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PROSPECTUS

INITIAL PUBLIC OFFERING

April 26, 2021

Dash Capital Corp.
(a Capital Pool Company)

Minimum Offering: \$200,000 or 2,000,000 Common Shares
Maximum Offering: \$750,000 or 7,500,000 Common Shares
Price: \$0.10 per Common Share

The purpose of this offering (the “**Offering**”) is to provide Dash Capital Corp. (the “**Issuer**”) with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction (as defined herein). Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the “**Exchange**”) and in the case of a Non-Arm’s Length Qualifying Transaction (as defined herein) must also receive Majority of the Minority Approval (as defined herein) in accordance with Exchange Policy 2.4 – *Capital Pool Companies* (the “**CPC Policy**”). The Issuer is a Capital Pool Company (as defined herein). 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 herein), the Issuer 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 Issuer” and “Use of Proceeds”.

The Issuer hereby offers to the public through its agent, Richardson Wealth Limited (the “**Agent**”), a minimum of 2,000,000 common shares in the capital of the Issuer (the “**Common Shares**”) for total gross proceeds to the Issuer of \$200,000 (the “**Minimum Offering**”) and a maximum of 7,500,000 Common Shares for total gross proceeds to the Issuer of \$750,000 (the “**Maximum Offering**”) at a price of \$0.10 (the “**Offering Price**”) per Common Share (the “**Offering**”).

This Offering is made on a commercially reasonable efforts basis by the Agent pursuant to the terms of an agency agreement to be entered into between the Issuer and the Agent (the “**Agency Agreement**”) and is subject to the receipt by the Issuer of subscriptions for a minimum of 2,000,000 Common Shares for total gross proceeds to the Issuer of \$200,000 and subject to approval of certain legal matters by McCarthy Tétrault LLP on behalf of the Issuer, and by Getz Prince Wells LLP, on behalf of the Agent. The Offering Price of the Common Shares was determined by negotiation between the Issuer and the Agent. All funds received from subscriptions for Common Shares will be deposited and held by the Agent pursuant to the terms of the Agency Agreement. If the Minimum Offering 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”.

Pursuant to the Agency Agreement, the Issuer will grant to the Agent a non-transferable option to purchase that number of Common Shares equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering at a price of \$0.10 per share expiring 5 years from the date the Common Shares are listed on the Exchange (the “**Agent’s Option**”), provided that no more than 50% of the aggregate number of Common Shares which may be acquired by the Agent on exercise of the entire option may be sold by the Agent before the Completion of the Qualifying Transaction. The grant of the Agent’s Option is qualified for distribution under this prospectus. See “Plan of Distribution”.

In addition, the Issuer will grant incentive stock options to directors and senior officers of the Issuer to purchase that number of Common Shares equal to 10% of the aggregate number of Common Shares outstanding upon the closing of the Offering, representing 550,000 Common Shares in the event of the Minimum Offering being completed and 1,100,000 Common Shares in the event of the Maximum Offering being completed, in each event at an exercise price of \$0.10 per share and exercisable for a period of 10 years from the date of the grant (the “**CPC Stock Options**”). The distribution of the CPC Stock Options is qualified under this prospectus. See “CPC Stock Options”.

Distribution

	Common Shares	Price to the Public	Agent’s Commission ⁽¹⁾	Net Proceeds to the Issuer ⁽²⁾
Per Common Share	1	\$0.10	\$0.01	\$0.09
Minimum Offering⁽³⁾	2,000,000	\$200,000	\$20,000	\$180,000
Maximum Offering⁽³⁾	7,500,000	\$750,000	\$75,000	\$675,000

- (1) The Agent will receive a commission of 10% of the gross proceeds of the Offering (the “**Agent’s Commission**”), representing \$20,000 in the event of the Minimum Offering being completed and \$75,000 in the event of the Maximum Offering being completed. The Issuer will pay to the Agent a corporate finance fee of \$15,000 plus GST. In addition, the Agent will be granted the Agent’s Option, representing an option to purchase 200,000 Common Shares in the event of the Minimum Offering being completed and 750,000 Common Shares in the event of the Maximum Offering being completed. The Agent will also be reimbursed by the Issuer for its expenses and legal fees. See “Plan of Distribution”.
- (2) Before deducting the costs and expenses of the Offering (and certain pre-offering costs) estimated in the aggregate amount of \$118,975 (excluding the Agent’s Commission), plus applicable taxes, which includes: the Agent’s corporate finance fee, legal fees and other expenses; legal fees, audit fees and transfer agent fees; the listing fee payable to the Exchange; and the filing fees payable to the applicable securities regulatory authorities. See “Use of Proceeds”.
- (3) A minimum of 2,000,000 Common Shares and a maximum of 7,500,000 Common Shares are qualified for distribution under this prospectus. In addition, this prospectus qualifies for distribution the Agent’s Option and the CPC Stock Options. See “Plan of Distribution”.

Market for Securities

There is no market through which the Common Shares may be sold and purchasers may not be able to resell the Common Shares purchased under this prospectus. This may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Common Shares and the extent of issuer regulation. See “Risk Factors”.

The Exchange has conditionally accepted the listing of the Issuer’s Common Shares. Listing is subject to the Issuer fulfilling all of the requirements of the Exchange.

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

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent’s Option and the grant of the CPC Stock Options, trading in all securities of the Issuer is prohibited during the period between the date a receipt for the preliminary prospectus is issued by the securities regulatory authority or regulator that is designated the principal regulator for the Issuer pursuant to Multilateral Instrument 11-102 – *Passport System* (the “**Principal Regulator**”) and the time the Common Shares are listed for trading on the Exchange, except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

Risk Factors

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

Maximum Investment

Pursuant to the CPC Policy, 75% of the total number of Common Shares offered under this prospectus are subject to the following limits:

- (a) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser pursuant to the Offering is 2% of the total number of Common Shares offered under this prospectus, representing 40,000 Common Shares (\$4,000) in the event of the Minimum Offering being completed and 150,000 Common Shares (\$15,000) in the event of the Maximum Offering being completed; and
- (b) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser, together with that purchaser's Associates and Affiliates, is 4% of the total number of Common Shares offered under this prospectus, representing 80,000 Common Shares (\$8,000) in the event of the Minimum Offering being completed and 300,000 Common Shares (\$30,000) in the event of the Maximum Offering being completed.

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

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GLOSSARY

“**ABCA**” means the *Business Corporation Act (Alberta)*.

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

- (a) a Company is an “**Affiliate**” of another Company if:
 - (i) one of them is the subsidiary of the other, or
 - (ii) each of them is controlled by the same Person.
- (b) a Company is “**controlled**” by a Person if:
 - (i) voting securities of the Company are held, other than by way of security only, by or for the benefit of that Person, and
 - (ii) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Company.
- (c) a Person beneficially owns securities that are beneficially owned by:
 - (i) a Company controlled by that Person, or
 - (ii) an Affiliate of that Person or an Affiliate of any Company controlled by that Person.

“**Agency Agreement**” means the agency agreement dated April 26, 2021 between the Issuer and the Agent in connection with the Offering.

“**Agent**” means Richardson Wealth Limited.

“**Agent’s Commission**” means a commission of 10% of the gross proceeds of the Offering, representing \$20,000 in the event of the Minimum Offering being completed and \$75,000 in the event of the Maximum Offering being completed.

“**Agent’s Option**” means the non-transferable option to purchase that number of Common Shares equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering at a price of \$0.10 per Common Share expiring 5 years from the date the Common Shares are listed on the Exchange.

“**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 or to complete the transaction;
and

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

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

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

but

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

"COGE Handbook" means the Canadian Oil and Gas Evaluation Handbook maintained by the Society of Petroleum Evaluation Engineers (Calgary Chapter), as amended from time to time.

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

"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 of the Final QT Exchange Bulletin issued by the Exchange.

"Concurrent Financing" means a Private Placement that an issuer proposes to complete after it has entered into a Qualifying Transaction Agreement and concurrently with the closing of the Qualifying Transaction to raise funds needed to close the Qualifying Transaction and to satisfy applicable Initial Listing Requirements related to Working Capital and Financial Resources is a concurrent financing.

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

“CPC” or **“Capital Pool Company”** means a corporation or trust:

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

“CPC Escrow Agreement” means Form 2F – *CPC Escrow Agreement*. See “Escrowed Securities - Escrowed Securities on Qualifying Transaction”.

“CPC Filing Statement” means the disclosure document of the Issuer prepared in accordance with Form 3B2 – *Information Required in a Filing Statement for a Qualifying Transaction*, which provides full, true and plain disclosure of all material facts relating to the Issuer and the Significant Assets.

“CPC Information Circular” means the Information Circular of the Issuer prepared in accordance with applicable Securities Laws and Form 3B1 – *Information Required in an Information Circular for a Qualifying Transaction*, which provides full, true and plain disclosure of all material facts relating to the CPC and the Significant Assets.

“CPC Policy” means Policy 2.4 – *Capital Pool Companies* of the Exchange.

“CPC Stock Options” means incentive stock options granted by the Issuer to purchase Common Shares at an exercise price of \$0.10 per share and exercisable for a period of 10 years from the date of the grant.

“Declaration” means Form 2C1 – *Declaration*.

“Disclosure Document” means a CPC Filing Statement or a CPC Information Circular, as the case may be, or a Prospectus if required by section 11.1(f) of the CPC Policy.

“Eligible Charitable Organization” means:

- (a) any Charitable Organization* or Public Foundation* which is a Registered Charity*, but is not a Private Foundation*, or
- (b) a Registered National Arts Service Organization*¹

“Escrow Agent” means Odyssey Trust Company.

“Exchange” means the TSX Venture Exchange Inc.

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

“Financial Resources” refers generally only to the ability of an issuer to pay from its cash flow, all general and administrative expenses and costs reasonably required pursuant to its business plan.

“Geological Reports” means:

- (a) in the case of a mining property, a report prepared in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* or any successor instrument, or

*These terms are defined in the Income Tax Act (Canada), as amended from time to time.

- (b) in the case of an oil and gas property, a report with supporting materials prepared in accordance with National Instrument 51-101 *Standards of Disclosure for Oil and Gas Activities*, and the COGE Handbook.

“holding company” means a non-individual holding company.

“Information Circular” means a document in the form required by applicable corporate law and applicable Securities Laws prepared in connection with a proxy solicitation for a shareholders’ meeting.

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

“Initial Public Offering” or **“IPO”** means a transaction that involves an issuer issuing securities from its treasury pursuant to its first Prospectus.

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

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

“Investor Relations Activities” means any activities, by or on behalf of the Issuer or a Shareholder, that promote or reasonably could be expected to promote the purchase or sale of securities of the Issuer, but does not include:

- (a) the dissemination of information provided, or records prepared, in the ordinary course of business of the Issuer
 - (i) to promote the sale of products or services of the Issuer, or
 - (ii) to raise public awareness of the Issuer,that cannot reasonably be considered to promote the purchase or sale of securities of the Issuer;
- (b) activities or communications necessary to comply with the requirements of:
 - (i) applicable Securities Laws;
 - (ii) Exchange requirements or the by-laws, rules or other regulatory instruments of any other self regulatory body or exchange having jurisdiction over the Issuer;
- (c) communications by a publisher of, or writer for, a newspaper, magazine or business or financial publication, that is of general and regular paid circulation, distributed only to subscribers to it for value or to purchasers of it, if:
 - (i) the communication is only through the newspaper, magazine or publication, and

- (ii) the publisher or writer receives no commission or other consideration other than for acting in the capacity of publisher or writer; or
- (d) activities or communications that may be otherwise specified by the Exchange.

"Issuer" means Dash Capital Corp.

"Listed Share" means a share or other security that is listed on the Exchange.

"Majority of the Minority Approval" means the approval by the majority of the votes cast at a meeting of Shareholders of the Issuer, or by the written consent of Shareholders holding more than 50% of the issued Listed Shares of the Issuer, provided that the votes attached to Listed Shares of the Issuer held by the following Persons and their Associates and Affiliates are excluded from the calculation of any such approval or written consent:

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

"Maximum Offering" means an offering of 7,500,000 Common Shares for total gross proceeds of \$750,000.

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

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

"MI 61-101" has the meaning given to it in Exchange Policy 5.9 – *Protection of Minority Security Holders in Special Transactions*.

"Minimum Offering" means an offering of 2,000,000 Common Shares for total gross proceeds of \$200,000.

"Non-Arm's Length Party" means in relation to a Company:

- (a) in relation to a Company:
 - (i) a Promoter, officer, director, other Insider or Control Person of that Company and any Associates or Affiliates of any of such Persons; or
 - (ii) another entity, or an Affiliate of that entity, if that entity or its Affiliate have the same Promoter, officer, director, Insider or Control Person as the Company; and
- (b) in relation to an individual, any Associate of the individual or any Company of which the individual is a Promoter, officer, director, Insider or Control Person.

"Non-Arm's Length Parties to the Qualifying Transaction" means the Vendor(s), any Target Company(ies) and includes, in relation to Significant Assets or Target Company(ies), the Non-Arm's Length

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

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

"Offering" means the offering of Common Shares under this prospectus.

"Offering Price" means \$0.10 per Common Share.

"Participating Organization" means a company that is not a Member but has been granted access to trading privileges through the Exchange.

"Person" means a Company or individual.

"Personal Information Form" means Form 2A – *Personal Information Form*.

"Principal" means:

- (a) a Person who acted as a Promoter of the Issuer within two years before the IPO prospectus or the date of the bulletin issued by the Exchange that evidences the final Exchange acceptance of a transaction (the **"Final Exchange Bulletin"**);
- (b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;
- (c) a **20% holder** – a Person that holds securities carrying more than 20% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions;
- (d) a **10% holder** – a Person that:
 - (i) holds securities carrying more that 10% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and
 - (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Issuer or any of its material operating subsidiaries.

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

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

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

"Principal Regulator" means the securities regulatory authority or regulator that is designed the principal regulator for the Issuer pursuant to Multilateral Instrument 11-102 – *Passport System*.

“Private Placement” means an issuance from treasury of securities for cash without prospectus disclosure, in reliance on one or more of the exemptions under applicable Securities Laws.

“Professional Person” means a Person whose profession gives authority to a statement made by the Person in the Person’s professional capacity and includes, but is not limited to, a barrister and solicitor, a public accountant, an appraiser and an auditor.

“Pro Group” means:

- (a) Subject to sub-items (b), (c) and (d) and (e), **“Pro Group”** shall include, either individually or as a group:
 - (i) the Member;
 - (ii) employees of the Member;
 - (iii) partners, officers and directors of the Member;
 - (iv) Affiliates of the Member; and
 - (v) Associates of any parties referred to in sub-sub-items (i) through (iv).
- (b) The Exchange may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is not acting at arm’s length to the Member.
- (c) The Exchange may, in its discretion, exclude a Person from the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm’s length of the Member.
- (d) The Exchange may deem a Person who would otherwise be included in the Pro Group pursuant to sub-item (a) to be excluded from the Pro Group where the Exchange determines that:
 - (i) the Person is an Affiliate or Associate of the Member and is acting at arm’s length of the Member;
 - (ii) the Associate or Affiliate has a separate corporate and reporting structure;
 - (iii) there are sufficient controls on information flowing between the Member and the Associate or Affiliate; and
 - (iv) the Member maintains a list of such excluded Persons.

“Promoter” has the definition prescribed by applicable Securities Laws.

“Prospectus” means a disclosure document required to be prepared in connection with a public offering of securities and which complies with the form and content requirements of a prospectus as described in applicable Securities Laws.

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

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

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

“Related Party Transaction” has the meaning ascribed to that term under MI 61-101, and includes a related party transaction that is determined by the Exchange to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non-Arm’s Length Parties, or other circumstances exist which may compromise the independence of the Issuer with respect to the transaction.

“Responsible Solicitor” means a solicitor who is primarily responsible for the preparation of, or for advice to the Issuer or Agent with respect to, the contents of this prospectus.

“Resulting Issuer” means the issuer that was formerly a CPC, which exists upon issuance of the Final QT Exchange Bulletin.

“Securities Laws” means securities legislation, securities regulation and securities rules, as amended, and the policies, notices, instruments and blanket orders in force from time to time that are applicable to the Issuer.

“Seed Shares” means Common Shares issued prior to this Offering at a price below the Offering Price.

“Shareholder” means a registered or beneficial holder of shares or, if the context requires, other securities of the Issuer.

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

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

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

“Sponsorship Acknowledgement Form” means Form 2G – *Sponsorship Acknowledgement Form*.

“Stock Option Plan” means the stock option plan adopted by the Issuer.

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

“Transfer Agent” means Odyssey Trust Company.

“TSX Venture Exchange Rule Book and Policies” means the rules and policies which govern the manner in which Members and Participating Organizations conduct business on the Exchange.

“Vendor(s)” means one or all of the beneficial owners of the Significant Assets and/or a Target Company.

“Warrants” means Listed Share purchase warrants, being a right which can be exercised to acquire Listed Shares upon payment of cash consideration, usually issued in connection with a Private Placement or pursuant to a Prospectus. See Policy 4.1 - *Private Placements* for the limitations on the terms and pricing of Warrants.

“Working Capital” means current assets less current liabilities based on the Issuer’s most recent balance sheet.

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PROSPECTUS SUMMARY

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

- Issuer:** Dash Capital Corp.
- Business of the Issuer:** The Issuer is a CPC. The principal business of the Issuer will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Issuer has not commenced commercial operations and has no assets other than a minimum amount of cash. See "Business of the Issuer".
- Offering:** A minimum of 2,000,000 Common Shares and a maximum of 7,500,000 Common Shares are being offered under this prospectus at a price of \$0.10 per Common Share for minimum gross proceeds of \$200,000 and maximum gross proceeds of \$750,000. In addition, the Issuer will grant the Agent's Option to the Agent, which is qualified under this prospectus, to purchase that number of Common Shares equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering at a price of \$0.10 per share expiring 5 years from the date the Common Shares are listed on the Exchange, representing 200,000 Common Shares in the event of the Minimum Offering being completed and 750,000 Common Shares in the event of the Maximum Offering being completed. The Issuer also intends to grant CPC Stock Options to directors and senior officers of the Issuer to purchase that number of Common Shares equal to 10% of the aggregate number of Common Shares outstanding upon the closing of the Offering, representing 550,000 Common Shares in the event of the Minimum Offering being completed and 1,100,000 Common Shares in the event of the Maximum Offering being completed, all of which CPC Stock Options are qualified for distribution under this prospectus. See "Plan of Distribution" and "CPC Stock Options".
- Use of Proceeds:** The net proceeds to the Issuer from the Offering will be approximately \$180,000 in the event of the Minimum Offering being completed and \$675,000 in the event of the Maximum Offering being completed (after deducting the Agent's Commission but before deducting the costs and expenses of the Offering (and certain pre-offering costs). The net proceeds of this Offering will be used to provide the Issuer 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 Issuer may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. See "Use of Proceeds" for details of the restrictions and prohibitions on the Issuer's use of funds.
- Directors and Officers:** The directors and officers of the Issuer are as follows: Darrell Denney, Chief Executive Officer and Director; Steve Bjornson, Chief Financial Officer and Director; Murray Scaff, Director; Todd McAllister, Director; and Gordon Cameron, Corporate Secretary. See "Directors, Officers and Promoters", "Promoter" and "Management of the Issuer".

Escrowed Shares: All of the currently issued and outstanding Common Shares, being 3,500,000 Common Shares, and all of the CPC Stock Options, being 550,000 CPC Stock Options in the event of the Minimum Offering being completed and 1,100,000 CPC Stock Options in the event of the Maximum Offering being completed, will be deposited in escrow pursuant to the terms of the CPC Escrow Agreement, and will be released from escrow in stages over a period of 18 months from the date of the Final QT Exchange Bulletin. See “Escrowed Securities”.

Risk Factors: Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Issuer’s business and its present stage of development. The Issuer was only recently incorporated and has no active business or assets other than 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 Issuer and can afford to risk the loss of their entire investment. The directors and officers of the Issuer will only devote part of their time and attention to the affairs of the Issuer and there are potential conflicts of interest to which some of the directors and officers of the Issuer will be subject in connection with the operations of the Issuer. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 31.8% or \$0.0318 per Common Share in the event of the Minimum Offering being completed or 15.9% or \$0.0159 per Common Share in the event of the Maximum Offering being completed. There can be no assurance that an active and liquid market for the Issuer’s Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Issuer 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 Issuer has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Issuer 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 Issuer”, “Risk Factors” and “Directors, Officers and Promoters - Conflicts of Interest”.

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CORPORATE STRUCTURE

Name and Incorporation

The Issuer was incorporated on January 13, 2021 under the *Business Corporations Act* (Alberta) (the “**ABCA**”) under the name “**Dash Capital Corp.**”.

The Issuer’s head office and the registered office of the Issuer is located at 4000-421 7th Avenue SW, Calgary, Alberta, T2P 4K9.

BUSINESS OF THE ISSUER

Preliminary Expenses

Other than \$10,000 paid to the Agent as an advance retainer towards the Agent’s estimated legal fees, the Agent’s corporate finance fee of \$15,000 (excluding GST), audit fees of \$15,000 (excluding GST), the minimum listing fee to the Exchange of \$5,000 (excluding GST) and other legal fees of \$5,000 (excluding GST), the Corporation has not incurred any estimated expenses to date in proceeding with the Offering. Part of the net proceeds of the Offering will be used to satisfy other obligations of the Issuer related to the Offering, including, but not limited to: additional audit and legal expenses; the Agent’s Commission, legal and other expenses; the remaining listing fees of the Exchange; and the applicable filing fees of the securities regulatory authorities. See “Use of Proceeds”.

Proposed Operations until Completion of the Qualifying Transaction

The Issuer 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 Issuer has not conducted commercial operations.

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

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

Method of Financing

The Issuer may use cash, bank financing and/or the issuance of treasury shares either by way of private placement or public offering or some combination thereof 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 Issuer and may cause the Shareholders’ interest in the Issuer to be further diluted.**

Criteria for a Qualifying Transaction

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

acquisitions will be screened initially by management of the Issuer to determine their economic viability. The board of directors will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of each director. Such business fundamentals include, but are not limited to:

- (a) the risk to reward ratio;
- (b) the cost effectiveness of the participation or acquisition;
- (c) the potential for growth;
- (d) the length of the payout period; and
- (e) the rate of return.

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

Upon the Issuer reaching a Qualifying Transaction Agreement, the Issuer must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Issuer's Common Shares until the filing requirements of the Exchange have been satisfied as set forth under "Business of the Issuer - Trading Halts, Suspension and Delisting". Within 75 days after issuance of such news release, the Issuer shall be required to submit for review to the Exchange a Disclosure Document that complies with Exchange requirements containing prospectus level disclosure of the Significant Assets and the Issuer, assuming Completion of the Qualifying Transaction. Where the proposed Qualifying Transaction is a Non-Arm's Length Qualifying Transaction, the Issuer must obtain Majority of the Minority Approval of the Qualifying Transaction. Where the proposed Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction, the Exchange will not require the Issuer to obtain Shareholder approval of the Qualifying Transaction provided that it files the CPC Filing Statement or a Prospectus.

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

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

If required by the Exchange, the Issuer will retain a Sponsor, who must be a Member of the Exchange, or a Participating Organization of the Toronto Stock Exchange, and who will be required to submit to the Exchange a Sponsor Report prepared in accordance with the policies of the Exchange. The Issuer will no longer be considered to be a CPC upon the Exchange having issued the Final QT Exchange Bulletin. The Exchange will generally not issue the Final QT Exchange Bulletin until the Exchange has received:

- (a) confirmation of Shareholder approval of the Qualifying Transaction, if required;
- (b) confirmation of closing of the Qualifying Transaction; and
- (c) all post-meeting or final documentation, as applicable, otherwise required to be filed with the Exchange pursuant to the CPC Policy.

Upon issuance of the Final QT Exchange Bulletin, the CPC Policy will generally cease to apply, with the exception of the escrow provisions of the CPC Policy.

Initial Listing Requirements

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

Trading Halts, Suspension and Delisting

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

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

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

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

In the event that the Common Shares of the Issuer are delisted by the Exchange, within 90 days from the date of such delisting, the Issuer 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 Issuer, determine to deal with the Issuer or its remaining assets in some other manner. See "Business of the Issuer - Filings and Shareholder Approval of a Non-Arm's Length Qualifying Transaction".

Refusal of a Qualifying Transaction

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

- (a) the Resulting Issuer fails to satisfy the applicable initial listing requirements of the Exchange;

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

USE OF PROCEEDS

Proceeds and Principal Purposes

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

Proceeds to the Issuer	Minimum Offering	Maximum Offering
(a) Gross Cash proceeds received by the Issuer from the sale of Common Shares prior to this Offering ⁽¹⁾	\$175,000	\$175,000
(b) Less: Expenses and costs relating to raising the cash proceeds referred to in (a) above	(\$5,250)	(\$5,250)
(c) Plus: Gross cash proceeds to be raised by the Issuer from the sale of the Common Shares distributed pursuant to this Offering ⁽²⁾	\$200,000	\$750,000
(d) Less: Expenses and costs relating to the Offering (including listing fees, Agent's Commission, legal fees, audit fees and expenses) referred to in (c) above, incurred to date and expected to be incurred	(\$133,725)	(\$188,725)
(e) Estimated funds to be available to the Issuer (on completion of the Offering)	\$236,025	\$731,025

(1) See "Prior Sales"

(2) In the event the Agent exercises the Agent's Option, there will be available to the Issuer an additional \$20,000 in the event of the Minimum Offering being completed and \$75,000 in the event of the Maximum Offering being completed, which will be added to the working capital of the Issuer. In the event that all CPC Stock Options are exercised, there will be available to the Issuer an additional \$55,000 in the event of the Minimum Offering being completed and \$110,000 in the event of the Maximum Offering being completed, which will be added to the working capital of the Issuer. There is no assurance that any of the Agent's Option or the CPC Stock Options will be exercised.

Use of Proceeds	Minimum Offering	Maximum Offering
Funds available for identifying and evaluating assets or businesses ⁽¹⁾	\$164,025	\$659,025
Estimation general and administrative expenses until the Completion of the Qualifying Transaction ⁽²⁾	\$72,000	\$72,000
TOTAL NET PROCEEDS	\$236,025	\$731,025

(1) In the event that the Issuer enters into a Qualifying Transaction Agreement prior to spending the entire \$164,025 in the event of the Minimum Offering being completed and \$731,025 in the event of the Maximum Offering being completed on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partly finance the acquisition of, or participation in, the Significant Assets or for working capital after Completion of the Qualifying Transaction.

(2) Assuming a Qualifying Transaction will take approximately 24 months to identify and complete. The estimated expenses include legal fees, audit fees, accounting fees, filing fees and general and administrative overhead expenses. See "Use of Proceeds".

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

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

Permitted Use of Funds

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

- (a) reasonable expenses relating to the Issuer's IPO, including:
 - (i) fees for legal services and audit services relating to the preparation and filing of this prospectus;
 - (ii) Agent's fees, costs and commissions; and
 - (iii) printing costs, including printing of this prospectus and share certificates;
- (b) reasonable general and administrative expenses of the Issuer (not exceeding in aggregate \$3,000 per month), including:
 - (i) office supplies, office rent and related utilities;
 - (ii) equipment leases;
 - (iii) fees for legal services; and
 - (iv) fees for accounting and advisory services;
- (c) reasonable expenses relating to a proposed Qualifying Transaction, including:
 - (i) valuations or appraisals;
 - (ii) business plans;
 - (iii) feasibility studies and technical assessments;
 - (iv) sponsorship reports;
 - (v) Geological Reports;
 - (vi) financial statements;
 - (vii) fees for legal services; and

- (viii) fees for accounting, assurance and audit services;
- (d) agents' and finders' fees, costs and commissions;
- (e) assurance and audit fees of the Issuer;
- (f) escrow agent and transfer agent fees of the Issuer; and
- (g) regulatory filing fees of the Issuer.

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

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

Prohibited Payments to Non-Arm's Length Parties

Except as described under "Plan of Distribution", "CPC Stock Options", "Use of Proceeds - Finder's Fee" and "Use of Proceeds - Permitted Use of Funds", the Issuer 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 Issuer or a Non-Arm's Length Party to the Qualifying Transaction, or to a person engaged in investor relations activities, promotional or market-making services in respect of the Issuer or the securities of the Issuer or any Resulting Issuer by any means, including:

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

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

Notwithstanding the above, the Issuer may pay or reimburse a Non-Arm's Length Party to the Issuer for reasonable general and administrative expenses of the Issuer (including office supplies, office rent and related utilities, equipment leases, fees for legal services and fees for accounting and advisory services)

not exceeding in aggregate \$3,000 per month, and for fees for legal services relating to a proposed Qualifying Transaction, and the Issuer may also reimburse a Non-Arm's Length Party to the Issuer for reasonable out-of-pocket expenses incurred in pursuing the business of the Issuer described in "Use of Proceeds - Permitted Use of Funds".

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

Private Placements for Cash

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Issuer 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 Issuer where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed \$10,000,000. Generally, the only securities issuable pursuant to such a private placement will be Common Shares and Agent's options. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non-Arm's Length Parties to the Issuer and to Principals of the Resulting Issuer will be subject to escrow.

Finder's Fee

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

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

PLAN OF DISTRIBUTION

Name of Agent and Agent's Compensation

Pursuant to the Agency Agreement, the Issuer will appoint Richardson Wealth Limited as its agent to offer for sale, on a commercially reasonable efforts basis to the public, a minimum of 2,000,000 Common Shares and a maximum of 7,500,000 Common Shares, as provided in this prospectus, at a price of \$0.10 per Common Share for minimum gross proceeds of \$200,000 and maximum gross proceeds of \$750,000,

subject to the terms and conditions of the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares, representing \$20,000 in the event of the Minimum Offering being completed and \$75,000 in the event of the Maximum Offering being completed. In addition, the Issuer will pay to the Agent a corporate finance fee of \$15,000 plus GST. The Agent will be reimbursed by the Issuer for its reasonable expenses and legal fees.

The Issuer has also agreed to grant to the Agent a non-transferable option to purchase that number of Common Shares equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering at a price of \$0.10 per share expiring 5 years from the date the Common Shares are listed on the Exchange, representing 200,000 Common Shares in the event of the Minimum Offering being completed and 750,000 Common Shares in the event of the Maximum Offering being completed (the “**Agent’s Option**”). All of the Agent’s Option is qualified under this prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent’s Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Issuer and may make co-brokerage arrangements with other investment dealers at no additional cost to the Issuer. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

If the Offering is completed, the Issuer shall grant to the Agent a right of participation commencing on the closing of the Offering and expiring 12 months following the completion by the Issuer of a Qualifying Transaction. Pursuant to the participation right, the Issuer shall use commercially reasonable efforts to provide the Agent with a right to participate, in an amount of up to 50%, in any equity financing of any securities of the Issuer (including without limitation, securities convertible into equity) being undertaken by the Issuer by way of a brokered private placement or distribution to the public, but, for greater certainty, excluding the issuance of securities by the Issuer in a non-brokered private placement or financing, or in connection with the issuance of options, warrants, debentures, deferred compensation or any similar rights.

The Offering will be made in accordance with the rules and policies of the Exchange and with the consent of the Exchange. The closing of the Offering will take place at such time as the Issuer and the Agent may agree, provided that the minimum subscriptions have been received.

Commercially Reasonable Efforts Offering and Minimum Distribution

The Minimum Offering is 2,000,000 Common Shares for total gross proceeds of \$200,000 and the Maximum Offering is 7,500,000 Common Shares for total gross proceeds of \$750,000. Under the CPC Policy, 75% of the total number of Common Shares offered under this prospectus are subject to the following limits

- (a) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser pursuant to the Offering is 2% of the total number of Common Shares offered under this prospectus, representing 40,000 Common Shares (\$4,000) in the event of the Minimum Offering being completed and 150,000 Common Shares (\$15,000) in the event of the Maximum Offering being completed; and
- (b) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser, together with that purchaser’s Associates and Affiliates, is 4% of the total number of Common Shares offered under this prospectus, representing 80,000 Common Shares (\$8,000) in the event of the Minimum Offering being completed and 300,000 Common Shares (\$30,000) in the event of the Maximum Offering being completed.

The funds received from the Offering will be deposited with the Agent, and will not be released until a minimum of \$200,000 has been deposited. The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by the Agent and all

Persons who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

The Issuer also proposes to grant CPC Stock Options to directors and senior officers of the Issuer to purchase that number of Common Shares equal to 10% of the aggregate number of Common Shares outstanding upon the closing of the Offering, representing 550,000 Common Shares in the event of the Minimum Offering being completed and 1,100,000 Common Shares in the event of the Maximum Offering being completed, in accordance with the policies of the Exchange, which CPC Stock Options are qualified for distribution under this prospectus. See "CPC Stock Options".

Determination of Price

The Offering Price of \$0.10 per Common Share was determined by negotiation between the Issuer and the Agent.

Listing Application

The Exchange has conditionally accepted the listing of the Issuer's Common Shares. Listing is subject to the Issuer fulfilling all of the requirements of the Exchange.

Venture Issuers

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

Restriction on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of the CPC Stock Options to directors and senior officers of the Issuer, no securities of the Issuer will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the Principal Regulator 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 DISTRIBUTED

The Issuer is authorized to issue an unlimited number of Common Shares without nominal or par value, of which, as of the date hereof, 3,500,000 Common Shares are issued and outstanding as fully paid and non-assessable. In addition, a maximum of 7,500,000 Common Shares may be issued pursuant to the Offering; a maximum of 750,000 Common Shares may be issued upon exercise of the Agent's Option; and a maximum of 1,100,000 Common Shares may be issued upon exercise of the CPC Stock Options. All of the Common Shares to be outstanding on completion of this Offering will be fully paid and non-assessable. See "Prior Sales" and "Plan of Distribution".

The Issuer is also authorized to issue an unlimited number of first preferred shares ("**Preferred Shares**") without nominal or par value, of which, as at the date hereof, none have been issued.

Common Shares

The holders of the Common Shares are entitled to: (a) receive notice of and to vote at every meeting of shareholders of the Issuer and shall have one vote thereat for each such Common Share so held; (b) receive such dividends as the directors may from time to time declare on the Common Shares, subject to the rights, privileges, restrictions and conditions attached to the Preferred Shares; and (iii) subject to the rights, privileges, restrictions and conditions attached to the Preferred Shares, receive the remaining property of the Issuer in the event of liquidation, dissolution or winding up of the Issuer or upon any other distribution of the assets of the Issuer (other than by way of dividend out of monies properly applicable to the payment of dividends).

Preferred Shares

The Preferred Shares may be issued in one or more series and the directors of the Issuer are authorized to fix the number of shares in each series and to determine the designation, rights, privileges, restrictions and conditions attached to the shares of each series. **The preferred shares are entitled to a priority over the Common Shares with respect to the payment of dividends and the distribution of assets upon the liquidation of the Issuer.**

CAPITALIZATION

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

Capital	Authorized	Outstanding as of the date of the statement of financial position contained in the prospectus ⁽¹⁾	Outstanding as of the date hereof ⁽²⁾⁽³⁾⁽⁴⁾	Outstanding if the Minimum Offering is sold ⁽³⁾⁽⁴⁾	Outstanding if the Maximum Offering is sold ⁽³⁾⁽⁴⁾
Common Shares	Unlimited	\$175,000 (3,500,000 Common Shares)	\$175,000 (3,500,000 Common Shares)	\$375,000 ⁽⁵⁾ (5,500,000 Common Shares)	\$925,000 ⁽⁶⁾ (11,000,000 Common Shares)
Preferred Shares	Unlimited	Nil	Nil	Nil	Nil

- (1) As of the date of the statement of financial position contained in this prospectus, the Issuer had not commenced operations.
- (2) The Common Shares outstanding as at the date hereof will be held in escrow in accordance with the CPC Policy. See "Escrowed Securities".
- (3) The Issuer intends to issue that number of Common Shares equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering upon the exercise of the Agent's Option, representing 200,000 Common Shares in the event of the Minimum Offering being completed and 750,000 Common Shares in the event of the Maximum Offering being completed. See "Plan of Distribution".
- (4) Upon the closing of the Offering and in accordance with the Stock Option Plan, the Issuer intends to grant CPC Stock Options to directors and senior officers of the Issuer to purchase 550,000 Common Shares in the event of the Minimum Offering being completed and 1,100,000 Common Shares in the event of the Maximum Offering being completed. See "CPC Stock Options".
- (5) This amount represents gross proceeds available upon completion of the Minimum Offering, including prior issues of Common Shares, but before the deduction of the costs and expenses of the Offering (and certain pre-offering costs) estimated at \$138,975, plus applicable taxes, which includes: the Agent's Commission, corporate finance fee, legal fees and other expenses; legal fees, audit fees and transfer agent fees; the listing fee payable to the Exchange; and the filing fees payable to the applicable securities regulatory authorities. See "Use of Proceeds".

- (6) This amount represents gross proceeds available upon completion of the Maximum Offering, including prior issues of Common Shares, but before the deduction of the costs and expenses of the Offering (and certain pre-offering costs) estimated at \$193,975, plus applicable taxes, which includes: the Agent's Commission, corporate finance fee, legal fees and other expenses; legal fees, audit fees and transfer agent fees; the listing fee payable to the Exchange; and the filing fees payable to the applicable securities regulatory authorities. See "Use of Proceeds".

CPC STOCK OPTIONS

CPC Stock Options

The CPC Stock Options to purchase that number of Common Shares equal to 10% of the aggregate number of Common Shares outstanding upon the closing of the Offering, representing 550,000 Common Shares in the event of the Minimum Offering being completed and 1,100,000 Common Shares in the event of the Maximum Offering being completed, to be granted after the closing of the Offering to directors and senior officers of the Issuer are qualified for distribution under this prospectus. Upon the closing of the Offering, the CPC Stock Options shall be distributed as follows:

Optionee	Number of Common Shares Under CPC Stock Options (Minimum Offering)	Number of Common Shares Under CPC Stock Options (Maximum Offering)	Exercise Price per Common Share	Expiry Date
Murray Scalf	110,000	220,000	\$0.10	Ten years from the date of grant
Todd McAllister	110,000	220,000	\$0.10	Ten years from the date of grant
Darrell Denney	110,000	220,000	\$0.10	Ten years from the date of grant
Steve Bjornson	110,000	220,000	\$0.10	Ten years from the date of grant
Gordon Cameron	110,000	220,000	\$0.10	Ten years from the date of grant

Stock Option Terms

The Issuer has adopted an incentive stock option plan (the "**Stock Option Plan**"). The board of directors of the Issuer may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to any person who is: a *bona fide* director or senior officer of the Issuer, or, where permitted by Securities Laws, a technical consultant whose particular industry expertise is required to evaluate certain proposed Qualifying Transactions; a corporation wholly-owned by such a director, senior officer or technical consultant; or an Eligible Charitable Organization, non-transferable CPC Stock Options to purchase Common Shares, provided that the number of authorized but unissued Common Shares that may be issued upon the exercise of CPC Stock Options granted under the Stock Option Plan shall not exceed 10% of the issued and outstanding Common Shares, on a non-diluted basis, as at the date of grant of any CPC Stock Option, and that the exercise period does not exceed 10 years from the date of grant.

The number of Common Shares issuable to any individual director or senior officer will not exceed 5% of the issued and outstanding Common Shares, on a non-diluted basis, as at the date of grant of the CPC Stock Option.

The number of Common Shares issuable at any given time to all technical consultants in aggregate will not exceed 2% of the issued and outstanding Common Shares, on a non-diluted basis, as at the date of grant of any CPC Stock Option.

The number of Common Shares issuable at any given time to Eligible Charitable Organizations in aggregate will not exceed 1% of the issued and outstanding Common Shares, on a non-diluted basis, as at the date of grant of any CPC Stock Option.

The term of any CPC Stock Option must expire not later than 12 months after the optionee ceases to be a director, officer or technical consultant of the Issuer, or of the Resulting Issuer, as the case may be, subject to any earlier expiry date of such CPC Stock Option.

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

PRIOR SALES

Since the date of incorporation of the Issuer, 3,500,000 Common Shares have been issued as follows:

Date issued	Number of Common Shares ⁽¹⁾	Issue Price per Share	Aggregate Issue Price	Consideration Received
January 13, 2021	100 ⁽²⁾	\$0.05	\$5	cash
January 25, 2021	3,500,000 ⁽³⁾	\$0.05	\$175,000	cash

(1) These Common Shares will be held in escrow. See “Escrowed Securities”.

(2) These Common Shares were repurchased and cancelled by the Issuer on January 25, 2021.

(3) Of which 500,000 Common Shares were issued to members of the Aggregate Pro Group. See “RELATIONSHIP BETWEEN ISSUER AND AGENT”.

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 3,500,000 Common Shares issued prior to this Offering at a price below the Offering Price of \$0.10 per Common Share and all Common Shares that may be acquired from treasury by Non-Arm’s Length Parties of the Issuer either under this Offering or otherwise prior to the date of the Final QT Exchange Bulletin will be deposited with Odyssey Trust Company (the “**Escrow Agent**”) under an escrow agreement dated April 1, 2021 (the “**CPC Escrow Agreement**”).

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

The following table sets out, as of the date of this prospectus and immediately after completion of the Offering, the number of Common Shares of the Issuer and CPC Stock Options held, or to be held, in escrow:

Name and Municipality of Residence of Shareholder	Common Shares Held in Escrow	Percentage of Shares Issued Before Closing of Offering	Percentage of Shares Issued Upon Completion of Minimum Offering ⁽¹⁾	Percentage of Shares Issued Upon Completion of Maximum Offering ⁽¹⁾	Number of CPC Stock Options held in escrow
Murray Scalf Calgary, Alberta	750,000	21.43%	13.64%	6.82%	110,000 ⁽²⁾ 220,000 ⁽²⁾
Todd McAllister Foothills, Alberta	750,000	21.43%	13.64%	6.82%	110,000 ⁽²⁾ 220,000 ⁽²⁾
Darrell Denney High River, Alberta	500,000	14.29%	9.09%	4.55%	110,000 ⁽²⁾ 220,000 ⁽²⁾
Steve Bjornson Calgary, Alberta	500,000	14.29%	9.09%	4.55%	110,000 ⁽²⁾ 220,000 ⁽²⁾
Gordon Cameron Professional Corp. ⁽³⁾ Calgary, Alberta	500,000	14.29%	9.09%	4.55%	110,000 ⁽²⁾ 220,000 ⁽²⁾
Steve Damberger ⁽⁴⁾ Calgary, Alberta	450,000	12.86%	8.18%	4.10%	Nil
Blair Pytak ⁽⁴⁾ Calgary, Alberta	50,000	1.43%	0.91%	0.45%	Nil

(1) Assuming that no Common Shares are purchased by these shareholders under this Offering and before the exercise of the Agent's Option and the CPC Stock Options. See "Plan of Distribution".

(2) 110,000 CPC Stock Options shall be held in escrow in the event of the Minimum Offering being completed and 220,000 CPC Stock Options shall be held in escrow in the event of the Maximum Offering being completed. See "CPC Stock Options".

(3) Gordon Cameron Professional Corp. is the wholly-owned professional corporation of Gordon Cameron, the beneficial owner of the Common Shares. See "Relationship between the Issuer and Professional Persons".

(4) See "RELATIONSHIP BETWEEN ISSUER AND AGENT".

Where the Common Shares of the Issuer which are required to be held in escrow are held by a non-individual holding company (a "**holding company**"), each holding company pursuant to the CPC Escrow Agreement, has agreed, or will agree, not to carry out any transactions during the currency of the CPC Escrow Agreement which would result in a change of control of the holding company without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent

reasonably possible, it will not permit or authorize securities to be issued or transferred if it could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any Control Person of the holding company not to transfer the shares of that company.

Under the CPC Escrow Agreement:

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

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

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

If a Final QT Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the CPC Escrow Agreement, upon the issuance by the Exchange of a bulletin delisting the Issuer, the Escrow Agent is irrevocably authorized to:

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

Escrowed Securities on Qualifying Transaction

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

PRINCIPAL SHAREHOLDERS

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

Name	Type of Ownership	Number of Shares Owned ⁽¹⁾	Percentage of Shares Owned Before Offering	Percentage of Shares Owned Upon Completion of Minimum Offering ⁽²⁾⁽³⁾	Percentage of Shares Owned Upon Completion of Maximum Offering ⁽²⁾⁽³⁾
Murray Scalf	Record and Beneficially	750,000	21.43%	13.64%	6.82%
Todd McAllister	Record and Beneficially	750,000	21.43%	13.64%	6.82%
Darrell Denney	Record and Beneficially	500,000	14.29%	9.09%	4.55%
Steve Bjornson	Record and Beneficially	500,000	14.29%	9.09%	4.55%
Gordon Cameron	Beneficially ⁽⁴⁾	500,000	14.29%	9.09%	4.55%
Steve Damberger ⁽⁵⁾	Record and Beneficially	450,000	12.86%	8.18%	4.10%

(1) These Common Shares will be held in escrow. See “Escrowed Securities”.

(2) Assuming that no Common Shares are purchased by these shareholders under this Offering and before the exercise of the Agent’s Option and the CPC Stock Options. See “Plan of Distribution”.

(3) Assuming that the Agent’s Option and the CPC Stock Options are exercised, the following is the percentage owned or controlled (directly and indirectly) after the Offering by each of the above-named Persons: Murray Scalf (13.76% in the event of a Minimum Offering and 7.55% in the event of a Maximum Offering); Todd McAllister (13.76% in the event of a Minimum Offering and 7.55% in the event of a Maximum Offering); Darrell Denney (9.76% in the event of a Minimum Offering and 5.60% in the event of a Maximum Offering); Steve Bjornson (9.76% in the event of a Minimum Offering and 5.60% in the event of a Maximum Offering); Gordon Cameron (9.76% in the event of a Minimum Offering and 5.60% in the event of a Maximum Offering); and Steve Damberger (7.20% in the event of a Minimum Offering and 3.50% in the event of a Maximum Offering). See “Plan of Distribution” and “CPC Stock Options”.

(4) Gordon Cameron Professional Corp. is the wholly-owned professional corporation of Gordon Cameron and the record holder of the Common Shares. See “Relationship between the Issuer and Professional Persons”.

(5) See “RELATIONSHIP BETWEEN ISSUER AND AGENT”.

DIRECTORS, OFFICERS AND PROMOTERS

The following are the names and locations of residence of the directors, officers and promoters of the Issuer, their positions and offices with the Issuer, their present occupation and principal occupations during the last 5 years, the number of Common Shares beneficially owned or over which they directly or indirectly exercise control or direction, and the percentage of Common Shares to be held by each of them prior to and upon completion of the Offering:

Name, Municipality of Residence and Position	Present Occupation and Position During the Last 5 Years	Percentage and Number of Common Shares Owned Prior to the Offering⁽²⁾	Percentage and Number of Common Shares Owned Upon Completion of Minimum Offering⁽⁴⁾	Percentage and Number of Common Shares Owned Upon Completion of Maximum Offering⁽⁴⁾
Murray Scalf ⁽¹⁾⁽²⁾⁽³⁾ Alberta, Canada Director	Retired. Director, Clearview Resources Ltd. (June 2016 – Present); Director and Chief Operating Officer, Stonehaven Exploration Ltd. (formerly Donnycreek Energy Inc. and formerly Donnybrook Energy Inc.) (September 2009 – August 2016).	21.43% (750,000)	13.64% (750,000)	6.82% (750,000)
Todd McAllister ⁽¹⁾⁽²⁾⁽³⁾ Alberta, Canada Director	President, Midvalley Capital Corp., a private company holding working interests in oil and gas lands and producing properties in Alberta (August 2012 - Present). Director, Clearview Resources Ltd. (August 2013 - Present); Director, Front Range Resources Ltd. (July 2016 – September 2018).	21.43% (750,000)	13.64% (750,000)	6.82% (750,000)
Darrell Denney ⁽¹⁾ Alberta, Canada Director, CEO and Promoter	Vice President, Operations, Dienerian Resources Inc., a private company focused on developing and producing liquids rich natural gas in Alberta (July 2015 – Present).	14.29% (500,000)	9.09% (500,000)	4.55% (500,000)
Steve Bjornson ⁽¹⁾⁽²⁾ Alberta, Canada Director and CFO	Retired. Director, Cematrix Corporation (June 2010 - Present); Chief Financial Officer, Valeura Energy Inc. (April 2008 – January 2020).	14.29% (500,000)	9.09% (500,000)	4.55% (500,000)
Gordon Cameron Alberta, Canada Corporate Secretary	Partner, McCarthy Tétrault LLP (June 2014 - Present).	14.29% (500,000)	9.09% (500,000)	4.55% (500,000)

- (1) Elected as a director on January 13, 2021 to hold office until the next annual meeting of shareholders or until his successor is elected or appointed.
- (2) Member of the Audit Committee. The Issuer does not have a compensation committee or a corporate governance committee. See "Directors, Officers and Promoters - Audit Committee".
- (3) Independent director.
- (4) Assuming that no Common Shares are purchased by these shareholders under this Offering and before the exercise of the Agent's Option and the CPC Stock Options. See "Plan of Distribution".

Each of the directors and officers of the Issuer will devote the time required to achieve the goal of the Issuer to complete a Qualifying Transaction. Time actually spent by the directors and officers of the Issuer will vary according to the needs of the Issuer.

Prior to the Offering, the directors and officers beneficially own, directly or indirectly, or have control or direction over, an aggregate of 3,000,000 Common Shares, representing 85.71% of the issued and outstanding Common Shares. Subsequent to the Offering, the directors and officers will beneficially own, directly or indirectly, or have control or direction over, an aggregate of 3,000,000 Common Shares, representing 54.55% of the issued and outstanding Common Shares in the event that the Minimum Offering is completed or 27.27% of the issued and outstanding Common Shares in the event that the Maximum Offering is completed, assuming the directors and officers do not acquire any Common Shares under the Offering and assuming no exercise of the Agent's Option nor any CPC Stock Options. Subsequent to the Offering, the directors and officers will collectively hold between 550,000 CPC Stock Options in the event that the Minimum Offering is completed and 1,100,000 CPC Stock Options in the event that the Maximum Offering is completed.

Promoter

The Promoter of the Issuer is set out in the table below. See "Principal Shareholders", "Prior Sales" and "Directors, Officers and Promoters" for further information on the Promoter.

Name	Number of Shares Owned	Percentage of Shares Owned Before Offering	Percentage of Shares Owned Upon Completion of Minimum Offering ⁽¹⁾	Percentage of Shares Owned Upon Completion of Maximum Offering ⁽¹⁾	Fully-Diluted Percentage of Shares Owned Upon Completion of Minimum Offering ⁽²⁾	Fully-Diluted Percentage of Shares Owned Upon Completion of Maximum Offering ⁽²⁾
Darrell Denney	500,000	14.29%	9.09%	4.55%	8.00%	3.89%

(1) Assuming that no Common Shares are purchased by these shareholders under this Offering and before the exercise of the Agent's Option and the CPC Stock Options. See "Plan of Distribution".

(2) Assuming that no Common Shares are purchased by these shareholders under this Offering but including the exercise of the Agent's Option and the CPC Stock Options. Upon the closing of the Offering, Mr. Denney will receive CPC Stock Options to purchase 110,000 Common Shares in the event of the Minimum Offering being completed and 220,000 Common Shares in the event of the Maximum Offering being completed. See "CPC Stock Options".

Management of the Issuer

The following is a brief description of the management and key personnel of the Issuer.

Murray Scalf, age 61, Director of the Issuer. Mr. Scalf will allocate approximately 5% of his time to the Issuer.

Education: Petroleum Mineral Land Management Diploma from Mount Royal College.

Occupation and Experience: Director, Clearview Resources Ltd., a Calgary based junior oil and natural gas producing company (June 2016 - Present); former Director and Chief Operating Officer, Stonehaven Exploration Ltd., a Calgary based crude oil and natural gas exploration and production company (formerly Donnycreek Energy Inc. and formerly Donnybrook Energy Inc.) (September 2009 – August 2016); former Director and audit committee member, Blackbird Energy Inc., a Calgary based company focused on exploring and developing oil and liquids rich gas projects in Alberta (December 2012 – October 2013).

Mr. Scalf has not entered into either a non-competition or non-disclosure agreement with the Issuer.

Todd McAllister, age 59, Director of the Issuer. Mr. McAllister will allocate approximately 10% of his time to the Issuer.

Education: Advanced Graduate Diploma in Management from Athabasca University.

Occupation and Experience: President, Midvalley Capital Corp., a Calgary based private company holding working interests in oil and gas lands and producing properties in Alberta (August 2012 - Present); Director and audit committee member, Clearview Resources Ltd., a Calgary based junior oil and natural gas producing company (August 2013 - Present); former Director and audit committee member, Front Range Resources Ltd., a Calgary based crude oil and natural gas exploration and production company (July 2016 – September 2018).

Mr. McAllister has not entered into either a non-competition or non-disclosure agreement with the Issuer.

Darrell Denney, age 64, Director and Chief Executive Officer of the Issuer. Mr. Denney will allocate as much time as is required to the Issuer.

Education: Registered Engineering Technologist (RET) granted by the Association of Science and Engineering Technology Professionals of Alberta; Diploma from Saskatchewan Polytechnic.

Occupation and Experience: Vice President, Operations, Dienerian Resources Inc., a Calgary based private company focused on developing and producing liquids rich natural gas in Alberta (July 2015 – Present). Mr. Denney is a member of the Association of Science and Engineering Technology Professionals of Alberta.

Mr. Denney has not entered into either a non-competition or non-disclosure agreement with the Issuer.

Steve Bjornson, age 60, Director and Chief Financial Officer of the Issuer. Mr. Bjornson will allocate approximately 5% of his time to the Issuer.

Education: Chartered Accountant (C.A.) granted by the Institute of Chartered Accountants of Alberta; Bachelor of Commerce from the University of Calgary.

Occupation and Experience: Director and audit committee member, Cematrix Corporation, a Calgary based company focused on the sale and onsite production of cellular concrete for various applications in multiple construction markets throughout North America (June 2010 - Present); former Chief Financial Officer, Valeura Energy Inc., a Calgary based company engaged in the exploitation, development and production of petroleum and natural gas domestically and internationally (April 2008 – January 2020).

Mr. Bjornson has not entered into either a non-competition or non-disclosure agreement with the Issuer.

Gordon Cameron, age 39, Corporate Secretary of the Issuer. Mr. Cameron will allocate approximately 5% of his time to the Issuer.

Education: Bachelor of Laws (LL.B.) from the University of Western Ontario; Bachelor of Arts (B.A.) from Lakehead University; Bachelor of Education (B.Ed.) from Lakehead University.

Occupation and Experience: Partner at McCarthy Tétrault LLP (June 2014 – Present). Prior to joining McCarthy Tétrault LLP, Mr. Cameron practiced at Osler, Hoskin & Harcourt LLP. Mr. Cameron has been a practicing lawyer in Alberta since 2009. Mr. Cameron's practice focuses on corporate finance and securities, mergers and acquisitions, corporate governance and general corporate matters.

Mr. Cameron has not entered into either a non-competition or non-disclosure agreement with the Issuer.

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

Other Reporting Issuer Experience

The following table sets out the directors, officers and Promoters of the Issuer that are, or have been within the last 5 years, directors and officers of other issuers that are or were reporting issuers in any Canadian jurisdiction:

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	From	To
Murray Scalf	Stonehaven Exploration Ltd. (formerly Donnycreek Energy Inc.)	TSXV	Director and Chief Operating Officer	September 2009	August 2016
	Clearview Resources Ltd.	N/A	Director	June 2016	Present
Todd McAllister	Front Range Resources Ltd.	TSXV	Director	July 2016	September 2018
	Clearview Resources Ltd.	N/A	Director	August 2013	Present
Steve Bjornson	Cematrix Corporation	TSXV	Director	June 2010	Present
	Valeura Energy Inc.	TSX	Chief Financial Officer	April 2008	January 2020

Cease Trade Orders

During the past 10 years, no director, officer, Insider or Promoter of the Issuer or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer was a director, officer, Insider or Promoter of any other issuer that: (a) was subject to a cease trade or similar order or an order that denied the other issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued while the director, officer, Insider, Promoter or shareholder was acting in the capacity as director, officer, Insider or Promoter of the other issuer; or (b) was subject to a cease trade or similar order or an order that denied the other issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued after the director, officer, Insider, Promoter or shareholder ceased to be a director, officer, Insider or Promoter of the other issuer and which resulted from an event that occurred while that person was acting in the capacity as director, officer, Insider or Promoter of the other issuer.

Penalties or Sanctions

No director, officer, Insider or Promoter of the Issuer or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, has been subject to:

- (a) 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
- (b) any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

Bankruptcies

No director, officer, Insider or Promoter of the Issuer or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer: (a) is, as at the date of the prospectus, or has been within the 10 years before the date of this prospectus, a director, officer, Insider or Promoter of any company (including the Issuer) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has, within the 10 years before the date of this prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer, Insider, Promoter or shareholder.

Conflicts of Interest

Gordon Cameron, the Corporate Secretary of the Issuer, is a partner with McCarthy Tétrault LLP, which provides legal services to the Issuer on a fee for services basis.

There are potential conflicts of interest to which the directors, officers, Insiders and Promoters of the Issuer will be subject in connection with the operations of the Issuer. Some of the directors, officers, Insiders and Promoters are engaged and will continue to be engaged, directly or indirectly, with corporations or businesses which may be in competition with the search by the Issuer for businesses or assets in order to complete a Qualifying Transaction. Accordingly, situations may arise where some of the directors, officers, Insiders and Promoters will be in direct competition with the Issuer. Conflicts, if any, will be subject to the procedures and remedies under the ABCA. See "Risk Factors".

Audit Committee

The Issuer formed an audit committee (the "**Audit Committee**") on February 12, 2021. The Audit Committee is comprised of Todd McAllister (Chairman), Murray Scalf and Steve Bjornson, all of whom are financially literate as such term is defined in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). Todd McAllister and Murray Scalf are considered independent. Steve Bjornson is not considered to be independent by virtue of his position as Chief Financial Officer of the Issuer. For a description of the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member see "Directors, Officers and Promoters - Management of the Issuer".

Audit Committee Charter

The full text of the Issuer's Audit Committee charter is attached hereto as Schedule "B".

Audit Committee Oversight

Since the commencement of the Issuer's most recently completed financial year, there have not been any recommendations of the Audit Committee to nominate or compensate an external auditor which were not adopted by the Issuer's board of directors.

Pre-Approval Policies and Procedures

The Audit Committee has the authority and responsibility for pre-approval of all non-audit services to be provided to the Issuer or its subsidiary entities by the external auditors or the external auditors of the Issuer's subsidiary entities, unless such pre-approval is otherwise appropriately delegated or if appropriate specific policies and procedures for the engagement of non-audit services have been adopted by the Audit Committee.

External Auditor Service Fees by Category

Although the Issuer has incurred auditor service fees, the Issuer's auditor has not yet billed the Issuer for any audit fees, audit related fees, tax fees or any other associated fees.

Reliance on Certain Exemptions

The Issuer has relied on Part 8 of Form 52-110F2 – *Disclosure by Venture Issuers* whereby the Issuer is exempt from the requirements of Parts 3 (*Composition of the Audit Committee*) and 5 (*Reporting Obligations*) of NI 52-110.

EXECUTIVE COMPENSATION

Except as set out below or otherwise disclosed in this prospectus, prior to the Completion of the Qualifying Transaction, no payment of any kind has been made, or will be made, directly or indirectly, by the Issuer to a Non-Arm's Length Party to the Issuer 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 Issuer or any Resulting Issuer by any means, other than:

- (a) grants of CPC Stock Options as described in "CPC Stock Options";
- (b) payment for and reimbursement of certain expenses as described in "Use of Proceeds" under headings: "Permitted Use of Funds" and "Prohibited Payments to Non-Arm's Length Parties"; and
- (c) finder's fees as described in "Use of Proceeds - Finder's Fee".

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

DIVIDEND POLICY

No dividends have been paid on any shares of the Issuer since the date of its incorporation, and it is not contemplated that any dividends will be paid in the immediate or foreseeable future. If the Issuer generates earnings in the foreseeable future, it expects that such earnings will be retained to finance growth, if any, and, when appropriate, retire debt. The directors of the Issuer will determine if and when dividends should be declared and paid in the future based on the Issuer's financial position at the relevant time. All of the Common Shares are entitled to an equal share in any dividends declared and paid.

DILUTION

Purchasers of the Common Shares offered hereunder will suffer an immediate dilution of 31.8% or \$0.0318 per Common Share in the event of the Minimum Offering being completed or 15.9% or \$0.0159 per Common Share in the event of the Maximum Offering being completed, on the basis of there being 5,500,000 Common Shares issued and outstanding following the completion of the Minimum Offering or

11,000,000 Common Shares issued and outstanding following completion of the Maximum Offering. Dilution has been computed on the basis of total gross proceeds to be raised under this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Issuer.

RISK FACTORS

The following is a list of risk factors that a prospective investor should consider before subscribing for Common Shares, which list is not exhaustive:

- (a) the Issuer 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) an investment in the Common Shares offered by this prospectus is highly speculative given the proposed nature of the Issuer's business and its present stage of development;
- (c) the directors and officers of the Issuer will only devote a portion of their time to the business and affairs of the Issuer 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 (see "Directors, Officers and Promoters - Conflicts of Interest");
- (d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 31.8% or \$0.0318 per Common Share in the event of the Minimum Offering or 15.9% or \$0.0159 per Common Share in the event of the Maximum Offering, on the basis of there being 5,500,000 Common Shares in the event of the Minimum Offering and 11,000,000 Common Shares in the event of the Maximum Offering issued and outstanding following completion of this Offering (see "Dilution");
- (e) there can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell its Common Shares;
- (f) until Completion of the Qualifying Transaction, the Issuer is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions (see "Business of the Issuer - Proposed Operations until Completion of the Qualifying Transaction");
- (g) the Issuer has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Issuer will be able to identify a suitable Qualifying Transaction (see "Use of Proceeds");
- (h) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Issuer 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 (see "Business of the Issuer - Filings and Shareholder Approval of a Non-Arm's Length Qualifying Transaction");
- (j) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non-Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Issuer of fair value for the Common Shares;

- (k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Issuer will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained (if required) and certain preliminary reviews have been conducted. The Common Shares of the Issuer may be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Issuer completing the proposed Qualifying Transaction (see “Business of the Issuer - Trading Halts, Suspension and Delisting”);
- (l) trading in the Common Shares of the Issuer may be halted at other times for other reasons, including for failure by the Issuer to submit documents to the Exchange in the time periods required;
- (m) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- (n) in the event that management of the Issuer resides outside of Canada or the Issuer identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;
- (o) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Issuer 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 Issuer (see “Dilution”);
- (p) subject to prior Exchange acceptance, the Issuer may be permitted to loan or advance up to the greater of \$250,000 and 20% of its working capital to a target business without shareholder approval and there can be no assurance that the Issuer will be able to recover that loan (see “Use of Proceeds - Permitted Use of Funds”);
- (q) the Issuer cannot be certain and provides no guarantee that, if the Qualifying Transaction is completed, the business acquired pursuant to the Qualifying Transaction will be profitable or ultimately benefit the Issuer and its shareholders. The Qualifying Transaction may also result in additional dilution to the Issuer’s shareholders or increased debt;
- (r) any failure to successfully integrate a business acquired pursuant to the Qualifying Transaction or a failure of such business to benefit the Issuer could have a material adverse effect on the Resulting Issuer’s business and results of operations; and
- (s) the Issuer may incur additional expenses or delays due to capital market uncertainty and business disruptions cause by the COVID-19 global pandemic. The future impact of the outbreak is highly uncertain and cannot be predicted. There can be no assurance that such disruptions, delays and expenses will not have a material adverse impact on the Issuer’s ability to complete the Offering or identify and successfully complete a proposed Qualifying Transaction.

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

LEGAL PROCEEDINGS

The Issuer is not aware of any legal proceedings in which it is involved and any such proceedings are not known by the Issuer to be contemplated.

RELATIONSHIP BETWEEN ISSUER AND AGENT

The Agent for the Offering is Richardson Wealth Limited. Legal counsel to the Agent is Getz Prince Wells LLP, 530, 355 Burrard Street, Vancouver, B.C. V6C 2G8. The partners and associates of Getz Prince Wells LLP do not own any Common Shares and will not subscribe for Common Shares pursuant to the Offering.

The Issuer is not a “related issuer” or “connected issuer” of the Agent as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*.

Other than Steve Damberger, Director, Wealth Management, Portfolio Manager, Investment Advisor to the Agent, and Blair Pytak, Vice President, Investment Advisor to the Agent, the Agent has advised the Issuer that to the best of its knowledge and belief, no directors, officers, employees or contractors of the Agent or any Associate or Affiliate of the foregoing own any Common Shares and will not subscribe for Common Shares pursuant to the Offering.

RELATIONSHIP BETWEEN THE ISSUER AND PROFESSIONAL PERSONS

The legal counsel of the Issuer is McCarthy Tétrault LLP, Suite 4000, 421 - 7th Avenue SW, Calgary, Alberta T2P 4K9.

Other than Gordon Cameron, the Corporate Secretary of the Issuer, who is the beneficial owner of 500,000 Common Shares, the partners and associates of McCarthy Tétrault LLP do not own any Common Shares, but may subscribe for Common Shares pursuant to the Offering.

The partners and associates of BDO Canada LLP, the auditors of the Issuer, do not own any Common Shares.

Other than as disclosed herein, as of the date hereof, no Professional Person, Responsible Solicitor or any partner of a Responsible Solicitor’s firm holds any beneficial interest, direct or indirect, in any securities or properties of the Issuer or of an Associate or Affiliate of the Issuer. Other than as disclosed herein, as of the date hereof, no Professional Person, Responsible Solicitor or any partner of the Responsible Solicitor’s firm is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Issuer or of an Associate or Affiliate of the Issuer, or a Promoter of the Issuer or an Associate or Affiliate of the Issuer.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Issuer are BDO Canada LLP, at 903 8th Avenue SW, Suite 620, Calgary, Alberta, T2P 0P7.

Odyssey Trust Company, at its principal office in Calgary, Alberta, at 1230-300 5th Avenue SW T2P 3C4, is the transfer agent and registrar for the Common Shares (the “**Transfer Agent**”).

MATERIAL CONTRACTS

The Issuer has not entered into any material contracts and will not enter into any material contracts prior to the closing of this Offering, other than:

- (a) the Registrar and Transfer Agency Agreement dated February 10, 2021 between the Issuer and the Transfer Agent (see “Auditors, Transfer Agent and Registrar”);

- (b) the Agency Agreement dated April 26, 2021 between the Issuer and the Agent (see “Plan of Distribution”); and
- (c) the CPC Escrow Agreement dated April 1, 2021 among the Issuer, the Escrow Agent and certain shareholders of the Issuer. (see “Escrowed Securities”).

Copies of the Agency Agreement and the CPC Escrow Agreement will be available for inspection at the offices of McCarthy Tétrault LLP, at 421 7th Avenue SW, Suite 4000, Calgary, Alberta, T2P 4K9 at any time during ordinary business hours or on www.sedar.com at any time.

RELATED PARTY TRANSACTIONS

Other than as disclosed herein, there are no material transactions with the directors, officers, Promoters or principal holders of the Issuer’s securities that have occurred since the date of incorporation of the Issuer.

OTHER MATERIAL FACTS

This prospectus contains full, true and plain disclosure of all material facts relating to the securities being distributed.

PURCHASERS’ STATUTORY RIGHTS

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

SCHEDULE "A" - FINANCIAL STATEMENTS OF DASH CAPITAL CORP.

(See attached.)

DASH CAPITAL CORP

FINANCIAL STATEMENTS

**FOR THE PERIOD FROM JANUARY 13, 2021 (DATE OF INCORPORATION)
TO JANUARY 31, 2021**

DASH CAPITAL CORP
FINANCIAL STATEMENTS

JANUARY 31, 2021

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BDO Canada LLP
903 - 8th Avenue SW, Suite 620
Calgary AB T2P 0P7
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Independent Auditor's Report

To the Directors of Dash Capital Corp.

Opinion

We have audited the financial statements of Dash Capital Corp. (the "Corporation"), which comprise the statement of financial position as at January 31, 2021, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from January 13, 2021 (Date of Incorporation) to January 31, 2021, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Corporation as at January 31, 2021, and its financial performance and its cash flows for the period from January 13, 2021 (Date of Incorporation) to January 31, 2021 in accordance with International Financial Reporting Standards.

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 Corporation in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

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

In preparing the financial statements, management is responsible for assessing the Corporation'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 Corporation or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Corporation'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.

BDO Canada LLP, a Canadian limited liability partnership, is a member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.



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 Corporation'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 Corporation'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 Corporation to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

BDO Canada LLP

Chartered Professional Accountants

Calgary, Alberta
April 26, 2021

**DASH CAPITAL CORP.
STATEMENT OF FINANCIAL POSITION
(All Amounts are in Canadian Dollars)**

As at

January 31, 2021

	Notes	\$
ASSETS		
CURRENT		
Cash	5	149,250
Deferred financing costs	11(b)	25,750
TOTAL ASSETS		175,000
 LIABILITIES		
Accounts payable and accruals		5,250
 SHAREHOLDERS' EQUITY		
Share capital	6	175,000
Deficit		(5,250)
TOTAL SHAREHOLDERS' EQUITY		169,750
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		175,000
Subsequent events	11	

See the accompanying notes to the financial statements.

APPROVED ON BEHALF OF THE BOARD OF DIRECTORS

(signed) "Darrell Denney"

Darrell Denney

(signed) "Steve Bjornson"

Steve Bjornson

**DASH CAPITAL CORP.
STATEMENT OF LOSS AND COMPREHENSIVE LOSS
(All Amounts are in Canadian Dollars)**

For the Period from January 13, 2021 (Date of Incorporation) to January 31, 2021

	Notes	\$
EXPENSES		
Professional fees		5,250
NET LOSS AND COMPREHENSIVE LOSS		5,250
NET LOSS PER SHARE – Basic and diluted		0.00
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING – Basic and diluted	6	-

See the accompanying notes to the financial statements.

DASH CAPITAL CORP.
STATEMENT OF CHANGES IN SHAREHOLDERS EQUITY
(All Amounts are in Canadian Dollars)

For the Period from January 13, 2021 (Date of Incorporation) to January 31, 2021

	Share Capital	Deficit	Shareholders' Equity
Balance, January 13, 2021	\$ -	\$ -	\$ -
Issuance of common shares (Note 6)	175,000	-	175,000
Net loss and comprehensive loss	-	(5,250)	(5,250)
Balance, January 31, 2021	\$ 175,000	\$ (5,250)	\$ 169,750

See the accompanying notes to the financial statements.

DASH CAPITAL CORP.
STATEMENT OF CASH FLOWS
(All Amounts are in Canadian Dollars)

For the Period from January 13, 2021 (Date of Incorporation) to January 31, 2021

Cash provided by (used in):

	Notes	\$
OPERATING		
Net Loss		(5,250)
Change in accounts payable and accruals		5,250
Cash flows used in operating activities		<u>-</u>
FINANCING		
Issues of common shares		175,000
Deferred financing costs paid		(25,750)
Cash flows provided by financing activities		<u>149,250</u>
Cash, beginning of period		<u>-</u>
Cash, end of period		<u>149,250</u>

See the accompanying notes to the financial statements.

DASH CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
January 31, 2021
(All Amounts are in Canadian Dollars)

1. NATURE OF ORGANIZATION

Description of the Business

Dash Capital Corp. (the “**Corporation**”) was incorporated under the *Business Corporations Act* (Alberta) on January 13, 2021 and is in the process of applying for status as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the “**Exchange**”). The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction, as defined under Exchange Policy 2.4. The Corporation has not commenced commercial operations and has no assets other than cash and deferred financing costs. Given the nature of the activities, no separate segmented information is reported. The Corporation’s continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders’ approval.

Once the Corporation has been successful in being classified as a CPC, the proceeds raised from the issuance of common shares including the funds held in trust, may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to \$3,000 per month may be used for reasonable general and administrative expenses of the Corporation. These restrictions apply until completion of a Qualifying Transaction by the Corporation as defined under the policies of the Exchange.

The address of the Corporation’s registered office is 4000, 421 – 7th Avenue S.W., Calgary, AB T2P 4K9.

The financial statements have been prepared in accordance with International Financial Reporting Standards (“**IFRS**”) applied on a going concern basis which assumes that the Corporation will be able to realize its assets and discharge its liabilities in the normal course of business.

The global outbreak of COVID-19 (coronavirus) has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, there has been no significant of the COVID-19 pandemic on the Corporation as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus.

2. BASIS OF PREPARATION

Statement of Compliance

The financial statements for the period from January 13, 2021 (date of incorporation) to January 31, 2021 have been prepared in accordance with IFRS, as issued by the International Accounting Standards Board (“**IASB**”).

These financial statements are the Corporation’s first financial statements prepared under IFRS and the first financial statements prepared since the date of incorporation and were authorized for issue by the Board of Directors on April 26, 2021.

Basis of Measurement

These financial statements are stated in Canadian dollars and were prepared on a going concern basis under the historical cost convention.

DASH CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
January 31, 2021
(All Amounts are in Canadian Dollars)

Functional and Presentation Currency

These financial statements are presented in Canadian dollars, which is the Corporation's functional currency.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents

Cash consists of the proceeds from the issuance of common shares, which is being held in a lawyer's trust account. The Corporation does not have any cash equivalents as at January 31, 2021.

Deferred Financing Costs

Costs directly attributable with the raising of capital will be charged against the related share capital. Costs related to shares not yet issued are recorded as deferred financing costs. These costs are deferred until the issuance of the shares to which the costs related to, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

Income Taxes

Income tax expense comprises current and deferred tax. Income tax is recognized in the statement of loss except to the extent it relates to items recognized in other comprehensive loss or directly in equity.

Current Tax

Current tax is the expected tax payable on the taxable income for the year using tax rates enacted or substantially enacted at the reporting date and any adjustments to tax payable in respect of previous years.

Deferred Tax

Deferred taxes is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences, and the carry forward of non-capital losses, can be utilized.

Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantially enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset and they relate to income taxes levied by the same taxation authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Unrecognized deferred tax assets are reassessed at

DASH CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
January 31, 2021
(All Amounts are in Canadian Dollars)

each reporting date and are recognized to the extent that it has become probable that future profit will allow the deferred tax asset to be recovered and/or the carrying value of temporary differences exceed their tax basis.

Loss Per Share

The Corporation presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Corporation by the weighted average number of common shares outstanding during the year. Diluted earnings or loss per share is calculated by adjusting the number of common shares for the effects of dilutive options and other dilutive potential units. Diluted loss per share does not adjust the loss attributable to common shareholders on the weighted average number of common shares outstanding when the effect is antidilutive.

Shares held in escrow that are only released upon contingent events are not included in the calculation of the weighted average number of common shares.

Financial Instruments

Classification and Measurement of Financial Instruments

Financial assets and financial liabilities are recognized on the Corporation's statement of financial position when the Corporation becomes a party to the contractual provisions of the instrument.

Financial assets

All financial assets are initially recorded at fair value and designated on acquisition to one of the following three categories: amortized cost, fair value through profit or loss, or fair value through other comprehensive income. The Corporation does not have any financial instruments classified as fair value through profit or loss or fair value through other comprehensive income.

Amortized cost

These assets arise principally from the provision of goods and services to customers, but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely the payments of principal and interest. They are initially recognized at fair value plus transaction costs that are directly attributable to their acquisition or issuance and are subsequently carried at amortized cost using the effective interest rate method, less provision for impairment.

The Corporation's financial assets measured at amortized cost are comprised of cash.

A financial asset is derecognized when the rights to receive cash flows from the asset have expired or when the Corporation has transferred its rights to receive cash flows from the asset.

Financial liabilities

The Corporation classified its financial instruments into one of two categories, depending on the purpose for which the liabilities were acquired: fair value through profit or loss or other financial liabilities. The Corporation does not have any items classified as fair value through profit or loss.

Other financial liabilities

Other financial liabilities are initially recognized at fair value and subsequently carried at amortized cost using the effective interest method. This category includes accounts payable and accrued liabilities.

A financial liability is derecognized when its contractual obligations are discharged, cancelled, or expire.

DASH CAPITAL CORP.
NOTES TO THE FINANCIAL STATEMENTS
January 31, 2021
(All Amounts are in Canadian Dollars)

Equity Instruments

The Corporation's common shares are classified as equity. Incremental costs directly attributable to the issue of common shares are recognized as a deduction from equity, net of any tax effects.

Impairment of Financial Assets

The Corporation assesses at each reporting date whether there is objective evidence that financial assets, other than those designated as "fair value through profit or loss" are impaired. When impairment has occurred, the cumulative loss is recognized in the statement of profit and loss. For financial assets carried at amortized cost, the amount of impairment loss recognized is the difference between the assets carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate. When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognized in other comprehensive income are reclassified to the statement of profit and loss in the period. Impairment losses may be reversed in subsequent periods.

4. SUMMARY OF ACCOUNTING ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes can differ from these estimates.

The estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty.

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Corporation reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made. The Corporation recognizes deferred tax assets to the extent that it is probable that future taxable profits will be available to utilize the Corporation's deductible temporary differences which are based on management's judgment on the degree of future taxable profits. To the extent that future taxable profits differ significantly from the estimates impacts the amount of the deferred tax assets management judges is probable.

5. CASH

The Corporation has \$149,250 held in trust with its lawyers.

6. SHARE CAPITAL

The Corporation is authorized to issue an unlimited number of common shares and unlimited number of preferred shares (issuable in series) and to determine the designation, rights, privileges, restrictions and conditions attached to the shares of each series. On January 25, 2021, the directors, officers and other non-arm's length parties of the Corporation subscribed for 3,500,000 common shares at a price of \$0.05 per common share for gross proceeds of \$175,000.

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All 3,500,000 issued and outstanding common shares of the Corporation, and all common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a Qualifying Transaction, will be held in escrow pursuant to the requirements of the Exchange. These common shares, which are considered contingently issuable until the Corporation completes a Qualifying Transaction, are not considered to be outstanding for the purpose of the loss per share calculation.

See Note 11 regarding common shares of the Corporation issued pursuant to the Corporation's prospectus offering.

7. CAPITAL RISK MANAGEMENT

The Corporation manages its share capital as capital. The Corporation's objectives when managing capital are to safeguard the Corporation's ability to continue to operate and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Corporation may attempt to issue new common shares, issue new debt, acquire or dispose of assets or adjust the amount of cash.

In order to facilitate the management of its capital requirements, the Corporation may prepare expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

The Corporation is not subject to any externally or internally imposed capital requirements as at January 31, 2021.

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Risk Management

The Corporation does not manage risk through the use of hedging transactions. As a part of the overall operation of the Corporation, management takes steps to avoid undue concentrations of risk. The Corporation manages the risks, as follows:

Liquidity Risk

Liquidity risk is the risk that the Corporation cannot meet its financial obligations associated with financial liabilities in full. The primary source of liquidity is equity financing, which is used to finance working capital and capital expenditure requirements, and to meet the Corporation's financial obligations associated with financial liabilities. The Corporation's trade payables and accrued liabilities generally have contracted maturities of less than 30 days and are subject to normal trade terms. As at January 31, 2021, the Corporation has a cash balance of \$149,250 to pay liabilities of \$5,250.

Interest Rate Risk

Interest rate risk is the risk that changes in market interest rates may have an effect on the cash flows associated with some financial instruments, known as interest rate cash flow risk, or on the fair value of other financial instruments, known as interest rate price risk.

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The Corporation does not trade in financial instruments and is not exposed to significant interest rate price risk as at January 31, 2021.

Market Risk

Market risk is the risk that changes in market prices will have an effect on future cash flows associated with financial instruments. Market risk comprises three types of risk: credit risk, currency risk and other price risk.

Credit Risk

Credit risk arises from the possibility that debtors may be unable to fulfill their commitments. For a financial asset, this is typically the gross carrying amount, net of any amounts offset and any impairment losses. The Corporation's credit risk is on its funds held in trust with the Corporation's lawyer. Management assesses credit risk related to funds held in trust as remote as it is held with a reputable Canadian law firm.

Currency Risk

Currency risk is the risk that changes in foreign exchange rates may have an effect on future cash flows associated with financial instruments. The Corporation does not have any material transactions denominated in foreign currency and is not exposed to foreign currency risk as at January 31, 2021.

Other Price Risk

Other price risk is the risk that changes in market prices, including commodity or equity prices, will have an effect on future cash flows associated with financial instruments. The cash flows associated with financial instruments of the Corporation are not exposed to other price risk as at January 31, 2021.

Fair Values

Financial instruments include cash and accounts payable and accruals. The carrying values of these financial instruments approximate fair value due to the short term nature of financial instruments.

9. TAXES

The provision for income taxes varies from the amount that would be computed by applying the expected tax rate to income (loss) before income taxes. The principle reasons for differences between such "expected" income tax expense and the amount actually recorded are as follows:

	2021
Loss before taxes	\$ (5,250)
Statutory tax rate	24,00%
Tax recovery	(1,260)
Change in tax rates	52
Change in unrecognized deferred tax assets	1,208
Tax recovery	\$ -

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Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	2021
Share issuance and financing costs	\$ 1,133
Non-capital losses	75
Total net deferred tax asset	1,208
Assets not recognized	(1,208)
Total	\$ -

The Corporation's loss carry forward balance is available to reduce future years' income taxes and, if not fully utilized, will begin to expire in fiscal 2041.

10. RELATED PARTY TRANSACTIONS

Key management personnel consist of officers and directors of the Company. No management compensation was paid during the period ended January 31, 2021.

Included in Share Capital is capital received from issuance of 3,000,000 shares to directors and the Corporation's legal counsel for proceeds of \$150,000 during the period ended January 31, 2021. During the period ended January 31, 2021, legal fees of \$5,250 have been incurred and are payable to a law firm in which a partner is a shareholder owning more than 10% of the Corporation.

11. SUBSEQUENT EVENTS

(a) Filing of Prospectus

The Corporation intends to file a prospectus with the securities regulatory authorities in the provinces of British Columbia, Alberta, Saskatchewan and Ontario pursuant which the Corporation is proposing to offer to the public through its agent, Richardson Wealth Limited (the "**Agent**"), a minimum of 2,000,000 common shares in the capital of the Corporation (the "**Common Shares**") for total gross proceeds to the Corporation of \$200,000 (the "**Minimum Offering**") and a maximum of 7,500,000 Common Shares for total gross proceeds to the Corporation of \$750,000 (the "**Maximum Offering**") at a price of \$0.10 per Common Share (the "**Offering**"). Costs associated with the Offering are estimated to be \$133,725 in the event of the Minimum Offering being completed and \$188,725, in the event of the Maximum Offering being completed.

The purpose of this Offering is to provide Dash Capital Corp. with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction.

(b) Agent's Compensation

Pursuant to the agency agreement, the Corporation will grant to the Agent a non-refundable fee of \$15,000, a \$10,000 deposit to pay legal fees incurred by the Agent and 10% of gross proceeds raises. The Corporation will also grant a non-transferable option to purchase that number of Common Shares equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering at a price of \$0.10 per share expiring 5 years from the date the Common Shares are listed on the Exchange (the "**Agent's Option**"), provided that no more than 50% of the aggregate number of Common Shares which may be acquired by the Agent on exercise of the entire option may be sold by the Agent before the Completion of

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the Qualifying Transaction. The grant of the Agent's Option is qualified for distribution under the prospectus (as described in Note 11 (a)).

(c) Director's and Officer's Options

The Corporation has adopted an incentive stock option plan. In connection with the Offering and in accordance with Exchange requirements, the board of directors of the Corporation may from time to time, in its discretion, grant incentive stock options to directors and senior officers of the Corporation to purchase that number of Common Shares equal to 10% of the aggregate number of Common Shares outstanding upon the closing of the Offering, representing 550,000 Common Shares in the event of the Minimum Offering being completed and 1,100,000 Common Shares in the event of the Maximum Offering being completed, in each event at an exercise price of \$0.10 per share and exercisable for a period of 10 years from the date of the grant (the "**CPC Stock Options**"). The distribution of the CPC Stock Options is qualified under the prospectus (as described in Note 11 (a)). The number of Common Shares issuable to any individual director or senior officer will not exceed 5% of the issued and outstanding Common Shares, on a non-diluted basis, as at the date of grant of the CPC Stock Option.

SCHEDULE "B" – AUDIT COMMITTEE CHARTER OF DASH CAPITAL CORP.

(See attached.)

DASH CAPITAL CORP.
AUDIT COMMITTEE CHARTER

1. **Mandate**

The primary function of the Audit Committee is to assist Dash Capital Corp's (the "**Company**") board of directors (the "**Board of Directors**") in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting, and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Audit Committee's primary duties and responsibilities are to:

- (a) serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;
- (b) to engage independent counsel and other advisors as it determines necessary to carry out its duties and to set and pay the compensation for any such advisors;
- (c) review and appraise the performance of the Company's external auditors; and
- (d) provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

2. **Composition**

The Audit Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee.

At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of this Audit Committee Charter (the "**Charter**"), the definition of "**financially literate**" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Audit Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Audit Committee may designate a Chair by a majority vote of the full Audit Committee membership.

3. **Meetings**

The Audit Committee shall meet a least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

4. **Responsibilities and Duties**

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

- (a) review and update this Charter annually;
- (b) review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors;

External Auditors

- (c) review annually the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Audit Committee as representatives of the shareholders of the Company;
- (d) review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;
- (e) take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors;
- (f) recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;
- (g) at each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
- (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;
- (i) review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements;
- (j) review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the

Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

- (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than 5% of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
- (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
- (iii) such services are promptly brought to the attention of the Audit Committee by the Company and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Audit Committee;

and such authority may be delegated by the Audit Committee to one or more independent members of the Audit Committee, provided that the pre-approval of the non-audit services is presented to the Audit Committee at its first scheduled meeting following such approval;

Financial Reporting Processes

- (k) in consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external;
- (l) consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- (m) consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management;
- (n) review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments;
- (o) following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- (p) review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;
- (q) review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- (r) review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;

- (s) review certification process;
- (t) establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and

Other

- (u) review any related-party transactions.

CERTIFICATE OF THE ISSUER

Dated: April 26, 2021

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, Saskatchewan and Ontario.

(s) Darrell Denney

Darrell Denney
Chief Executive Officer

(s) Steve Bjornson

Steve Bjornson
Chief Financial Officer

ON BEHALF OF THE BOARD

(s) Murray Scalf

Murray Scalf
Director

(s) Todd McAllister

Todd McAllister
Director

CERTIFICATE OF THE AGENT

Dated: April 26, 2021

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

RICHARDSON WEALTH LIMITED

Per: (s) Nargis Sunderji

Nargis Sunderji
Vice President, Private Client Capital Markets

CERTIFICATE OF THE PROMOTER

Dated: April 26, 2021

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, Saskatchewan and Ontario.

(s) Darrell Denney

Darrell Denney
Chief Executive Officer

ACKNOWLEDGEMENT – PERSONAL INFORMATION FORM

Dated: April 26, 2021

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 on Appendix 6B or as otherwise identified by the Exchange, from time to time.

“Personal Information” means any information about an identifiable individual, and includes the 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 Form 3A, as applicable.

(s) Darrell Denney

Darrell Denney
Chief Executive Officer