering, non-transferable warrants entitling the Agent to purchase up to 110,000 Common Shares of the Company at a price of \$0.10 per Common Share for a period of 24 months from the closing date of the Offering. In accordance with the policies of the Exchange, not more than 50% of the Common Shares issuable upon the exercise of the Agent's Warrants may be sold by the Agent prior to the Completion of the Qualifying Transaction. The balance may only be sold by the Agent once the Company has completed the Qualifying Transaction. This Prospectus also qualifies the grant of the Agent's Warrants.

In addition, the Company has granted to the Agent a right of first refusal to act as fiscal advisor, sponsor or lead agent or underwriter in any transaction, whether debt or equity, as required by the Company involving an agent or underwriter for a period of 24 months following the closing date of the Offering.

Other Securities to be Distributed

The Company also proposes to grant Stock Options to purchase 400,000 Common Shares to directors and officers in accordance with the policies of the Exchange, which options and the Common Shares issuable upon their exercise are qualified for distribution under this Prospectus.

Determination of Price

The price of the Common Shares and the Agent's Commission were determined through negotiation between the Company and the Agent.

Listing Application

The Company has applied to list the securities distributed under this Prospectus on the Exchange. Listing will be subject to the Company fulfilling all the listing requirements of the Exchange.

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

Commercially Reasonable Efforts and Minimum Distribution

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

The total Offering is for 2,200,000 Common Shares at a price of \$0.10 per share for total gross proceeds of \$220,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase, directly or indirectly, more than 2% or 44,000 of the total number of Common Shares in the Offering. In addition, the maximum number of Common Shares permitted to be purchased, directly or indirectly, by that purchaser together with any Associates or Affiliates of that purchaser is 4% or 88,000 of the total number of Common Shares under the Offering. The funds received from the Offering will be held by the Agent and will not be released until a minimum of \$220,000 has been deposited. The total subscription must be raised within 90 days of the date a receipt for the final prospectus is issued, or such other time as may be consented to by Persons who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent. Other than the offering expenses and payments to be made to the Agent as disclosed elsewhere in this Prospectus, there are no payments in cash, securities or other consideration being made, or to be made, to a Promoter, finder, or any other Person in connection with the Offering. The directors, officers and other Insiders of the Company may purchase Common Shares from the Offering, provided, however, that any Common Shares so purchased will be subject to the escrow restrictions described under "Escrowed Securities".

Subscriptions 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 this Offering; and (ii) together with any Associates or Affiliates purchase more than 4% of the total Common Shares offered under this Offering. Any Common Shares issued to any member of the Aggregate Pro Group prior to the date of this Prospectus will be held in escrow pursuant to the CPC Policy.

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the members of the Pro Group is 20% of the issued and outstanding Common Shares of the Company 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 Company that to the best of its knowledge and belief, there are no directors, officers, employees or contractors of the Agent, or any Associate or Affiliate of the foregoing, who have subscribed for and been issued Common Shares of the Company.

Restrictions on Trading

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

DESCRIPTION OF SECURITIES OFFERED

Share Capital

The authorized capital of the Company consists of an unlimited number of Common Shares without par value. As at the date of this Prospectus there are 2,200,000 Common Shares issued and outstanding.

The holders of Common Shares are entitled to vote at all meetings of shareholders of the Company, to receive dividends if, as and when declared by the directors and, subject to the rights of holders of any shares ranking in priority to or on a parity with the Common Shares, to participate rateably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Company. All Common Shares to be outstanding after completion of the Offering will be fully paid and non-assessable.

As at the date of this Prospectus, the Company has no outstanding loans or other debt obligations and there has been no material change in the capital of the Company since the date of its most recent balance sheet contained in the Prospectus. See "Prior Sales" and "Options to Purchase Securities - Options Granted".

Dividend Record and Policy

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

Capitalization

The following table sets forth information respecting the capitalization of the Company as at the date of the balance sheet contained herein and as at the date hereof, both before and after giving effect to the Offering.

Designation of Security	Amount authorized or to be authorized	Amount outstanding as of the date of the most recent balance sheet contained in the Prospectus ^{(1),(4)}	Amount outstanding as of date of this Prospectus ^{(2),(3),(4)}	Amount to be outstanding if all Common Shares being offered are sold ^{(2),(3)}
Common Shares	Unlimited	\$110,000 (2,200,000 Common Shares)	\$110,000 (2,200,000 Common Shares)	\$330,000 (4,400,000 Common Shares)

- (1) As at the date of this Prospectus, the Company has not commenced commercial operations. The Company has no long-term debt.
- (2) A total of 440,000 Common Shares have been reserved for issuance pursuant to Stock Options to be granted to directors and officers of the Company exercisable at a price of \$0.10 per share for a period of 5 years from the date of listing of the Common Shares on the Exchange. In addition, pursuant to the Agency Agreement, the Company has agreed to grant to the Agent, the Agent's Warrants on completion of the Offering to purchase up to 110,000 Common Shares of the Company, at a price of \$0.10 per Common Share, for a period of 24 months from the closing date of the Offering. See "Plan of Distribution" and "Options to Purchase Securities - Options Granted".
- (3) See "Use of Proceeds" for the proceeds after giving effect to the Offering and before deducting the expenses of the issue.
- (4) These Common Shares are subject to escrow restrictions. See "Escrowed Securities".

OPTIONS TO PURCHASE SECURITIES

Options Granted

Pursuant to the Agency Agreement, the Company has agreed to grant to the Agent the Agent's Warrants on completion of the Offering to purchase up to 110,000 Common Shares of the Company, at a price of \$0.10 per Common Share, for a period of 24 months from the closing date of the Offering. See "Plan of Distribution".

In addition to the Agent's Warrants, on completion of the Offering, the Company will issue the following Stock Options to purchase securities, all of which expire five years from the date of listing of the Common Shares on the Exchange.

Optionee	Number of Common Shares Reserved Under Option (#)⁽¹⁾⁽²⁾	Exercise or Base Price (\$/per Common Share)	% of Total Options Granted (excludes Agent's Warrants)
Chris Beltgens	88,000	\$0.10	20%
Sean Mager	88,000	\$0.10	20%
Jeremy Yaseniuk	88,000	\$0.10	20%
678119 AB Ltd. ⁽³⁾	88,000	\$0.10	20%
James Greig	88,000	\$0.10	20%
Total	440,000		100%

1. The exercise price of the Stock Options was based on the offering price of the Common Shares under this Prospectus.
2. These options will all vest immediately on the date of grant, namely on the date on which the Common Shares are listed on the Exchange and will expire five years from the date of grant.
3. A private company of which Mr. John Williamson is the principal shareholder.

The Agent's Warrants and the Stock Options to be granted to directors and officers as noted above and the Common Shares issuable upon exercise of the Agent's Warrants and Stock Options are qualified for distribution pursuant to this Prospectus.

There are no assurances that the warrants or other rights described above will be exercised in whole or in part.

The Company has adopted a stock option plan which provides that the board of directors of the Company may from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, officers and technical consultants to the Company, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance, together with any options issued to eligible charitable organizations, will not exceed 10% of the issued and outstanding Common Shares, exercisable for a period of up to ten years from the date of grant and until completion of the Qualifying Transaction, will not exceed 440,000 options. Until the completion of the Qualifying Transaction, the number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding Common Shares as at the closing of the IPO. No options may be granted to investor relations service providers and the exercise price cannot be less than the greater of the IPO share price and the Discounted Market Price. Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction will be subject to

escrow restrictions until the issuance of the Final Exchange Bulletin. See “Escrowed Securities”.

PRIOR SALES

Since the date of incorporation and prior to the date of this Prospectus, 2,200,000 Common Shares of the Company have been issued as follows:

Date	Number of Common Shares	Issue price per Common Share	Aggregate Issue Price	Consideration Received
June 25, 2018	1 ⁽¹⁾	\$1.00	\$1.00	Cash
July 31, 2018 ⁽²⁾	2,200,000	\$0.05	\$110,000	Cash

- (1) Initial incorporator’s share, which has since been repurchased by the Company and cancelled.
- (2) All of these Common Shares have been placed in escrow pursuant to the Escrow Agreement. See “Escrowed Securities”.

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 2,200,000 Common Shares of the Company issued prior to the Offering and all Common Shares that may be acquired from treasury of the Company by Non Arm’s Length Parties of the Company, 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 the Offering, will be deposited with Computershare Investor Services Inc. (the “**Escrow Agent**”) under the Escrow Agreement.

While in escrow, the escrow shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the consent of the Exchange. The Common Shares under escrow may be transferred or transmitted upon the bankruptcy or death of a shareholder to his or her trustee in bankruptcy or personal representatives, as the case may be, however subject to the restrictions in the Escrow Agreement in the case of bankruptcy. Unless transferred, transmitted or cancelled pursuant to the Escrow Agreement, the shareholder may retain the shares, subject to the terms and conditions of the Escrow Agreement.

All Common Shares acquired upon 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 Exchange issues the Final Exchange Bulletin.

In addition, all Common Shares of the Company acquired in the secondary market prior to the completion of a Qualifying Transaction by any Person who becomes a Control

Person are required to be deposited in escrow. Subject to certain exemptions permitted by the Exchange, all securities of the Company held by Principals of the Company upon completion of a Qualifying Transaction will also be subject to escrow restrictions.

Notwithstanding the foregoing, Common Shares acquired by Principals of the Company or Principals of the Resulting Issuer pursuant to a private placement will not be escrowed provided that various conditions, as set forth in the CPC Policy, are met. See “Escrowed Securities on Private Placement”.

The following table sets out, as at the date of this Prospectus, the number of Common Shares which are held in escrow:

Name and Municipality of Residence of Shareholder	Common Shares	Number of Common Shares held in Escrow⁽¹⁾	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to the Offering⁽²⁾
Chris Beltgens, Vancouver, B.C.	200,000	200,000	9.09%	4.55%
Toby Pierce, Vancouver, B.C.	200,000	200,000	9.09%	4.55%
Sean Mager, Edmonton, Alberta	400,000	400,000	18.18%	9.09%
Jeremy Yaseniuk, Vancouver, B.C.	400,000	400,000	18.18%	9.09%
Andrea Fehsenfeld, Vancouver, B.C.	200,000	200,000	9.09%	4.55%
Justin Bourassa, Edmonton, Alberta	200,000	200,000	9.09%	4.55%
678119 AB Ltd. ⁽³⁾ , Edmonton, Alberta	400,000	400,000	18.18%	9.09%
James Greig, Vancouver, B.C.	200,000	200,000	9.09%	4.55%
TOTAL	2,200,000	2,200,000	100.00%	50%

⁽¹⁾ Common Shares subject to the Escrow Agreement will be released pro rata to the shareholders as to 10% upon issuance of the Final Exchange Bulletin and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months.

⁽²⁾ Assuming none of these Persons purchases any Common Shares under the Offering.

⁽³⁾ A private company of which Mr. John Williamson is the principal shareholder.

Where the Common Shares 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 which could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any control person of the holding company not to transfer the shares of that 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 thereafter, 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 Company 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 the Exchange does not issue the Final Exchange Bulletin, the escrowed Common Shares will not be released. Under the Escrow Agreement, each Non Arm’s Length Party to the Company 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 Company; or
- (b) if the Company lists on NEX, either:
 - (i) cancel all seed shares purchased by Non-Arm’s Length Parties to the CPC at a discount from the IPO price, in accordance with section 11.2(a) of TSX Venture *Policy 2.4-Capital Pool Companies*, or
 - (ii) subject to majority shareholder approval, cancel an amount of seed shares purchased by Non-Arm’s Length Parties to the CPC 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” (as defined below), then all of 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 thereafter 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 3 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 18 month escrow release mechanism with 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin, 20% on the date which is 6 months after the Final Exchange Bulletin, 30% on the date which is 12 months after the Final Exchange Bulletin and 40% on the date which is 18 months after the Final Exchange Bulletin.

Escrowed Securities on Private Placement

Securities issued pursuant to a private placement to current Principals of the Company and the Principals of the Resulting Issuer upon Completion of the Qualifying Transaction 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 for acquisition by the Resulting Issuer of Significant Assets 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 is not from current Principals of the Company and/or the Principals of the Resulting Issuer;
 - (ii) if subscribers, other than current principals of the Company and/or the Principals of the 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

To the knowledge of the directors and senior officers of the Company, as of the date of this Prospectus the only persons who beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the issued and outstanding Common Shares of the Company are as follows:

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares Presently Owned ⁽¹⁾	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to the Offering⁽²⁾
Sean Mager, Edmonton, AB	Direct	400,000	18.18%	9.09%
Jeremy Yaseniuk, Vancouver, B.C.	Direct	400,000	18.18%	9.09%

678119 AB Ltd. ⁽³⁾ , Direct Edmonton, AB	400,000	18.18%	9.09%
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- (1) These securities are subject to escrow trading restrictions pursuant to the policies of the Exchange. See “Escrowed Securities”.
- (2) Before giving effect to the exercise of the Agent’s Warrants or Stock Options to be granted to directors, and officers. If the Agent’s Warrants and all Stock Options granted to directors and officers are fully exercised, each of Sean Mager, Jeremy Yaseniuk and 678119 AB Ltd. would own 9.86% of the Company’s Common Shares after giving effect to the Offering.
- (3) A private company of which Mr. John Williamson is the principal shareholder.

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Occupation and Security Holdings

The following is a list of the current directors and officers of the Company, their municipalities of residence, their current positions with the Company, their principal occupations during the past five years and the number of Common Shares of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised.

Name and Municipality of Residence and Position	Principal Occupation for Past Five Years	Common Shares Held ⁽²⁾	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to the Offering ⁽³⁾⁽⁴⁾
Sean Mager, Edmonton, B.C., Director, CEO and Corporate Secretary	Principal of 859053 Alberta Ltd. from December 1999 to present; Director and CEO of Altiplano Metals Inc. from October 2010 to present; Director of Benchmark Metals Inc. from February 2013 to present and CFO of Benchmark Metals Inc. from March 2018 to present; CFO of Brilliant Resources Inc. from September 2003 to May 2015; Director, VP and CFO of North Country Gold Corp. from February 2010 to September 2015	400,000	18.18%	9.09%

Name and Municipality of Residence and Position	Principal Occupation for Past Five Years	Common Shares Held ⁽²⁾	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to the Offering ⁽³⁾⁽⁴⁾
Chris Beltgens, Vancouver, B.C., Director	Vice President, Corporate Development of TAG Oil Ltd. from April 2016 to present; Corporate Development Manager of East West Petroleum Corp. from April 2013 to March 2016	200,000	9.09%	4.55%
John Williamson ⁽¹⁾ , Edmonton, A.B., Director	President of 678119 Alberta Ltd. from January 1996 to present; CEO and a Director of Altiplano Metals Inc. from March 2010 to present; CEO and a Director of Benchmark Metals Inc. from March 2018 to present; Director of Rotation Minerals Ltd. from February 2018 to present; Director of Black Sea Copper & Gold Corp. from June 2016 to present; Director and CEO of North Country Gold Corp. from February 2010 to September 2015; Director and CEO of Brilliant Resource Inc. from September 2003 to February 2016	400,000	18.18%	9.09%
Jeremy Yaseniuk ⁽¹⁾ , Vancouver, B.C., Director	Principal of Brighton Management from June 1996 to present; Director of Altiplano Metals Inc. from June 2017 to present; Investor relations of Velocity Minerals Inc. from March 2009 to June 2015	400,000	18.18%	9.09%
James Greig ⁽¹⁾ , Vancouver, B.C., Director	President and Director of Benchmark Metals Inc. from January 2013 to present; Director of Cluny	200,000	9.09%	4.55%

Name and Municipality of Residence and Position	Principal Occupation for Past Five Years	Common Shares Held ⁽²⁾	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to the Offering ⁽³⁾⁽⁴⁾
	Capital Corp. from May 2018 to present; Project Manager of Keegan Resources Ltd. from December 2009 to March 2013; Director of GFG Resources Inc. from May 2012 to April 2015			

- (1) Members of the Audit Committee. The Company does not have any other committees.
- (2) These Common Shares are subject to escrow restrictions. See “Escrowed Securities”. Also does not include a total of 440,000 Stock Options to be granted to the Company’s directors and officers. See “Options to Purchase Securities”.
- (3) Assuming no exercise of the Agent’s Warrants or the Stock Options to be granted to the directors and officers. See “Options to Purchase Securities.”
- (4) As of the date of this Prospectus, the directors and officers of the Company, as a group, beneficially own, directly or indirectly, 100% of the Common Shares of the Company. Following completion of the Offering, the directors and officers of the Company, as a group, will beneficially own, directly or indirectly, 50% of the Common Shares of the Company and 53.33% of the Common Shares of the Company on a fully diluted basis.

In addition to any other requirements of the Exchange, the Exchange expects management of the Company to meet a high standard. The directors and officers of the Company 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.

Sean Mager, CEO, Corporate Secretary and Director (Age: 52). Mr. Mager holds a B. Comm. and has worked or been involved in financial audit, management and analysis since 1989. He has been involved in, or responsible for, financial reporting of public entities, including the preparation, audit, analysis and evaluation of financial statements, as well as the supervision of individuals engaged in such activities. He has extensive knowledge and experience in accounting and financial reporting for natural resource issuers and the accounting issues specific to such issuers. He has held several financial positions in both the public and private sectors and has been a member of the audit committee of public issuers. Mr. Mager has served as the Chief Financial Officer of Brilliant Resources Inc. and North Country Gold Corp. and as a member of the audit committee of Altiplano Minerals Ltd., North Country Gold Corp., and Brilliant Resources Inc., among others.

Mr. Mager is the beneficial owner of 400,000 Common Shares of the Company, amounting to 18.18% of the Company’s total issued and outstanding share capital as at

the date of this Prospectus. Mr. Mager will also be granted a Stock Option to purchase 88,000 Common Shares on completion of the Offering. See "Options to Purchase Securities". Mr. Mager will devote such time to the business of the Company as is required to effectively fulfill his duties as Chief Executive Officer and Corporate Secretary.

Chris Beltgens, CFO and Director (Age: 40). Mr. Beltgens has over 10 years of investment, business development and corporate finance experience. Since April 2016, he has been the Vice President of Corporate Development for TAG Oil Ltd., a TSX listed international production oil and gas company with operations in New Zealand and Australia. Mr. Beltgens previously spent six years in London working in investment banking covering international oil and gas exploration and production companies where he assisted in raising capital for the sector. He has worked on a number of mandates for international exploitation and production companies, including initial public offerings, secondary financings and providing strategic advice at both the corporate and asset levels. He is currently the CFO and Corporate Secretary and a director of each of Foreshore Exploration Partners Corp. and Seashore Resource Partners, both Exchange listed Capital Pool Companies. Mr. Beltgens has completed the CFA program, received an MBA from the University of Toronto and a Bachelor of Science degree from the University of Victoria.

Mr. Beltgens is the beneficial owner of 200,000 Common Shares of the Company, amounting to 9.09% of the Company's total issued and outstanding share capital as at the date of this Prospectus. Mr. Beltgens will also be granted a Stock Option to purchase 88,000 Common Shares on completion of the Offering. See "Options to Purchase Securities". Mr. Beltgens intends to devote approximately 10% of his working time to the affairs of the Company.

John Williamson, Director (Age: 58). Mr. Williamson is the President of 678119 Alberta Ltd., a private company which provides management and geological consulting services to several junior mineral exploration companies. Mr. Williamson is currently a director of Benchmark Metals Inc., Black Sea Copper & Gold Corp. and Rotation Minerals Ltd. Mr. Williamson served as a director of Brilliant Resources Inc. (now, Founders Advantage Capital Corp.) from September 2003 to February 2016, and as its Chief Executive Officer from September 2013 to April 2015, and as its Chairman from June 2011 to June 2014. He served as Chief Executive Officer and a director of North Country Gold Corp. from February 2010 to September 2015. Mr. Williamson has previously served as a director or officer of numerous other reporting issuers. Mr. Williamson holds a B.Sc. in Geology and is a registered Professional Geologist with the Association of Professional Engineers and Geoscientists and the Geological Association of Canada.

Mr. Williamson is the beneficial owner of 400,000 Common Shares of the Company, amounting to 18.18% of the Company's total issued and outstanding share capital as at the date of this Prospectus. Mr. Williamson will also be granted a Stock Option to purchase 88,000 Common Shares on completion of the Offering. See "Options to Purchase Securities". Mr. Williamson intends to devote approximately 10% of his working time to the affairs of the Company.

Jeremy Yaseniuk, Director (Age: 48). Mr. Yaseniuk is a management professional with more than 20 years of experience in business financing, restructuring, recapitalizing and assisting public companies. He has aided more than 12 public companies with going public and facilitated restructuring debt for three, directly raised more than \$25 million and assisted in raising more than \$300 million as a group effort. His previous positions as Broker, CFO, Chief Compliance Officer, Director and Manager of Growth and Development have provided an understanding of business and the capital markets in addition to creating his professional network.

Mr. Yaseniuk is the beneficial owner of 400,000 Common Shares of the Company, amounting to 18.18% of the Company's total issued and outstanding share capital as at the date of this Prospectus. Mr. Yaseniuk will also be granted a Stock Option to purchase 88,000 Common Shares on completion of the Offering. See "Options to Purchase Securities". Mr. Yaseniuk intends to devote approximately 10% of his working time to the affairs of the Company.

James Greig, Director (Age: 48). Mr. Greig holds an MBA from the University of Calgary and a BA Geography from Carleton University. Mr. Greig is currently engaged with several publicly-listed mineral exploration companies as a consultant. Mr. Greig served as Chief Financial Officer and a Director of GFG Resources Inc. and as a member of the audit committee. Mr. Greig recently served at Keegan Resources Inc. as part of the mine development team advancing the 5 million ounce Esaase Gold Project in West Africa. With 20 years in the resource sector, he brings comprehensive experience in exploration, development and mineral production. Selected employment or consulting engagements within the resource sector include the Hunter-Dickinson Group, Kennecott Canada, Breakwater Resources Ltd, McIntosh Engineering and Stantec Engineering.

Mr. Greig is the beneficial owner of 200,000 Common Shares of the Company, amounting to 9.09% of the Company's total issued and outstanding share capital as at the date of this Prospectus. Mr. Greig will also be granted a Stock Option to purchase 88,000 Common Shares on completion of the Offering. See "Options to Purchase Securities". Mr. Greig intends to devote approximately 10% of his working time to the affairs of the Company.

Other Reporting Issuer Experience

The following table sets out the directors, officers and promoters of the Company 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 of Director, Officer or Promoter	Name of Reporting Issuer	Exchange	Position	Period
Sean Mager	Altiplano Metals Inc.	TSXV	Director	October 2010 to present
	Benchmark Metals	TSXV	Director	February 2013 to

Name of Director, Officer or Promoter	Name of Reporting Issuer	Exchange	Position	Period
	Inc.		CFO	present March 2018 to present
	Brilliant Resources Inc.	TSXV	CFO	September 2003 to May 2015
	North Country Gold Corp.	TSXV	Director, VP & CFO	February 2010 to September 2015
Chris Beltgens	Foreshore Exploration Partners Corp.	TSXV	CEO, CFO & Director	June 2017 to present
	Delphx Capital Markets Inc. (formerly Seaside Exploration Partners Corp.)	TSXV	CFO, Corporate Secretary & Director	October 2017 to April 2018
	MCORPCX Inc.	TSXV	Director	May 2017 to August 2017
Jeremy Yaseniuk	Altiplano Metals Inc.	TSXV	Director	June 2017 to present
James Greig	Benchmark Metals Inc.	TSXV	President & Director	February 2013 to present
	Cluny Capital Corp.	TSXV	Director	May 2018 to present
	GFG Resources Inc.	TSXV	Director	May 2012 to present
John Williamson	Altiplano Metals Inc.	TSXV	CEO & Director	March 2010 to present
	Benchmark Metals Inc.	TSXV	CEO & Director	March 2018 to present
	Brilliant Resources Inc.	TSXV	CEO & Director	September 2003 to February 2016
	North Country Gold Corp.	TSXV	CEO & Director	February 2010 to September 2015
	Rotation Minerals Ltd.	TSXV	Director	February 2018 to present
	Black Sea Copper and Gold Corp.	TSXV	Director	June 2016 to present

Committees

Pursuant to the provisions of the BCBCA, the Company is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Company's system of internal controls, to review the results of the external audit and to resolve any potential disputes with the Company's auditor. The audit

committee of the Company consists of James Greig, John Williamson and Jeremy Yaseniuk. The Company has no other committees.

Aggregate Ownership of Securities

Prior to this Offering, the directors and officers of the Company, as a group, beneficially own, directly or indirectly 1,600,000 Common Shares representing 72.7% of the issued and outstanding Common Shares of the Company. Following completion of the Offering, the directors and officers of the Company, as a group, will beneficially own, directly or indirectly, 36.3% of the issued and outstanding Common Shares of the Company assuming no participation by such directors and officers in the Offering.

Corporate Cease Trade Orders or Bankruptcies

No director, officer, Insider or Promoter of the Company, or any shareholder holding sufficient securities of the Company to affect materially the control of the Company, has, within the last 10 years, been a director, officer or Promoter of any reporting issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemption for a period of more than 30 consecutive days or was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or been subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Penalties and Sanctions

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

Personal Bankruptcies

No director, officer, Insider or Promoter of the Company, or any shareholder holding sufficient securities of the Company to affect materially the control of the Company, or a personal holding company of any such persons, has, within the 10 years preceding the date of this 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 potential conflicts of interest to which some or all of the directors, officers, Insiders and Promoters of the Company will be subject to in connection with the operations of the Company. The directors and officers of the Company will not be devoting all of their time to the affairs of the Company. Some of the directors and officers of the Company are directors and officers of other companies. See “Directors, Officers and Promoters”. Some of the other companies are engaged in and will continue to be engaged in the search for properties or business prospects that may be suitable Qualifying Transactions for the Company. Accordingly, situations may arise where some or all of the directors, officers, Insiders or Promoters of the Company will be in direct competition with the Company. The directors and officers of the Company are required by law to act in the best interests of the Company. They have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligation to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives. Conflicts will be subject to the procedures and remedies as provided for under the BCBCA.

EXECUTIVE COMPENSATION

Except as set out below and otherwise disclosed in this Prospectus, prior to completion of a Qualifying Transaction, other than with respect to a permitted use of funds no payment of any kind has been made, or will be made, directly or indirectly, by the Company to a Non Arm’s Length Party to the Company 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 Company or 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 Company may reimburse Non Arm’s Length Parties for the Company’s reasonable allocation of rent, secretarial services and other general administrative

expenses, at fair market value (“**Permitted Reimbursements**”). No reimbursement may be made for any payment made to lease or buy a vehicle.

The directors, officers and consultants of the Company will be granted Stock Options. See “Options to Purchase Securities”.

Following Completion of the Qualifying Transaction, the Resulting Issuer may pay remuneration to its directors and officers if the Resulting Issuer is able to do so. No remuneration is anticipated to be paid to directors in their capacity as directors in the foreseeable future. However, no payment other than the Permitted Reimbursements will be made by the Resulting Issuer or by any party on behalf of the Resulting Issuer, after Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction. See “Use of Proceeds”.

PROMOTERS

The Company has no promoters other than Sean Mager, Chris Beltgens, John Williamson, Jeremy Yaseniuk and James Greig, who serve as directors of the Company. See “Directors, Officers and Promoters”.

DILUTION

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of 25% or \$0.025 per Common Share on the basis of there being 4,400,000 Common Shares of the Company 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 Company.

RISK FACTORS

Investment in the Common Shares involves a high degree of risk, and investors should not invest unless they can afford to lose their entire investment. In addition to the other information contained in this Prospectus, prospective investors should consider carefully the following factors before making a decision to purchase Common Shares:

- (a) the Company was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;
- (b) investment in the Common Shares offered by the Prospectus is highly speculative given the proposed nature of the Company’s business and its present stage of development;

- (c) the directors and officers of the Company will only devote a portion of their time to the business and affairs of the Company and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time;
- (d) assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 25% or \$0.025 per Common Share;
- (e) there can be no assurance that an active and liquid market for the Company's Common Shares will develop and an investor may find it difficult to resell its Common Shares;
- (f) until Completion of the Qualifying Transaction, the Company is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;
- (g) the Company has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company 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 Company will be able to successfully complete the transaction;
- (i) Completion of the Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and, in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval;
- (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 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 Company of fair value for the Common Shares;
- (k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Company 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 Company 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 Company completing the proposed Qualifying Transaction;
- (l) trading in the Common Shares of the Company may be halted at other times for other reasons, including for failure by the Company to submit documents to the Exchange in the time periods required;

- (m) the Exchange will generally suspend trading in the Company's Common Shares or delist the Company 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 Company resides outside of Canada or the Company 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 Company 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 Company; and
- (q) subject to prior Exchange acceptance, the Company 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 Company 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 Company 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.

AUDITOR, REGISTRAR AND TRANSFER AGENT

The auditor of the Company is De Visser Gray, Chartered Professional Accountants, 905 West Pender Street, Vancouver, B.C. V6C 1L6. The registrar and transfer agent of the Common Shares of the Company is Computershare Investor Services Inc., 510 Burrard Street, 3rd Floor, Vancouver, B.C. V6C 3A8.

MATERIAL CONTRACTS

The following are the material contracts of the Company that are outstanding as at the date of this Prospectus:

- (a) Registrar and Transfer Agent Agreement between the Company and Computershare Investor Services Inc. Company dated September 19, 2018.
- (b) Escrow Agreement dated September 28, 2018 among the Company, Computershare Investor Services Inc. and certain shareholders of the Company. See "Share Capital - Escrow Securities".

- (c) Agency Agreement dated • 2019 among the Company and the Agent. See “Plan of Distribution”.
- (d) Stock Option Plan of the Company dated August 2, 2018 and adopted by the board of directors on October 29, 2018.
- (e) Stock Option Certificates dated October 29, 2018 for each of the directors and officers of the Company.

The material contracts described above may be inspected at the offices of Armstrong Simpson, Suite 2080, 777 Hornby Street, Vancouver, British Columbia during normal business hours during the period of the distribution of the Common Shares being distributed under this Prospectus and for a period of thirty days thereafter.

INVESTOR RELATIONS AGREEMENTS

The Company has not entered into any written or oral agreement or understanding with any person to provide any promotional or investor relations services for the Company or its securities or to engage in activities for the purposes of stabilizing the market.

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

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

RELATIONSHIP BETWEEN THE COMPANY AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Armstrong Simpson, on behalf of the Company, and Bennett Jones LLP on behalf of the Agent. No Person whose profession or business gives authority to a statement made by such Person and who is named in this Prospectus has received or shall receive a direct or indirect interest in the property of the Company or any Associate or Affiliate of the Company. As at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Company or its Associates and Affiliates. In addition, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Company or of an Associate or Affiliate of the Company, or a Promoter of the Company or of an Associate or Affiliate of the Company.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have all acquired Common Shares and will be granted Stock Options to purchase Common Shares. See “Directors, Officers and Promoters” and “Options to Purchase Securities”. Save and except for their interest in the subscription for treasury shares, management has no interests in any material transactions of the Company.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts relating to 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.

PURCHASER’S STATUTORY RIGHTS

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

CORTUS METALS INC.

Financial Statements

For the period from incorporation on June 25, 2018 to December 31, 2018

(Expressed in Canadian Dollars)

Independent Auditor's Report

To the Directors of Cortus Metals Inc.:

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Cortus Metals Inc. which comprise the statement of financial position as at December 31, 2018, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from incorporation on June 25, 2018 to December 31, 2018, and the notes to the financial statements including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2018, and its financial performance and its cash flows for the period from incorporation on June 25, 2018 to December 31, 2018 in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

Basis for Opinion

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the Company or business activities within the Company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the Company audit. We remain solely responsible for our audit opinion.

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

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

The engagement partner on the audit resulting in this independent auditor's report is Mr. James D. Gray.

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, BC, Canada
March *, 2019

CORTUS METALS INC.
Statement of Financial Position
As at December 31, 2018
(Expressed in Canadian Dollars)

Assets

Current

Cash	\$	94,187
Prepays		<u>15,000</u>
	\$	<u>109,187</u>

Liabilities

Current

Accounts payable and accrued liabilities	\$	-
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Equity

Share capital (Note 4)		110,000
Deficit		<u>(813)</u>
		<u>109,187</u>
	\$	<u>109,187</u>

Nature of operations (Note 1)
Event after the reporting period (Note 8)

On behalf of the Board of Directors:

Director (signed by) "Sean Mager"

Director (signed by) "John Williamson"

The accompanying notes form an integral part of these financial statements

CORTUS METALS INC.

Statement of Loss and Comprehensive Loss

For the period from incorporation on June 25, 2018 to December 31, 2018

(Expressed in Canadian Dollars)

Expenses

Office and administration	\$	330
Professional fees		<u>483</u>

Net comprehensive loss	\$	<u>(813)</u>
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Basic and diluted loss per common share	\$	<u>(0.00)</u>
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Basic and diluted weighted average number of common shares outstanding (Note 5)		<u>1,783,158</u>
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The accompanying notes form an integral part of these financial statements

CORTUS METALS INC.

Statement of Changes in Shareholders' Equity

For the period from incorporation on June 25, 2018 to December 31, 2018

(Expressed in Canadian Dollars)

	Number of shares issued	Share capital	Deficit	Total shareholders' equity
Balance at June 25, 2018	-	\$ -	\$ -	\$ -
Issuance of incorporation share	1	1	-	1
Repurchase and cancellation of incorporation share	(1)	(1)	-	(1)
Proceeds from shares issued	2,200,000	110,000	-	110,000
Net loss for the period	-	-	(813)	(813)
Balance at December 31, 2018	2,200,000	\$ 110,000	\$ (813)	\$ 109,187

The accompanying notes form an integral part of these financial statements

CORTUS METALS INC.

Statement of Cash Flows

For the period from incorporation on June 25, 2018 to December 31, 2018

(Expressed in Canadian Dollars)

Cash provided by (used in):

Operating activities

Net comprehensive loss for the period	\$ (813)
Cash used in operating activities	<u>(813)</u>

Investing activities

Cash used in investing activities	<u>-</u>
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Financing activities

Proceeds from shares issued (Note 4)	110,000
Share issue costs	<u>(15,000)</u>
Cash provided by financing activities	<u>95,000</u>

Net increase in cash

Cash, beginning of period	-
Cash, end of period	<u>\$ 94,187</u>

The accompanying notes form an integral part of these financial statements

CORTUS METALS INC.

Notes to the Financial Statements

For the period from incorporation on June 25, 2018 to December 31, 2018

(Expressed in Canadian Dollars)

1. Nature of operations

Cortus Metals Inc. ("Cortus" or the "Company") was incorporated under the Business Corporations Act (British Columbia) on June 25, 2018. The Company plans to focus on evaluating, acquiring, and exploring mineral properties with significant potential for advancement and is working towards completing an Initial Public Offering ("IPO") as a Capital Pool Company ("CPC"), subsequent to which it intends to list its shares for trading on the TSX Venture Exchange ("TSXV"). Specifically the Company intends to file a prospectus to qualify the IPO, to the public in the provinces of British Columbia, Alberta and Ontario, of up to 2,200,000 common shares at a price of \$0.10 per share, for maximum gross proceeds of \$220,000. Refer to Notes 4 and 8.

The Company's head office, principal address and registered and records office is located at 10545 45 Ave NW, 250 Southridge, Suite 300, Edmonton, Alberta, T6H 4M9.

The Company's ongoing operations are ultimately dependent upon the success of its business activities and its ability to attain profitable operations and generate funds therefrom and/or to raise equity capital or borrowings sufficient to meet current and future obligations. Management expects to finance operating costs over the next twelve months with public and private financing endeavors.

The Company has no source of operating revenue, has incurred net losses since inception and as at December 31, 2018 has a deficit of \$813. Its continued existence will be dependent on the receipt of related party debt or equity financing on terms which are acceptable to the Company.

2. Basis of presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These financial statements are authorized for issuance by the Board of Directors on March *, 2019.

These financial statements are presented in Canadian Dollars, unless otherwise noted and have been prepared on a historical cost basis. The Canadian dollar is the functional and presentation currency of the Company.

3. Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements, unless otherwise indicated.

a) Financial instruments

Financial assets are classified into three measurement categories on initial recognition: those measured at fair value through profit and loss, those measured at fair value through other comprehensive income and those measured at amortized cost. Investments in equity instruments are measured by default at fair value through profit or loss. However, there is an irrevocable option for each equity instrument to present fair value changes in other comprehensive income. Measurement and classification of financial assets is dependent on the Company's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

The company employs a three-stage expected credit loss model for calculating impairment for financial assets. Expected credit losses are recognized when financial instruments are initially recognized, and the amount of

CORTUS METALS INC.

Notes to the Financial Statements

For the period from incorporation on June 25, 2018 to December 31, 2018

(Expressed in Canadian Dollars)

expected credit losses recognized are updated at each reporting date to reflect changes in the credit risk of the financial instruments.

On initial recognition, financial liabilities are classified as subsequently measured at amortized cost except for when one of the specified exceptions applies. In cases where the fair value option is taken for financial liabilities, the part of a fair value change relating to the Company's own credit risk is recorded in other comprehensive income rather than the statement of loss, unless this creates an accounting mismatch.

b) Income (loss) per share

Income (loss) per share is computed by dividing the net income (loss) by the weighted average number of common shares outstanding during the period. In computing diluted earnings per share, an adjustment is made for the dilutive effect of outstanding share options, warrants and other convertible instruments. In the periods when the Company reports a net loss, the effect of potential issuances of shares under share options and other convertible instruments is anti-dilutive. When diluted earnings per share is calculated, only those share options and other convertible instruments with exercise prices below the average trading price of the Company's common shares for the period will be dilutive.

c) Share capital

Common shares are classified as equity and measured at the fair value of consideration received or services rendered. Cash consideration received for common shares issued to non-related parties is considered to be the most accurate reflection of fair value; concurrent issuances to related parties at lower prices would accordingly be considered to reflect a component of non-monetary compensation. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects. Such costs incurred in advance are deferred until such time as the share issuance to which they relate occurs.

d) Accounting standards issued but not yet effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company does not anticipate any material changes to the financial statements upon adoption of these new revised accounting pronouncements.

Effective for annual periods beginning on or after January 1, 2019:

IFRS 16, Leases

Under IFRS 16, the Company is required to review all of its contracts to determine if they contain leases or lease-type arrangements. Virtually all leases are required to be accounted for as finance leases rather than operating leases, where the required lease payments are disclosed as a commitment in the notes to the financial statements. As a result, the Company will be required to recognize leased assets ("right-of-use" assets) and the related lease liability on the statement of financial position.

4. Share capital

Common shares

The Company's articles authorize an unlimited number of common shares without par value and an unlimited number of preferred shares.

CORTUS METALS INC.

Notes to the Financial Statements

For the period from incorporation on June 25, 2018 to December 31, 2018

(Expressed in Canadian Dollars)

A summary of changes in common share capital during the period is as follows:

	Number of shares	Amount
Balance at June 25, 2018	-	\$ -
Issuance of incorporation share	1	1
Repurchase and cancellation of incorporation share	(1)	(1)
Proceeds from share issued (i)	2,200,000	110,000
	<hr/>	<hr/>
Balance at December 31, 2018	2,200,000	\$ 110,000

- (i) Upon closing of the IPO described below, the 2,200,000 common shares of the Company outstanding at December 31, 2018 will be subject to a CPC Escrow Agreement. Under the CPC 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 that are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

Initial Public Offering as a Capital Pool Company

During the period, the Company entered into a Letter of Intent ("LOI") with Haywood Securities Inc. (the "Agent") whereby the Agent has agreed to raise, on a commercially-reasonable efforts basis, \$220,000 in the IPO by the issuance of 2,200,000 common shares of the Company at a price of \$0.10 per common share.

Pursuant to the terms of the LOI, the Company has agreed to pay to the Agent a commission of 8% of the gross proceeds of the IPO, payable in cash, and a corporate finance fee of \$8,000, plus the Agent's legal fees incurred pursuant to the IPO, estimated at \$8,000 plus disbursements and taxes, and any other reasonable expenses of the Agent (\$10,000 retainer paid).

The Company has also agreed to grant to the Agent such number of agent's warrants (the "Agent's Warrants") which will entitle the Agent to purchase up to 5% of the common shares sold under the IPO, being up to 110,000 common shares of the Company (the "Agent's Warrant Shares"), at a purchase price of \$0.10 per Agent's Warrant Share until 24 months from the date of closing of the IPO.

Stock Option Plan

The Company determined a total of 440,000 share purchase options will be granted to the directors and officers on the date upon which the Company becomes listed on the TSXV. These options will be exercisable for a price of \$0.10 for a period of five years from the date the Company becomes listed on the TSXV.

5. Financial instruments and risk management

The Company is exposed to the following financial risks:

- i) Market risk
- ii) Credit risk
- iii) Liquidity risk

CORTUS METALS INC.

Notes to the Financial Statements

For the period from incorporation on June 25, 2018 to December 31, 2018

(Expressed in Canadian Dollars)

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

General objectives, policies and processes

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure effective implementation of the objectives and policies to the Company's finance function.

The overall objective of the Board and the Company's finance function is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility and to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. Further details regarding these policies are set out below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of three types of risk: currency risk, interest rate risk, other price risk.

Currency risk

Currency risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company's share capital as well as the Company's reporting currency is denominated in Canadian Dollars. The Company considers this risk to be minimal.

Interest rate risk

Interest rate risk is the risk arising from the effect of changes in prevailing interest rates on the Company's financial instruments. The Company holds no interest-bearing financial liabilities, therefore interest rate risk is limited to potential decreases on the interest rate offered on cash held with its financial institution. The Company considers this risk to be minimal.

Credit risk

Credit risk is the risk of potential loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. The Company's cash is held with reputable institutions in Canada. The Company is not exposed to any material credit risk. The Company's maximum exposure to credit risk is \$94,187.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company monitors its risk by monitoring the maturity dates of its existing debt and other payables. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

CORTUS METALS INC.

Notes to the Financial Statements

For the period from incorporation on June 25, 2018 to December 31, 2018

(Expressed in Canadian Dollars)

To achieve this objective, the Company regularly monitors working capital positions and updates spending plans as considered necessary. Monthly working capital and expenditure reports are prepared by the Company's finance function and presented to management for review and communication to the Board. As at October 31, 2018, all of the Company's financial liabilities are due within one year.

As at December 31, 2018, the Company's working capital was \$109,187 and it does not have any long-term monetary liabilities. The continuing operations of the Company are dependent upon its ability to obtain adequate financing and to commence profitable operations in the future.

Determination of fair value

The statements of financial position carrying amounts for cash, goods and services tax receivable, and accounts payable and accrued liabilities approximate fair value due to their short-term nature. Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

Capital management

The Company monitors its equity as capital.

The Company's objectives in managing its capital are to maintain a sufficient capital base to support its operations and to meet its short-term obligations and at the same time preserve inventor's confidence and retain the ability to seek out and acquire new projects of merit. The Company is not exposed to any externally imposed capital requirements.

6. Capital disclosures and management

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to pursue the development of its projects. The Company is not subject to any externally imposed capital requirements.

The Company manages its 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 issue new equity if available on favourable terms, enter into joint venture arrangements, borrow, acquire or dispose of assets.

7. Related party transactions

The Company did not incur any related party transactions during the period.

CORTUS METALS INC.

Notes to the Financial Statements

For the period from incorporation on June 25, 2018 to December 31, 2018

(Expressed in Canadian Dollars)

8. Income taxes

The reconciliation of the income tax provision computed at statutory rates to the reported income tax provision is as follows:

	December 31, 2018
Loss before income taxes	\$ (800)
Total expected income tax recovery at statutory rates	(200)
Net effect of non-deductible amounts	-
Unrecognized benefit of income tax losses	200
Actual income tax recovery	\$ -

There are no deferred tax assets or liabilities presented in the statement of financial position.

This potential future tax benefit has been offset entirely by a valuation allowance and has not been recognized in these financial statements. The non-capital loss carry-forwards expire according to the following schedule:

	Non-capital losses
2038	\$ 200

The deferred tax assets have not been recognized because at this stage of the Company's development it is not determinable that future taxable profit will be available against which the Company can't utilize such deferred tax assets.

9. Event after the reporting period

In connection with its proposed IPO, the Company filed a prospectus in the Provinces of Alberta, British Columbia and Ontario on March *, 2019.

CERTIFICATE OF THE COMPANY

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

March 15, 2019
Vancouver, British Columbia

(Signed) "Sean Mager"
CEO, Corporate Secretary and Director
CORTUS METALS INC.

(Signed) "Chris Beltgens"
CFO and Director
CORTUS METALS INC.

ON BEHALF OF THE BOARD OF DIRECTORS

(Signed) "John Williamson"
Director
CORTUS METALS INC.

(Signed) "Jeremy Yaseniuk"
Director
CORTUS METALS INC

(Signed) "James Greig"
Director
CORTUS METALS INC

CERTIFICATE OF THE PROMOTERS

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

March 15, 2019
Vancouver, British Columbia

(Signed) "Sean Mager"
Promoter
CORTUS METALS INC.

(Signed) "Chris Beltgens"
Promoter
CORTUS METALS INC.

(Signed) "John Williamson"
Promoter
CORTUS METALS INC.

(Signed) "Jeremy Yaseniuk"
Promoter
CORTUS METALS INC.

(Signed) "James Greig"
Promoter
CORTUS METALS INC.

CERTIFICATE OF THE AGENT

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

March 15, 2019
Vancouver, British Columbia

HAYWOOD SECURITIES INC.

Don Wong, Vice President, Investment Banking

ACKNOWLEDGMENT - PERSONAL INFORMATION

“**Personal Information**” means any information about an identifiable individual, and includes information contained in any items in the attached prospectus that are analogous to Items 4.2, 6.7, 11.1, 13.1, 14, 15 and 21 of this form, as applicable.

The undersigned hereby acknowledges and agrees that it has obtained the express written consent of each individual to:

- (a) the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B) pursuant to the prospectus; and
- (b) the collection, use and disclosure of Personal Information by the Exchange for the purposes described in Appendix 6B or as otherwise identified by the Exchange, from time to time.

Dated: March 15, 2019

CORTUS METALS INC.

Per: “Sean Mager”

CEO, Corporate Secretary and Director