AMENDED AND RESTATED PROSPECTUS
(Amending and Restating the Prospectus dated July 17, 2018)

Initial Public Offering **September 17, 2018**

METEORITE CAPITAL INC.
(a Capital Pool Company)

Minimum of $255,000
1,700,000 Common Shares

Maximum of $750,000
5,000,000 Common Shares

Price: $0.15 per Common Share

Meteorite Capital Inc. (the "**Corporation**") hereby offers through its agent, Leede Jones Gable Inc. (the "**Agent**"), a minimum of 1,700,000 common shares in the share capital of the Corporation (the "**Common Shares**") at a price of $0.15 per Common Share for minimum gross proceeds of $255,000 and a maximum of 5,000,000 Common Shares at a price of $0.15 per Common Share for maximum gross proceeds of $750,000 (the "**Offering**"). The purpose of this Offering is to provide the Corporation with a minimum of funds in order to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction (as defined herein). Any proposed Qualifying Transaction must be approved by the Exchange (as defined herein) and, in the case of a Non-Arm's Length Qualifying Transaction (as defined herein), must also receive Majority of the Minority Approval (as defined herein), in accordance with the Exchange Policy 2.4 (the "**CPC Policy**"). The Corporation is a capital pool company ("**CPC**"). It has not commenced commercial operations and has no significant assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "Business of the Corporation" and "Use of Proceeds".

This Offering is made on a commercially reasonable effort basis by the Agent and is subject to a minimum subscription of 1,700,000 Common Shares for minimum gross proceeds to the Corporation of $255,000. This Offering is also subject to approval of certain legal matters by Dentons Canada LLP, on behalf of the Corporation, and by McMillan LLP, on behalf of the Agent. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent in accordance with the CPC Policy. All funds received from the subscriptions for Common Shares will be deposited and held by the Agent pursuant to the terms of the amended and restated agency agreement dated September 17, 2018 by and between the Agent and the Corporation (the "**Agency Agreement**"). If subscriptions for a minimum of 1,700,000 Common Shares have not been received within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by persons or companies who subscribed within that period and agreed to by the Agent, the Corporation and the Commissions (as defined herein), all subscription proceeds will be returned to subscribers without interest or deduction unless the subscribers have otherwise instructed the Agent. See "Plan of Distribution".

	Common Shares	**Offering Price**	**Agent's Commission(1)**	**Net Proceeds to the Corporation(2)**
Per Common Share	1	$0.15	$0.015(3)	$0.135(3)
Minimum Offering(4)	1,700,000	$255,000	$38,000	$217,000
Maximum Offering(4)	5,000,000	$750,000	$87,500	$662,500

Notes:

(1) The Agent will receive a commission of 10% of the gross proceeds of this Offering representing an amount of $25,500 if the minimum Offering is subscribed and $75,000 if the maximum Offering is subscribed. In addition, the Agent will be granted a number of non-transferable warrants (the "**Agent's Warrants**") to purchase that number of Common Shares that is equal to 10% of the total number of Common Shares issued pursuant to the Offering, at a price of $0.15 per Common Share, representing 170,000 Common Shares if the minimum Offering is subscribed and 500,000 Common Shares if the maximum Offering is subscribed, exercisable for a period of twenty-four (24) months from the date of listing of the Common Shares on the Exchange, which Agent's Warrants are qualified under this prospectus. In addition, the Corporation has paid the Agent a corporate finance fee of $12,500, plus taxes. The Agent will also be reimbursed by the Corporation for all its legal fees estimated at $15,000 plus taxes and disbursements. See "Plan of Distribution".
(2) Before deducting the costs and expenses of this issue estimated in the aggregate amount of $89,000 including the listing fee payable to the Exchange of $15,000 representing the maximum Exchange fee chargeable plus applicable taxes. See "Use of Proceeds".
(3) Does not include the Agent's corporate finance fee of $12,500, plus taxes.
(4) Does not include (i) Common Shares issuable upon the exercise of the Agent's Warrants or (ii) Common Shares issuable pursuant to the exercise of options to be granted to the directors and officers of the Corporation (the "**Management Options**"), totaling 376,500 in the case of the minimum Offering and 706,500 in the case of the maximum Offering. The Management Options are exercisable at the price of $0.15 per Common Share and are qualified by this prospectus. See "Plan of Distribution" and "Options to Purchase Securities".

THERE IS CURRENTLY NO MARKET THROUGH WHICH THE SECURITIES OFFERED HEREUNDER MAY BE SOLD. The Exchange has conditionally accepted the listing of the Common Shares. Listing is subject to the Corporation fulfilling all the requirements of the Exchange.

Other than the initial distribution of the Common Shares pursuant to this prospectus, the granting of the Management Options and the granting of the Agent's Warrants, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the prospectus is issued by the securities regulatory authorities and the time the Common Shares are listed for trading on the Exchange, except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

An investment in the Common Shares offered hereunder should be regarded as highly speculative due to the proposed 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".

The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Corporation was only recently incorporated, does not own any ongoing business operations and has no significant assets other than cash. The Corporation has not entered into an Agreement in Principle (as defined herein). There is no assurance that the Corporation will identify and successfully negotiate the acquisition of any potential assets or businesses, nor that any such assets or businesses, if acquired, will be profitable. Moreover, additional funds may be required to successfully complete an acquisition, and the Corporation may not be able to obtain such financing or may not be able to raise sufficient funds to take a meaningful position in a potential target. If the acquisition is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer additional dilution.

The directors and officers of the Corporation will only be devoting a portion of their time to the affairs of the Corporation. Potential conflicts of interest may result from the ordinary course of business of the Corporation and of the directors and officers of the Corporation. The directors and officers, or other Non-Arm's Length Parties (as defined herein) with such persons, currently own 100% of the issued and outstanding Common Shares and will own 54.85% of the issued and outstanding Common Shares if the minimum Offering is subscribed and 29.23% of the issued and outstanding Common Shares if the maximum Offering is subscribed. See "Business of the Corporation", "Management of

the Corporation", "Directors, Officers and Promoters", "Use of Proceeds", "Conflicts of Interest" and "Risk Factors".

The Exchange may suspend trading of the Common Shares, transfer trading in the Common Shares to the NEX or delist the Common Shares where the Corporation has failed to complete a Qualifying Transaction (as defined herein) within 24 months of the date of listing. The Executive Directors of the securities commissions may issue an interim cease trade order against the Corporation's securities if the Common Shares of the Corporation are suspended from trading on the Exchange, and will issue such an interim cease trade order if the Corporation is delisted from the Exchange. If the Corporation lists on the NEX, the Exchange will either (i) cancel all Seed Shares (as defined in the policies of the Exchange) purchased by Non-Arm's Length Parties to the CPC at a discount from the IPO price, in accordance with section 11.2(a) of the CPC Policy or (ii) subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non-Arm's Length Parties to the CPC so that the average cost of the remaining Seed shares is at least equal to the IPO price. See "Risk Factors".

Furthermore, it may be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers or experts located in foreign countries. It may not be possible to enforce judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada against such persons or the Corporation. See "Risk Factors".

Subscribers acquiring Common Shares under this Offering will suffer an immediate dilution of 27.42% or $0.0411 per Common Share if the minimum Offering is subscribed or an immediate dilution of 14.61% or $0.0219 per Common Share if the maximum Offering is subscribed, based on the gross proceeds of this issue, before the deduction of selling commissions or related expenses of the issue. See "Capitalization", "Dilution" and "Risk Factors".

AS A RESULT OF THE AFOREMENTIONED RISK FACTORS, WHICH ARE ONLY A SUMMARY THEREOF, THIS OFFERING IS SUITABLE ONLY TO THOSE INVESTORS WHO ARE WILLING TO RELY SOLELY ON THE MANAGEMENT OF THE CORPORATION AND WHO CAN AFFORD TO RISK A LOSS OF THEIR ENTIRE INVESTMENT. SEE "RISK FACTORS".

Pursuant to the CPC policy, the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser to this Offering is 2% of the total Common Shares offered under this prospectus, being 34,000 Common Shares if the minimum Offering is subscribed and 100,000 Common shares if the maximum Offering is subscribed. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares offered under this prospectus, being 68,000 Common Shares if the minimum Offering is subscribed and 200,000 Common Shares if the maximum Offering is subscribed.

Subscriptions will be received subject to rejection or allotment in whole or in part, and the Corporation reserves the right to close the subscription books at any time without notice. It is expected that share certificates evidencing the Common Shares in definitive form will be available for delivery on the date of the closing of this issue.

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GLOSSARY

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

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

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

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

A Company is "controlled" by a Person if:

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

(d) 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:

(e) a Company controlled by that Person, or

(f) an Affiliate of that Person or an Affiliate of any Company controlled by that Person.

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

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

(b) identifies the parties to the Qualifying Transaction;

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

(d) identifies the conditions to any further formal agreements to complete the transaction, and

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

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

(a) an issuer of which the person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer;

(b) any partner of the Person;

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

(d) 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 the Person or of his spouse who has the same residence as that Person; but

where the Exchange determines that two Persons shall, or shall not, be deemed to be Associates with respect to a member firm, member corporation or holding company of a member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that member firm, member corporation or holding company.

"Capital Pool Company" or **"CPC"** means a corporation:

(a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and

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

"Commissions" means the *Autorité des marchés financiers*, the Ontario Securities Commission and the British Columbia 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 Exchange.

"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.

"Exchange" or **"TSXV"** means the TSX Venture Exchange Inc.

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

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

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

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

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

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

"Issuer" means a Company and its subsidiaries which have any of its securities listed for trading on the Exchange and, as the context requires, any applicant Company seeking a listing of its securities on the Exchange.

"Majority of the Minority Approval" means the approval of a Qualifying Transaction by the majority of the votes cast by shareholders, other than:

(a) Non-Arm's Length Parties to the CPC;

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

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

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

(iv) 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.

"NEX" means the market on which former Exchange and Toronto Stock Exchange issuers that do not meet the Exchange's minimum listing requirements for Tier 2 issuers may continue to trade.

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

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

"Non-Arm's Length Qualifying Transaction" means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates control the CPC and the Significant Assets which are the subject of the proposed Qualifying Transaction.

"Person" means a Company or individual.

"Principal" means:

(a) a Person who acted as a promoter of the issuer within two years or their respective Associates or Affiliates before the initial public offering ("**IPO**") prospectus or Exchange Bulletin confirming final acceptance of a transaction ("**Final Exchange Bulletin**");

(b) a director or senior officer of the issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;

(c) a 20% holder - a Person that holds securities carrying more than 20% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions;

(d) a 10% holder - a Person that:

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

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

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

A Company, trust, partnership or other entity holding more than 50% held by one or more Principals will be treated as a Principal. (In calculating this percentage, include securities of the entity that may be issued to the Principals under outstanding convertible securities in both the Principal's 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.

"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.

"Regulation 61-101" means *Regulation 61-101 respecting Protection of Minority Security Holders in Special Transactions*, together with the *Policy Statement to Regulation 61-101 respecting Protection of Minority Security Holders in Special Transactions*.

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

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

"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 minimum listing requirements of the Exchange.

"Sponsor" has the meaning specified in Policy 2.2 - *Sponsorship and Sponsorship Requirements.*

"Sponsorship Acknowledgement Form" means the form prepared in accordance with Form 2G of the Exchange.

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

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

PROSPECTUS SUMMARY

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

ISSUER:	The Corporation was incorporated pursuant to the *Canada Business Corporations Act* (the "**CBCA**") on April 27, 2018, under the name "Meteorite Capital Inc.". Since incorporation, the Corporation has not conducted any commercial activities. On July 13, 2018, Articles of Amendment were issued to remove the private company provisions and restrictions on share transfers. The Corporation's registered office is located at 1 Place Ville-Marie, Suite 3900, Montreal, Québec H3B 4M7.
BUSINESS OF THE CORPORATION:	The Corporation is a capital pool company created pursuant to the CPC Policy. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be approved by the Exchange and, in the case of a Non-Arm's Length Qualifying Transaction, must also receive Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not commenced commercial operations and has no assets other than a minimum of cash. Except as specifically contemplated in the CPC Policy, until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets and businesses with a view to completing a Qualifying Transaction. See "Business of the Corporation" and "Use of Proceeds".
OFFERING:	A minimum of 1,700,000 Common Shares and a maximum of 5,000,000 Common Shares are being offered under this prospectus at a price of $0.15 per Common Share for minimum gross proceeds of $255,000 and maximum gross proceeds of $750,000. This Offering is being made on a commercially reasonable efforts basis by the Agent. The Corporation will grant the Agent a number of non-transferable warrants (the "**Agent's Warrants**") to purchase that number of Common Shares that is equal to ten percent (10%) of the total number of Common Shares issued pursuant to the Offering, representing 170,000 Common Shares if the minimum Offering is subscribed and 500,000 Common Shares if the maximum Offering is subscribed, exercisable for a period of twenty-four (24) months from the date of listing of the Common Shares on the Exchange, which warrants are qualified under this prospectus. The Corporation also intends to grant options (the "**Management Options**") to directors and officers of the Corporation to purchase up to 706,500 Common Shares, which options are qualified for distribution under this prospectus. Therefore, a total of up to 706,500 options and 500,000 warrants are qualified for distribution under this prospectus. See "Plan of Distribution" and "Options to Purchase Securities".
OFFERING PRICE:	$0.15 per Common Share.
USE OF PROCEEDS:	Assuming completion of this Offering, the net proceeds thereof to the Corporation will be $229,500 if the minimum Offering is subscribed and

	$662,500 if the maximum Offering is subscribed (after deduction of the Agent's Commission but before deduction of the issue costs). The net proceeds of this Offering will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction, and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating businesses or assets. See "Use of Proceeds", "Risk Factors" and "Business of the Corporation".
DIRECTORS AND MANAGEMENT:	Mitchell L. Greenspoon — Director Lennie Ryer CPA, CA — Chief Financial Officer Charles R. Spector — Secretary and Director Ivan Spector — Chief Executive Officer and Director Richard Yanofsky — Director See "Directors, Officers and Promoters" and "Management of the Corporation".
ESCROWED SHARES:	All of the 2,065,000 Common Shares issued by the Corporation prior to the closing of this Offering and which were issued at a price less than $0.15 per Common Share (the "**Seed Shares**") will be deposited in escrow as required by the CPC Policy pursuant to an escrow agreement (the "**Escrow Agreement**") and will be released from escrow in stages over a period of up to three years from the date of the Final Exchange Bulletin. See "Escrowed Securities".
RISK FACTORS:	Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the 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 minimum Offering, an investor will suffer an immediate dilution on investment of $0.0411 per Common Share or 27.42% and assuming completion of the maximum Offering, an investor will suffer an immediate dilution on investment of $0.0219 per Common Share or 14.61% (based on the gross proceeds from this Offering and prior issuances without deduction of selling and related expenses). See "Dilution". There can be no assurance that an active and liquid market for 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”, “Capitalization”, “Dilution” and “Risk Factors” and “Conflicts of Interest”.

THE CORPORATION

Name and Incorporation

The Corporation was incorporated on April 27, 2018, pursuant to the CBCA under the name "Meteorite Capital Inc.". Since incorporation, the Corporation has not conducted any commercial activities. On July 13, 2018, Articles of Amendment were issued to remove the private company provisions and restrictions on share transfers.

The share capital of the Corporation consists of an unlimited number of common shares without nominal value. As of the date hereof, the Corporation had a total of 2,065,000 Common Shares issued and outstanding.

Place of Business

The principal and registered office of the Corporation is located at 1 Place Ville-Marie, Suite 3900, Montreal, Québec H3B 4M7.

BUSINESS OF THE CORPORATION

Preliminary Expenses

To date, the Corporation has not incurred administrative or development expenses except for $38,000 representing preliminary legal, bank, filing and similar fees. Excluding the costs of this issue (including listing, legal and audit expenses), it is estimated that during the 24-month period from the date of this prospectus, general and administrative expenses of up to $46,450 assuming completion of the minimum Offering and up to $160,000 assuming completion of the maximum Offering will be incurred. Part of the proceeds of this investment will serve to cover the fees of the Offering (including listing, legal and audit expenses). These expenses may change if the directors and officers of the Corporation consider a change to be in the best interests of the Corporation or if a Qualifying Transaction is completed during this period. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation is a capital pool corporation created pursuant to the CPC Policy. The principal business of the Corporation is to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any potential Qualifying Transaction must be accepted by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction, is also subject to Majority of the Minority Approval in accordance with the CPC Policy. To date, the Corporation has not conducted material operations of any kind other than to initiate discussions for the purpose of identifying potential acquisitions of interest in commercially viable businesses or assets. There is no assurance that any such discussions will lead to a Qualifying Transaction. The Corporation does not own any significant assets, other than cash.

Until Completion of a 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 potential Qualifying Transaction. With the consent of the Exchange and of the regulatory securities authorities if required, this may include the raising of additional funds in order to finance an acquisition. Except as described under "Private Placement for Cash", "Permitted Use of Funds" and "Restrictions on Use of Proceeds", the funds raised pursuant to this Offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

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

Method of Financing

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

Criteria for a Qualifying Transaction

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

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

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

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

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

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

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

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

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

Initial Listing Requirements

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

Trading Halts, Suspension and Delisting

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

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

(a) the unacceptable nature of the business of the Resulting Issuer; or

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

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

The Exchange may suspend from trading or delist the Common Shares of the Corporation or transfer the trading in the Common Shares to the NEX where the Exchange has not issued a Final Exchange Bulletin to the CPC within 24 months of the date of listing. If the Common Shares of the Corporation are delisted by the Exchange, then within 90 days from the date of such delisting, the Corporation shall wind up and liquidate its assets pursuant to the CBCA and shall make a *pro rata* distribution of its remaining assets to its shareholders, unless, within that 90-day period and pursuant to a majority vote of shareholders, exclusive of the vote of Non-Arm's Length Parties to the Corporation, the shareholders determine to deal with the remaining assets in some other manner. See "Filing and Shareholder Approval of Non-Arm's Length Qualifying Transaction".

Refusal of a Qualifying Transaction

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

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

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

(i) a member firm of the Exchange;

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

(iii) Associates of any such Person,

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

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

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

(e) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Proceeds and Principal Purposes

(a) The gross proceeds received by the Corporation from the sale of 2,065,000 Common Shares prior to the date of this prospectus amounts to $154,875;

(b) The expenses and costs related to the issuance of the above-mentioned shares as well as preliminary legal fees amount to $38,000 as of the date of this prospectus;

(c) The gross proceeds to be received by the Corporation from the combination of prior sales of Common Shares and the sale of the Common Shares offered by this prospectus will be $409,875 if the minimum Offering is subscribed and $904,875 if the maximum Offering is subscribed;

(d) The expenses and costs, including the Agent's fee related to the Offering incurred to date and expected to be incurred in the future will total approximately $76,500 if the minimum Offering is subscribed and $150,000 if the maximum Offering is subscribed;

(e) The Corporation expects the funds available to it from (i) the sale of Common Shares distributed under the prospectus and (ii) the prior sale of Common Shares will be $295,375 if the minimum Offering is subscribed and $716,875 if the maximum Offering is subscribed.

The following table indicates the principal uses to which the Corporation proposes to apply the funds available to it upon the completion of this Offering:

Proceeds to the Corporation	Minimum Offering	Maximum Offering
Cash proceeds raised prior to this Offering(1)	$154,875	$154,875
Expenses and costs relating to raising the cash proceeds above as well as preliminary legal, audit, bank, filing and similar fees	($38,000)	($38,000)
Cash proceeds to be raised pursuant to this Offering(2)	$255,000	$750,000
Expenses and costs associated with this Offering (including listing fees, Agent's fees, legal fees, audit fees and expenses)	($76,500)	($150,000)

Proceeds to the Corporation	Minimum Offering	Maximum Offering
Estimated funds available (on completion of the offering)	**$295,375**	**$716,875**
Funds available for identifying and evaluating assets or businesses prospects[3]	$248,925	$556,875
Estimated general and administrative expenses until Completion of the Qualifying Transaction	$46,450	$160,000
TOTAL NET PROCEEDS	**$295,375**	**$716,875**

Notes:
(1) See “Prior Sales”.
(2) In the event the Agent exercises the Agent’s Warrants and the directors and officers exercise the Management Options, there will be available to the Corporation an additional amount of up to $81,975 in the event the minimum Offering is subscribed and $180,975 in the event the maximum Offering is subscribed, which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.
(3) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire proceeds 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 “Restrictions on Use of Proceeds”, “Private Placements for Cash” and “Prohibited Payments to Non-Arm’s Length Parties”, the gross proceeds realized from the sale of all securities issued by the Corporation may only be used by the Corporation to identify and evaluate assets or businesses and obtain shareholder approval for a proposed Qualifying Transaction.

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

(a) valuations or appraisals;

(b) business plans;

(c) feasibility studies and technical assessments;

(d) sponsorship reports;

(e) engineering reports;

(f) financial statements, including audited financial statements;

(g) fees for legal and accounting services, and

(h) agent’s fees, costs and commissions,

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

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

Restrictions on Use of Proceeds

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

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

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

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

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

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

   (iii) equipment leases; and

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

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

Private Placements for Cash

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

Subject to restrictions pursuant to the CPC Policy, Common Shares issued pursuant to the private placements 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 "Restrictions on Use of Proceeds", the Corporation has not made, and until 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, directors' fees, finders' fees, loans, advances and bonuses; and

(b) deposits and similar payments.

Further, no such payments will be made on or after the Completion of a Qualifying Transaction if such payments relate 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 "Permitted Use of Funds".

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

PLAN OF DISTRIBUTION

Name of Agent and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for distribution to the public, on a commercially reasonable efforts basis, a minimum of 1,700,000 Common Shares and a maximum of 5,000,000 Common Shares, pursuant to this prospectus, at a price of $0.15 per Common Share for minimum gross proceeds of $255,000 and maximum gross proceeds of $750,000, subject to the terms and conditions of the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Corporation has paid the Agent a corporate finance fee of $12,500, plus taxes. The Agent will also be reimbursed by the Corporation for its legal fees estimated in the amount of $15,000, plus applicable taxes and disbursements.

In addition, the Agent will be granted a number of non-transferable Agent's Warrants to purchase that number of Common Shares that is equal to ten percent (10%) of the total number of Common Shares issued pursuant to the Offering, representing 170,000 Common Shares if the minimum Offering is subscribed and 500,000 Common Shares if the maximum Offering is subscribed, exercisable for a period of twenty-four (24) months from the date of listing of the Common Shares on the Exchange, which warrants are qualified under this prospectus. The Agent expects to sell to the public all of the Common Shares received from the exercise of the Agent's Warrants. The Agent's Warrants may be exercised in whole or in part by the Agent before the Completion of the Qualifying Transaction, provided that no more than 50% of the Common Shares received by the Agent on exercise of the warrants may be sold prior to the Completion of the Qualifying Transaction. The remaining 50% may only be sold after Completion of the Qualifying Transaction. As at the date hereof, the Agent does not own any Common Shares of the Corporation.

The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for all of 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 or upon the occurrence of certain events as stated in the Agency Agreement, including the non-fulfillment of conditions of closing.

Offering and Minimum Distribution

The total Offering consists of a minimum of 1,700,000 Common Shares for minimum gross proceeds of $255,000 and a maximum of 5,000,000 Common Shares for maximum gross proceeds of $750,000. Pursuant to the CPC Policy, the maximum number of Common Shares which may be directly or indirectly purchased by any one purchaser to this Offering is 2% of the Common Shares offered hereunder or 34,000 Common Shares if the minimum Offering is subscribed and 100,000 Common Shares if the maximum Offering is subscribed. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 68,000 Common Shares if the minimum Offering is subscribed and 200,000 if the maximum Offering is subscribed. The funds received from the Offering will be deposited with the Agent, and will not be released until a minimum of $255,000 has been deposited and the Agent consents to the release thereof. Minimum subscriptions of 1,700,000 Common Shares for minimum gross proceeds of $255,000 must be raised within 90 days of the issuance of a final receipt for this prospectus, or such other time as may be consented to by persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

The Corporation also proposes to grant options to directors and officers to purchase up to 706,500 Common Shares (in the event of the maximum Offering), in accordance with the policies of the Exchange, which options are qualified under this prospectus. See “Options to Purchase Securities”.

Determination of Price

The price of this Offering has been determined by negotiation between the Corporation and the Agent in accordance with the CPC Policy.

Listing Application

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

Restrictions on the Agent

The Agent has advised the Corporation that to the best of its knowledge and belief, neither it, nor any of its directors, officers, employees or contractors or any Associate or Affiliate thereof:

(a) has subscribed for Common Shares of the Corporation; or

(b) are permitted to subscribe for Common Shares of the Corporation pursuant to this distribution,

and until Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the participants referred to above, is 20% of the issued and outstanding Common Shares of the Corporation, exclusive of Common Shares reserved for issuance at a future date.

Restriction on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Warrants and the Management 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 Commissions and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

Notice to investors in Germany

The Common Shares will not be offered, sold or publicly promoted or advertised in the Federal Republic of Germany other than in compliance with the German Securities Prospectus Act (Wertpapierprospektgesetz) as of June 22, 2005, effective as of July 1, 2005, as amended, or any other laws and regulations applicable in the Federal Republic of Germany governing the issue, offering and sale of securities. No securities prospectus (Wertpapierprospeckt) within the meaning of the German Securities Prospectus Act has been or will be filed with the Financial Supervisory Authority of the Federal Republic of Germany or otherwise published in Germany and no public offer of the Common Shares will be permitted in Germany. No offer, sale or delivery of the Common Shares or distribution of copies of any document relating to the Common Shares will be made in Germany except: (a) to qualified investors, as defined in Section 2 no. 6 of the German Securities Prospectus Act; or (b) in any other circumstances where an express exemption from compliance with the public offer restrictions applies, as provided under Section 3(2) of the German Securities Prospectus Act.

DESCRIPTION OF SECURITIES DISTRIBUTED

The Corporation is authorized to issue an unlimited number of Common Shares. The holders of the Common Shares are entitled to vote at meetings of the shareholders of the Corporation, to receive dividends, if, as and when declared by the board of directors of the Corporation and, upon liquidation, dissolution or winding-up of the Corporation, to receive such assets of the Corporation as are distributable to the holders of the Common Shares. As of the date hereof, 2,065,000 Common Shares were issued and outstanding as fully paid and non-assessable. In addition, a maximum of 5,000,000 Common Shares are reserved for issuance pursuant to this Offering and a maximum of 500,000 are reserved for issuance upon exercise of the Agent's Warrants. In addition, a maximum of 706,500 Common Shares are reserved for issuance upon exercise of the Management Options by directors and officers of the Corporation. All of the Common shares to be outstanding on completion of this Offering will be fully paid and non-assessable. See "Prior Sales", "Options to Purchase Securities" and "Plan of Distribution".

CAPITALIZATION

The table below shows the capitalization of the Corporation before and after giving effect to this Offering but prior to taking into account the costs of issue:

Designation of Securities	Amount Authorized	Amount Outstanding as at September 12, 2018(1)(4)	Amount to be Oustanding Following the Minimum Offering(2)(3)(5)	Amount to be Oustanding Following the Maximum Offering(2)(3)(5)

Common Shares	Unlimited	$154,875 2,065,000 Common Shares	$409,875 3,765,000 Common Shares	$904,875 7,065,000 Common Shares

Notes:
(1) At that date the Corporation had not commenced commercial operations other than as otherwise disclosed under this prospectus.
(2) Does not include the 376,500 Common Shares issuable in the event the minimum Offering is subscribed or the 706,500 Common Shares issuable in the event the maximum Offering is subscribed pursuant to the exercise of the Management Options to be granted to directors and officers of the Corporation. All of the Management Options have an exercise price of $0.15 per Common Share. See "Options to Purchase Securities".
(3) Does not include the 170,000 Common Shares issuable in the event the minimum Offering is subscribed or the 500,000 Common Shares issuable in the event the maximum Offering is subscribed pursuant to the exercise of the Agent's Warrants. The Agent's Warrants will have an exercise price of $0.15 per Common Share. See "Plan of Distribution".
(4) The Common Shares shown as outstanding as at September 12, 2018 will be held in escrow in accordance with the CPC Policy. See "Escrowed Securities".
(5) Before deducting the Agent's commission and legal fees and the Corporation's expenses of the issue.

OPTIONS TO PURCHASE SECURITIES

Management Options to purchase up to an aggregate of 706,500 Common Shares, which Management Options are to be granted after closing of this Offering to directors and officers of the Corporation, are qualified for distribution pursuant to this prospectus. The table below outlines the Management Options to be granted as well as the Common Shares to be issued upon exercise of the Management Options which are qualified under this prospectus.

Name of Optionee	No. of Common Shares Reserved under Option if Minimum Offering is Subscribed	No. of Common Shares Reserved under Option if Maximum Offering is Subscribed	Exercise Price Per Share	Expiration Date
Mitchell L. Greenspoon Hampstead, Québec	75,300	141,300	$0.15	5 years from the date of grant
Lennie Ryer Hampstead, Québec	75,300	141,300	$0.15	5 years from the date of grant
Charles R. Spector Westmount, Québec	75,300	141,300	$0.15	5 years from the date of grant
Ivan Spector Westmount, Québec	75,300	141,300	$0.15	5 years from the date of grant
Richard Yanofsky Hampstead, Québec	75,300	141,300	$0.15	5 years from the date of grant
TOTAL	376,500	706,500		

Stock Option Terms

The Corporation has adopted a stock option plan which provides that the board of directors of the Corporation may from time to time, in its discretion and in accordance with the Exchange requirements, grant to directors, officers and technical consultants of 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 total issued and outstanding Common Shares of the Corporation, for a period of up to five years from the date of the grant. The number of Common Shares reserved for issuance to any individual director or officer of the Corporation will not exceed 5% of the issued and outstanding Common Shares and the number of Common shares reserved for issuance to all technical consultants, if any, will not exceed 2% of the issued and outstanding Common Shares.

The options may be exercised the greater of 12 months after the Completion of the Qualifying Transactions and 90 days following the date the optionee ceases to be a director, officer or consultant of 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. 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".

PRIOR SALES

Since the date of incorporation of the Corporation, a total of 2,065,000 Common Shares have been issued as follows:

Date Issued	Number of Common Shares(1)	Issue Price Per Common Share	Aggregate Issue Price	Nature of Consideration
April 27, 2018	2,065,000	$0.075	$154,875	Cash
TOTAL	**2,065,000**	**$0.075**	**$154,875**	

Note:
(1) All the Common Shares indicated above are subject to escrow restrictions. See "Escrowed Securities".

ESCROWED SECURITIES

All of the 2,065,000 Common Shares issued prior to this Offering at a price below $0.15 per Common Share and all Common Shares that may be acquired by Non-Arm's Length Parties of the Corporation either under this Offering or otherwise prior to Completion of the Qualifying Transaction will be deposited with AST Trust Company (Canada) (the "**Escrow Agent**") under the Escrow Agreement dated July 13, 2018.

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

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

The following table sets out, as of the date of this prospectus, the number of Common Shares of the Corporation held in escrow:

Name and Municipality of Residence of Shareholder	Common Shares	Number of Escrowed Shares	Percentage of Shares Issued Before the Offering	Percentage of Shares Issued Following the Minimum Offering(1)	Percentage of Shares Issued Following the Maximum Offering(1)
Mitchell L. Greenspoon Hampstead, Québec	413,000	413,000	20%	10.97%	5.85%
Lennie Ryer Hampstead, Québec	413,000	413,000	20%	10.97%	5.85%
Charles R. Spector Westmount, Québec	376,500	376,500	18.23%	9.99%	5.33%
Ivan Spector Westmount, Québec	449,500	449,500	21.77%	11.94%	6.36%
Richard Yanofsky Hampstead, Québec	413,000	413,000	20%	10.97%	5.85%
TOTAL	2,065,000	2,065,000	100%	54.85%	29.23%

Notes:
(1) Assuming that no Common Shares are purchased by these shareholders under this Offering and before the exercise of the Agent's Warrants and the Management Options.

Where the Common Shares which are required to be held in escrow are held by a non-individual holding company (a "**holding company**"), each holding company pursuant to the 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 in the beneficial ownership of the holding company without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance if securities or transfer of securities could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any Control Person of the holding company not to transfer the shares of that company.

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

If the Resulting Issuer meets the Exchange's Tier 1 minimum 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 an application to the Exchange for listing as a Tier 1 issuer and the Exchange has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of the Exchange.

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

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

(a) cancel all of the escrowed Common Shares upon issuance by the Exchange of a bulletin delisting the Common Shares of the Corporation; or

(b) if the Corporation lists on NEX, either

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

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

Escrowed Securities on Qualifying Transaction

Generally, if at least 75% of the securities issued pursuant to a Qualifying Transaction are "Value Securities", then all of the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security agreement (the "**Value Security Escrow Agreement**"). "Value Securities" are securities issued pursuant to a transaction, for which the deemed value of the securities at least equals the value ascribed to the assets, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under the 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 six, 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 six-year escrow release mechanism with:

(a) 5% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin;

(b) 5% of the escrowed securities being releasable on the six month anniversary of the Final Exchange Bulletin;

(c) 10% of the escrowed securities being releasable in each of the 12 and 18 month anniversaries of the Final Exchange Bulletin;

(d) 15% of the escrowed securities being releasable in each of the 24 and 30 month anniversaries of the Final Exchange Bulletin; and

(e) 40% of the escrowed securities being releasable on the 36 month anniversary of 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, with 25% of the escrowed securities being releasable every six months thereafter. In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three-year escrow release mechanism with:

(a) 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin;

(b) 20% of the escrowed securities being releasable on the 6 month anniversary of the Final Exchange Bulletin;

(c) 30% of the escrowed securities being releasable on the 12 month anniversary of the Final Exchange Bulletin;

(d) 40% of the escrowed securities being releasable on the 18 month anniversary of the Final Exchange Bulletin;

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 Exchange; or

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

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

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

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

PRINCIPAL SHAREHOLDERS

As at the date hereof, the following table sets out those persons who own more than 10% of the issued and outstanding Common Shares of the Corporation:

Name and Municipality of Residence of Shareholder	Type of Ownership	Common Shares(1)	Percentage of Shares Issued Before the Offering	Percentage of Shares Owned Following the Minimum Offering(2)(3)(4)	Percentage of Shares Owned Following the Maximum Offering (2)(4)(5)
Mitchell L. Greenspoon Hampstead, Québec	Indirect(6)	413,000	20%	10.97%	5.85%
Lennie Ryer Hampstead, Québec	Direct	413,000	20%	10.97%	5.85%
Charles R. Spector Westmount, Québec	Direct	376.500	18.23%	9.99%	5.33%
Ivan Spector Westmount, Québec	Direct	449,500	21.77%	11.94%	6.36%

Name and Municipality of Residence of Shareholder	Type of Ownership	Common Shares[1]	Percentage of Shares Issued Before the Offering	Percentage of Shares Owned Following the Minimum Offering[(2)(3)(4)]	Percentage of Shares Owned Following the Maximum Offering [(2)(4)(5)]
Richard Yanofsky Hampstead, Québec	Indirect[7]	413,000	20%	10.97%	5.85%
TOTAL		**2,065,000**	**100%**	**54.85%**	**29.23%**

Notes:
(1) These Common Shares are held in escrow. See "Escrowed Securities".
(2) Assuming that the shareholders indicated above do not subscribe to the present Offering.
(3) In the event the minimum Offering is subscribed and assuming full exercise of the Management Options and Agent's Warrants, on a fully diluted basis, these shareholders would have direct or indirect ownership, or exercise control over, approximately 56.63% of the issued and outstanding Common Shares.
(4) Pursuant to an agreement dated May 22, 2018, Charles Spector can purchase from Ivan Spector additional Common Shares at a price of $0.075 per Common Share provided that (i) more than the minimum Offering has been subscribed; and (ii) the aggregate number of Common Shares held by Charles Spector will not, following the exercise of the option, exceed 10% of the issued and outstanding Common Shares.
(5) In the event maximum Offering is subscribed and assuming full exercise of the Management Options and Agent's Warrants, on a fully diluted basis, these shareholders would have direct or indirect ownership, or exercise control over, approximately 34.26% of the issued and outstanding Common Shares.
(6) These Common Shares are held by The Mitch Greenspoon (2011) Family Trust. Mitchell L. Greenspoon has beneficiary interest in The Mitch Greenspoon (2011) Family Trust.
(7) These Common Shares are held by Maner Developments Inc., a corporation controlled by Richard Yanofsky.

DIRECTORS, OFFICERS AND PROMOTERS

The following table sets out the names and municipalities of residence of the directors and officers of the Corporation, their positions and offices with the Corporation, their present principal occupation, the number of Common Shares beneficially owned or over which they directly or indirectly exercise control or direction, and the percentage of Common Shares to be held by each of them prior to and on completion of the Offering.

Name and Municipality of Residence	Position and Office	Present Principal Occupation	Number of Common Shares Held Before the Offering	Percentage of Common Shares Owned Before The Offering	Percentage of Common Shares Owned Following the Minimum Offering	Percentage of Common Shares Owned Following the Maximum Offering
Mitchell L. Greenspoon Hampstead, Québec	Director[1]	President of GI Sportz Inc.	413,000	20%	10.97%	5.85%
Lennie Ryer Hampstead, Québec	Chief Financial Officer	CPA	413,000	20%	10.97%	5.85%
Charles R. Spector Westmount, Québec	Secretary and Director	Partner, Dentons Canada LLP	376,500	18.23%	9.99%	5.33%
Ivan Spector Westmount, Québec	Chief Executive Officer and Director[1]	President of Sentinel Alarm Company	449,500	21.77%	11.94%	6.36%

Name and Municipality of Residence	Position and Office	Present Principal Occupation	Number of Common Shares Held Before the Offering	Percentage of Common Shares Owned Before The Offering	Percentage of Common Shares Owned Following the Minimum Offering	Percentage of Common Shares Owned Following the Maximum Offering
Richard Yanofsky Hampstead, Québec	Director(1)	Chief Executive Officer of WowWee Canada Inc.	413,000	20%	10.97%	5.85%
TOTAL			**2,065,000**	**100%**	**54.85%**	**29.23%**

Notes:

(1) Member of the Corporation's Audit Committee.

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

All of the directors currently have employment outside of the Corporation; however, each of the officers and directors has agreed to devote as much of their time to the business and affairs of the Corporation as necessary to complete the Corporation's Qualifying Transaction. It is anticipated that the officers will devote 5% to 10% of their time to the operations of the Corporation and the directors will devote approximately 5% of their time in fulfilling their roles and responsibilities as directors of the Corporation.

As at the date hereof, the directors and officers, as a group, as well as Persons at Non-Arm's Length with such Persons of the same group, exercise a right of ownership or control or, directly or indirectly, hold 2,065,000 Common Shares, not taking into account the Offering or the exercise of options to purchase, which represents 100% of the Common Shares issued and outstanding. Assuming no such Persons acquire any additional Common Shares through the Offering, the officers and directors, as a group, as well as Non-Arm's Length Parties with such Persons of the same group, will hold or control Common Shares representing approximately 54.85% of the issued and outstanding Common Shares in the event the minimum Offering is subscribed and approximately 29.23% of the issued and outstanding Common Shares in the event the maximum Offering is subscribed.

MANAGEMENT OF THE CORPORATION

The following is a brief description of the key management of the Corporation:

Mitchell Greenspoon, Director

Mitchell Greenspoon, age 57, is currently the President of GI Sportz Inc. (the largest global manufacturer and distributor of paintball related products) as well as Chairman and Co-Fourner of GI Sportz's sister company, Capcium Inc. (a contract manufacturer of nutraceutical and pharmaceutical softgel capsules). Prior to joining GI Sportz in 2011, Mitchell was the Managing Director, Head of Quebec Investment Banking for Macquarie Canada and prior to that he was President and National Head of Investment Banking at Orion Securities Inc. and its predecessor, Yorkton Securities Inc. Mitchell practiced law in

Montreal from 1984 to 1993 where he specialised in securities law, mergers and acquisitions and corporate finance. Mitchell holds civil and common law degrees (B.C.L and L.L.B.) from McGill University which he obtained in 1983.

Lennie Ryer, Chief Financial Officer

Lennie Ryer, age 58, is a CPA, CA and CFE since 1983 and has recently been hired as the Chief Financial Officer of Cannara Biotec Inc., a Montreal-based biotech company focussing on medical cannabis. Prior to that, Lennie managed his own accounting and consulting practice. In addition to his experience in finance, banking, taxation and management advisory services, Lennie has acted as Chief Financial Officer of Power Survey & Equipment Inc. from May 2016 through October 2017, SQI Diagnostics Inc. from February 2015 through February 2016, Group JS International Inc., from October 2013 through February 2015 and before that for eight years at Conjuchem Biotech Inc. In addition to his corporate company experience as a CFO of each of SQI Diagnostics, Conjuchem Biotech and Paladin Labs Inc., Lennie has also advised several other privately-held companies on their M&A and financing activities. Lennie holds a B. Com. (Finance) from McGill University as well as a diploma in public accountancy from McGill University.

Charles Spector, Director and Secretary

Charles Spector, age 60, is a corporate finance, M&A and securities lawyer with over 30 years of experience. Charles has previously acted as director of a TSX-listed company from 1996 through 2010 and regularly advises public companies on securities, M&A and corporate finance. He is currently a partner in the Montreal office of Dentons Canada LLP and is the National Corporate Practice Group Leader for the Canada Region. Charles holds a B.A. degree from McGill University, a law degree (L.L.B.) from Université de Sherbrooke and a Masters of Law (L.L.M.) from Columbia University in New York. He has been a member in good standing of the Barreau du Québec since 1986.

Ivan Spector, Director and Chief Executive Officer

Ivan Spector, age 61, is the founder and President of Sentinel Alarm Company, a provider of alarm monitoring services and equipment as well as home automation services. Ivan has also been involved in other businesses including car alarms, janitorial services and energy conservation products. Ivan holds a B.A. degree from McGill University which he obtained in 1980. He served as National President of the Canadian Security Association (CANASA), and on the Boards of the Security Industry Association (SIA) and the Security Industry Alarm Coalition (SIAC). He is currently the President of the Monitoring Association, a security industry association based in Washington. D.C.

Richard Yanofsky, Director

Richard Yanofsky, age 60, is an entrepreneur and co-founder of WowWee Group Limited, an international toy designer, manufacturer and distributor based in Hong Kong. Richard is currently the Chief Executive Officer of WowWee Canada Inc., a Canadian affiliate of WowWee Group Limited and serves as a director of this company as well. Richard led a 2007 transaction pursuant to which the assets of WowWee Group Limited were sold to Optimal Group Inc. and then proceeded to acquire Optimal Group Inc. including the former business of WowWee in 2010. Richard has previously acted as a trustee for a TSX-listed income fund from 2005 through 2007. Richard holds a B.A. degree from McGill University obtained in 1980 as well as a Management Diploma from McGill University which he obtained in 1981.

Experience with Other Reporting Issuers

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

Name	Name of Reporting Issuer	Position	From	To	Exchange or Market
Lennie Ryer Hampstead, Québec	SQI Diagnostics Inc.	Chief Financial Officer	February 2015	February 2016	TSXV

Corporate Cease Trade Orders or Bankruptcies

During the past 10 years, none of the directors, officers, insiders or promoters of the Corporation or shareholders holding sufficient securities of the Corporation to affect materially the control of the Corporation was a director, officer or promoter of any other issuer that was, during his tenure, the subject of a cease trade order or similar order or an order that denied that issuer access to any statutory exemptions for a period of more than 30 consecutive days, or was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that Person.

Penalties or Sanctions

None of the directors, officers, insiders or promoters of the Corporation or shareholders holding sufficient securities of the Corporation to affect materially the control of the Corporation has been subject to any penalties or sanctions imposed by a court or securities regulatory authorities relating to trading in securities, promotion or management of a publicly traded issuer, or has entered into a settlement agreement with a securities regulatory authority.

None of the directors, officers, insiders or promoters of the Corporation or shareholders holding sufficient securities of the Corporation to affect materially the control of the Corporation has been subject to any penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Individual Bankruptcies

None of the directors, officers, insiders or promoters of the Corporation or shareholders holding sufficient securities of the Corporation to affect materially the control of the Corporation or a personal holding company of any such persons has, during the past 10 years, been declared bankrupt, made a voluntary assignment in bankruptcy, made a proposal under bankruptcy or insolvency legislation or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

Indebtedness of the Directors

None of the directors, officers and promoters of the Corporation is currently indebted to the Corporation.

CONFLICTS OF INTEREST

There are potential conflicts of interest to which some or all of the directors, officers, Insiders and promoters of the Corporation will be subject in connection with the operations of the Corporation. Some or all of the directors, officers, Insiders and promoters have been and will continue to be engaged in activities on their own behalf and on behalf of other corporations, and situations may arise where the directors and officers will be in direct competition with the Corporation's efforts to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. Conflicts, if any, will be subject to the procedures and remedies prescribed by the CBCA.

EXECUTIVE COMPENSATION

Except as set out below or otherwise permitted by the CPC Policy and 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) finders' fees; and
  - (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 Reimbursements**"). No reimbursement may be made for any payment made to lease or buy a vehicle.

The directors and officers of the Corporation may also be granted stock options. The Corporation has reserved 376,500 Common Shares in the event the minimum Offering is subscribed and 706,500 Common Shares in the event the maximum Offering is subscribed for stock options to its directors and officers. See "Options to Purchase Securities".

Following Completion of the Qualifying Transaction, it is anticipated that the Corporation shall pay compensation to its directors and 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 the Common Shares offered hereunder will suffer an immediate dilution of 27.42% or $0.0411 per Common Share if the minimum Offering is subscribed on the basis of there being 3,765,000 Common Shares of the Corporation issued and outstanding following completion of this Offering and an immediate dilution of 14.61% or $0.0219 per Common Share if the maximum Offering is subscribed on the basis of there being 7,065,000 Common Shares of the Corporation issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised under this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation and excluding the Common Shares to be issued upon the exercise of the Agent's Warrants and the Management Options.

RISK FACTORS

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

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

(b) investment in the Common Shares offered by 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 "Conflicts of Interest";

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 27.42% or \$0.0411 per Common Share in the event of the minimum Offering or 14.61% or \$0.0219 per Common Share in the event of the maximum Offering (based on the gross proceeds from this Offering and prior issuances without deduction of selling and related expenses). See "Dilution";

(e) there can be no assurance that an active and liquid market for 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 Exchange and, in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval;

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

(k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares 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 will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction;

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

(m) the Exchange will generally suspend trading in Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the date on which the Common Shares are listed on the Exchange;

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

(o) in the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service 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 all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation; and

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

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

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

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

RELATIONSHIP BETWEEN CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Dentons Canada LLP, on behalf of the Corporation, and by McMillan LLP on behalf of the Agent. As at the date hereof, Charles R. Spector, a partner of Dentons Canada LLP, owns 18.23% of the Common Shares of the Corporation.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are MNP LLP, whose offices are situated at 1155 René-Lévesque Blvd. West, 23rd floor, Montreal, QC H3B 2K2.

The transfer agent and registrar of the Corporation is AST Trust Company (Canada) whose offices are situated at 2001 Robert-Bourassa Blvd., Suite 1600, Montreal, QC H3A 2A6.

MATERIAL CONTRACTS

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

(a) the Agency Agreement dated September 17, 2018 between the Corporation and the Agent;

(b) the Escrow Agreement dated July 13, 2018 between the Corporation, the Escrow Agent and certain shareholders;

(c) the Transfer Agency and Registrarship Agreement dated July 13, 2018 between the Corporation and AST Trust Company (Canada); and

(d) the Stock Option Plan of the Corporation dated July 13, 2018.

Copies of these contracts may be inspected during regular business hours at the head office of the Corporation during distribution of the securities.

OTHER MATERIAL FACTS

To Management's knowledge, there is no other material fact relating to this Offering which has not been otherwise disclosed hereunder. This prospectus contains full, true and plain disclosure of all material facts relating to the securities being distributed.

PURCHASERS' STATUTORY RIGHTS

Securities legislation in provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. 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

Meteorite Capital Inc.
Financial Statements
June 30, 2018

Contents

For the 64-day period from incorporation (April 27, 2018) to June 30, 2018

Independent Auditors' Report

To the Directors and the Shareholders of Meteorite Capital Inc.:

We have audited the accompanying financial statements of Meteorite Capital Inc., which comprise the statement of financial position as at June 30, 2018, and the statements of loss and comprehensive loss, changes in equity and cash flows from the commencement of operations on April 27, 2018 and for the 64-day period then ended, 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, the financial statements present fairly, in all material respects, the financial position of Meteorite Capital Inc. as at June 30, 2018, and its financial performance and its cash flows from the commencement of operations on April 27, 2018 and for the 64-day period then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without modifying our opinion, we draw attention to Note 1 of the financial statements, which describes conditions and matters that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Montréal, Québec

MNP SENCRL, srl [1]

September 14, 2018

[1] CPA auditor, CA, public accountancy permit No. A122514

Meteorite Capital Inc.
Statement of Financial Position
As at June 30, 2018
(Expressed in Canadian dollars)

	2018
Assets	
Current assets	
Cash	**113,192**
Sales taxes recoverable	**10,517**
Deferred listing fees	**62,941**
Total assets	**186,650**
Liabilities and Shareholder's Equity	
Current liabilities	
Accounts payable and accrued liabilities *(Note 7)*	**39,102**
Total liabilities	**39,102**
Equity	
Share capital *(Note 6)*	**154,875**
Deficit	**(7,327)**
Total equity	**147,548**
Total equity and liabilities	**186,650**

Approved on behalf of the Board

"signed"
Ivan Spector
Director

"signed"
Mitchell Greenspoon
Director

The accompanying notes are an integral part of these financial statements

Meteorite Capital Inc.
Statement of Loss and Comprehensive Loss
For the 64-day period from incorporation (April 27, 2018) to June 30, 2018
(Expressed in Canadian dollars)

	2018
Expenses	
Professional fees	**7,310**
Bank charges	**17**
Net loss and comprehensive loss	**(7,327)**
Basic and fully diluted loss per share *(Note 6(c))*	**(0.004)**

The accompanying notes are an integral part of these financial statements

Statement of Changes in Equity

For the 64-day period from incorporation (April 27, 2018) to June 30, 2018
(Expressed in Canadian dollars)

	Number of shares	*Share Capital*	*Deficit*	*Total equity*
Balance - April 27, 2018	**-**	**-**	**-**	**-**
Issuance of shares during the period *(Note 6)*	**2,065,000**	**154,875**	**-**	**154,875**
Net loss and comprehensive loss	**-**	**-**	**(7,327)**	**(7,327)**
Balance – June 30, 2018	**2,065,000**	**154,875**	**(7,327)**	**147,548**

The accompanying notes are an integral part of these financial statements

Statement of Cash Flows

For the 64-day period from incorporation (April 27, 2018) to June 30, 2018
(Expressed in Canadian dollars)

	2018
Cash flows (used in) provided by	
Operating activities	
Net loss	**(7,327)**
Net change in non-cash working capital items	
Deferred listing fees	**(62,941)**
Taxes recoverable	**(10,517)**
Accounts payable and accrued liabilities	**39,102**
	(41,683)
Financing activities	
Proceeds from issuance of common shares and net cash provided by financing activities	**154,875**
Net changes in cash, cash end of period	**113,192**

The accompanying notes are an integral part of these financial statements

1. Nature of operations

Meteorite Capital Inc. ("the Company") was incorporated pursuant to the provisions of the Canada Business Corporations Act on April 27, 2018. The Company intends to carry on business as a "Capital Pool Corporation" ("CPC"), as such term is defined in TSX Venture Exchange Inc. (the "Exchange") Policy 2.4 - Capital Pool Companies ("Policy 2.4"). As at June 30, 2018, the Company has no business operations and did not enter into any agreement to acquire an interest in businesses or assets. The Company's principal purpose is the identification, evaluation and acquisition of assets, properties or businesses or participation therein subject, in certain cases, to shareholder approval and acceptance by the Exchange. The Company's registered head office address is 1 Place Ville Marie, Suite 3900, Montreal, Québec H3B 4M7.

Where a Qualifying Transaction is warranted, additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon the ability of the Company to obtain additional financing. Under Exchange Policy 2.4, the Company must identify and complete a Qualifying Transaction within 24 months from the date the Company's shares are listed for trading on the Exchange. There is no assurance that the Company will be able to complete a Qualifying Transaction within 24 months of being listed or that it will be able to secure the necessary financing to complete a Qualifying Transaction. The Exchange may suspend or delist the Company's shares from trading should it not meet these requirements.

2. Basis of presentation

These financial statements are prepared by the Company in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). They have been prepared under the assumption that the Company operates as a going concern. Furthermore, these financial statements are presented in Canadian dollars which is the functional currency of the Company.

These financial statements for the 64-day period ended June 30, 2018 were authorized for issue by the Board of Directors on September 14, 2018.

3. Significant accounting policies

Financial **assets and financial liabilities**

Financial assets are classified and measured based on the business model in which assets are managed and their cash flow characteristics. The Company determines the classification of financial assets at initial recognition. Financial assets are classified and measured based on three categories: amortized cost, fair value through other comprehensive income (FVOCI) and fair value through profit and loss (FVTPL). Financial liabilities are classified and measured on two categories: amortized cost or FVTPL.

The Company's financial asset is cash. Cash is classified and measured at amortized cost.

Such assets are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

All financial assets except for those 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 any objective evidence that a financial asset or a group of financial assets is impaired.

The Company's financial liabilities are accounts payable and accrued liabilities which are classified and measured at amortized cost.

As at June 30, 2018, there are no amounts measured at fair value.

3. Significant accounting policies *(Continued from previous page)*

Deferred listing fees

Deferred listing fees represent direct costs incurred for listing on the Toronto Stock Venture Exchange ("TSX-V"). Such costs will be recognized through profit or loss once the listing is approved by the TSX-V.

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. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period 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 tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares are recognized as a deduction from share capital, net of any tax effects.

Use of estimates, assumptions and judgments

The preparation of financial statements in conformity with IFRS requires the Company's management to make judgments, estimates and assumptions about future events that affect the amounts reported in the financial statements and related notes to the financial statements. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results may differ from those estimates.

Accounting standards issued but not yet applied

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. In the current circumstances, it does not expect any of these to have a material impact on the financial statements.

4. Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and ensure sufficient liquidity in order to become a CPC and complete a Qualifying Transaction so that it can provide adequate returns for shareholders. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital as total equity. The Company is not subject to any externally imposed capital requirements.

(Expressed in Canadian dollars)

5. Financial instruments and risk management

Fair Values

At June 30, 2018, the Company's financial instruments consist of cash and accounts payable and accrued liabilities. The fair values of these financial instruments approximate their carrying values due to the relatively short-term maturity of these instruments.

The Company is exposed in varying degrees to a number of risks arising from financial instruments. Management's involvement in the operations allows for the identification of risks and variances from expectations. The Company does not participate in the use of financial instruments to mitigate these risks. The Board approves the risk management processes. The Board's main objectives for managing risks are to ensure liquidity, the fulfillment of obligations, the continuation of the Company's search for a Qualifying Transaction, and limited exposure to credit and market risks.

The types of risk exposure and the way in which such exposures are managed are as follows:

Credit risk

Credit risk is the risk of loss if a third party to a financial instrument fails to meet its commercial obligations. The Company believes its exposure to credit risk is not significant.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Accounts payable and accrued liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms. The Company manages liquidity risk by maintaining sufficient cash balances to enable settlement of transactions on the due date. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs.

6. Share capital

a) Authorized share capital

The authorized share capital consists of an unlimited number of common shares. The common shares do not have a par value. All issued shares are fully paid.

b) Common shares issued

	Number of common shares	***Amount $***
Shares issuance (i)	**2,065,000**	**154,875**
Balance, June 30, 2018	**2,065,000**	**154,875**

(i) On April 27, 2018, the Company issued an aggregate of 2,065,000 common shares at a price of $0.075 per share for gross cash proceeds of $154,875

c) Basic and diluted loss per share is calculated as follows:

Net comprehensive loss for the period	$7,327
Total shares outstanding (including contingently issuable shares)	2,065,000
Loss per share, basic and fully diluted	$0.004

7. Related party transactions

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

During the 64-day period ended June 30, 2018, a law firm of which an officer and shareholder of the Company is a partner, provided legal services in the amount of $29,945, all of which was payable as at June 30, 2018 and is included with accounts payable and accrued liabilities.

8. Income taxes

Deferred tax assets have not been recognized in respect to deductible temporary differences of approximately $7,327 which arise from non-capital losses. The non-capital losses expire in 2028.

9. Initial public offering

The Company engaged Leede Jones Gable Inc. (the "Agent") to proceed with an initial public offering of a minimum of 1,700,000 common shares and a maximum of 5,000,000 common shares at a price of $0.15 per common share resulting in gross proceeds of $255,000 or $750,000 (the “Offering”). The Offering is anticipated to be filed in September 2018 with the Ontario Securities Commission, the Autorité des marchés financiers and British Columbia Securities Exchange Commission. In consideration for the services provided by the Agent, the Company agrees to pay to the Agent:

An agent commission equal to 10% of the gross proceeds arising from the Offering as well as non-transferable warrants to purchase that number of Common Shares that is equal to ten percent (10%) of the total number of Common Shares issued pursuant to the Offering, representing 170,000 Common Shares if the minimum Offering is subscribed and 500,000 Common Shares if the maximum Offering is subscribed, exercisable for a period of twenty-four (24) months from the date of listing of the Common Shares on the Exchange. In addition, the Agent will also receive a non-refundable corporate finance fee of $12,500.

CERTIFICATE OF THE CORPORATION

Date: September 17, 2018

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

(s) Ivan Spector	*(s) Lennie Ryer*
Ivan Spector	Lennie Ryer
Chief Executive Officer	Chief Financial Officer

ON BEHALF OF THE BOARD

(s) Mitchell Greenspoon	*(s) Richard Yanofsky*
Mitchell Greenspoon	Richard Yanofsky
Director	Director

CERTIFICATE OF THE AGENT

Date: September 17, 2018

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

(s) Jean-François Perrault
Jean-François Perrault
Managing Director
Leede Jones Gable Inc.

ACKNOWLEDGEMENT – PERSONAL INFORMATION FORM

Date: September 17, 2018

"**Personal Information**" means any information about an identifiable individual, and includes the information contained in any Items in the attached prospectus that are analogous to Items 4.2, 6.7, 11.1, 13.1, 14, 15 and 21 of Form 3A of the Exchange, as applicable.

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

(a) the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B) pursuant to the prospectus; and

(b) the collection, use and disclosure of Personal Information by the Exchange for the purposes described on Appendix 6B or as otherwise identified by the Exchange, from time to time.

(s) Ivan Spector
Ivan Spector
Chief Executive Officer