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

PROSPECTUS

Initial Public Offering **NOVEMBER 13, 2018**

FARSTARCAP INVESTMENT CORP.
(a Capital Pool Company)

$250,000

2,500,000 Common Shares

Price: $0.10 per Common Share

Farstarcap Investment Corp. (the "**Corporation**") offers through its agent, Canaccord Genuity Corp. (the "**Agent**"), 2,500,000 common shares of the Corporation (the "**Common Shares**") to the public at a price of $0.10 per Common Share. The purpose of this offering (the "**Offering**") is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereinafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange (the "**Exchange**") and in the case of a Non Arm's Length Qualifying Transaction, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, 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*".

	Price to Public	**Agent's Commission(1)**	**Net Proceeds to the Corporation(2)**
Per Common Share	$0.10	$0.01	$0.09
Offering(3)	$250,000	$25,000	$225,000

Notes:

(1) Canaccord Genuity Corp. will act as Agent under the Offering. The Agent will receive a total commission (the "**Agent's Commission**") equal to 10% of the gross proceeds of this Offering, payable in cash. The Agent will also be granted a non-transferable option (the "**Agent's Option**") to acquire up to 10% of the aggregated number of Common Shares issued under this Offering at an exercise price of $0.10 per Common Share, exercisable for a period ending 24 months from the Listing Date (as defined herein). This prospectus qualifies the grant of all of the Agent's Option. The Corporation will reimburse the Agent for all reasonable expenses incurred in connection with this Offering, including legal fees plus taxes and disbursements. A retainer of $15,000 has been paid to the Agent and is expected to cover all of the Agent's expenses and legal fees. The Corporation will pay the Agent an administrative fee of $10,000 upon the Closing (as defined herein). See "*Plan of Distribution*".

(2) Before deducting the costs of this issue estimated at $44,500 which includes legal and audit fees and other expenses of the Corporation, the Agent's expenses and legal fees, and the listing fee payable to the Exchange and filing fees payable to the Commissions but excluding the Agent's Commission. See "*Use of Proceeds*".

(3) The latest date that the distribution is to remain open as may be permitted by securities legislation is 90 days after the date of issuance of a receipt for the final prospectus by the Executive Director of the British Columbia Securities Commission (the "**Securities Regulatory Authority**") or, if an amendment to the final prospectus has been filed and a receipt has been issued for such amendment, within 90 days of the issuance of a receipt for an amendment to the final prospectus, and in any event, not later than 180 days after the date of the receipt of the final prospectus.

This Offering is made on a "commercially reasonable efforts" basis by the Agent and is subject to a minimum subscription of 2,500,000 Common Shares for total gross proceeds to the Corporation of $250,000. The Offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement (as defined herein). The Offering is not underwritten and if the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "*Plan of Distribution*".

Under the Agency Agreement, the Agent will be granted the Agent's Option to purchase up to 10% of the aggregate number of Common Shares issued under this Offering at a price of $0.10 per Common Share. The Agent's Option will be exercisable for a period of 24 months from the Listing Date (as hereafter defined). The Agent's Option is qualified under this prospectus for distribution.

The Prospectus also qualifies for distribution options to be granted to the directors and officers of the Corporation (the "Directors' and Officers' Options") at the Closing. Directors' and Officers' Options entitle the holders to purchase an aggregate of 250,000 Common Shares under the Offering at a price of $0.10 per share and such options may be exercised by a period of 5 years from the Listing Date. See *"Options to Purchase Securities".*

Other than the initial distribution of the Common Shares under this prospectus and the grant of the Agent's Options, and the grant of the Directors' and Officers' Options, trading in all securities of the Corporation is prohibited during the period between the date a receipt for a preliminary prospectus is issued by the securities regulatory authorities and the time the Common Shares are listed for trading 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.

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

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

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

There is no market through which the Common Shares offered by this prospectus may be sold and purchasers may not be able to dispose of them on a timely basis. Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per Common Share of $0.018 or 18%.

The Corporation was only recently incorporated and does not currently own any assets other than cash. The business objective of the Corporation is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction approved by the Exchange and in the case of a Non Arm's Length Qualifying Transaction, as hereinafter defined, the Majority of the Minority Approval, as hereinafter defined; however, there can be no assurance that the Corporation will successfully complete a Qualifying Transaction. **Although the Corporation has commenced the process of identifying potential acquisitions, the Corporation has yet to enter into any negotiations with respect to such potential acquisitions and may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic**. The Corporation has not entered into an Agreement in Principle, as hereafter defined. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition and additional funds may be required to meet such obligations. Since the Corporation has not placed any geographical restrictions on the location of a Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of application securities laws of Canada. Where the investment or acquisition is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment.

The Corporation will be in competition with other corporations with greater resources. 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 Exchange may suspend from trading or delist the Common Shares where the Corporation has failed to complete a Qualifying Transaction within 24 months of the Listing Date (as hereafter defined). The applicable securities regulatory authority may issue a cease trade order against the Corporation's securities if the Common Shares of the Corporation are suspended or delisted from trading on the Exchange. In addition, delisting of the Common Shares will result in the cancellation of all of the Common Shares of the Corporation owned by insiders issued prior to this Offering.

Investors must rely on the expertise of the Corporation's promoters, directors and officers for any possible return on their investment. The Corporation's promoters, directors, officers and control persons, and their associates and affiliates, as a group, beneficially own or control, directly or indirectly 2,000,001 Common Shares, which represents 64% of the issued and outstanding Common Shares before giving effect to this Offering and approximately 36% the issued and outstanding Common Shares after giving effect to this Offering, assuming that no Common Shares are purchased by these persons under this Offering. The directors and officers of the Corporation will only devote part of their time 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. See "*Dilution*", "*Business of the Corporation*", "*Directors, Officers and Promoters*", "*Use of Proceeds*" and "*Risk Factors*".

No Person is authorized by the Corporation to provide any information or to make any representation other than those contained in this prospectus in connection with the issue and sale of the securities pursuant to this prospectus.

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2%, being 50,000 Common Shares, of the total Common Shares offered under this prospectus. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4%, being 100,000 Common Shares, of the total number of Common Shares offered under this prospectus. Upon completion of the Offering, the Corporation must have a minimum of 200 shareholders with each shareholder beneficially owning at least 1,000 Common Shares free of resale restrictions, exclusive of any Common Shares held by Non Arm Length Parties to the Corporation.

Common Shares are offered, subject to prior sale, if, as, and when issued and in accordance with the terms and conditions of the Agency Agreement and subject to the approval of certain legal matters by Northwest Law Group, Vancouver, British Columbia, on behalf of the Corporation, and by Miller Thomson LLP, Vancouver on behalf of the Agent.

The Corporation is not a related or connected issuer to the Agent (as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*). See "*Relationship between the Corporation and Agent*".

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. The Common Shares will be issued and deposited in electronic form with CDS Clearing and Depository Services Inc. ("CDS") or its nominee. A purchaser of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

Canaccord Genuity Corp.
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Facsimile: 604-643-7606

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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:

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

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

A Person beneficially owns securities that are beneficially owned by:

(a) a company controlled by that Person, or

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

"Agency Agreement" means the agency agreement dated November 13, 2018 between the Corporation and the Agent.

"Agent" means Canaccord Genuity Corp.

"Agent's Option" means the non-transferable option to be granted by the Corporation to the Agent and its sub-agents, if any, entitling the Agent to acquire up 10% of the aggregate number of Common Shares issued under the Offering an exercise price of $0.10 per Common Share, expiring 24 months from the Listing Date.

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

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

(a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to 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 serves as trustee or in a similar capacity,

(d) in the case of a person, a relative of that person, including

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

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

but

(e) where the Exchange determines that two persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member corporation or holding company.

"Closing" means completion of the Offering.

"Common Shares" means the common shares in the 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 or companies that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.

"Corporation" means Farstarcap Investment Corp., a corporation incorporated under the laws of the Province of British Columbia.

"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.

"Director and Officers' Options" means the 250,000 stock options proposed to be granted under the incentive stock option plan.

“Exchange” means the TSX Venture Exchange Inc.

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

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

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

(a) a director or senior officer of 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.

“Listing Date” the date on which the Common Shares are listed for trading on the Exchange.

“Majority of the Minority Approval” means the approval of a Non Arm’s Length Qualifying Transaction by the majority of the votes cast by shareholders, other than:

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

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

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

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

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

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

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

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

“NEX” means the market on which former Exchange and Toronto Stock Exchange issuers that do not meet Exchange Tier Maintenance Requirements for Tier 2 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 are Control Persons in both the CPC and in relation to the Significant Assets which are the subject of the proposed Qualifying Transaction.

"Person" means a company or individual.

"Principal" means

(a) a Person or company 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 or company 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 or company that

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

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

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

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

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

"Pro Group" means:

(a) Subject to subparagraphs (b), (c) and (d) and (e) "Pro Group" shall include, either individually or as a group:

    (i) the Member;

    (ii) employees of the Member;

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

(iv) Affiliates of the Member; and

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

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

(c) The Exchange may, in its discretion, exclude a Person from the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm's length of the Member;

(d) The Exchange may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Exchange determines that:

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

(ii) the associate or affiliate has a separate corporate and reporting structure;

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

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

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

"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.

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

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

"Significant Assets" means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the initial listing requirements of the Exchange.

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

"Sponsorship Acknowledgment Form" means the form prepared in accordance with Form 2G.

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

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

"Voting Shares" means a security of an issuer that:

(a) is not a debt security; and

(b) carries a voting right either under all circumstances or under some circumstances that have occurred and are continuing.

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.

The Corporation:	Farstarcap Investment Corp.
Business of Corporation:	The Corporation is a CPC. The principal business of the Corporation will be identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. See "*Business of the Corporation*".
Offering:	The Company is offering 2,500,000 Common Shares at a price of $0.10 per Common Share. The total gross proceeds of the Offering will be $250,000. In addition the Corporation will grant the Agent an option to acquire up to 10% of the aggregate number of Common Shares sold under the Offering at a price of $0.10 per Common Share for a period of twenty four months following the Listing Date, which option is qualified for distribution under this prospectus. See "*Plan of Distribution*" and "*Options to Purchase Securities*".
Directors and Management:	**Konstantine Tsakumis** Chief Executive Officer, President, Promoter and Director **Robert McMorran** Chief Financial Officer, Corporate Secretary and Director **Neil R. MacRae** Director **Mark Wright** Director and Promoter **James Harris** Director See "*Directors, Officers and Promoters*".
Use of Proceeds:	The gross proceeds to the Corporation will be $250,000. The net proceeds of this Offering along with the proceeds from the prior sales approximately $332,953 (after the deduction of the costs of prior sales, the Agent's Commission of $25,000 and the Offering costs). The net proceeds 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 other 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 business or assets. See "*Use of Proceeds*", "*Business of the Corporation – Method of Financing*" and "*Risk Factors*". 2,000,001 of the currently issued and outstanding Common Shares of the Corporation have been deposited in escrow pursuant to the terms of an Escrow Agreement, as hereafter defined, and will be

released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin.

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 has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of $0.018 or 18% per Common Share. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, if ever, 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 CPC 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 civil liability provisions application to securities laws in Canada. See "*Business of the Corporation*", "*Dilution*" and "*Risk Factors*".

THE CORPORATION

The Corporation was incorporated on September 22, 2016 in accordance with the *Business Corporations Act* (British Columbia) under the name Mobile Mining Technologies Inc. and changed its name to "Farstarcap Investment Corp." on September 25, 2017. The Corporation is a CPC as defined by the CPC Policy.

The head office of the Corporation is located at Suite 880, 580 Hornby Street, Vancouver, British Columbia, V6C 4B6. The registered office of the Corporation is located at Suite 704, 595 Howe Street, Vancouver, British Columbia, V6C 2T5. The Corporation does not have any subsidiaries.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As of the date of this prospectus, the Corporation has incurred preliminary expenses, including auditing and legal fees in the amount of approximately $58,548. Certain of the Offering proceeds will be utilized to satisfy the obligations of the Corporation related to the Offering, including the expenses of its auditor and legal fees, the fees of the Exchange, the Agent's commission, fees and expenses and the fees of the securities regulatory authorities. See "*Use of Proceeds*".

Proposed Operations until Completion of Qualifying Transaction

To date, the Corporation has not conducted operations of any kind. The Corporation is a CPC pursuant to the policies of the Exchange. The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not commenced commercial operations. The Corporation currently intends to pursue a Qualifying Transaction in the industrial sector, but there is no assurance that this will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following Completion of the Qualifying Transaction.

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

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, the issuance of treasury shares, private or public debt or equity financing or a combination of these for the purpose of financing its proposed Qualifying Transaction. **A Qualifying Transaction financed by the issuance 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

All potential acquisitions will be screened initially by management of the Corporation to determine their economic viability. Approval of acquisitions will be made by the Board of Directors. The Board of Directors will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of the directors. The Board of Directors 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 will act honestly and in good faith with a view to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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

Upon the Corporation reaching an Agreement in Principle, the Corporation must issue a comprehensive news release, at which time the 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 issuance of such news release, the Corporation shall be required to submit for review to the Exchange either an information circular that complies with applicable corporate and securities laws or a filing statement that complies with Exchange requirements. An information circular must be submitted where there is a Non Arm's Length Qualifying Transaction. A filing statement must be submitted where the Qualifying Transaction is not a Non Arm's Length Qualifying Transaction. The information circular or filing statement, as applicable, must contain prospectus level disclosure of the Target Company and the Corporation, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Form 3B1/Form 3B2. Upon acceptance by the Exchange, 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:

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

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

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

Upon issuance of the Final Exchange Bulletin, the CPC Policy will generally cease to apply, with the exception of the escrow provisions of the CPC Policy and the restrictions in the CPC Policy precluding the 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 the particular industry sector in either Tier 1 or Tier 2 as prescribed under the applicable Policies of the Exchange.

Trading Halts, Suspension and Delisting

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of an Agreement in Principle until all filing requirements of the Exchange have been satisfied, which includes the submission of a Sponsorship Acknowledgment Form, where the Qualifying Transaction is subject to sponsorship. In addition, personal information forms or, if applicable, declarations, for all individuals who may be directors, senior officers, promoters, or insiders of the Resulting Issuer must be filed with the 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 where the Exchange has not issued a Final Exchange Bulletin to the CPC within 24 months of the date of listing. In the event that the Common Shares of the Corporation are delisted by the Exchange, within 90 days from the date of such delisting, the Corporation shall wind up and shall make a pro rata distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of Non-Arm's Length Parties to the Corporation, determine to deal with the issuer or its remaining assets in some other manner. See "*Filings and Shareholder Approval of Non-Arm's Length Qualifying Transaction*".

Refusal of Qualifying Transaction

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

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

(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

The gross proceeds to be received by the Corporation from the sale of the Common Shares distributed under this prospectus will be $250,000. Prior to the date of this prospectus, the Company issued one incorporator's share at a price of $1.00, 2,000,000 Common Shares at a price of $0.05 per Common Share for a total of $100,000 and 1,110,000 Common Shares at a price of $0.10 per Common Share for a total of $111,000. The combined total cash proceeds raised is therefore $211,000. As of the date of the prospectus, the Corporation incurred expenses and costs totaling $58,548 with respect to the organization of the Corporation and issuance of the Common Shares. The expenses and costs of this Offering expected to be incurred will be $69,500, including the Agent's Commission. The Corporation estimates that $332,953 will be available to it upon completion of the Offering.

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

	Offering
Cash proceeds raised prior to this Offering(1)	$211,001
Expenses and costs relating to raising the cash proceeds	$(58,548)
Cash proceeds to be raised pursuant to this Offering(2)	$250,000
Balance of Expenses and costs relating to the Offering (including listing fees, Agent's commission, legal fees, audit fees and expenses).	$(69,500)
Estimated funds available (on completion of the Offering)	**$332,953**
Use of Proceeds:	
Funds available for identifying and evaluating assets or business prospects (3)	$272,953
Estimated general and administrative expenses until Completion of a Qualifying Transaction (4)	$60,000
Total Net Proceeds	**$332,953**

Notes:

(1) See "*Prior Sales*".

(2) In the event the Agent exercises the Agent's Option and all of the directors and officers exercise the Directors' and Officers' options there will be available to the Corporation a maximum of an additional $50,000, 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 $272,953 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.

(4) See "*Restrictions on Use of Proceeds*". This amount assumes that it takes the Corporation the full 24 months to identify and complete a 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 will be used by the Corporation only to identify and evaluate businesses or assets and obtain shareholder approval for a proposed Qualifying Transaction.

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

(i) valuations or appraisals;

(ii) business plans;

(iii) feasibility studies and technical assessments;

(iv) sponsorship reports;

(v) engineering or geological reports;

(vi) financial statements, including audited financial statements;

(vii) fees for legal and accounting services; and

(viii) Agents' fees, costs and commissions,

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

In addition, with the prior acceptance of the 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 that has been publicly announced at least 15 days prior to the date of such advance, due diligence with respect to the Qualifying Transaction is well underway and either a Sponsor has been engaged or sponsorship has been waived. A maximum aggregate amount of $25,000 may also be advanced as a non-refundable deposit, unsecured deposit or advance to a Vendor or Target Company, as the case may be, to preserve assets without the prior acceptance of the 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 which are 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 the 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 the 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 a private placement will be Common Shares. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non Arm's Length Parties

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

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

(b) deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Agent and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale on a "commercially reasonable efforts" basis to the public a minimum of 2,500,000 Common Shares as provided in this prospectus, at a price of $0.10 per Common Share, subject to the terms and conditions in 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 will pay the Agent an administrative fee of $10,000 upon the Closing, and will pay the Agent's legal fees and expenses, with respect to which $15,000 has been advanced as a retainer. The Corporation and the Agent estimate that the Agent's expenses and legal costs will equal $15,000.

The Corporation has also agreed to grant to the Agent the Agent's Option to purchase 10% of the aggregate issued Common Shares under this Offering, at a price of $0.10 per Common Share, which may extend for a period of 24 months from the Listing Date. All of the Agent's Option is qualified under this prospectus. The Agent intends to sell to the public any Common Shares received by it upon the exercise of its option. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use its "commercially reasonable efforts" to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

In addition, the Agent shall be provided with the right of first option for any further brokered financings, including any financing that is proposed to be completed concurrently or in connection with the Corporation's Qualifying Transaction, that the Corporation requires or proposes to obtain until the earlier of:

(a) the day that falls 24 months from the Listing Date, or such later date prior to which the Exchange may permit the Corporation to complete the Qualifying Transaction; and
(b) the date of Closing the Qualifying Transaction (the "ROFR Termination Date").

The Agent will also have the right of first option to provide sponsorship services, if required, until the ROFR Termination Date, for any Qualifying Transaction.

The Corporation will provide a covenant in the Agency Agreement to file the "public corporation" election as noted under the heading "*Eligibility of Investment*".

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering is for 2,500,000 Common Shares for total gross proceeds of $250,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2%, being 50,000 Common Shares of the total Common Shares in the Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates of Affiliates of that purchaser is 4%, being 100,000 Common Shares of the total number of Common Shares under the Offering. The funds received from the Offering will be deposited with the Agent, and will not be released until a minimum of $250,000 has been deposited**.** The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by persons or companies who subscribed within that period, and in any event, not later than 180 days after the date of the receipt of a final prospectus, 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 purchase 250,000 Common Shares to directors and officers in accordance with the policies of the Exchange, which are qualified for distribution under this prospectus.

Determination of Price

The price of the Common Shares has been determined through negotiation between the Corporation and the Agent.

Listing Application

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

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

Subscription by and Restrictions on the Agent

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

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

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

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Option and the grant of the Directors' and Officers' stock options, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the Securities Regulatory Authority and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF THE SECURITIES

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value. As at the date hereof, there are 3,110,001 Common Shares issued and outstanding as fully paid and non-assessable. In addition, 250,000 Common Shares are reserved for issuance pursuant to the exercise of the Agent's Option and 250,000 Common Shares are reserved for issue pursuant to the exercise of the Directors' and Officers' Options. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

The holders of Common Shares are entitled to dividends, if, as and when declared by the Board of Directors, to one vote per Common Share at meetings of the shareholders of the Corporation and, upon liquidation, to share equally in such assets of the Corporation as are distributable to the holders of Common Shares. All Common Shares to be outstanding after completion of this Offering will be fully paid and non-assessable.

CAPITALIZATION

Designation of Security	Amount Authorized	Amount outstanding as of September 30, 2017	Amount outstanding as of the most recent balance sheet contained in this prospectus(1)	Amount outstanding as at the date hereof(1)	Amount to be outstanding after giving effect to the Offering(2)
Common Shares	Unlimited	$100,001 (2,000,001 shares)	$211,001 (3,110,001 shares)	$211,001 (3,110,001 shares)	$461,001 (5,610,001 shares)
Options	250,000	None	None	None	$25,000(3) (250,000 shares)
Agent's Option	250,000	None	None	None	$25,000(4) (250,000 shares)

Notes:

(1) As at the date hereof, the Corporation had not commenced commercial operations.

(2) Based on gross proceeds of the Offering and before deducting the Agent's commission, fees and expenses and other expenses and costs of the Offering. For an estimate of these expenses see "*Use of Proceeds – Proceeds and Principal Purposes*".

(3) Options are to be granted to the directors and officers of the Corporation upon completion the Closing. See "*Options to Purchase Securities*".

(4) The Corporation has reserved a maximum of 250,000 Common Shares at $0.10 per Common Share pursuant to the Agent's Option. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

The Corporation has adopted an incentive stock option plan (the "**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, employees and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares at Closing until the completion of the Qualifying Transaction and thereafter 10% of the issued and outstanding Common Shares. In connection with the foregoing, the number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares at Closing and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares at Closing. No options may be granted to investor relations service providers. The exercise price of the options must be the greater of the offering price under this IPO, being $0.10 per share, or the Discounted Market Price (as defined by the rules of the Exchange). Options may be exercised the greater of 12 months after Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was 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. Subject to earlier termination, all options granted under the Option Plan will expire not later than the date that is ten years from the date of the grant. Any Common Shares acquired pursuant to the exercise of options prior to 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*".

Options Granted

Upon the Closing, the Corporation proposes to enter into stock option agreements with the directors and officers as follows:

	Number of Stock Options	**Exercise Price per Share**	**Expiry Date[(1)]**
Konstantine Tsakumis CEO, President and Director	50,000	$0.10	5 years from the Listing Date
Robert McMorran CFO, Corporate Secretary and Director	50,000	$0.10	5 years from the Listing Date
Mark Wright Director	50,000	$0.10	5 years from the Listing Date
James Harris Director	50,000	$0.10	5 years from the Listing Date
Neil MacRae Director	50,000	$0.10	5 years from the Listing Date

Notes:

(1) Options are to be granted to the directors and officers of the Corporation upon completion the Closing.

PRIOR SALES

Since the date of incorporation of the Corporation, 3,110,001 Common Shares have been issued as follows:

Date	**Number of Shares**	**Issue Price per Share**	**Aggregate Issue Price**	**Consideration Received**
September 22, 2016	1	$1.00	$1.00	Cash
September 29, 2017	2,000,000[(1)]	$0.05	$100,000	Cash
February 15, 2018	1,110,000	$0.10	$111,000	Cash

Note:

(1) All of these shares were issued to Insiders and are escrowed. See "*Escrowed Securities*"

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All 2,000,001 Common Shares issued at a price below $0.10 per Common Share, all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either prior to the Offering, under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with Computershare Investor Services Inc. under the Escrow Agreement dated February 20, 2018 (the "**Escrow Agreement**").

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

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

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

Name and Municipality of Residence of Shareholder	Number of Common Shares held in Escrow	Percentage of Shares Prior to Giving Effect to the Offering	Percentage of Shares After Giving Effect to the Offering
Neil MacRae Port Coquitlam, BC	400,001	12.9%	7.1%
Robert McMorran Vancouver, BC	400,000	12.9%	7.1%
Mark Wright Surrey, BC	600,000	19.3%	10.7%
Konstantine Tsakumis Richmond, BC	400,000	12.9%	7.1%
James Harris, Vancouver, BC	200,000[(1)]	6.4%	3.6%

Note:

(1) James Harris holds these common share indirectly through JLHLC Holdings Inc., a company that Mr. Harris has control over.

The Escrow Agreement provides that the Common Shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without prior consent of the Exchange. The Escrow Agreement provides that if the holder of the escrowed shares becomes bankrupt, the Common Shares may be transferred within escrow to the trustee in bankruptcy or to such other person as is legally entitled to the Common Shares. The Escrow Agreement further provides that upon the death of the holder of the escrowed shares, the Common Shares will be released from escrow and certificates for the Common Shares will be delivered to the legal representative of the deceased shareholder.

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

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

If the Resulting Issuer meets the Exchange's Tier 1 initial listing requirements either at the time the Final Exchange Bulletin is issued or subsequently, the release of the escrowed Common Shares will be accelerated. An accelerated escrow release will not commence until the Resulting Issuer has made application to the Exchange for listing as a Tier 1 issuer and the Exchange has issued a bulletin that announces the acceptance for listing of the 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 Computershare Investor Services Inc. to immediately:

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

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

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

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

Escrowed Securities On Qualifying Transaction

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

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

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

Escrowed Securities on Private Placement

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

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

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

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

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

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

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence	Type of Ownership	Number of Shares	Percentage of Shares Owned Before Offering	Percentage Owned After Offering(1)(2)
Neil R. MacRae Port Coquitlam, BC	Direct	400,001	12.9%	7.1%
Mark Wright Surrey, BC	Direct	600,000	19.3%	10.7%
Robert McMorran Vancouver, BC	Direct	400,000	12.9%	7.1%
Konstantine Tsakumis Richmond, BC	Direct	400,000	12.9%	7.1%

Notes:

(1) Assuming that no Common Shares are purchased by these persons under the Offering.

(2) Assuming no Common Shares are purchased by these persons under the Offering, and assuming exercise of the Agent's Option and the entire Directors' and Officers' Options on a fully diluted basis, each of Mr. MacRae, Mr. McMorran and Mr. Tsakumis will hold 7.4% of the issued and outstanding Common Shares after the Offering, and Mr. Wright will hold 10.6% of the issued and outstanding Common Shares after the Offering.

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Occupation, Security Holding and Involvement with other Reporting Issuers

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

Name, Municipality of Residence and Position	Principal Occupation for Past Five Years	Common Shares Held(1)	Percentage before Completion of Offering
Konstantine Tsakumis CEO, President, Promoter and Director Richmond, BC	CEO, President and Director of the Corporation; Corporate Development of Inca One Gold Corp since February 2015; Manager Investor Relations for King and Bay West from June 2010 to May 2013.	400,000	12.9%

Robert McMorran [3] CFO, Corporate Secretary and Director Vancouver, BC	Director of the Corporation; President of Malaspina Consultants Inc. until July 2018; Employee of Malaspina Consultants Inc. since July 2018; and currently CFO and/or director of a number of resource based companies listed on the TSX Venture Exchange including Claren Energy Corp., Hello Pal International Ltd., Santacruz Silver Mining Ltd., Darien Business Development Corp. and Owl Capital Corp.	400,000	12.9%
Neil MacRae Director Port Coquitlam, BC	Director of the Corporation; VP Investor Relations at Aztec Minerals Corp., since September 2017; Director of Canadian Investor Relations Institute (CIRI) – BC Chapter since May 2017; Director of Bruin Point Helium Corp. (formerly) Karoo Exploration Corp. from February 2017 to December 2017.	400,001	12.9%
Mark Wright [3] Director and Promoter Surrey, BC	Director of the Corporation; Vice President of Operations & New Projects of Inca One Gold Corp. from December 2013 to present; Co-Founder of Rapid Time Networks from September 2011 to January 2014 and Chief Operating Officer of Natureline Solutions from January 2003 to August 2012.	600,000	19.3%
James Harris [3] Director Vancouver, BC	Director of the Corporation; President and lawyer for James L. Harris Law Corporation until he retired in December 2014; Director of Entrée Resources Ltd. And Owl Capital Corp., former Deputy Chairman (until February 2015) and Chairman (until June 2013) of Entrée Resources Ltd.; and Director of Mason Resources Corp. since May 2017	200,000[2]	6.4%
Total Securities		2,000,001	64.3%

Notes:

(1) These Common Shares are subject to escrow restrictions. See "*Escrow Provisions*".
(2) These Common Shares are held indirectly through JLHLC Holdings Inc., a company that Mr. Harris has a controlling interest in.
(3) Are members of the Audit Committee.

Konstantine Tsakumis (49), *Chief Executive Officer, President, Promoter and Director*

Mr. Tsakumis has more than 12 years investment experience representing publicly traded companies on both Canadian and American exchanges. Mr. Tsakumis is Head-Corporate Development and Investor Relations at Inca One Gold Corp. Mr. Tsakumis was previously employed as Head-Investor Relations at King and Bay West Management Corp., a merchant bank and management services company and its member clients, including

Alderon Iron Ore Corp., Excelsior Mining Corp., Jet Metal Corp., Ridgemont Iron Ore Corp., Logan Resources Ltd., ML Gold Corp., Savary Gold Corp., and SG Spirit Gold, Inc.

Mr. Tsakumis will devote approximately 25% of his time to the Corporation, or such greater amount of time as is necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Robert McMorran (66), *Chief Financial Officer, Corporate Secretary and Director*

Mr. McMorran obtained his Chartered Accountant designation in 1981. Mr. McMorran founded and was the President of Malaspina Consultants Inc. from July 1997 to July 2018, a private company providing accounting and administrative services to junior public companies since 1997. Mr. McMorran has held board and senior management positions with a number of public companies since 1991 and is a director and or CFO a number of junior listed companies, including Claren Energy Corp., Hello Pal International Inc., Darien Business Development Corp., Santacruz Silver Mining Ltd. and Owl Capital Corp.

Mr. McMorran will devote approximately 15% of his time to the Corporation, or such greater amount of time as is necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Neil MacRae (48), *Director*

Mr. MacRae is the Vice President, Investor Relations at Aztec Minerals Corp., a director of Canadian Investor Relations Institute (CIRI) – BC Chapter. Mr. MacRae has served on the board of, and in advisory positions to, several public and private companies. Mr. MacRae was on the Board of Directors at Karoo Exploration Corp. Mr. MacRae received his undergraduate degree from the University of Calgary.

Mr. MacRae will devote approximately 25% of his time to the Corporation, or such greater amount of time as is necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Mark Wright (48), *Director and Promoter*

Mark Wright trained as a research chemist and process engineer with experience in heavy industry, metal purification and extraction. Mr. Wright also has fast moving consumer goods sector expertise in product research and development, production, logistics and distribution. Mr. Wright was a consultant for KPMG and District Sales management with Loomis and DHL. Mr. Wright is an entrepreneur with multiple promotional networking and internet marketing businesses.

Mr. Wright will devote approximately 15% of his time to the Corporation, or such greater amount of time as is necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

James Harris (66), *Director*

Mr. Harris is a retired lawyer with over 35 years of legal practice experience and he is a member of the Institute of Corporate Directors. In this capacity, Mr. Harris has worked closely with several public companies over his career. Mr. Harris is a director of Entrée Resources Ltd. a mining company listed on the TSX. Mr. Harris serves as a director of Mason Resources Corp. an exploration company listed on the TSX. Mr. Harris is a retired barrister and solicitor and graduated from the University of Alberta in 1977 with a LLB and graduated from the

London School of Economics in 1983 with a Graduate Diploma in Business Studies. Mr. Harris has completed the Directors' Education Program of the Institute of Corporate Directors and is an Institute accredited Director.

Mr. Harris will devote approximately 15% of his time to the Corporation, or such greater amount of time as is necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Other Corporate Information

In addition to any other requirements of the Exchange, the Exchange expects management of the Corporation to meet a high 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.

Upon completion of the Offering, the directors, officers, promoters and other members of management of the Corporation, as a group, will own, directly or indirectly, 2,000,001 Common Shares of the Corporation representing 39%, of the Common Shares then issued and outstanding (assuming no exercise of the Agent's Option, Directors' and Officers' Options and that no Common Shares are purchased by these persons under this Offering).

Pursuant to the provisions of the *Business Corporation Act* (British Columbia), the Corporation is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Corporation's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Corporation's auditor. The audit committee of the Corporation currently consists of Neil MacRae, Robert McMorran and Mark Wright. Once the Corporation has obtained a receipt for its CPC prospectus from the securities regulatory authority, the Corporation will be subject to the requirements of Multilateral Instrument 52-110 *Audit Committees*.

Other Reporting Issuers Experience

The following table sets out the directors, officers and promoter(s) 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	Name of Exchange or Market (if applicable)	Position	Period
Mark Wright	Inca One Gold Corp.	TSX-V	VP Operations	12/13 – 10/17
James Harris	Santacruz Silver Mining Ltd.	TSX-V	Secretary	01/11 – 10/15
	Caymus Resources Inc.	TSX-V	Director	01/12 – 03/14
			Secretary	01/12 – 09/13
	Entrée Resources Ltd.	TSX	Director	01/03 – Current
			Deputy Chairman	06/13 – 02/15
			Chairman	03/06 – 06/13
	East West Petroleum Corp.	TSX-V	Corporate Secretary	12/09 – 12/11
	Zinco Mining Group	TSX-V	Secretary	03/04 – 03/13
	Inca One Gold Corp.	TSX-V	Secretary	05/10 – 08/16
	Citation Resources Inc.	TSX-V	Secretary	09/10 – 05/12
			Director	07/11 – 07/14

	Acadia Resources Corp.	TSX-V	Secretary	01/11 – 06/13
	Silver One Resources Inc. (FKA BRS Ventures Ltd.)	TSX-V	Secretary	01/11 – 08/16
	Petroforte International Ltd.	TSX-V	Secretary	05/11 – 01/13
	Alphamin Resources Corp.	TSX-V	Secretary	06/11 – 09/13
	Pennant Energy Inc.	TSX-V	Director	11/12 – 04/14
	Dominion Energy Inc.	TSX-V	Secretary	10/11 – 06/13
	Neoteck Solutions Inc.	TSX-V	Secretary	09/12 – 10/15
	Mason Resources Corp.	TSX	Director	05/17 – Present
	Owl Capital Corp.	TSX-V	Director	09/17 – Present
Robert McMorran	Claren Energy Corp. (formerly Terra Nova Energy Ltd.)	TSX-V	Director CFO	06/13 – Present 01/13 – 10/14
	Hello Pal International Inc. (formerly Neoteck Solutions Inc.)	TSX-V	Director	09/12 – Present
	Santacruz Silver Mining Ltd.	TSX-V	CFO	04/12 – Present
	Darien Business Development Corp. (formerly Dynamic Oil & Gas Exploration Inc., Dominion Energy Ltd. and Digifonica International Inc.)	TSX-V	Director CFO	10/11 – Present 10/11 – 01/14
	Atlas Engineered Products Ltd. (formerly Archer Petroleum Corp.)	TSX-V	Director CFO	07/09 – 11/17 02/10 – 05/17
	Encanto Potash Corp. (formerly Angus Ventures Corp.)	TSX-V	Director CFO	07/09 – 08/16 08/16 – 12/17
	Rockridge Capital Corp.	TSX-V	Director	08/16 – 11/16
	BRS Ventures Ltd.	TSX-V	Director	11/16 – 09/16
	Inca One Resources Corp. (formerly SUB Capital Inc.)	TSX-V	Director	04/10 – 01/16
	Guerrero Ventures Inc. (formerly Inlet Resources Ltd.)	TSX-V	Director	07/14 – 09/15
	Indigo Exploration Inc.	TSX-V	CFO	11/09 – 06/15
	Citation Resources Inc. (formerly Attwell Capital Inc.)	TSX-V	Director	09/10 – 07/14
	Cornerstone Metals Inc. (formerly Appleton Exploration Inc.)	TSX-V	CFO and Secretary	04/0 – 05/15
	Canamax Energy Ltd. (formerly Petroforte International Ltd.)	TSX-V	CFO Director and CFO	10/11 – 04/14 04/11 – 10/11
	Owl Capital Corp.	TSX-V	CFO, Secretary and Director	09/17 – Present
Neil MacRae	Bruin Point Helium Corp.	TSX-V	Director	02/17 – 12/17
	Aztec Minerals Corp.	TSX-V	VP of Investor Relations	09/17 – Present

Konstantine Tsakumis	None	None	None	None

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, no director, officer or promoter of any reporting issuer that, while such person was acting in that capacity: (i) was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemption for a period of more than 30 consecutive days, or (ii) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold assets of that person.

<u>Merit Mining Corp.</u>

On December 3, 2008, Merit Mining Corp., a company from which Robert McMorran had resigned his office, but of which he had within the prior 12 months been Chief Financial Officer, filed a Notice of Intention to Make a Proposal under the Bankruptcy and Insolvency Act. On April 14, 2009, unsecured creditors approved such proposal and on May 6, 2009, the Supreme Court of British Columbia made an Order approving the same.

Penalties or Sanctions

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

Personal Bankruptcies

No director, officer, Insider, Control Person or Promoter of the Corporation, or a personal holding company of any such persons has, within the 10 years before the date of the prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the individual.

Conflicts of Interest

There are no known conflicts of interest involving the directors.

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

EXECUTIVE COMPENSATION

Except as set out below or otherwise disclosed in this prospectus, prior to Completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly to 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;

  (v) loans, advances, bonuses; and

(b) deposits and similar payments.

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

The directors and officers of the Corporation may also be granted stock options.

After Completion of the Qualifying Transaction, the Corporation may pay remuneration to its directors and officers. No remuneration is anticipated to be paid to directors in their capacity as directors in the foreseeable future. No payment other than the Permitted Reimbursements, will be made by the Corporation or by any party on behalf of the Corporation, after Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction.

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of 18% or $0.018 per Common Share on the basis of there being 5,610,001 Common Shares of the Corporation issued and outstanding following completion of the Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation.

Item	**After Offering**
Gross proceeds of prior Common Share issues	$211,001
Gross proceeds of this Offering	$250,000
Total gross proceeds after this Offering	$461,001
Offering price per Common Share	$0.10
Gross proceeds per Common Share after this Offering	$0.082[1]
Dilution per Common Share to subscriber	$0.018
Percentage of dilution in relation to Offering price	18%

Notes:

(1) Calculated based on $461,001 of gross proceeds from all prior sales divided by 5,610,001 shares issued.

RISK FACTORS

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The following is a list of risk factors that a prospective investor should consider before subscribing for the Common Shares.

(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 the 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;

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 18% or $0.018 per Common Share;

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

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

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

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

(i) Completion of a 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 of the Corporation will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Corporation will be reinstated to trading before the 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 of the Corporation 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 the Corporation's 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 of listing;

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

(o) in the event that management of the 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 or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;

(p) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the 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 Exchange acceptance, the Corporation may be permitted to loan or advance up to an aggregate of $250,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan.

(r) if the common shares are not listed on the Exchange on the Closing and the Corporation is not a "public corporation" at that time, the Common Shares will not be qualified investments for a trust governed by a "registered retirement savings plan", "registered retirement income fund", "tax-free savings account", "registered education savings plan", "deferred profit sharing plan" and "registered disability savings plan", as those terms are defined in the Tax Act."

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

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

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

RELATIONSHIP BETWEEN CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Northwest Law Group, on behalf of the Corporation. No Person whose profession or business gives authority to a statement made by such Person and who is named to this prospectus has received or will receive a direct or indirect interest in the property of the Corporation or any Associate or Affiliate of the Corporation. As at the date hereof, the aforementioned Persons do not beneficially own, directly or indirectly, securities of the Corporation or its Associates and Affiliates. In addition, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a Promoter of the Corporation or of an Associate or Affiliate of the Corporation.

AUDITOR

The auditor of the Corporation is Deloitte LLP, at Suite 2800, 1055 Dunsmuir Street, Vancouver, British Columbia V7X 1P4.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent of the Common Shares is Computershare Investor Services Inc. at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

MATERIAL CONTRACTS

The following are the material contracts of the Corporation entered into since the date of its inception:

(a) Registered and Records Office Agreement dated September 23, 2016 between the Corporation and Camlex Management Inc.

(b) Registrar and Transfer Agent Agreement dated December 1, 2017 between the Corporation and Computershare Investor Services Inc.

(c) Stock Option Plan dated December 1, 2017. See "*Options to Purchase Securities*".

(d) Escrow Agreement dated for reference as of February 20, 2018 among the Corporation, Computershare Investor Services Inc. and certain shareholders of the Corporation. See "*Escrowed Securities*".

(e) Agency Agreement dated November 13, 2018 between the Corporation, and the Agent. See "*Plan of Distribution*".

Copies of the material contracts described above may be inspected at the registered office of the Corporation located at the offices of Northwest Law Group, solicitors of the Corporation, located at Suite 704, 595 Howe Street, Vancouver, British Columbia, during normal business hours during the period of the distribution of the Common Shares under this prospectus and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Koffman Kalef LLP, tax counsel to the Corporation, based on the provisions of the *Income Tax Act* (Canada) (the "Tax Act") and the regulations thereunder, in force as of the date hereof, the Common Shares issued pursuant to the Offering, if issued on the date hereof, will be qualified investments for trusts governed by a registered retirement savings plan ("RRSP"), a registered retirement income fund ("RRIF"), a registered education savings plan ("RESP"), a deferred profit sharing plan, a registered disability savings plan ("RDSP") and a tax-free savings account ("TFSA") as each of those terms is defined in the Tax Act, provided that the Common Shares are listed on a "designated stock exchange" within the meaning of Tax Act, which includes the Exchange or the Corporation is otherwise a "public corporation" as defined in the Tax Act.

Notwithstanding that such Common Shares may be a qualified investment for a RRSP, RRIF, TFSA, RDSP, or RESP (each a "Registered Plan"), the annuitant of the RRSP or the RRIF, the subscriber under the RESP or the holder of the TFSA or the RDSP, as the case may be, (the "Controlling Individual") will be subject to a penalty tax in respect of the Common Shares held in the Registered Plan if the Common Shares are a "prohibited investment" (as defined in the Tax Act) for the particular Registered Plan. The Common Shares will be a "prohibited investment" for a Registered Plan if the Controlling Individual (i) does not deal at arm's length with the Corporation for purposes of the Tax Act or (ii) has a "significant interest" (as defined in subsection 207.01(4) of the Tax Act) in the Corporation. Generally, a Controlling Individual will not be considered to have a "significant interest" in the Corporation unless the Controlling Individual owns ten percent (10%) or more of the value of the outstanding Common Shares of the Corporation, either alone or together with persons and partnerships with which the Controlling Individual does not deal at arm's length.

In addition, the Common Shares will not be a "prohibited investment" if the Common Shares are "excluded property" as defined in the Tax Act for a Registered Plan. Purchasers of Common Shares should consult their own advisors to ensure the Common Shares would not be a prohibited investment in their particular circumstances.

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provide purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission or 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

That Corporation has included audited financial statements for the year ended September 30, 2017 and the unaudited condensed interim financial statements for the three and nine months ended June 30, 2018 and 2017.

FARSTARCAP INVESTMENT CORP.

FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)
For the year ended September 30, 2017 and period from September 22, 2016 (Date of Incorporation) to September 30, 2016

Deloitte.

Deloitte LLP
2800 – 1055 Dunsmuir Street
4 Bentall Centre
Vancouver BC V7X 1P4
Canada

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Independent Auditor’s Report

To the Board of Directors of Farstarcap Investment Corp.

We have audited the accompanying financial statements of Farstarcap Investment Corp., which comprise the statements of financial position as at September 30, 2017 and September 30, 2016, and the statements of operations and comprehensive loss, statements of changes in equity and statements of cash flows for the year ended September 30, 2017 and the period from September 22, 2016 (date of incorporation) to September 30, 2016, 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 as issued by the International Accounting Standards Board, 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.

Auditor’s Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits 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 auditor’s 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 audits 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 Farstarcap Investment Corp. as at September 30, 2017 and September 30, 2016, and its financial performance and its cash flows for the year ended September 30, 2017 and the period from September 22, 2016 (date of incorporation) to September 30, 2016 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Emphasis of Matter

Without modifying our opinion, we draw attention to Note 1 in the financial statements, which indicates that Farstarcap Investment Corp. had no business operations as at September 30, 2017. This condition, along with other matters set forth in Note 1, indicate the existence of a material uncertainty that may cast significant doubt about Farstarcap Investment Corp. ability to continue as a going concern.

/s/ Deloitte LLP

Chartered Professional Accountants

November 13, 2018

Vancouver, Canada

FARSTARCAP INVESTMENT CORP.
STATEMENTS OF FINANCIAL POSITION
As at September 30,
(Expressed in Canadian Dollars)

	Notes	2017 $	2016 $
ASSETS			
Current assets			
Cash		99,993	-
GST receivable		17	-
Total assets		100,010	-
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	7	12,714	1,087
EQUITY			
Share capital	5	100,001	1
Deficit		(12,705)	(1,088)
Total		87,296	(1,087)
Total liabilities and equity		100,010	-

Organization and nature of operations and going concern (Note 1)
Subsequent events (Note 9)

Approved by the Board of Directors

"Robert McMorran" Director   "Neil MacRae" Director

The accompanying notes are an integral part of these financial statements

FARSTARCAP INVESTMENT CORP.
STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
For the year ended September 30, 2017 and period from September 22, 2016 (Date of Incorporation) to September 30, 2016
(Expressed in Canadian Dollars)

	Notes	2017 $	2016 $
Expenses			
Professional fees		11,599	1,088
Office expenses		18	-
Net and comprehensive loss for the period		(11,617)	(1,088)
Basic and diluted loss per share		(1.06)	(1,088)
Weighted average number of shares outstanding		10,960	1

The accompanying notes are an integral part of these financial statements

FARSTARCAP INVESTMENT CORP.
STATEMENTS OF CHANGES IN EQUITY
For the year ended September 30, 2017 and the period from September 22, 2016 (Date of Incorporation) to September 30, 2016
(Expressed in Canadian Dollars)

	Number of shares	Share Capital $	Deficit $	Total $
Balance, September 22, 2016	**-**	**-**	**-**	**-**
Shares issued during the period	1	1	-	1
Net and comprehensive loss for the period	-	-	(1,088)	(1,088)
Balance, September 30, 2016	**1**	**1**	**(1,088)**	**(1,087)**
Shares issued during the year	2,000,000	100,000	-	100,000
Net and comprehensive loss for the year	-	-	(11,617)	(11,617)
Balance, September 30, 2017	**2,000,001**	**100,001**	**(12,705)**	**87,296**

The accompanying notes are an integral part of these financial statements

FARSTARCAP INVESTMENT CORP.
STATEMENTS OF CASH FLOWS
For the year ended September 30, 2017 and the period from September 22, 2016 (Date of Incorporation) to September 30, 2016
(Expressed in Canadian Dollars)

	2017 **$**	**2016** **$**
Cash flow provided by (used in)		
Operating activities		
Loss for the period	(11,617)	(1,088)
Changes in non-cash working capital items		
GST receivable	(17)	-
Accounts payable and accrued liabilities	11,627	1,087
	(7)	(1)
Financing activities		
Proceeds from issuance of shares	100,000	1
	100,000	1
Increase in cash during the period	99,993	-
Cash – beginning of the period	-	-
Cash – end of the period	99,993	-

The accompanying notes are an integral part of these financial statements

1. ORGANIZATION AND NATURE OF OPERATIONS AND GOING CONCERN

Farstarcap Investment Corp. ("Farstarcap" or the "Company") was incorporated under the Business Corporations Act of British Columbia on September 22, 2016 and changed its name to Farstarcap on September 25, 2017 (formerly Mobile Mining Technologies Inc). The Company was formed for the primary purpose of completing an Initial Public Offering ("IPO") on the TSX Venture Exchange (the "Exchange") as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange. The Company's principal business is to identify, evaluate and acquire assets, properties or businesses which would constitute a qualifying transaction ("Qualifying Transaction") in accordance with Policy 2.4 of the Exchange. The Company's head office is located at 880 – 580 Hornby Street, Vancouver, BC V6C 3B6.

As a CPC the Company will also be subject to certain cash restrictions. Proceeds raised from the issuance of common shares under the prospectus may only be used to identify and evaluate assets or businesses for future investment, with the exception that no more than the lesser of 30% of the gross proceeds from the issuances of shares, or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative general expenses of the Company. The restrictions apply until completion of a Qualifying Transaction by the Company in accordance with Policy 2.4 of the Exchange.

As at September 30, 2017 the Company had no business operations and its only significant asset was cash. The ability of the Company to fund potential future operations and commitments is dependent upon its ability to obtain additional financing. There is no assurance that the Company will complete a Qualifying Transaction or be able to finance such an investment or acquisition. Furthermore, there is no assurance that the business will be profitable. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

2. BASIS OF PRESENTATION

Statement of Compliance

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

These financial statements were approved by the board of directors for use on November 13, 2018.

The significant accounting policies used in the preparation of these financial statements are as follows:

Basis of measurement

The financial statements have been prepared on the historical cost basis, except for certain financial instruments which may be measured at fair value. The accruals basis of accounting has been applied in preparing the financial statements, except for cash flow information.

Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held-to-maturity, available-for-sale, loans and receivables or at fair value through profit or loss ("FVTPL").

Financial assets classified as FVTPL are measured at fair value with any gains or losses arising on re-measurement recognized through profit or loss.

Financial assets classified as loans and receivables and held-to-maturity are initially recognized at fair value plus directly attributable transaction costs. After initial recognition these financial assets are subsequently measured at amortized cost using the effective interest method less any allowance for impairment. The effective interest method is a method of calculating the amortized cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts over the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability.

Financial assets classified as available-for-sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss) except for impairment losses which are recognized in profit or loss

Transaction costs associated with FVTPL financial assets are expensed as incurred while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

Impairment of Financial Assets
At each reporting date the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

Declines in the fair values of available-for-sale equity instruments below the investments' costs that are considered significant or prolonged are deemed to be impairments in the carrying values of those instruments.

Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized cost using the effective interest method.

Financial liabilities classified as FVTPL include financial liabilities held-for-trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives are also classified as FVTPL unless they are designated as effective hedging instruments. Transaction costs on financial liabilities classified as FVTPL are expensed as incurred. Fair value changes on financial liabilities classified as FVTPL are recognized through profit or loss.

De-recognition of financial assets and liabilities

Financial assets are de-recognized when the contractual rights to receive cash flows from the assets expire or, the financial assets are transferred and the Company has transferred substantially all the risks and rewards of ownership of the financial assets to another party. On de-recognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognized in other comprehensive income and accumulated in equity is recognized in profit or loss.

Financial liabilities are de-recognized when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability de-recognized and the consideration paid and payable is recognized in profit or loss.

Earnings per share

Basic earnings or loss per share represents the income or loss for the period, divided by the weighted average number of common shares outstanding during the period. Diluted earnings or loss per share represents the income or loss for the period, divided by the weighted average number of common shares outstanding during the period plus the weighted average number of dilutive potential ordinary shares resulting from the exercise of stock options, warrants and other similar instruments where the inclusion of these would not be anti-dilutive. The number of dilutive potential ordinary shares are determined using the Treasury Stock Method which assumes that any proceeds received from the instruments are used to repurchase outstanding shares at the average market price for the period.

Foreign currencies

The financial statements for the Company are prepared using its functional currency. Functional currency is the currency of the primary economic environment in which an entity operates. The functional and presentation currency of the Company is Canadian dollars.

Foreign currency transactions are translated into the functional currency using exchange rates prevailing at the dates of the transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. Non-monetary assets and liabilities that are stated at fair value are translated using the historical rate on the date that the fair value was determined. All gains and losses on translation of these foreign currency transactions are charged to profit or loss.

Income tax

Income tax expense comprises current and deferred tax. Income tax expense is recognized in profit or loss except to the extent that it relates to items recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

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

Deferred tax is recognized using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable income or loss. In addition, deferred tax liability is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates and laws that have been enacted or substantially enacted by the end of the reporting period. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares are recognized as a deduction from equity. Transaction costs related to shares not yet issued are recorded as deferred financing costs. These costs are deferred until the issuance of the shares to which the costs related to, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

Share-based payments

The fair value of all share-based awards granted is recorded, at the measurement date fair value, as an asset or a charge to profit or loss and as a credit to contributed surplus.

The fair value of share-based awards granted to employees and others providing similar services which vest immediately is recorded at the date of grant. The fair value of share-based awards which vest in the future is recognized over the vesting period, as adjusted for the expected level of vesting of the options. The fair value of share-based awards is estimated using the Black-Scholes pricing model.

Share-based awards granted to parties other than employees and those providing similar services are measured at the fair value of the goods and services received on the date of receipt. If the fair value of the goods and services received cannot be reliably measured, their value is measured at the fair value of the equity instrument granted.

Any consideration received on the exercise of share-based awards together with the related portion of contributed surplus attributed to the exercised share-based awards is credited to share capital. When share-based awards expire unexercised the amounts recorded in contributed surplus with respect to those share-based awards are not reclassified within equity.

3. ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

The following new standards have been issued but are not yet effective:

IFRS 9 Financial Instruments

The IASB has issued a new standard, IFRS 9, Financial Instruments ("IFRS 9"), which will ultimately replace IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"). The replacement of IAS 39 is a multi-phase project with the objective of improving and simplifying the reporting for financial instruments and the issuance of IFRS 9 is part of the first phase of this project. IFRS 9 uses a single approach to determine whether a financial asset or liability is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. For financial assets, the approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. IFRS 9 requires that a single impairment method be used, replacing the multiple impairment methods in IAS 39. For financial liabilities measured at fair value, fair value changes due to changes in an entity's credit risk are presented in other comprehensive income. The Company will be required to adopt IFRS 9 in the annual period beginning August 1, 2018. The Company does not expect the implementation to have a significant impact on the Company's results of operations, financial position and disclosures.

IFRS 15 Revenues from Contracts with Customers and IFRS 16 Leases are applicable for the Company's reporting periods beginning on or after August 1, 2018 and August 1, 2019, respectively. These standards are currently not expected to be applicable to the Company's operations.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of financial statements requires management to make judgments, estimates and assumptions based on current available information that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual results could differ from those estimated. By their very nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of future periods could be material. In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgments which have a significant effect on the amounts recognized in the financial statements:

(i) *Going concern* – The assessment of the Company's ability to execute its strategy by funding future working capital requirements involves judgment. Factors considered by management are disclosed in Note 1.

(Expressed in Canadian Dollars)

(ii) *Income taxes* - In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

5. SHARE CAPITAL

a) Authorized: Unlimited common shares without par value.
Unlimited preferred shares issuable in series.

On September 27, 2017, the Company issued 2,000,000 common shares at $0.05 per share for proceeds of $100,000.

During the period ended September 30, 2016 the Company issued 1 common share for proceeds of $1.

6. INCOME TAXES

The following table reconciles the expected income taxes expense (recovery) at the Canadian statutory income tax rates to the amounts recognized in the statement of operations for the year ended September 30, 2017 and the period from September 22, 2016 (date of incorporation) to September 30, 2016:

	2017	**2016**
Statutory tax rate	26%	26%
	$	**$**
Loss for the period before income taxes	(11,617)	(1,088)
Expected income tax expense (recovery)	(3,020)	(283)
Change in deferred tax assets not recognized	3,020	283
Total income taxes expense (recovery)	-	-

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax values. Deferred tax assets (liabilities) at September 30, 2017 and September 30, 2016 are comprised of the following:

	2017 **$**	**2016** **$**
Non-capital loss carry forwards	3,303	283
Total deferred income tax assets not recognized	3,303	283

The Company has non-capital loss carry forwards of approximately $12,705 which may be carried forward to apply against future year income tax for Canadian income tax purposes, subject to the final determination by taxation authorities, expiring in the year 2037.

7. RELATED PARTY TRANSACTIONS

As at September 30, 2017, the Company had $365 (2016 - $nil) in accounts payable and accrued liabilities owing to a company controlled by a Director of the Company. Compensation paid or accrued to key management or companies controlled by key management personnel during the period was $336 (2016 - $nil).

All transactions with related parties have occurred in the normal course of operations.

8. FINANCIAL INSTRUMENTS

Management of Capital

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of equity attributable to shareholders.

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

The Company is dependent on the capital markets as its primary source of operating capital and the Company's capital resources are largely determined by its ability to compete for investors and associated financings.

The Company is not subject to any externally imposed capital requirements.

Classification of Financial Instruments

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

- Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Valuations based on directly or indirectly observable inputs, other than Level 1 prices, in active markets for similar assets or liabilities, such as quoted interest or currency exchange rates; and
- Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

The Company's financial instruments consist of cash and accounts payable and accrued liabilities. The Company designated its cash as loans and receivables, which are measured at amortized cost. The accounts payable and accrued liabilities, and are classified as other financial liabilities, which are measured at amortized cost. The carrying value of the Company's financial instruments approximates their fair value due to the short-term nature of the instruments.

The risks associated with financial assets and liabilities are detailed/discussed below:

Credit Risk
Credit risk arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company's cash is held with the Bank of Montreal. Accordingly, the Company believes it is not exposed to significant credit risk.

Interest Rate Risk
Interest rate risk is the risk that the future cash flows or fair value of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to interest rate risk is limited at present as the Company's assets and liabilities are earning or incurring interest at market rates or where they are non-interest bearing or have fixed interest rates they have short terms to maturity.

Liquidity Risk
Liquidity risk is the risk that the Company is not able to meet its financial obligations as they become due. The Company manages its liquidity risk by continuously monitoring forecasted and actual cash flows, as well as anticipated investing and financing activities. As at September 30, 2017, all of the Company's liabilities are short-term and due on demand. At September 30, 2017, the Company had working capital of $87,296.

9. SUBSEQUENT EVENTS

On February 15, 2018, the Company issued a total of 1,110,000 common shares at a price of $0.10 per share for gross proceeds of $111,000.

On February 20, 2018 the Company entered into an Escrow Agreement (the "Escrow Agreement") in accordance with the Exchange CPC Policy, with certain shareholders and 2,000,001 common shares were placed in escrow. Subject to the said Policy, the escrowed common shares will be released from escrow as follows: 10% on the completion of Qualifying Transaction, and 15% on each of the dates 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the initial release. Should the Qualifying Transaction not be completed, the escrowed shares must be cancelled.

On November 13, 2018, the Company filed a prospectus (the "Prospectus") in respect of an initial public offering (the "Offering") of the Company's common shares. The Company has agreed to offer 2,500,000 common shares of the Company at a price of $0.10 per share for gross proceeds of $250,000. In connection with the financing, the Company entered into an Agency Agreement with Canaccord Genuity Corp. (the "Agent"). The Company will pay the Agent a cash commission of 10% of the gross proceeds of the Offering and will pay an administrative fee of $10,000 along with the Agent's reasonable expenses. In addition, the Company has agreed to grant non-transferable options to the Agent entitling the Agent to purchase up to the number of common shares equal to 10% of the number of common shares sold under the Offering at a price of $0.10 per share for a period of 24 months from the date on which the common shares of the Company are listed on the Exchange.

On December 1, 2017 the Company adopted a stock option plan and approved the grant of 250,000 stock options to officers and directors of the Company. The options will be granted on the date the Company completes its IPO, have an exercise price of $0.10 per option and expire five years from the closing date of the IPO.

FARSTARCAP INVESTMENT CORP.

CONDENSED INTERIM FINANCIAL STATEMENTS
(Unaudited - Expressed in Canadian Dollars)
For the three and nine months ended June 30, 2018 and 2017

FARSTARCAP INVESTMENT CORP.
CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
(Unaudited - expressed in Canadian Dollars)

	Notes	June 30, 2018 $	September 30, 2017 $
ASSETS			
Current assets			
Cash		170,747	99,993
GST receivable		1,173	17
Deferred financing costs	8	15,000	-
		186,920	100,010
Total assets		186,920	100,010
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	6	34,467	12,714
EQUITY			
Share capital	5	211,001	100,001
Deficit		(58,548)	(12,705)
Total equity		152,453	87,296
Total liabilities and equity		186,920	100,010

Organization and nature of operations and going concern (Note 1)
Subsequent events (Note 8)

Approved by the Board of Directors

"Robert McMorran" Director "Neil MacRae" Director

The accompanying notes are an integral part of these condensed interim financial statements

FARSTARCAP INVESTMENT CORP.
CONDENSED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS
For the three and nine months ended June 30, 2018 and 2017
(Unaudited - Expressed in Canadian Dollars)

		Three months ended June 30,		Nine months ended June 30,	
	Notes	2018 $	2017 $	2018 $	2017 $
Expenses					
Professional fees	6	21,713	65	39,972	195
Listing and filing fees		5,000	-	5,000	-
Office expenses		233	-	871	-
Net and comprehensive loss for the period		(26,946)	(65)	(45,843)	(195)
Basic and diluted loss per share		(0.02)	(65.00)	(0.08)	(195.00)
Weighted average number of shares outstanding		1,110,000	1	552,967	1

The accompanying notes are an integral part of these condensed interim financial statements

FARSTARCAP INVESTMENT CORP.
CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY
For the nine months ended June 30, 2018 and 2017
(Unaudited - expressed in Canadian Dollars)

	Number of shares	Share Capital $	Deficit $	Total $
Balance, September 30, 2016	**1**	**1**	**(1,088)**	**(1,087)**
Net and comprehensive loss for the period	-	-	(195)	(195)
Balance, June 30, 2017	**1**	**1**	**(1,283)**	**(1,282)**
Shares issued during the period	2,000,000	100,000	-	100,000
Net and comprehensive loss for the period	-	-	(11,422)	(11,422)
Balance, September 30, 2017	**2,000,001**	**100,001**	**(12,705)**	**87,296**
Shares issued during the period	1,110,000	111,000	-	111,000
Net and comprehensive loss for the period	-	-	(45,843)	(45,843)
Balance, June 30, 2018	**3,110,001**	**211,001**	**(58,548)**	**152,453**

The accompanying notes are an integral part of these condensed interim financial statements

FARSTARCAP INVESTMENT CORP.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
For the nine months ended June 30, 2018 and 2017
(Unaudited - expressed in Canadian Dollars)

	2018 **$**	**2017** **$**
Cash flow provided by (used in)		
Operating activities		
Loss for the period	(45,843)	(195)
Changes in non-cash working capital items		
GST receivable	(1,156)	-
Accounts payable and accrued liabilities	21,753	195
	(25,246)	-
Financing activities		
Proceeds from issuance of shares	111,000	-
Deferred financing costs	(15,000)	-
	96,000	-
Increase in cash during the period	70,754	-
Cash – beginning of the period	99,993	1
Cash – end of the period	170,747	1

The accompanying notes are an integral part of these condensed interim financial statements

1. ORGANIZATION AND NATURE OF OPERATIONS AND GOING CONCERN

Farstarcap Investment Corp. ("Farstarcap" or the "Company") was incorporated under the Business Corporations Act of British Columbia on September 22, 2016. The Company was formed for the primary purpose of completing an Initial Public Offering ("IPO") on the TSX Venture Exchange (the "Exchange") as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange. The Company's principal business is to identify, evaluate and acquire assets, properties or businesses which would constitute a qualifying transaction ("Qualifying Transaction") in accordance with Policy 2.4 of the Exchange. The Company's head office is located at 880 – 580 Hornby Street, Vancouver, BC V6C 3B6.

As a CPC the Company will also be subject to certain cash restrictions. Proceeds raised from the issuance of common shares under the prospectus may only be used to identify and evaluate assets or businesses for future investment, with the exception that no more than the lesser of 30% of the gross proceeds from the issuances of shares, or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative general expenses of the Company. The restrictions apply until completion of a Qualifying Transaction by the Company in accordance with Policy 2.4 of the Exchange.

As at June 30, 2018 the Company had no business operations and its only significant asset were cash and deferred financing costs. The ability of the Company to fund potential future operations and commitments is dependent upon its ability to obtain additional financing. There is no assurance that the Company will complete a Qualifying Transaction or be able to finance such an investment or acquisition. Furthermore, there is no assurance that the business will be profitable. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

2. BASIS OF PRESENTATION

Statement of Compliance

These condensed interim financial statements have been prepared in accordance with International Accounting Standard 34 Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements. The condensed interim financial statements should be read in conjunction with the annual financial statements for the year ended September 30, 2017, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the IASB.

The Company uses the same accounting policies and methods of computation as in the annual financial statements for the year ended September 30, 2017. The condensed interim financial statements were approved for use by the board of directors on November 13, 2018.

3. ACCOUNTING STANDARDS ISSUED BUT NOT YET EFFECTIVE

The following new standards have been issued but are not yet effective:

IFRS 9 Financial Instruments

The IASB has issued a new standard, IFRS 9, Financial Instruments ("IFRS 9"), which will ultimately replace IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"). The replacement of IAS 39 is a multi-phase project with the objective of improving and simplifying the reporting for financial instruments and the issuance of IFRS 9 is part of the first phase of this project. IFRS 9 uses a single approach to determine whether a financial asset or liability is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. For financial assets, the approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. IFRS 9 requires that a single impairment method be used, replacing the multiple impairment methods in IAS 39. For financial liabilities measured at fair value, fair value changes due to changes in an entity's credit risk are presented in other comprehensive income. The Company will be required to adopt IFRS 9 in the annual period beginning October 1, 2018. The Company does not expect the implementation to have a significant impact on the Company's results of operations, financial position and disclosures.

IFRS 15 Revenues from Contracts with Customers and IFRS 16 Leases are applicable for the Company's reporting periods beginning on or after October 1, 2018 and October 1, 2019, respectively. These standards are currently not expected to be applicable to the Company's existing operations.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of financial statements requires management to make judgments, estimates and assumptions based on current available information that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual results could differ from those estimated. By their very nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of future periods could be material. In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgments which have a significant effect on the amounts recognized in the financial statements:

(i) *Going concern* – The assessment of the Company's ability to execute its strategy by funding future working capital requirements involves judgment. Factors considered by management are disclosed in Note 1.

(ii) *Income taxes* - In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

5. SHARE CAPITAL

a) Authorized: Unlimited common shares without par value.
Unlimited preferred shares issuable in series.

During the period ended September 30, 2016 the Company issued 1 common share for proceeds of $1.

On September 27, 2017, the Company issued 2,000,000 common shares at $0.05 per share for proceeds of $100,000.

On February 15, 2018, the Company issued a total of 1,110,000 common shares at a price of $0.10 per share for gross proceeds of $111,000.

On February 20, 2018 the Company entered into an Escrow Agreement (the "Escrow Agreement") in accordance with the Exchange CPC Policy, with certain shareholders and 2,000,001 common shares were placed in escrow. Subject to the said Policy, the escrowed common shares will be released from escrow as follows: 10% on the completion of Qualifying Transaction, and 15% on each of the dates 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the initial release. Shares held in escrow are considered contingently returnable until completion of a Qualifying Transaction and are therefore not included in the calculation of basic and diluted loss per share. Should the Qualifying Transaction not be completed, the escrowed shares must be cancelled.

b) Stock Options

On December 1, 2017 the Company adopted a stock option plan (the "Stock Option Plan"), whereby the maximum number of non-transferable options to purchase common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. Additionally, the maximum number of non-transferable options to purchase common shares reserved for issuance to any one individual upon exercise of all stock options held by such individual may not exceed 5% of the issued common shares, if the individual is a director or officer, or 2% of the issued common shares, if the individual is a technical consultant. All options granted under the Stock Option plan will expire not later than the date that is ten years from the date that such options are granted. Options may be exercised the greater of 12 months after Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, or technical consulting arrangement was 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. Options granted under the Stock Option Plan are not transferable or assignable other than by will or other testamentary instrument pursuant to the laws of succession.

The Company approved the grant of 250,000 stock options to officers and directors of the Company. The options will be granted on the date the Company completes its IPO, have an exercise price of $0.10 per option and expire five years from the closing date of the IPO. (Note 8).

6. RELATED PARTY TRANSACTIONS

As at June 30, 2018, the Company had $2,115 (September 30, 2017 - $365) in accounts payable and accrued liabilities owing to Malaspina Consultants Inc., a company that as of that date was controlled by Rob McMorran, a Director of the Company. Compensation paid or accrued to key management or companies controlled by key management personnel during the period was $4,670 (2017 - $nil).

All transactions with related parties have occurred in the normal course of operations.

7. FINANCIAL INSTRUMENTS

Management of Capital

The Company's objectives when managing capital are to safeguard its ability to continue as a going concern and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk. In the management of capital, the Company includes the components of equity attributable to shareholders.

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

The Company is dependent on the capital markets as its primary source of operating capital and the Company's capital resources are largely determined by its ability to compete for investors and associated financings.

The Company is not subject to any externally imposed capital requirements.

Classification of Financial Instruments

The Company has classified fair value measurements of its financial instruments using a fair value hierarchy that reflects the significance of inputs used in making the measurements as follows:

- Level 1: Valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Valuations based on directly or indirectly observable inputs, other than Level 1 prices, in active markets for similar assets or liabilities, such as quoted interest or currency exchange rates; and
- Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

The Company's financial instruments consist of cash and accounts payable and accrued liabilities. The Company designated its cash as loans and receivables, which are measured at amortized cost. The accounts payable and accrued liabilities, and are classified as other financial liabilities, which are measured at amortized cost. The carrying value of the Company's financial instruments approximates their fair value due to the short-term nature of the instruments.

The risks associated with financial assets and liabilities are detailed/discussed below:

Credit Risk

Credit risk arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company's cash is held with the Bank of Montreal. Accordingly, the Company believes it is not exposed to significant credit risk.

Interest Rate Risk
Interest rate risk is the risk that the future cash flows or fair value of a financial instrument will fluctuate because of changes in market interest rates. The Company's management has determined that exposure to interest rate risk is limited at present as the Company's assets and liabilities are earning or incurring interest at market rates or where they are non-interest bearing or have fixed interest rates they have short terms to maturity.

Liquidity Risk
Liquidity risk is the risk that the Company is not able to meet its financial obligations as they become due. The Company manages its liquidity risk by continuously monitoring forecasted and actual cash flows, as well as anticipated investing and financing activities. As at June 30, 2018, all of the Company's liabilities are short-term and due on demand. At June 30, 2018, the Company had working capital of $152,453 (September 30, 2017 - $87,296).

8. SUBSEQUENT EVENTS

On November 13, 2018, the Company filed a prospectus (the "Prospectus") in respect of an initial public offering (the "Offering") of the Company's common shares. The Company has agreed to offer 2,500,000 common shares of the Company at a price of $0.10 per share for gross proceeds of $250,000. In connection with the financing, the Company entered into an Agency Agreement with Canaccord Genuity Corp. (the "Agent"). The Company will pay the Agent a cash commission of 10% of the gross proceeds of the Offering and will pay an administrative fee of $10,000 along with the Agent's reasonable expenses. In addition, the Company has agreed to grant non-transferable options to the Agent entitling the Agent to purchase up to the number of common shares equal to 10% of the number of common shares sold under the Offering at a price of $0.10 per share for a period of 24 months from the date on which the common shares of the Company are listed on the Exchange. As at June 30, 2018 the Company had incurred $15,000 in deferred financing costs related to the IPO.

CERTIFICATE OF THE CORPORATION

Date: November 13, 2018

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

"Konstantine Tsakumis"
Konstantine Tsakumis
Chief Executive Officer, President, Promoter and Director

"Robert McMorran"
Robert McMorran
CFO, Corporate Secretary and Director

ON BEHALF OF THE BOARD OF DIRECTORS

"Neil MacRae"
Neil MacRae
Director

"Mark Wright"
Mark Wright
Director

CERTIFICATE OF PROMOTERS

Dated: November 13, 2018

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

"Konstantine Tsakumis"
Konstantine Tsakumis
Chief Executive Officer, President, Promoter and Director

"Mark Wright"
Mark Wright
Director and Promoter

CERTIFICATE OF THE AGENT

Date: November 13, 2018

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

Canaccord Genuity Corp.

"Frank Sullivan"
Frank Sullivan
Vice President, Investment Banking