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

PROSPECTUS

Initial Public Offering **January 24, 2018**

RING THE BELL CAPITAL CORP.

(a capital pool company)

Minimum Offering: $300,000 or 3,000,000 Common Shares
Maximum Offering: $800,000 or 8,000,000 Common Shares
Price: $0.10 per Common Share

Ring the Bell Capital Corp. (the "**Corporation**") hereby qualifies for distribution, through its agent, Richardson GMP Limited (the "**Agent**"), a minimum of 3,000,000 and a maximum of 8,000,000 common shares in the share capital of the Corporation (the "**Common Shares**") for sale to the public at a price of $0.10 per Common Share. The purpose of this offering (the "**Offering**") is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction (as hereafter defined). Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "**TSX-V**") and in the case of a Non-Arm's Length Qualifying Transaction (as hereafter defined) must also receive Majority of the Minority Approval (as hereafter defined) in accordance with the TSX-V's Policy 2.4 - *Capital Pool Companies* (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction (as hereafter defined), the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "*Business of the Corporation*" and "*Use of Proceeds*".

This Offering is made on a "commercially reasonable efforts" basis by the Agent. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. The Offering is subject to a minimum subscription of 3,000,000 Common Shares for total gross proceeds to the Corporation of $300,000 (the "**Minimum Offering**") and a maximum subscription of 8,000,000 Common Shares for total gross proceeds to the Corporation of $800,000 (the "**Maximum Offering**"). All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of an agency agreement (the "**Agency Agreement**") between the Corporation and the Agent on behalf of investors until paid to the Corporation on closing of the Offering and will not be released until a minimum of $300,000 has been deposited and the Agent has consented to such release. If the Minimum Offering is not raised within 90 days of the issuance of a receipt for the final prospectus or 180 days of the issuance of a receipt for the final prospectus if an amendment to such prospectus is subsequently filed or such other time as may be consented to by the regulatory authorities and the Agent and persons or companies who subscribed within that period, all subscription monies will be returned to investors without interest or deduction, unless the investors have otherwise instructed the Agent. See "*Plan of Distribution*".

Pursuant to the Agency Agreement, the Agent and any sub-agents will be granted a non-transferable warrant (the "**Agent Warrant**") to purchase up to 300,000 Common Shares assuming completion of the Minimum Offering and up to 800,000 Common Shares assuming completion of the Maximum Offering at a price of $0.10 per Common Share, which may be exercised for a period of 24 months from the day the Common Shares are listed on the TSX-V. The Agent Warrant is qualified for distribution under this prospectus. See "*Plan of Distribution - Agency Agreement and Agent's Compensation*".

This prospectus also qualifies for distribution options to be granted to directors and officers of the Corporation (the "**Directors' and Officers' Options**") at closing (the "**Closing**") of the Offering. The Directors' and Officers' Options will entitle the holders to purchase an aggregate of up to 550,000 Common Shares assuming completion of the Minimum Offering and up to 1,000,000 Common Shares assuming completion of the Maximum Offering at an exercise price of $0.10 per Common Share and such options may be exercised for a period of 5 years from the date of grant.

	Common Shares	Price to Public	Agent's Commission(1)	Net Proceeds to the Corporation(2)
Per Common Share	1	$0.10	$0.01	$0.09
Minimum Offering(3)	3,000,000	$0.10	$30,000	$270,000
Maximum Offering(3)	8,000,000	$0.10	$80,000	$720,000

Notes:

(1) A cash commission of 10% of the gross proceeds of the Offering will be paid to the Agent. Additionally, the Corporation will pay the Agent a corporate finance fee of $12,000 (plus applicable taxes). The Agent will also be reimbursed by the Corporation for its reasonable expenses, including legal fees plus disbursements. In addition, the Agent will be granted the Agent Warrant to purchase up to 300,000 Common Shares assuming completion of the Minimum Offering and up to 800,000 Common Shares assuming completion of the Maximum Offering at an exercisable price of $0.10 per Common Share. The Agent Warrant is exercisable for a period of 24 months from the day the Common Shares are listed on the TSX-V. The Agent Warrant is qualified for distribution under this prospectus. See "*Plan of Distribution - Agency Agreement and Agent's Compensation*".

(2) Before deducting the costs of this issue (including the Agent's Commission) estimated at $114,560 assuming completion of the Minimum Offering and $164,560 assuming completion of the Maximum Offering, which includes legal and audit fees and other expenses of the Corporation, the corporate finance fee, legal fees and the listing fee payable to the TSX-V and filing fees payable to the Commissions (as hereafter defined). See "*Use of Proceeds*".

(3) A minimum of 3,000,000 and a maximum of 8,000,000 Common Shares are offered hereunder, not including the Agent Warrant or the Directors' and Officers' Options, both of which are qualified for distribution under this prospectus. See *"Plan of Distribution-Agency Agreement and Agent's Compensation"* and *"Options to Purchase Securities"*.

MARKET FOR SECURITIES

There is currently 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 securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "Risk Factors".

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent Warrant and the grant of the Directors' and Officers' Options, as described herein, trading in all securities of the Corporation is prohibited during the period between the date that the receipt for this prospectus is issued by the securities commission that is designated the principal regulator pursuant to Multilateral Instrument 11-102 – *Passport System* and National Policy 11-202 – *Process for Prospectus Reviews in Multiple Jurisdictions* and the time the Common Shares are listed for trading on the TSX-V except, subject to prior acceptance of the TSX-V, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authority(ies) grant(s) a discretionary order.

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

The TSX-V has conditionally accepted the listing of the Corporation's Common Shares on the TSX-V under the symbol "RTB". Listing is subject to the Corporation fulfilling all of the requirements of the TSX-V.

RISK FACTORS

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

There is no established market for the Common Shares. Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment (based on the gross proceeds from this and prior issuances without deduction of selling and related expenses) of 31% or $0.031 per Common Share assuming completion of the Minimum Offering and 19% or $0.019 per Common Share assuming completion of the Maximum Offering. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction. The Corporation currently intends to pursue a Qualifying Transaction through the acquisition of a mining, industrial, technology, life sciences or emerging growth sector business however there is no assurance that the Qualifying Transaction will involve the acquisition of Significant Assets (as hereafter defined) in the industrial, technology or life sciences business.

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 Corporation*", "*Directors, Officers and Promoters – Conflicts of Interest*", "*Capitalization*", "*Dilution*" and "*Risk Factors*".

The TSX-V may suspend from trading or delist the Common Shares of the Corporation if the Corporation fails to complete a Qualifying Transaction within 24 months following the date the Common Shares are listed on the TSX-V. Suspension from trading of the Common Shares may, and delisting of the Common Shares will, result in the Commission issuing an interim cease trade order against the Corporation. In addition, delisting of the Common Shares will result in the cancellation of all of the currently issued and outstanding shares of the Corporation held by insiders.

MAXIMUM INVESTMENT

Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this prospectus, being 60,000 Common Shares ($6,000) assuming completion of the Minimum Offering and 160,000 Common Shares ($16,000) assuming completion of the Maximum Offering. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates (each as hereafter defined) of that purchaser, is 4% of the total number of Common Shares offered under this prospectus, being 120,000 Common Shares ($12,000) assuming completion of the Minimum Offering and 320,000 Common Shares ($32,000) assuming completion of the Maximum Offering. The minimum subscription is for 1,000 Common Shares for $100.

RECEIPT OF SUBSCRIPTIONS

The Agent conditionally offers the Common Shares on a "commercially reasonable efforts" agency basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "*Plan of Distribution*" and subject to the approval of certain legal matters by WeirFoulds LLP, on behalf of the Corporation, and by DLA Piper (Canada) LLP, on behalf of the Agent.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that one or more global certificates evidencing the Common Shares will be issued in registered form to CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee. No certificate evidencing the Common Shares will be issued to purchasers under this prospectus and registration will be made in the depository services of CDS. Purchasers of Common Shares under this prospectus will receive only a customer confirmation from the Agent or other registered dealer who is a CDS participant and from or through whom a beneficial interest in the Common Shares is purchased. See "*Plan of Distribution*".

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GLOSSARY

The following is a glossary of terms and abbreviations used frequently throughout this prospectus.

"**Affiliate**" means a company that is affiliated with another company as described below:

A company is an "Affiliate" of another company if:

(a) one of them is the subsidiary of the other, or

(b) each of them is controlled by the same Person.

A company is "controlled" by a Person if:

(a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person, and

(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the company.

A Person beneficially owns securities that are beneficially owned by:

(c) a company controlled by that Person, or

(d) an Affiliate of that Person or an Affiliate of any company controlled by that Person.

"**Agency Agreement**" means the agency agreement dated January 24, 2018 between the Corporation and the Agent.

"**Agent**" means Richardson GMP Limited, and includes any successor company to or of the Agent.

"**Agent Warrant**" means the non-transferable warrant to be granted by the Corporation to the Agent and any sub-agents entitling the Agent and any sub-agents to purchase up to 300,000 Common Shares assuming completion of the Minimum Offering and 800,000 Common Shares assuming completion of the Maximum Offering at a price of $0.10 per Common Share, which may be exercised for a period of 24 months from the day the Common Shares are listed on the TSX-V.

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

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

(e) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;

(f) identifies the parties to the Qualifying Transaction;

(g) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and

(h) identifies the conditions to any further formal agreements to complete the transaction; and

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

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

(i) an Issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling that Person to more than 10% of the voting rights attached to all outstanding voting securities of the Issuer;

(j) any partner of the Person;

(k) any trust or estate in which the Person has a substantial beneficial interest or in respect of which the Person serves as trustee or in a similar capacity; and

(l) in the case of a Person who is an individual, a relative of that Person including:

   (i) that Person's spouse or child, or

   (ii) any relative of that Person or of that Person's spouse who has the same residence as that Person;

but

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

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

"**Closing**" means the completion of the Offering.

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

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

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

"**Completion of the Qualifying Transaction**" means the date the Final Exchange Bulletin is issued by the TSX-V.

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

"**Corporation**" means Ring the Bell Capital Corp., a corporation incorporated under the *Canada Business Corporations Act*.

"**CPC**" means a corporation:

(n) 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

(o) in regard to which the Final Exchange Bulletin has not yet been issued.

"**CPC Policy**" means Policy 2.4 – *Capital Pool Companies* of the TSX-V.

"**Directors' and Officers' Options**" means options to be granted at Closing to directors and officers of the Corporation, which options will entitle the holders to purchase an aggregate of up to 550,000 Common Shares assuming completion of the Minimum Offering and up to 1,000,000 Common Shares assuming completion of the Maximum Offering at an exercise price of $0.10 per Common Share and which options may be exercised for a period of 5 years from the date of grant.

"**Escrow Agreement**" means the escrow agreement to be entered into among the Corporation, the Trustee and the founding shareholders of the Corporation.

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

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

"**Initial Public Offering**" or "**IPO**" means a transaction that involves an Issuer issuing securities from its treasury pursuant to its first prospectus.

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

(p) a director or senior officer of the Issuer;

(q) a director or senior officer of a company that is an Insider or subsidiary of the Issuer;

(r) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the Issuer; or

(s) the Issuer itself if it holds any of its own securities.

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

"**Listing Date**" means the day that the Common Shares are listed for trading on the TSX-V.

"**Majority of the Minority Approval**" means the approval of a Non Arm's Length Qualifying Transaction by the majority of the votes cast by shareholders, other than:

(t) Non Arm's Length Parties to the CPC;

(u) Non Arm's Length Parties to the Qualifying Transaction; and

(v) in the case of a Related Party Transaction:

  (i) if the CPC holds its own shares, the CPC; and

  (ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or (b) in respect of the transaction,

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

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

"**Members' Agreement**" means the members' agreement among the TSX-V and each Person who, from time to time, is accepted as and becomes a member of the TSX-V under the TSX-V requirements.

"**Non Arm's Length Party**" means in relation to a company, a Promoter, officer, director, other Insider or Control Person of that company (including an Issuer) and any Associates or Affiliates of any of such Persons. In relation to an individual, means any Associate of the individual or any company of which the individual is a Promoter, officer, director, Insider or Control Person.

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

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

"**Offering**" means the offering of Common Shares in accordance with the terms of this prospectus.

"**Person**" means a company or individual.

"**Principal**" means:

(w) a Person who acted as a Promoter of the Issuer within two years or their respective Associates or Affiliates, before the IPO prospectus or Final Exchange Bulletin;

(x) 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;

(y) 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; or

(z) a "10% holder" – a Person that:

    (i) holds securities carrying more than 10% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non-IPO transactions; and

    (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Issuer or any of its material operating subsidiaries.

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

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

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

"**Pro Group**" means:

(aa) subject to subparagraphs (b), (c) and (d), "Pro Group" will include, either individually or as a group:

    (i) the Member;

(ii) employees of the Member;

(iii) partners, officers and directors of the Member;

(iv) Affiliates of the Member; and

(v) Associates of any parties referred to in subparagraphs (i) through (iv).

(bb) the TSX-V may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the TSX-V determines that the Person is not acting at arm's length to the Member;

(cc) the TSX-V may, in its discretion, exclude a Person from the Pro Group for the purposes of a particular calculation where the TSX-V determines that the Person is acting at arm's length of the Member; and

(dd) the TSX-V may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the TSX-V determines that:

(i) the Person is an Affiliate or Associate of the Member acting at arm's length of the Member;

(ii) the Associate or Affiliate has a separate corporate and reporting structure;

(iii) there are sufficient controls on information flowing between the Member and the Associate or Affiliate; and

(iv) the Member maintains a list of such excluded Persons.

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

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

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

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

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

"**Seed Shares**" means securities issued before an Issuer's IPO, or by a private Target Company before a reverse take-over bid, change of business or Qualifying Transaction, regardless of whether the securities are subject to resale restrictions or are free trading.

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

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

"**Sponsor Report**" means the report to be provided to the TSX-V by the Sponsor.

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

"**Trustee**" means TSX Trust Company, a trust corporation having an office in the City of Toronto, in the Province of Ontario.

"**TSX-V**" means the TSX Venture Exchange Inc.

"**Vendor**" or "**Vendors**" means one or all of the beneficial owners of the Significant Assets (other than a Target Company(ies)).

PROSPECTUS SUMMARY

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

The Corporation:	Ring the Bell Capital Corp.
Business of the Corporation:	The Corporation is a CPC. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. The Corporation has commenced the process of identifying potential acquisitions. To date, the Corporation has not yet identified a company or assets for a potential Qualifying Transaction. Furthermore, the Corporation has not entered into an Agreement in Principle. It is the Corporation's current intention to identify and acquire a mining, industrial, technology, life sciences or emerging growth sector business in connection with its Qualifying Transaction. See "*Business of the Corporation – Proposed Operations until Completion of a Qualifying Transaction*".
Offering:	A minimum of 3,000,000 and a maximum of 8,000,000 Common Shares are being offered under this prospectus at a price of $0.10 per Common Share. The minimum subscription is for 1,000 Common Shares for $100.00. In addition, the Corporation will grant to the Agent and any sub-agents the Agent Warrant to purchase up to 300,000 Common Shares assuming completion of the Minimum Offering and 800,000 Common Shares assuming completion of the Maximum Offering at an exercise price of $0.10 per Common Share, which may be exercised for a period of 24 months from the Listing Date. The Agent Warrant is qualified for distribution under this prospectus. This prospectus also qualifies for distribution the Directors' and Officers' Options to be granted at Closing, which will entitle the holders to purchase an aggregate of up to 550,000 Common Shares assuming completion of the Minimum Offering and up to 1,000,000 Common Shares assuming completion of the Maximum Offering at a price of $0.10 per Common Share and which options may be exercised for a period of 5 years from the date of the grant. See "*Plan of Distribution"* and *"Options to Purchase Securities"*.
Use of Proceeds:	The total net proceeds to the Corporation, accounting for total cash proceeds raised prior to this Offering and total proceeds of this Offering, net of all Offering expenses and other expenses of the Corporation, will be approximately $420,441 assuming completion of the Minimum Offering and $870,441 assuming completion of the Maximum Offering. The Corporation estimates incurring general and administrative costs until the Completion of the Qualifying Transaction of approximately $50,000 which will reduce the total net funds available for pursuing a Qualifying Transaction to $370,441 assuming completion of the Minimum Offering and $820,441 assuming completion of the Maximum Offering. The net funds available will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating businesses or assets. See "*Use of Proceeds*".

Directors and Management:	The following are the directors and officers of the Corporation: **Christopher Tate** — Chief Executive Officer and Director **Shaun Heinrichs** — Chief Financial Officer, Corporate Secretary and Director **Blair Schultz** — Director **Kevin Reid** — Director **Conor Dooley** — Director Christopher Tate is the Promoter of the Corporation. See "*Directors, Officers and Promoters*" and "*Promoters*".
Escrowed Securities:	All of the currently issued and outstanding Common Shares of the Corporation, being 4,700,020 Common Shares issued at $0.05 per Common Share, will be deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to 3 years after the date of the Final Exchange Bulletin. See "*Escrowed Securities*".
Risk Factors:	There is no established market for the Common Shares. Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment (based on the gross proceeds from this and prior issuances without deduction of selling and related expenses) of 31% or $0.031 per Common Share assuming completion of the Minimum Offering and 19% or $0.019 per Common Share assuming completion of the Maximum Offering. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction. The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. See "*Business of the Corporation*", "*Directors, Officers and Promoters – Conflicts of Interest*", "*Capitalization*", "*Dilution*" and "*Risk Factors*".

THE CORPORATION

The full name of the Corporation is "Ring the Bell Capital Corp."

The Corporation was incorporated on June 28, 2017, under the federal laws of Canada, as "SCBK Corp. " On November 6, 2017, the Corporation changed its name by a Certificate of Amendment to "Ring the Bell Capital Corp. "

The registered office and head office of the Corporation is located at 66 Wellington Street West, Suite 4100, Toronto, Ontario M5K 1B7.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As at the date of this prospectus, the Corporation has incurred business expenses and costs relating to the Offering of approximately $21,029 (excluding applicable taxes). Certain proceeds from the Offering will be utilized to satisfy the obligations of the Corporation related to the Offering, including the expenses of its auditor, legal counsel and the Agent's legal counsel, the fees of the TSX-V, the Agent's commission and expenses and the fees of the securities regulatory authorities. See "*Use of Proceeds*".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the TSX-V and in the case of a Non Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests.

The Corporation currently intends to pursue a Qualifying Transaction through the acquisition of a mining, industrial, technology, life sciences or emerging growth sector business, however there is no assurance that the Qualifying Transaction will involve the acquisition of Significant Assets in a mining, industrial, technology, life sciences or emerging growth sector business. **Although the Corporation has commenced the process of identifying potential acquisitions with a view to completing the Qualifying Transaction, the Corporation has not yet entered into an Agreement in Principle.**

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

Method of Financing

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

Criteria for a Qualifying Transaction

The Corporation will consider acquisitions of assets or businesses operating or located both inside and outside of Canada, as permitted by the CPC Policy. All potential acquisitions will be screened initially by management of the

Corporation to determine their economic viability. Approval of acquisitions will be made by the Board of Directors. The Board of Directors will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of the directors. The Board of Directors 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 Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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

Upon the Corporation reaching an Agreement in Principle, the Corporation must issue a comprehensive news release, at which time the TSX-V generally will halt trading in the Common Shares until the filing requirements of the TSX-V have been satisfied as set forth under "*Business of the Corporation – Trading Halts, Suspensions and Delisting*". Within 75 days after issuance of such news release, the Corporation will be required to submit for review to the TSX-V either an information circular that complies with applicable corporate and securities laws or a filing statement that complies with TSX-V requirements. An information circular must be submitted where there is a Non Arm's Length Qualifying Transaction. A filing statement must be submitted where the Qualifying Transaction is not a Non Arm's Length Qualifying Transaction. The information circular or filing statement, as applicable, must contain prospectus level disclosure of the Target Company and the Corporation, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Form 3B1 or Form 3B2, as the case may be, of the TSX-V. Upon acceptance by the TSX-V, the Corporation must then either:

(a) file the filing statement on SEDAR at least seven business days prior to closing of the Qualifying Transaction, and issue a news release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the filing statement is available on SEDAR; or

(b) mail the information circular and related proxy material to its shareholders in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval, at a meeting of shareholders.

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

(c) in the case of a Non Arm's Length Qualifying Transaction, confirmation of Majority of Minority Approval of the Qualifying Transaction;

(d) confirmation of closing of the Qualifying Transaction; and

(e) all post-meeting or final documentation, as applicable, otherwise required to be filed with the TSX-V pursuant to the CPC Policy.

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

Initial Listing Requirements

The Resulting Issuer must satisfy the TSX-V's Initial Listing Requirements for the particular industry sector in either Tier 1 or Tier 2 as prescribed under the applicable policies of the TSX-V.

Trading Halts, Suspensions and Delisting

The TSX-V will generally halt trading in the Common Shares from the date of the public announcement of an Agreement in Principle until all filing requirements of the TSX-V have been satisfied, which includes the submission of a Sponsorship Acknowledgment Form, where the Qualifying Transaction is subject to sponsorship. In addition, personal information forms or, if applicable, declarations, for all individuals who may be directors, senior officers, Promoters, or Insiders of the Resulting Issuer must be filed with the TSX-V and any preliminary background searches that the TSX-V considers necessary or advisable, must also be completed, before the trading halt will be lifted by the TSX-V.

Even if all filing requirements have been satisfied and preliminary background checks completed, the TSX-V 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 TSX-V that the halt should be reinstated or continued.

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

The TSX-V may suspend from trading or delist the Common Shares where the TSX-V has not issued a Final Exchange Bulletin to the Corporation within 24 months of the date of listing. In the event that the Common Shares are delisted by the TSX-V, within 90 days from the date of such delisting, the Corporation will wind up and will make a *pro rata* distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of Non Arm's Length Parties to the Corporation, determine to deal with the Issuer or its remaining assets in some other manner. See "*Business of the Corporation – Filings and Shareholder Approval of the Qualifying Transaction*".

If the Corporation has not completed a Qualifying Transaction within the time frame prescribed by the CPC Policy, it may apply for listing on NEX (the market on which former TSX-V and Toronto Stock Exchange Issuers that do not meet the minimum requirements for Tier 2 issuers may continue to trade) rather than be delisted. In order to be eligible to list on NEX the Corporation must:

(c) obtain majority shareholder approval for the transfer to NEX exclusive of the votes of Non Arm's Length Parties of the Corporation; and

(d) either:

(i) cancel all Seed Shares purchased by Non Arm's Length Parties to the Corporation at a discount to the IPO price, in accordance with section 11.2(a) of the CPC Policy, as if the Corporation had delisted from the TSX-V; or

(ii) subject to majority shareholder approval, cancel an amount of the Seed Shares purchased by Non Arm's Length Parties to the Corporation so that the average cost of the remaining Seed Shares is at least equal to the IPO price.

If the Corporation lists on the NEX, the Corporation must continue to comply with all the requirements and restrictions of the CPC Policy.

Refusal of Qualifying Transaction

The TSX-V, 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 TSX-V;

(b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:

(i) a Member firm of the TSX-V;

(ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such Member firm; and

(iii) Associates of any such person,

collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;

(c) the Resulting Issuer will be a financial institution, finance company, finance issuer or mutual fund, as defined in the securities legislation;

(d) the majority of the directors and senior officers of the Resulting Issuer are not residents of Canada or the United States or are individuals who have not demonstrated positive association as directors or officers with public companies that are subject to a regulatory regime comparable to the companies listed on a Canadian exchange;

(e) in the case of a Resulting Issuer that is a reporting issuer in Ontario, other than an oil and gas or mining issuer, the Qualifying Transaction involves the acquisition of Significant Assets, outside of Canada or the United States and is not undertaken using a prospectus as a disclosure document; or

(f) 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 Corporation has received gross proceeds of $235,001 from the sale of 4,700,020 Seed Shares at a price of $0.05 per Seed Share, prior to the date of this prospectus from its seed financing. The Corporation will receive gross proceeds of $300,000 for the Minimum Offering and $800,000 for the Maximum Offering from the sale of Common Shares pursuant to this prospectus.

The Corporation expects to incur total costs of approximately $114,560 assuming the Minimum Offering relating to the issuance of Common Shares pursuant to this prospectus, including the Agent's commission of $30,000. The Corporation expects to have a total of $420,441 available to it assuming the Minimum Offering from the sale of Common Shares under this prospectus and from prior sales of Common Shares, after deduction of expenses.

The Corporation expects to incur total costs of approximately $164,560 assuming the Maximum Offering relating to the issuance of Common Shares pursuant to this prospectus, including the Agent's commission of $80,000. The Corporation expects to have a total of $870,441 available to it assuming the Maximum Offering from the sale of Common Shares under this prospectus and from prior sales of Common Shares, after deduction of expenses.

Offering proceeds will be utilized to satisfy the obligations of the Corporation related to this Offering, including the payment of Agent's commission and expenses and the fees and expenses of the Corporation's auditors, legal counsel, and the Agent's legal counsel.

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

Item	**Minimum Offering**	**Maximum Offering**
Gross cash proceeds raised pursuant to the issuance of Seed Shares[(1)]	$235,001	$235,001
Expenses and costs relating to raising Seed Share proceeds	($0) [(2)]	($0) [(2)]
Gross cash proceeds to be raised pursuant to this Offering[(4)]	$300,000	$800,000

Gross Cash Proceeds	**$535,001**	**$1,035,001**
Expenses and Costs Relating to this Offering		
Listing Fees and Filing Fees	$25,000	$25,000
Agent's Expenses		
Commission (10%)	$30,000	$80,000
Corporate Finance Fee	$13,560	$13,560
Legal Fees	$12,500	$12,500
Offering Costs		
Legal expenses	$25,000	$25,000
Accounting	$5,000	$5,000
Printing	$1,250	$1,250
Transfer Agent	$2,250	$2,250
Total Expenses and Costs Relating to this Offering(3)	**$114,560**	**$164,560**
Estimated funds available on completion of the Offering	**$420,441**	**$870,441**
Estimated general and administrative expenses until Completion of a Qualifying Transaction	**$50,000**	**$50,000**
Funds available for identifying and evaluating assets or business prospects(5)	**$370,441**	**$820,441**
Total Net Proceeds	**$420,441**	**$870,441**

Notes:

(1) See "Prior Sales".

(2) No issue costs have been allocated towards the issuance of these shares. See the Corporation's balance sheet as at November 30, 2017.

(3) Of these costs and expenses, approximately $21,029, excluding taxes, has been incurred to date.

(4) In the event the Agent exercises the Agent Warrant, and all of the Directors' and Officers' Options issued at the Closing of the Offering are exercised, there will be available to the Corporation a maximum of an additional $85,000 assuming completion of the Minimum Offering and $180,000 assuming completion of the Maximum Offering, which will be added to the working capital of the Corporation. There is no assurance that any of these warrants or options will be exercised.

(5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $420,441 assuming completion of the Minimum Offering and $870,441 assuming completion of the Maximum Offering on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

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

Permitted Use of Funds

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

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

(i) valuations or appraisals;

(ii) business plans;

(iii) feasibility studies and technical assessments;

(iv) sponsorship reports;

(v) engineering or geological reports;

(vi) financial statements, including audited financial statements;

(vii) fees for legal and accounting services; and

(viii) Agent's fees, costs and commissions,

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

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

Restrictions on Use of Proceeds

Until Completion of a Qualifying Transaction, not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Corporation or $235,000, will be used for purposes other than those described above. For greater certainty, expenditures which are not included as "*Permitted Use of Funds*", listed above, include:

(a) listing and filing fees (including SEDAR fees);

(b) other costs for the issuance of securities, (including legal, accounting and audit expenses) relating to the preparation and filing of this prospectus; and

(c) administrative and general expenses of the Corporation, including:

   (i) office supplies, office rent and related utilities;

   (ii) printing costs (including the printing of this prospectus and share certificates);

   (iii) equipment leases; and

   (iv) fees for legal advice and audit expenses, other than those described above under "*Permitted Use of Funds*".

No proceeds from the sale of securities of the Corporation will be used to acquire or lease a vehicle.

No proceeds from the sale of securities of the Corporation have been used to pay any fees or salaries or to acquire a vehicle for any director, officer or shareholder of the Corporation.

Private Placements for Cash

After Closing of the Offering and until the Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the TSX-V is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the TSX-V generally will not accept a private placement by the Corporation where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed $5,000,000. The only securities issuable pursuant to such a private placement will be Common Shares. Subject to certain limited exceptions, any Common

Shares issued pursuant to the private placement to Non Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non Arm's Length Parties

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

(a) remuneration, which includes but is not limited to salaries, consulting fees, management contract fees or directors' fees, finders' fees, loans, advances and bonuses; and

(b) deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale to the public on a "commercially reasonable efforts" basis a minimum of 3,000,000 ($300,000) and a maximum of 8,000,000 ($800,000) Common Shares at a price of $0.10 per Common Share, subject to the terms and conditions in the Agency Agreement. The Agent and its designated sub-agents, if any, will receive a cash commission equal to 10% of the aggregate gross proceeds from the sale of the Common Shares pursuant to the Offering. In addition, the Corporation will pay the Agent a corporate finance fee of $12,000 plus taxes, the Agent’s legal fees, estimated at $12,500 plus disbursements and taxes, and will pay any other reasonable expenses of the Agent.

The Corporation has also agreed to grant to the Agent, and any sub-agents, as directed by the Agent, a non-transferable Agent Warrant which entitles the Agent and any sub-agents to purchase up to 300,000 Common Shares assuming completion of the Minimum Offering and up to 800,000 Common Shares assuming completion of the Maximum Offering at an exercise price of $0.10 per Common Share, which may be exercised for a period of 24 months from the Listing Date. The Agent Warrant is qualified under this prospectus for distribution. Not more than 50% of the Common Shares received on the exercise of the Agent Warrant 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.

Other than as described in this prospectus, there are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other Person or company in connection with the Offering.

The Offering will be made in accordance with the rules and policies of the TSX-V and with the consent of the TSX-V. The closing of the Offering will take place at such time as the Corporation and the Agent may agree provided that the minimum subscriptions have been received and that the withdrawal rights of the purchaser of Common Shares which are available pursuant to securities laws have expired. See "*Purchasers' Statutory Rights* ".

The Agent has agreed to use its "commercially reasonable efforts" to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement, including the non-fulfillment of conditions of Closing.

It is expected that one or more global certificates evidencing the Common Shares will be available for delivery on the Closing Date unless the Agent elects for delivery in electronic book entry form through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee and will be deposited with CDS on the closing date. No certificate evidencing the Common Shares will be issued to purchasers under this prospectus and registration will be made in the depository services of CDS. Purchasers of Common Shares under this prospectus will receive only a customer confirmation from the Agent or other registered dealer who is a CDS participant and from or through whom a beneficial interest in the Common Shares is purchased.

Commercially Reasonable Efforts Offering and Minimum and Maximum Distributions

The total Offering is for a minimum of 3,000,000 and a maximum of 8,000,000 Common Shares at a price of $0.10 per share for total gross proceeds of $300,000 and $800,000 respectively. Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this prospectus, being up to 60,000 Common Shares ($6,000) assuming completion of the Minimum Offering and up to 160,000 Common Shares ($16,000) assuming completion of the Maximum Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares in the Offering, being up to 120,000 Common Shares ($12,000) assuming completion of the Minimum Offering and up to 320,000 Common Shares ($32,000) assuming completion of the Maximum Offering.

The funds received from the Offering will be deposited with the Agent, and will not be released until proceeds of a minimum of $300,000 have been deposited. The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, or 180 days of the issuance of a receipt for the final prospectus if an amendment to such prospectus is subsequently filed, or such other time as may be consented to by the Agent and Persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities Being Distributed

The Corporation also proposes to grant the Directors' and Officers' Options at Closing of the Offering, which will entitle the holders to purchase an aggregate of up to 550,000 Common Shares assuming completion of the Minimum Offering and up to 1,000,000 Common Shares assuming completion of the Maximum Offering at a price of $0.10 per Common Share for a period of 5 years from the date of grant, in accordance with the policies of the TSX-V. The Directors' and Officers' Options are qualified for distribution pursuant to this prospectus. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

Determination of Price

The offering price of the Common Shares hereunder was determined by negotiation between the Corporation and the Agent in accordance with the CPC Policy.

Listing Application

The TSX-V has conditionally accepted the listing of the Corporation's Common Shares on the TSX-V under the symbol "RTB". Listing is subject to the Corporation fulfilling all of the requirements of the TSX-V.

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

Subscriptions by and Restrictions on the Agent

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

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

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

Restrictions on Trading

Other than the initial public offering of the Common Shares pursuant to this prospectus, the grant of the Agent Warrant and the grant of the Directors' and Officers' Options, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the prospectus is issued by the securities commission that is designated the principal regulator pursuant to Multilateral Instrument 11-102 – *Passport System* and National Policy 11-202 – *Prospectus Reviews in Multiple Jurisdictions* and the time the Common Shares are listed for trading on the TSX-V, except subject to prior acceptance of the TSX-V, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value. As at the date hereof, 4,700,020 Common Shares are issued and outstanding as fully paid and non-assessable. A minimum of 3,000,000 Common Shares assuming completion of the Minimum Offering and a maximum of 8,000,000 Common Shares assuming completion of the Maximum Offering are reserved for issuance under this prospectus. A maximum of 300,000 Common Shares assuming completion of the Minimum Offering and a maximum of 800,000 Common Shares assuming completion of the Maximum Offering are reserved for issuance pursuant to the Agent Warrant. In addition, the Corporation has reserved up to 550,000 Common Shares assuming completion of the Minimum Offering and up to 1,000,000 Common Shares assuming completion of the Maximum Offering for issuance pursuant to the Directors' and Officers' Options at the Closing of the Offering. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

The holders of Common Shares are entitled to dividends, if, as and when declared by the Board of Directors, to one vote per Common Share at meetings of the shareholders of the Corporation and, upon dissolution, to share equally in such assets of the Corporation as are distributable to the holders of Common Shares. All Common Shares to be outstanding after completion of this Offering will be fully paid and non-assessable. Pursuant to the CPC Policy, the Corporation is not permitted to pay dividends until after the Completion of the Qualifying Transaction.

CAPITALIZATION

The following table sets forth information respecting the capitalization of the Corporation as at November 30, 2017 (the date of the most recent balance sheet contained in this prospectus) and as at the date of this prospectus both before and after giving effect to the Offering:

Designation of Security	Amount Authorized	Amount Outstanding as of November 30, 2017 (1)	Amount Outstanding as of the Date Hereof (1)	Amount Outstanding After Giving Effect to the Minimum Offering (2)(3)	Amount Outstanding After Giving Effect to the Maximum Offering(2)(4)
Common Shares	unlimited	$235,001 (4,700,020 Common Shares)	$235,001 (4,700,020 Common Shares)	$535,001 (7,700,020 Common Shares)	$1,035,001 (12,700,020 Common Shares)

Notes:
(1) As at November 30, 2017 and as of the date hereof, the Corporation has not commenced commercial operations.
(2) The Corporation has reserved a maximum of 300,000 Common Shares assuming completion of the Minimum Offering and a maximum 800,000 Common Shares assuming completion of the Maximum Offering at $0.10 per share pursuant to the Agent Warrant. The Corporation has also reserved a maximum of 550,000 Common Shares assuming completion of the Minimum Offering and 1,000,000 Common Shares assuming completion of the Maximum Offering at $0.10 per share pursuant to the Directors' and Officers' Options to be granted at the Closing. See "*Plan of Distribution*" and "*Options to Purchase Securities*".
(3) Based on the gross proceeds of the Minimum Offering of $300,000 before deducting the Agent's commission, fees and expenses and the other costs of this Offering, estimated at $114,560.
(4) Based on the gross proceeds of the Maximum Offering of $800,000 before deducting the Agent's commission, fees and expenses and the other costs of this Offering, estimated at $164,560.

OPTIONS TO PURCHASE SECURITIES

The Corporation has adopted an incentive stock option plan (the "**Option Plan**") which provides that the Board of Directors may from time to time, in its discretion, and in accordance with TSX-V requirements, grant to directors, officers, and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares. Prior to the Completion of the Qualifying Transaction, the number of Common Shares reserved for issuance will not exceed 770,000 Common Shares assuming completion of the Minimum Offering and 1,270,000 Common Shares assuming completion of the Maximum Offering.

The Directors' and Officers' Options to purchase 550,000 Common Shares in the event of the Minimum Offering and 1,000,000 Common Shares in the event of the Maximum Offering are to be granted immediately upon the issue by the securities commission that is designated the principal regulator pursuant to Multilateral Instrument 11-102 – *Passport System* and National Policy 11-202 – *Process for Prospectus Reviews in Multiple Jurisdictions* of a receipt for the final prospectus to directors and officers of the Corporation (subject to regulatory approval). The Directors' and Officers' Options are qualified for distribution pursuant to this prospectus and are set forth in the table below.

Pursuant to TSX-V requirements, no options will be granted to employees under the Option Plan until after the Final Exchange Bulletin has been issued. Options may be exercisable for a maximum period of 10 years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all consultants will not exceed 2% of the issued and outstanding Common Shares at the date of grant. In addition, the Option Plan provides that no more than 5% of the issued shares of the Corporation will be granted to any individual in any 12 month period; no more than 2% of the issued shares of the Corporation will be granted to any one consultant in any 12 month period unless the Corporation has obtained disinterested shareholder approval in respect of such grant and meets applicable Exchange requirements; and no more than an aggregate of 2% of the issued share of the Corporation will be granted to an employee conducting Investor Relations Activities (as defined in the policies of the TSX-V) in any 12 month period. As required by the CPC Policy, the Corporation, as long as it is a CPC, will not grant options to any person providing Investor Relations Activities, promotional or market-making services. Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. In the event an optionee is terminated for cause, any outstanding options granted to such optionee will be automatically terminated on the date of cessation of the optionee's position with the Corporation. In the event an optionee retires, resigns or is terminated for other than cause, any outstanding options granted to such optionee may be exercised for a period of up to one year (or until the normal expiry date of the options, if earlier) following cessation of the optionee's position with the Corporation. In the event an optionee becomes disabled and is unable to continue in their position with the Corporation, any outstanding options granted to such optionee may be exercised for a period of up to one year (or until the normal expiry date of the options, if earlier) following cessation of the optionee's position with the Corporation due to the disability. In the event of death of an optionee, any outstanding options granted to such optionee may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. In the event that the Optionee is engaged to provide Investor Relations Activities (and such Optionee ceases to be so engaged, other than by reason of death, the expiry date of the option will not exceed the 30th day following the termination date. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued (see "*Escrowed Securities*").

Subject to regulatory approval, the Corporation intends to enter into stock option agreements with its directors and officers in respect of the Directors' and Officers' Options immediately upon the issue by the securities commission that is designated the principal regulator pursuant of a receipt for the final prospectus as follows:

Optionee	**Number of Common Shares Reserved Under Option on Completion of the Minimum Offering**	**Number of Common Shares Reserved Under Option on Completion of the Maximum Offering**	**Exercise Price**	**Expiry Date**
Christopher Tate	125,000	230,000	$0.10	5 years from the date of grant
Shaun Heinrichs	125,000	230,000	$0.10	5 years from the date of grant
Blair Schultz	125,000	230,000	$0.10	5 years from the date of grant
Kevin Reid	125,000	230,000	$0.10	5 years from the date of grant
Conor Dooley	50,000	80,000	$0.10	5 years from the date of grant
Total	**550,000**	**1,000,000**		

PRIOR SALES

Since the date of incorporation of the Corporation, 4,700,020 Common Shares have been issued as follows:

Date	**Number of Common Shares(1)**	**Issue Price Per Share**	**Aggregate Issue Price**	**Consideration Received**
June 28, 2017	20	$0.05	$1	$1
November 10, 2017	4,400,000	$0.05	$220,000	$220,000
November 20, 2017	200,000	$0.05	$10,000	$10,000
November 28, 2017	100,000	$0.05	$5,000	$5,000

Notes:
(1) All of these Common Shares will be held in escrow. See "Escrowed Securities".

ESCROWED SECURITIES

All of the 4,700,020 Common Shares which were issued prior to this Offering at a price of $0.05 per Common Share, all Common Shares that may be acquired from treasury of the Corporation by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with the Trustee under the Escrow Agreement.

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

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

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

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

Name and Municipality of Residence of Shareholder	**Number of Escrowed Common Shares**	**Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering**	**Percentage of Common Shares of the Corporation After Giving Effect to the Minimum Offering (1)**	**Percentage of Common Shares of the Corporation After Giving Effect to the Maximum Offering (1)**
Christopher Tate Toronto, Ontario	500,010	10.64%	6.49%	3.94%
Shaun Heinrichs Port Moody, British Columbia	500,000	10.64%	6.49%	3.94%
Blair Schultz(2) Toronto, Ontario	1,500,000	31.91%	19.48%	11.81%
Kevin Reid Toronto, Ontario	1,500,010	31.91%	19.48%	11.81%
Christopher Marsh Toronto, Ontario	200,000	4.26%	2.60%	1.57%
Jeffrey Johnstone(3) Toronto, Ontario	200,000	4.26%	2.60%	1.57%
Dana Yael Bloom Klein Toronto, Ontario	200,000	4.26%	2.60%	1.57%
Conor Dooley Toronto, Ontario	100,000	2.12%	1.30%	0.79%
Total	**4,700,020**	**100%**	**61.04%**	**37.00%**

Note:

(1) Assuming no Common Shares are purchased by these persons under the Offering and assuming no exercise of any Directors' and Officers' Options or the Agent Warrant.

(2) The shares are registered in the name of Mr. Schultz's wholly-owned holding company, Blair Schultz Investco Inc., through Mr. Schultz's brokerage account.

(3) The shares are registered in the name of Mr. Johnstone's brokerage account.

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

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

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

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

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

(a) cancel all of those escrowed Common Shares upon the issuance by the TSX-V of a bulletin delisting the Common Shares of the Corporation; or

(b) if the Corporation lists on NEX, either:

  (i) cancel all Seed Shares purchased by Non Arm's Length Parties to the Corporation at a discount from the IPO price, in accordance with section 11.2(a) of the CPC Policy, or

  (ii) subject to majority shareholder approval, cancel an amount of the Seed Shares purchased by Non Arm's Length Parties to the Corporation so that the average cost of the remaining Seed Shares is at least equal to the IPO price.

Escrowed Securities on Qualifying Transaction

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

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

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

Escrowed Securities on Private Placement

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

(a) the private placement is announced at least five trading days after the news release announcing the Agreement in Principle and the pricing for the financing is not less than the discounted market price, as determined in accordance with the Policies of the TSX-V; or

(b) the private placement is announced concurrently with the Agreement in Principle and:

(i) at least 75% of the proceeds from the private placement are not from Principals of the Corporation or the proposed Resulting Issuer;

(ii) if subscribers, other than Principals of the Corporation or the proposed Resulting Issuer, will obtain securities subject to hold periods, then in addition to any resale restrictions under applicable securities legislation, any securities issued to such Principals will be subject to a four month hold period; and

(iii) none of the proceeds of the private placement are allocated to pay compensation or to settle indebtedness owing to Principals of the Resulting Issuer.

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares(2)	Percentage of Common Shares Owned Prior to Giving Effect to the Offering	Percentage of Common Shares Owned After Giving Effect to the Minimum Offering (1)(2)	Percentage of Common Shares Owned After Giving Effect to the Maximum Offering (1)(2)
Christopher Tate Toronto, Ontario	Direct	500,010	10.64%	6.49%	3.94%
Shaun Heinrichs Port Moody, British Columbia	Direct	500,000	10.64%	6.49%	3.94%
Blair Schultz Toronto, Ontario	Indirect	1,500,000	31.91%	19.48%	11.81%
Kevin Reid Toronto, Ontario	Direct	1,500,010	31.91%	19.48%	11.81%

Notes:

(1) Assuming that no Common Shares are purchased by this person under the Offering and before the exercise of the Agent Warrant and the Directors' and Officers' Options.

(2) In the event that the Agent Warrant and the Directors' and Officers' Options are exercised, there will be an additional 850,000 Common Shares outstanding assuming completion of the Minimum Offering and 1,800,000 assuming completion of the Maximum Offering. The total number of shares owned by the principal shareholders will increase by 500,000 Common Shares assuming completion of the Minimum Offering and 920,000 assuming completion of the Maximum Offering pursuant to the exercise of stock options granted to the principal shareholders by the Corporation. Please see "*Options to Purchase Securities*". Assuming the exercise of all options granted to him, Christopher Tate will be issued an additional 125,000 Common Shares assuming completion of the Minimum Offering, increasing his total shareholdings to 625,010 (7.31% on a fully diluted basis) and an additional 230,000 Common Shares assuming completion of the Maximum Offering, increasing his total shareholdings to 730,010 (5.03% on a fully diluted basis). Assuming the exercise of all options granted to him, Shaun Heinrichs will be issued an additional 125,000 Common Shares assuming completion of the Minimum Offering, increasing his total shareholdings to 625,000 (7.31% on a fully diluted basis) and an additional 230,000 Common Shares assuming completion of the Maximum Offering, increasing his total shareholdings to 730,000 (5.03% on a fully diluted basis). Assuming the exercise of all options granted to him, Blair Schultz will be issued an additional 125,000 Common Shares assuming completion of the Minimum Offering, increasing his total shareholdings to 1,625,000 (19.01% on a fully diluted basis) and an additional 230,000 Common Shares assuming completion of the Maximum Offering, increasing his total shareholdings to 1,730,000 (11.93% on a fully diluted basis). Assuming the exercise of all options granted to him, Kevin Reid will be issued an additional 125,000 Common Shares assuming

completion of the Minimum Offering, increasing his total shareholdings to 1,625,010 (19.01% on a fully diluted basis) and an additional 230,000 Common Shares assuming completion of the Maximum Offering, increasing his total shareholdings to 1,730,010 (11.93% on a fully diluted basis). The total number of Common Shares held by such shareholders on a fully diluted basis after giving effect to the exercise of all Directors' and Officers' Options and the Agent Warrant will be 4,500,020 Common Shares representing approximately 52.63% assuming completion of the Minimum Offering and 4,920,020 Common Shares representing approximately 33.93% assuming completion of the Maximum Offering of the issued and outstanding Common Shares after giving effect to the Offering.

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Occupation and Security Holding

The following table sets out the names of the current directors, officers and promoters of the Corporation, their municipalities of residence, their current positions with the Corporation, their principal occupations during the past 5 years and the number of Common Shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised.

Name Municipality of Residence	**Position and Office**	**Principal Occupations for the Past 5 Years**	**Common Shares Held (Percentage and Number of Common Shares before the Completion of the Offering)(1)**	**Common Shares Held (Percentage and Number of Common Shares upon the Completion of the Minimum Offering)**	**Common Shares Held (Percentage and Number of Common Shares upon the Completion of the Maximum)**
Christopher Tate(2)(3) Toronto, Ontario	Chief Executive Officer, Director and Promoter	President, GMP Securities USA (2015 – 2016); Co-President, GMP Securities USA (2011 – 2015)	500,010 (10.64%)	500,010 (6.49%)	500,010 (3.94%)
Shaun Heinrichs Port Moody, British Columbia	Chief Financial Officer, Corporate Secretary and Director	CFO, Veris Gold Corp. (2008 – 2015); CFO, VMS Ventures Inc. (2015 – 2016); CFO, Group Eleven Resources Corp. (2017 – Present)	500,000 (10.64%)	500,000 (6.49%)	500,000 (3.94%)
Blair Schultz(2) Toronto, Ontario	Director	Professional director; Vice President K2 & Associates Investment Management (2001 – 2014)	1,500,000 (31.91%)	1,500,000 (19.48%)	1,500,000 (11.81%)
Kevin Reid(2) Toronto, Ontario	Director	Managing Director, GMP Securities Inc. (2011 – 2016)	1,500,010 (31.91%)	1,500,010 (19.48%)	1,500,010 (11.81%)
Conor Dooley Toronto, Ontario	Director	Lawyer, WeirFoulds LLP	100,000 (2.12%)	100,000 (1.30%)	100,000 (0.79%)
TOTAL			4,100,020 (87.22%)	4,100,020 (53.24%)	4,100,020 (32.29%)

Notes
(1) Assuming that no Common Shares are purchased by these shareholders under this Offering and before the exercise of the Agent Warrant and the Directors' and Officers' Options. See "Plan of Distribution".

(2) Member of Audit Committee.
(3) Christopher Tate may be considered to be a Promoter of the Corporation in that he took the initiative in founding and organizing the Corporation.

Christopher Tate – Chief Executive Officer and Director

Christopher Tate, age 44, has over 16 years of experience in finance and investment banking. Mr. Tate started his career as a financial analyst in the merchant banking group of Manulife Financial. In 2004, he moved to investment banking at GMP Securities where he focused on public equity offerings and M&A for over 6 years. In 2010, Mr. Tate became the Director of Corporate Development at GMP where he focused on foreign operations including London, New York and Australia. In 2011, Mr. Tate moved to New York as Co-President of GMP Securities USA. He worked for GMP in New York for 6 years where he ran a bond trading and financing business with over 100 employees. In 2015, he was promoted to President of GMP Securities USA and was made a member of the Executive Committee of GMP Capital Inc. Mr. Tate left GMP in 2016 to pursue other interests. Mr. Tate is an MBA graduate of the Schulich School of Business at York University and graduated from the University of Ottawa with a bachelor's degree in English and Philosophy.

Shaun Heinrichs – Chief Financial Officer, Corporate Secretary and Director

Shaun Heinrichs, age 44, has an over 19 years of experience in financial management and reporting, primarily in the mining industry. His career began at Ernst & Young in Vancouver where he managed assurance and advisory services to several U.S and Canadian public companies. He subsequently held senior management roles in several public companies including serving as Chief Financial Officer of Veris Gold Corp., a precious metals producer listed in Canada and the US, from 2008 to 2015, and also as the CFO of VMS Ventures Inc. from 2015 to 2016. Mr. Heinrichs also served as a director of Veris Gold Corp from 2012 to 2013. Presently Mr. Heinrichs is also the CFO of Group Eleven Resources Corp., a zinc exploration company based in Ireland. Mr. Heinrichs is a Chartered Professional Accountant (CPA, CA) with the Institute of Chartered Accountants of British Columbia and holds a holds a business degree from Simon Fraser University.

Blair Schultz – Director

Blair Schultz, age 40, has over 18 years of capital markets experience. Mr. Shultz holds an Honours Bachelor of Mathematics degree from the University of Waterloo with a Business Administration option from Wilfred Laurier University. After graduation he began a career at one of Canada’s preeminent hedge funds, K2 & Associates Investment Management Inc. Mr. Schultz spent 13 years from 2001 to 2014 with K2 where he quickly became Vice President and held various positions, most notably, Head of Special Situation, Portfolio Management and Trading. In 2012, Blair became Chairman of Klondex Mines Ltd. He was Chairman from 2012 to 2014, and an executive director from September 2014 to June 2015, and continues to serve on the board as independent. Blair is also a director of Eastmain Resources Inc., OK2 Minerals Ltd. and was previously a director of VMS Ventures Inc. where he chaired the special committee overseeing the sale of VMS to Royal Nickel Corporation. In the fall of 2016, Blair became Interim President and CEO of Langhaus Financial Corporation. Langhaus focuses on capital and wealth planning for entrepreneurs, and lends intellect and capital to corporations to achieve superior financial results for their owners.

Kevin Reid – Director

Kevin Reid, age 46, graduated with a Bachelor of Science degree (honors geology) from Queens University in 1995. He then worked in mine and field geology across Canada until 1999. Kevin completed an MBA in Finance in 2000 at the Schulich School of Business. Mr. Reid then began his career in finance at CIBC World Markets in the Mining Group (Equity Research). In 2002, Kevin began working at GMP Securities in Mining Investment Banking. Mr. Reid actively financed billions of dollars in mining equity over his 15 years at GMP and completed numerous M&A transactions. When Mr. Reid left GMP in 2016 to pursue new interests, he was a Managing Director. Mr. Reid recently joined Maxit Capital as a Managing Partner in its Mining Advisory Group.

Conor Dooley – Director

Conor Dooley, age 38, is a corporate and securities lawyer who advises clients through a variety of securities regulatory matters and capital markets transactions, including public offerings, private placements, mergers and acquisitions, corporate re-organizations and other corporate transactions. Mr. Dooley has acted as counsel to underwriters and issuers on transactions involving a wide range of industry sectors, including mining, oil and gas, alternative energy, financial services and technology. Mr. Dooley also provides advice and assistance to issuers with respect to their ongoing corporate governance, continuous disclosure and other securities and corporate law obligations.

Promoters

Christopher Tate may be considered the Promoter of the Corporation in that he took the initiative in founding and organizing the Corporation.

Other Corporate Information

Pursuant to the provisions of the *Canada Business Corporations Act*, the Corporation is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Corporation's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Corporation's auditor. The audit committee of the Corporation currently consists of Christopher Tate, Blair Schultz and Kevin Reid. Blair Schultz is the chairman of the audit committee.

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

All of the directors and officers of the Corporation currently have employment outside of the Corporation. Each of the directors and officers of the Corporation has agreed to devote as much of his time to the business and affairs of the Corporation as necessary to complete the Corporation’s Qualifying Transaction. The directors and officers are engaged and will continue to be engaged in the search for property or business prospects on behalf of themselves and others.

Other Reporting Issuer Experience

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

Name of Director, Officer or Promoter	Name of Reporting Issuer	Name of Exchange or Market	Position	Term From – To
Christopher Tate	GMP Capital Inc.	TSX	Co-President, President, GMP Securities USA	September, 2011 – July, 2016
Shaun Heinrichs	Veris Gold Corp.	TSX	Chief Financial Officer	January 2008 – August, 2015
	Veris Gold Corp.	TSX	Director	May, 2012 – June, 2013
	VMS Ventures Inc.	TSX-V	Chief Financial Officer	November 2015 – May 2016
	Group Eleven Resources Corp.	TSX-V	Chief Financial Officer	June, 2017 – Present
Blair Schultz	Klondex Mines Ltd.	TSX	Director	June 2012 – Present
	Eastmain Resources Inc.	TSX	Director	April 2015 – Present
	OK2 Minerals Ltd.	TSX-V	Director	August 2016 – Present

	VMS Ventures Inc.	TSX-V	Director	July 2015 – April 2016

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, no director, officer, Insider or Promoter of the Corporation or a shareholder holding a sufficient number of securities to affect materially the control of the Corporation is, or within 10 years before the date of the prospectus, has been, a director, officer, Insider or Promoter of any other issuer that, while that person was acting in that capacity, was the subject of a cease trade or similar order, or an order that denied such issuer access to any statutory exemptions for a period of more than 30 consecutive days or 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.

On April 1, 2014 the British Columbia Securities Commission ordered under section 164(1) of the Securities Act (British Columbia) that all trading by Insiders in the securities of Veris Gold Corp. cease until the annual statements were filed. As the Chief Financial Officer at the time, Mr. Heinrichs was subject to the order. The annual statements were filed on April 15, 2014 and the cease trade order was revoked.

Mr. Heinrichs was acting as Chief Financial Officer of Veris Gold Corp. when on June 9, 2014 such company made an application under the CCAA in the Supreme Court of British Columbia. On June 9, 2014, Veris Gold Corp. also has filed a petition seeking protection under Chapter 15 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the District of Nevada.

Penalties or Sanctions

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

Personal Bankruptcies

No director, officer, Insider or Promoter of the Corporation, or a shareholder of the Corporation holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such persons has, within the 10 years before the date of this prospectus, as applicable, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or has been subject to or has instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such person's assets.

Conflicts of Interest

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

EXECUTIVE COMPENSATION

Except as set out below or otherwise disclosed in this prospectus, prior to Completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly or indirectly, by the Corporation to a Non Arm's Length Party to the Corporation or a Non Arm's Length Party to the Qualifying Transaction, or to any Person engaged in investor relations activities in respect of the securities of the Corporation or any Resulting Issuer by any means, including:

(a) remuneration, which includes but is not limited to:

(i) salaries;

(ii) consulting fees;

(iii) management contract fees or directors' fees;

(iv) finder's fees;

(v) loans, advances, bonuses; and

(b) deposits and similar payments.

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

The directors and officers of the Corporation will also be granted the Directors' and Officers' Options. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

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

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of approximately 31% or $0.031 per Common Share in the event of the Minimum Offering and approximately 19% or $0.19 per Common Share in the event of the Maximum Offering on the basis of there being 7,700,020 Common Shares in the event of the Minimum Offering and 12,700,020 Common Shares in the event of the Maximum Offering issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to the filing of this prospectus, without deduction of commissions or related expenses incurred by the Corporation, as set forth below:

Item	**Minimum Offering**	**Maximum Offering**
Gross proceeds of prior Common Share issuances	$235,001	$235,001
Gross proceeds of this Offering	$300,000	$800,000
Total gross proceeds after this Offering	$535,001	$1,035,001
Offering price per Common Share under this Offering	$0.10	$0.10
Proceeds per Common Share after this Offering	$0.069	$0.081
Dilution per Common Share to investor	$0.031	$0.019
Percentage of dilution in relation to offering price	31%	19%

RISK FACTORS

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The following are risk factors associated with the Corporation:

(a) the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and will not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;

(b) investment in the Common Shares offered by this prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development;

(c) the directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. 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 approximately 30% or $0.30 per Common Share in the event of the Minimum Offering and approximately 18% or $0.18 per Common Share in the event of the Maximum Offering;

(e) there can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell its Common Shares;

(f) until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;

(g) the Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Corporation will be able to identify a suitable Qualifying Transaction;

(h) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;

(i) completion of the Qualifying Transaction is subject to a number of conditions including acceptance by the TSX-V and, in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval;

(j) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares;

(k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Corporation will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Corporation will be reinstated to trading before the TSX-V has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction;

(l) trading in the Common Shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the TSX-V in the time periods required;

(m) the TSX-V will generally suspend trading in the Corporation's Common Shares or delist the Corporation in the event that the TSX-V has not issued a Final Exchange Bulletin within 24 months from the Listing Date;

(n) neither the TSX-V nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;

(o) in the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service of notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;

(p) the Qualifying Transaction may be financed in whole or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation;

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

(r) the Corporation is relying solely on the past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Corporation is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Corporation. In such event, the Corporation will seek satisfactory replacements but there can be no guarantee that appropriate personnel may be found; and

(s) if the Corporation does not make an election to be a public corporation in the manner contemplated in this prospectus, the purchasers may be penalized by the Canada Revenue Agency with respect to any Common Shares held in Registered Plans (as defined hereafter under the heading "*Eligibility for Investment*").

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

ELIGIBILITY FOR INVESTMENT

In the opinion of WeirFoulds LLP, counsel for the Corporation, provided the Common Shares are listed on a designated stock exchange (which includes the TSX-V) on or before the Corporation's first filing due date under the *Income Tax Act* (Canada) and the regulations thereto (the "**Tax Act**"), and the Corporation elects in the manner and within the time limits prescribed by the Tax Act to be a "public corporation" (as that term is defined in the Tax Act) from the beginning of its first taxation year, the Common Shares, if issued on the date hereof, will be qualified investments under the Tax Act for trusts governed by registered retirement savings plans ("**RRSP**"), registered retirement income funds ("**RRIF**"), deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts ("**TFSA**") (collectively, "**Registered Plans**"). The Corporation will provide a covenant in the Agency Agreement to file the public corporation election noted above.

Notwithstanding the foregoing, if the Common Shares are a "prohibited investment" (as that term is defined in the Tax Act) for an RRSP, RRIF or TFSA, an annuitant of the RRSP or the RRIF or a holder of the TFSA, as the case may be, (each a "**Plan Holder**") will be subject to a penalty tax as set out in the Tax Act. The Common Shares will be a "prohibited investment" for an RRSP, RRIF or TFSA of a Plan Holder who has a "significant interest" (as defined in the Tax Act) in the Corporation or who does not deal at arm's length, within the meaning of the Tax Act, with the Corporation. Plan Holders should consult their own tax advisors to ensure the Common Shares would not be a prohibited investment in their particular circumstances.

Prospective purchasers who intend to hold Common Shares in a TFSA, RRSP or RRIF should consult their own tax advisors regarding their particular circumstances.

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Corporation is not a "related issuer" or "connected issuer" of the Agent for the purposes of National Instrument 33-105-*Underwriting Conflicts*.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to the Offering will be passed upon by WeirFoulds LLP on behalf of the Corporation, and by DLA Piper (Canada) LLP on behalf the Agent. As of the date hereof, Conor Dooley, an associate of WeirFoulds LLP and director of the Corporation, owns an aggregate of 100,000 Common Shares of the Corporation and will be granted 50,000 Directors' and Officers' Options (assuming completion of the Minimum Offering) to 80,000 Directors' and Officers' Options (assuming completion of the Maximum Offering) at Closing . Except as disclosed above, none of the partners or associates of WeirFoulds LLP, hold any beneficial interest, direct or indirect, in any securities or properties of the Corporation or of an Associate or Affiliate of the Corporation, but may subscribe for Common Shares pursuant to the Offering, and none are expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a promoter of the Corporation or of an Associate or Affiliate of the Corporation. Partners and associates of DLA Piper (Canada) LLP do not own, directly or indirectly, any securities or properties of the Corporation or of an Associate or Affiliate of the Corporation.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is Davidson & Company LLP, at its office at 1200 – 609 Granville Street, P.O. Box 10372, Vancouver, BC, Canada V7Y 1G6.

TSX Trust Company, at its Toronto office located at 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, is the transfer agent and registrar for the Corporation's Common Shares.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have all acquired Common Shares. In addition, each of the directors and officers of the Corporation will be granted options to purchase Common Shares at the Closing of the Offering. Except as disclosed elsewhere herein, none of the directors, officers or principal shareholders of the Corporation, and no Associate or Affiliate of any of them, has or has had any material interest in any transaction that materially affects the Corporation. See "*Options to Purchase Securities*", "*Escrowed Securities*" and "*Principal Shareholders*".

MATERIAL CONTRACTS

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

(a) Agency Agreement dated as of January 24, 2018 between the Corporation and the Agent. See "*Plan of Distribution*";

(b) Escrow Agreement to be entered into among the Corporation, the Trustee and those shareholders that executed such agreement. See "*Escrowed Securities*"; and

(c) Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated as of November 29, 2017 between the Corporation and TSX Trust Company.

Copies of these agreements will be available for inspection at the registered office of the Corporation located at the offices of WeirFoulds LLP, solicitors of the Corporation, located at 4100 – 66 Wellington Street West, TD Bank Tower, Toronto, Ontario, M5K 1B7, during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

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

DIVIDEND POLICY

The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until after the Completion of the Qualifying Transaction. The future payment of dividends will be dependent upon the financial requirements of the Corporation to fund further growth, financial condition of the Corporation and other factors which the Board of Directors may consider in the circumstances. It is not contemplated that any dividends will be paid in the immediate or foreseeable future.

PROMOTER

Christopher Tate may be considered to be the Promoter of the Corporation in that he took the initiative in founding and organizing the Corporation. This individual has subscribed for and received Common Shares and will receive Directors' and Officers' Options. See "*Prior Sales*", "*Principal Shareholders*", "*Options to Purchase Securities*", and "*Directors, Officers and Promoters*".

PURCHASERS' STATUTORY RIGHTS

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

FINANCIAL STATEMENTS

Ring the Bell Capital Corp
(A Capital Pool Company)

Financial Statements
(Expressed in Canadian Dollars)

November 30, 2017

INDEPENDENT AUDITORS' REPORT

To the Directors of
Ring the Bell Capital Corp.

We have audited the accompanying financial statements of Ring the Bell Capital Corp., which comprise the statement of financial position as at November 30, 2017, and the statements of comprehensive loss, changes in shareholders' equity, and cash flows for the period from incorporation on June 28, 2017 to November 30, 2017, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, these financial statements present fairly, in all material respects, the financial position of Ring the Bell Capital Corp. as at November 30, 2017 and its financial performance and its cash flows for the period from incorporation on June 28, 2017 to November 30, 2017 in accordance with International Financial Reporting Standards.

"DAVIDSON & COMPANY LLP"

Vancouver, Canada — Chartered Professional Accountants

January 24, 2018

RING THE BELL CAPITAL CORP.
(A Capital Pool Company)
STATEMENT OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
As at November 30, 2017

Assets		
Current Assets		
Cash	$	212,542
Receivables (Note 4)		1,430
Total Current Assets		213,972
Deferred financing costs (Note 5)		16,000
Total Assets	$	**229,972**
Liabilities and Shareholders' Equity		
Current Liabilities		
Accounts payable and accrued liabilities	$	5,000
Total Liabilities		5,000
Shareholders' Equity		
Share capital (Note 6)		235,001
Deficit		(10,029)
Total Shareholders' Equity		224,972
Total Liabilities and Shareholders' Equity	$	**229,972**

Nature of operations (Note 1)
Subsequent events (Note10)

On Behalf of the Board:

"Shaun Heinrichs"	*"Christopher Tate"*
Shaun Heinrichs	Christopher Tate

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

RING THE BELL CAPITAL CORP.
(A Capital Pool Company)
STATEMENT OF COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)
Period from Incorporation on June 28, 2017 to November 30, 2017

		2017
Expenses		
Registration and filing	$	5,000
Professional fees		5,000
Bank charges		29
Total expenses		(10,029)
Loss and comprehensive loss	**$**	**(10,029)**
Loss per common share	**$**	**(0.02)**
Weighted average number of common shares outstanding		**622,090**

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

RING THE BELL CAPITAL CORP.
(A Capital Pool Company)
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)

	Share Capital						
	Shares		**Amount**		**Deficit**		**Total**
Incorporation shares	20	$	1	$	–	$	1
Shares issued for cash	4,700,000		235,000		–		235,000
Loss for the period	–		–		(10,029)		(10,029)
Balance, November 30, 2017	**4,700,020**	**$**	**235,001**	**$**	**(10,029)**	**$**	**224,972**

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

RING THE BELL CAPITAL CORP.
(A Capital Pool Company)
STATEMENT OF CASH FLOWS
(Expressed in Canadian Dollars)
Period from Incorporation on June 28, 2017 to November 30, 2017

		2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss for the period	$	(10,029)
Changes in non-cash working capital items:		
Receivables		(1,430)
Accounts payable and accrued liabilities		5,000
Net cash used in operating activities		(6,459)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from share issuances		235,001
Deferred financing costs		(16,000)
Net cash provided by financing activities		219,001
Change in cash		212,542
Cash, beginning of the period		–
Cash, end of the period	$	212,542

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

1. NATURE OF OPERATIONS

Ring the Bell Capital Corp. (the "Company") was incorporated under the *Canada Business Corporations Act* on June 28, 2017. The Company is in the process of completing an Initial Public Offering ("IPO") to be classified as a Capital Pool Company ("CPC") as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. The principal business of the Company is the identification and evaluation of assets or a business (Qualifying Transaction) and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

The Company's head office, principal address and registered and records office is located at Suite 4100, 66 Wellington Street West, Toronto, Ontario, Canada, M5K 1B7.

These financial statements were authorized for issue by the Board of Directors on January 24, 2018.

These financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses within 24 months of listing on the TSX-V.

There is no assurance that the Company will complete a Qualifying Transaction within twenty-four months from the date the Company's shares are listed on the TSX-V, at which time the TSX-V may suspend or de-list the Company's shares from trading.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. These financial statements have been prepared on a historical cost basis, except for financial instruments classified at fair value through profit or loss, which are stated at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Significant Accounting Estimates and Judgments

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

These financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

There have been no significant judgements made by management in the application of IFRS that have a significant effect on these financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Deferred financing costs

Costs directly identifiable 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 will be deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

Financial Instruments

Financial assets

The Company classifies its financial assets into one of the following categories as follows:

Fair value through profit or loss – This category comprises derivatives and financial assets acquired principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss. The Company classifies cash as fair value through profit or loss.

Loans and receivables – These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost using the effective interest method less any provision for impairment. The Company classifies its receivable in this category.

Held-to-maturity investments – These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method less any provision for impairment.

Available-for-sale – Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized in other comprehensive income (loss).

Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from accumulated other comprehensive income (loss) and recognized as a profit or loss.

All financial assets except those measured at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is objective evidence of impairment as a result of one or more events that have occurred after initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

Financial liabilities

The Company classifies its financial liabilities in to one of two categories as follows:

Fair value through profit or loss – This category comprises derivatives and financial liabilities incurred principally or the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

Other financial liabilities – This category consists of liabilities carried at amortized cost using the effective interest method, and includes accounts payable and accrued liabilities.

As at November 30, 2017, the Company does not have any derivative financial assets and liabilities.

2. SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

Income taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case the income tax is also recognized directly in equity. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

In general, deferred tax is recognized in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates, except, in the case of subsidiaries, where the timing of the reversal of the temporary difference is controlled by the Company and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred income tax assets and liabilities are presented as non-current.

Loss per Share

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

3. NEW ACCOUNTING STANDARDS NOT YET ADOPTED

IFRS 9 Financial Instruments ("IFRS 9") was issued by the IASB on July 24, 2014 and will replace IAS 39 Financial Instruments: Recognition and Measurement. IFRS 9 utilizes a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Final amendments released on July 24, 2014 also introduce a new expected loss impairment model and limited changes to the classification and measurement requirements for financial assets. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The Company is does not anticipate that this standard will have a significant impact on its financial statements.

4. RECEIVABLES

Receivables consist of recoverable amounts paid for harmonized sales taxes charged to the Company on purchases of goods or services.

5. DEFERRED FINANCING COSTS

The Company has entered into a Letter Agreement with Richardson GMP Limited (the "Agent") dated October 16, 2017 whereby the Company agreed to offer, through the Agent, a minimum of 3,000,000 common shares at a price of $0.10 per share (Note 10). At November 30, 2017 the Company had paid $16,000 to the Agent which has been recorded as deferred financing costs.

6. SHARE CAPITAL

Authorized: an unlimited number of common shares with no par value.

Issued: 4,700,020 common shares.

On incorporation, dated June 28, 2017, the Company issued 20 shares for $1. The Company issued an additional 4,700,000 shares at a price of $0.05 per share for gross proceeds of $235,000 pursuant to a private placement. All common shares issued are subject to escrow restrictions upon the completion of the IPO and will be released from escrow in tranches over 36 months from its listing on the TSX-V.

7. FINANCIAL RISK MANAGEMENT

The Company is exposed to a variety of risks related to financial instruments. The Board approves and monitors the risk management processes. The principal types of risk exposure and the way in which they are managed are as follows:

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in bank accounts. The Company has deposited the cash with its bank from which management believes the risk of loss is remote.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accounts payable and accrued liabilities are due within the current operating period. The Company has a sufficient cash balance to settle current liabilities.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return.

Currency risk

The Company's operations and financing activities are conducted in Canadian dollars and as a result, the Company is not subject to significant exposure to market risks from changes in foreign currency rates.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is currently not exposed to any interest rate risk as cash is held in a non-interest bearing account and the Company does not hold any interest bearing liabilities.

7. FINANCIAL RISK MANAGEMENT, CONTINUED

Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

(Expressed in Canadian Dollars)

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 - Inputs that are not based on observable market data.

The fair value of the Company's receivables and accounts payable and accrued liabilities approximates their carrying value because of the short-term nature of the financial instruments. The Company's cash is measured at fair value using Level 1 inputs.

8. CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to pursue the completion of a Qualifying Transaction. Therefore, the Company monitors the level of risk incurred in its expenditures relative to its capital structure.

The Company considers its capital structure to consist of components of shareholders' equity. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the potential underlying assets. To maintain or adjust the capital structure, the Company may issue new equity if available on favourable terms and approved by the TSX-V.

As a CPC, the Company is subject to externally imposed cash restrictions as outlined in TSX-V Policy 2.4. The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or $235,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company.

9. INCOME TAXES

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

Loss before income taxes	$	(10,029)
Expected income tax-recovery		2,658
Unrecognized benefit of non-capital losses		(2,658)
Total income tax recovery	$	–

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

Non-capital loss carryforwards	$	10,029

The Company has available for deduction against future taxable income non-capital losses of approximately $10,029. These losses, if not utilized, will expire in 2037.

10. SUBSEQUENT EVENTS

i. The Company is in the process of filing a prospectus offering for a minimum of 3,000,000 to a maximum of 8,000,000 common shares of the Company at a price of $0.10 per share (the "Offering"). The Company will pay the Agent a commission equal to 10% of the gross funds raised from the Offering and a corporate finance fee of $12,000, of which $6,000 has been paid at November 30, 2017, and the remaining to be paid upon closing of the Offering. The Company will reimburse the Agent for its legal fees and expenses incurred in connection with the Offering, of which $10,000 has been advanced at November 30, 2017. The Company will also grant to the Agent warrants equal to 10% of the common shares sold in connection with the Offering, exercisable at $0.10 per common share for a period of 24 months from the date the shares are listed on the TSX-V. The Company has granted the Agent the right of participation to provide up to twenty five percent of any further brokered equity financing expiring twelve months after the completion of the Company's Qualifying Transaction.

ii. The Company will grant directors and officers a minimum of 550,000 to a maximum of 1,000,000 incentive stock options exercisable at $0.10 upon closing of the Offering. The stock options will be exercisable for a period of 5 years from the date of grant.

CERTIFICATE OF THE CORPORATION

DATE: January 24, 2018

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 Ontario, Alberta and British Columbia.

"Christopher Tate"	***"Shaun Heinrichs"***
Christopher Tate Chief Executive Officer and Director	**Shaun Heinrichs** Chief Financial Officer, Corporate Secretary and Director

ON BEHALF OF THE BOARD

"Blair Schultz"	***"Kevin Reid"***
Blair Schultz Director	**Kevin Reid** Director

CERTIFICATE OF THE PROMOTER

DATE: January 24, 2018

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 Ontario, Alberta and British Columbia.

"Christopher Tate"

Christopher Tate

CERTIFICATE OF THE AGENT

DATE: January 24, 2018

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

RICHARDSON GMP LIMITED

"Cameron Rees"

Per: ______________________________

Name: Cameron Rees
Title: Vice President, Private Client Capital Markets