

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

September 3, 2019

E36 CAPITAL CORP.

(a capital pool company)

OFFERING: \$350,000 (3,500,000 COMMON SHARES)

Price: \$0.10 per Common Share

E36 Capital Corp. (the “**Corporation**”) hereby qualifies for distribution, through its agent, **Haywood Securities Inc.** (the “**Agent**”), on a commercially reasonable efforts basis, 3,500,000 common shares in the capital of the Corporation (each, a “**Common Share**”) for aggregate gross proceeds of \$350,000 (the “**Offering**”). The purpose of the Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the “**Exchange**”) and, in the case of a Non Arm’s Length Qualifying Transaction, as hereafter defined, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 - *Capital Pool Companies* (the “**CPC Policy**”).

The Corporation is a Capital Pool Company (“**CPC**”). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, 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”.

	Common Shares	Price to Public	Agent’s Commission ⁽¹⁾	Net Proceeds to the Corporation ⁽²⁾
Per Common Share	1	\$0.10	\$0.008	\$0.092
Total Offering	3,500,000	\$350,000	\$28,000	\$322,000

⁽¹⁾ A cash commission of 8.0% of the gross proceeds of the Offering (the “**Agent’s Commission**”) will be paid to the Agent upon Closing, as hereafter defined. The Corporation has also agreed to pay the Agent a corporate finance fee of \$8,000 plus GST (the “**Corporate Finance Fee**”) upon Closing. In addition, the Agent will be reimbursed by the Corporation for its reasonable expenses and legal fees, estimated at \$12,500, plus taxes and disbursements, towards which a \$10,000 retainer has been paid. The Agent will also be granted the Agent’s Warrants, as hereafter defined. The Agent’s Warrants will be exercisable for a period of 24 months from the Listing Date, as hereafter defined. The Agent’s Warrants are qualified for distribution under this prospectus. See “Plan of Distribution - Agency Agreement and Agent’s Compensation”.

⁽²⁾ After payment of the Agent’s Commission and before deducting the costs of the Offering, estimated at \$70,200, which include: legal and audit fees; the Corporate Finance Fee; the Agent’s fees and expenses; the listing fee payable to the Exchange; the filing fees payable to the Commissions, as hereinafter defined; and other expenses of the Corporation. See “Use of Proceeds”.

The Offering is made on a commercially reasonable efforts agency basis by the Agent and is subject to the completion of a minimum subscription of 3,500,000 Common Shares for gross proceeds to the Corporation of \$350,000. 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 an agency agreement between the Corporation and the Agent (the “**Agency Agreement**”). If the minimum subscription is not completed within 90 days of the issuance of a receipt for the final prospectus, or such other time as may be consented to by the Agent and Persons, as hereafter defined, who subscribed within that period and as approved by the regulatory authorities, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent and any sub-agents as directed by the Agent will be granted non-transferable warrants (the “**Agent’s Warrants**”) to purchase up to 280,000 Common Shares at a price of \$0.10 per Common Share for a period of 24 months from the Listing Date. The Agent’s Warrants are qualified for distribution under this prospectus. See “Plan of Distribution - Agency Agreement and Agent’s Compensation”.

This prospectus also qualifies certain stock options for distribution, which will be granted to directors and officers of the Corporation in connection with the Closing (the “**Directors’ and Officers’ Options**”). The Directors’ and Officers’ Options will entitle the holders to purchase an aggregate of 600,000 Common Shares at a price of \$0.10 per Common Share for a period of 10 years from the Listing Date. See “Options to Purchase Securities”.

Market for Securities

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent’s Warrants, 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 the preliminary prospectus was issued by the securities commission that is designated the principal regulator pursuant to National Policy 11-202 *Process for Prospectus Review in Multiple Jurisdictions* (“**NP 11-202**”), being July 15, 2019, 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 authority(ies) grants a discretionary order.

There is currently no market through which the Common Shares may be sold. The Corporation has applied to list the Common Shares on the Exchange. Listing will be subject to the Corporation fulfilling all of the listing 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. marketplace, or a marketplace outside Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

Risk Factors

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

Maximum Investment

The Agent conditionally offers these Common Shares on a commercially reasonable efforts basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under “Plan of Distribution” and subject to the approval of certain legal matters by Bennett Jones LLP, on behalf of the Corporation, and by Miller Thomson LLP, on behalf of the Agent. Pursuant to the CPC Policy (as defined herein), no purchaser of Common Shares is permitted to, directly or indirectly, purchase more than 2% of the total Common Shares offered under this prospectus, or 70,000 Common Shares (\$7,000). In addition, the maximum number of Common Shares that may, directly or indirectly, be purchased by that purchaser, together with any Associates or Affiliates

of that purchaser, is 4% of the total number of Common Shares offered under this prospectus, or 140,000 Common Shares (\$14,000). Subscriptions will be received subject to rejection or allotment, in whole or in part, and the right is reserved to close the subscription books at any time without notice. It is expected that one or more global certificates that represent the aggregate number of Common Shares subscribed for under this prospectus will be available for delivery at the Closing unless the Agent elects for delivery in non-certificated inventory form (“**NCI**”) through CDS Clearing and Depository Services Inc. (“**CDS**”) or its nominee. If delivered in NCI, purchasers of Common Shares will receive only a customer confirmation from the Agent as to the number of Common Shares subscribed for. Certificates representing the Common Shares in registered and definitive form will be issued in certain limited circumstances.

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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 September 3, 2019 between the Corporation and the Agent.

“Agent” means Haywood Securities Inc.

“Agent’s Commission” means the cash commission of \$28,000 payable by the Corporation to the Agent.

“Agent’s Warrants” means the non-transferable warrants to be granted by the Corporation to the Agent, and any sub-agents as directed by the Agent, entitling the holders to purchase up to 280,000 Common Shares at a price of \$0.10 per Common Share for a period of 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 a contractual relationship with the Issuer to provide financing sponsorship and other advisory services.

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

- (a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;
- (b) identifies the parties to the Qualifying Transaction;
- (c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and
- (d) identifies the conditions to any further formal agreements to complete the transaction, and

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

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

- (a) an Issuer of which the Person or Company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to all outstanding voting securities of the Issuer;
 - (b) any partner of the Person or Company;
 - (c) any trust or estate in which the Person or Company has a substantial beneficial interest or in respect of which the Person or Company serves as trustee or in a similar capacity; and
 - (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 that Person or of that Person's 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.

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

"CEO" means Chief Executive Officer.

"CFO" means Chief Financial Officer.

"Closing" means the completion of the Offering.

"Commissions" means the British Columbia Securities Commission and the Alberta Securities Commission.

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

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

"Completion of the Qualifying Transaction" means the date the Final Exchange Bulletin is issued by the Exchange.

"Control Person" means any Person or Company 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 E36 Capital Corp., a corporation incorporated under the *Business Corporations Act* (British Columbia), having its head office in the City of Vancouver in the Province of British Columbia.

“CPC” means a company:

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

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

“Directors’ and Officers’ Options” mean options to be granted at the Closing to certain directors and officers of the Corporation effective as of the Listing Date, which will entitle the holders to purchase an aggregate of 600,000 Common Shares at a price of \$0.10 per Common Share for a period of ten years from the Listing Date.

“Escrow Agent” means Odyssey Trust Company, a trust corporation having an office in the City of Vancouver in the Province of British Columbia.

“Escrow Agreement” means the escrow agreement dated July 8, 2019 among the Corporation, the Escrow Agent and the founding shareholders of the Corporation.

“Exchange” means the TSX Venture Exchange Inc.

“Final Exchange Bulletin” means the Exchange bulletin issued following closing of the Qualifying Transaction and the submission of all required documentation 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.

“initial public offering” or **“IPO”** means a transaction that involves an Issuer issuing securities from its treasury pursuant to its first prospectus.

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

- (a) a director or senior officer of the Issuer;
- (b) a director or senior officer of a Company that is an Insider or subsidiary of the Issuer;
- (c) a Person that beneficially owns or controls, directly or indirectly, voting 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” means the date that the Common Shares are first 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.

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

"NEX" refers to the board of TSX Venture Exchange Inc. known as "NEX";

"Non Arm's Length Party" means: (a) 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; and (b) in relation to an individual, any Associate of the individual or any Company of which the individual is a Promoter, officer, director, Insider or Control Person.

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

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

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

"Person" means a Company or individual.

"Principal" means:

- (a) a Person or Company who acted as a Promoter of the Issuer within two years or their respective Associates or Affiliates, before the IPO prospectus or Final Exchange Bulletin;
- (b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;
- (c) a "20% holder" – a Person that holds securities carrying more than 20% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions; or
- (d) a "10% holder" – a Person that:

- (i) holds securities carrying more than 10% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and
- (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Issuer or any of its material operating subsidiaries.

In calculating these percentages, securities that may be issued to the holder under outstanding convertible securities are included 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, securities of the entity that may be issued to the Principals under outstanding convertible securities are included 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.

"Private Placement" means the private placement offering of 300,000 Common Shares at a price of \$0.10 per Common Share which closed on May 8, 2019.

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

"Pro Group" means:

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

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

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

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

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

“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.

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

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

“Subsequent Private Placement” means the private placement offering of 75,000 Common Shares at a price of \$0.10 per Common Share which closed on June 21, 2019.

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

“Transfer Agent” means Odyssey Trust Company, a trust corporation having an office in the City of Vancouver in the Province of British Columbia.

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

PROSPECTUS SUMMARY

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

The Corporation: E36 Capital Corp.

Business of the Corporation: The Corporation is a CPC. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. The Corporation has commenced the process of identifying potential acquisitions. To date, the Corporation has not yet identified a Company or assets for a potential Qualifying Transaction. Furthermore, the Corporation has not entered into an Agreement in Principle. See "Business of the Corporation - Proposed Operations until Completion of a Qualifying Transaction".

Offering: A total of 3,500,000 Common Shares are being offered and qualified under this prospectus at a price of \$0.10 per Common Share. In addition, the Corporation will grant to the Agent and any sub-agents as directed by the Agent, the Agent's Warrants to purchase up to 280,000 Common Shares at a price of \$0.10 per Common Share, such Agent's Warrants exercisable for a period of 24 months from the day the Common Shares are listed on the Exchange. The Agent's Warrants are qualified for distribution under this prospectus. This prospectus also qualifies for distribution the Directors' and Officers' Options to be granted at the Closing which will entitle the holders to purchase an aggregate of 600,000 Common Shares at a price of \$0.10 per Common Share for a period of ten years from the Listing Date. See "Plan of Distribution" and "Options to Purchase Securities".

Use of Proceeds: The total net proceeds to the Corporation, accounting for total cash proceeds raised prior to the Offering and total proceeds of the Offering net of all Offering expenses, will be approximately \$427,300. The Corporation estimates incurring general and administrative costs until the Completion of the Qualifying Transaction of approximately \$70,000 which will reduce the total net funds available for pursuing a Qualifying Transaction to \$357,300. The net funds available will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction, and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or \$210,000 may be used for purposes other than evaluating businesses or assets. See "Use of Proceeds".

Directors and Management: Kevin Ma – CEO, Promoter and Director

Alex Tong – CFO, Secretary, Promoter and Director

Manroop (Manny) Padda – Director

Angela Blake – Director

Escrow Securities: 2,200,000 Common Shares issued at \$0.05 per Common Share and 125,000 Common Shares issued at \$0.10 per Common Share have been deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See “Escrowed Securities”.

Risk Factors: Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation’s business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable for investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment (based on the gross proceeds from this and prior issuances without deduction of selling and related expenses) per Common Share of \$0.0181 or 18.1%. There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction. Adverse tax consequences will arise with respect to any Common Shares held in RRSPs, RRIFs, TFSA’s or other deferred plans if the Corporation does not list the Common Shares on the Exchange prior to the time of Closing in the manner contemplated under “Eligibility for Investment”.

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 judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada against such Persons or Companies. See “Business of the Corporation”, “Directors, Officers and Promoters - Conflicts of Interest”, “Capitalization”, “Dilution”, “Eligibility for Investment” and “Risk Factors”.

THE CORPORATION

The Corporation was incorporated on March 6, 2019, as evidenced by a Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia), under the name “E36 Capital Corp.”

The registered and records office of the Corporation is located at 25th Floor, 666 Burrard Street, Vancouver, BC V6C 2X8. The head office of the Corporation is located at 488-1090 West Georgia Street, Vancouver, BC V6E 3V7.

BUSINESS OF THE CORPORATION

As of the date hereof, the Corporation has incurred preliminary expenses in the amount of approximately \$5,000. Certain of the Offering proceeds will be used to satisfy the obligations of the Corporation related to the Offering, including the expenses of its audit and legal fees, the fees of the Exchange, the Agent's Commission, the Corporate Finance Fee, Agent's fees and expenses, and the fees of applicable securities regulatory authorities. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and, in the case of a Non Arm's Length Qualifying Transaction, the transaction will also be subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests. The Corporation currently intends to primarily pursue a Qualifying Transaction in the natural resource or technology sectors but there is no assurance that either of these will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following the Completion of the Qualifying Transaction.

Until Completion of the 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, the Corporation may raise additional funds in order to finance a Qualifying Transaction Except as described under "Use of Proceeds - Private Placements for Cash" and "Use of Proceeds - Restrictions on Use of Proceeds", the funds raised pursuant to the Offering and any subsequent financing will be utilized only for the identification and evaluation of a potential Qualifying Transaction and not for any deposit, loan or direct investment in or to a potential Target Company..

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

Method of Financing

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

Criteria for a Qualifying Transaction

The Corporation will consider acquisitions of assets or businesses operated or located both inside and outside of Canada, as permitted by the CPC Policy. All potential acquisitions will be screened initially by management of the Corporation to determine their economic viability. Approval of acquisitions will be made by the Board, which will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of the Board. The Board 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 the 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 Common Shares until the filing requirements of the Exchange have been satisfied as set forth under "Business of the Corporation - Trading Halts, Suspensions

and Delisting". Within 75 days after issuance of such news release, the Corporation is 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 or Form 3B2, as the case may be, of the Exchange. 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, and who will be required to submit to the Exchange a Sponsor Report prepared in accordance with the policies of the Exchange. The Corporation will no longer be considered to be a CPC upon the Exchange having issued the Final Exchange Bulletin. The Exchange will generally not issue the Final Exchange Bulletin until the Exchange has received:

- (a) in the case of a Non Arm's Length Qualifying Transaction, confirmation of Majority of the Minority Approval of the Qualifying Transaction;
- (b) confirmation of closing of the Qualifying Transaction; and
- (c) all post-meeting or final documentation, as applicable, otherwise required to be filed with the Exchange pursuant to the CPC Policy.

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

Initial Listing Requirements

The Resulting Issuer must satisfy the 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, Suspensions 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 may include 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 Corporation fails to file post-meeting or final documents, as applicable, within the time required. A trading halt may also be imposed if a Sponsor terminates its sponsorship.

The Exchange may suspend from trading or delist the Common Shares where the Exchange has not issued a Final Exchange Bulletin to the Corporation within 24 months of the Listing Date. In the event that the Common Shares 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 "Business of the Corporation - Filings and Shareholder Approval of the Qualifying Transaction".

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

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

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

Refusal of Qualifying Transaction

The 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 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

Gross Proceeds

The gross proceeds received by the Corporation from the sale of Common Shares prior to the date of this prospectus was \$147,500. The gross proceeds to be received by the Corporation from the sale of the Common Shares offered by this prospectus will be \$350,000. From the gross proceeds of \$350,000 will be deducted the expenses and costs of the Offering, including: (i) legal, accounting, audit, printing and regulatory fees, and (ii) the Agent's Commission, the Corporate Finance Fee and Agent's fees and expenses, estimated in the aggregate to be approximately \$70,200. The Corporation estimates that \$427,300 will be available to the Corporation from the sale of Common Shares distributed by this prospectus and prior sales of Common Shares.

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

Item	Total Offering
Gross cash proceeds raised prior to the Offering (Seed Shares) ⁽¹⁾	\$110,000
Gross cash proceeds raised prior to the Offering (Private Placement) ⁽¹⁾	\$30,000
Gross cash proceeds raised prior to the Offering (Subsequent Private Placement) ⁽¹⁾	\$7,500
Expenses and costs relating to raising Seed Share, Private Placement and Subsequent Private Placement proceeds ⁽²⁾	-
Gross cash proceeds to be raised pursuant to the Offering	\$350,000
Estimated expenses and costs relating to the Offering ⁽³⁾	(\$70,200)
Estimated funds available on completion of the Offering⁽⁴⁾	\$427,300
Estimated general and administrative expenses until Completion of a Qualifying Transaction	\$70,000
Funds available for identifying and evaluating assets or business prospects ⁽⁴⁾⁽⁵⁾	\$357,300
Total Net Proceeds	\$427,300

⁽¹⁾ See "Prior Sales".

⁽²⁾ No issue costs have been allocated towards the issuance of the Seed Shares, Private Placement and Subsequent Private Placement.

⁽³⁾ Includes listing and filing fees, legal fees, Agent's Commission, Corporate Finance Fee, Agent's fees and expenses, the Corporation's legal fees, audit fees and other expenses.

⁽⁴⁾ In the event the Agent exercises the Agent's Warrants, there will be available to the Corporation a maximum of an additional \$28,000, which will be added to the working capital of the Corporation. In the event that any portion of the Directors' and Officers' Options are exercised, there will be available to the Corporation a maximum of an additional

\$60,000, which will be added to the working capital of the Corporation. There is no assurance that any of these warrants or options will be exercised.

- (5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire \$357,300 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

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

Permitted Use of Funds

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

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

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

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

Restrictions on Use of Proceeds

Until Completion of the Qualifying Transaction, not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Corporation or \$210,000, will be used for purposes other than those described above. For greater certainty, expenditures which are not included as "Permitted Use of Funds", as 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), including 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 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 such 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 a private placement to Non Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non Arm's Length Parties

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

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

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

Notwithstanding the above, the 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), 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 as described in "Use of Proceeds - Permitted Use of Funds".

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public 3,500,000 Common Shares as provided in this prospectus, at a price of \$0.10 per Common Share, for aggregate gross proceeds of \$350,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive the Agent's Commission of \$28,000 on Closing. In addition, the Corporation will pay the Agent the Corporate Finance Fee of \$8,000, plus GST, and will reimburse the Agent for all reasonable expenses incurred in connection with the Offering, including legal fees, estimated to be \$12,500 plus taxes and disbursements, towards which a retainer of \$10,000 has been paid.

The Corporation has also agreed to grant to the Agent, and any sub-agents as directed by the Agent, non-transferable Agent's Warrants which will entitle the holder(s) to purchase up to an aggregate of 280,000 Common Shares at a price of \$0.10 per Common Share for a period of 24 months from the Listing Date. The Agent's Warrants are qualified under this prospectus for distribution. Not more than 50% of the aggregate number of Common Shares which may be acquired on the exercise of the Agent's Warrants 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 the Agent's discretion on the basis of its assessment of the state of financial markets or on the occurrence of certain other events as stated in the Agency Agreement.

Pursuant to the terms of the Agency Agreement, the Corporation has granted a right of first refusal to the Agent (the "**Right of First Refusal**"), pursuant to which the Agent will have the first right to act as fiscal advisor, Sponsor and/or lead agent or lead underwriter with a minimum of 65% syndicate participation in any transaction, whether debt or equity, required by the Corporation involving an agent or underwriter of a private or public offering for a period commencing on the Closing until the later of:

- (a) the day which falls 24 months from the Closing; and
- (b) the date of the closing of the Qualifying Transaction.

During the term of the Right of First Refusal, the Corporation will deliver to the Agent written notice of the terms of any proposed financing or proposed engagement by another dealer. The Agent will have 10 days to deliver an engagement agreement or will be deemed to have waived its right.

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering is for 3,500,000 Common Shares at a price of \$0.10 per Common Share, for total gross proceeds of \$350,000. Under the CPC Policy, no purchaser of Common Shares is permitted to, directly or indirectly, purchase more than 2% of the total Common Shares sold under the Offering, or 70,000 Common Shares (\$7,000). In addition, the maximum number of Common Shares that may, directly or indirectly, be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares sold under the Offering, or 140,000 Common Shares (\$14,000). The funds received from the Offering will be deposited with the Agent and will not be released until aggregate proceeds of \$350,000 have been deposited. The total subscription must be raised within 90 days of the date a receipt for the final prospectus is issued, or such other time as may be consented to by the Agent and Persons or Companies who subscribed within that period and as approved by the regulatory authorities, failing which the Agent will remit the funds collected to the original subscribers, without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities Being Distributed

The Corporation also proposes to grant the Directors' and Officers' Options at the Closing in accordance with the policies of the Exchange, which are qualified for distribution under this prospectus. The Directors' and Officers' Options will entitle the holders to purchase an aggregate of 600,000 Common Shares at a price of \$0.10 per Common Share for a period of ten years from the Listing Date. See "Plan of Distribution" and "Options to Purchase Securities".

Determination of Price

The offering price of the Common Shares hereunder was determined by negotiation between the Corporation and the Agent.

Listing Application

The Corporation has applied to list the Common Shares on the Exchange. Listing is subject to the Corporation fulfilling all of the listing 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. marketplace, or a marketplace outside Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

Subscriptions by and Restrictions on the Agent

All subscriptions by any member of the Aggregate Pro Group are subject to 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 the Offering; and (ii) together with any Associates or Affiliates, purchase more than 4% of the total Common Shares offered under the 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 cannot exceed 20% of the issued and outstanding Common Shares, 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.

Restrictions on Trading

Other than the initial public offering of the Common Shares pursuant to this prospectus, and the grant of the Agent's Warrants and the Directors' and Officers' Options, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to MI 11-202, being July 15, 2019, and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation, or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SECURITIES DISTRIBUTED

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without par value. As of the date hereof, 2,575,000 Common Shares are issued and outstanding as fully paid and non-assessable, 3,500,000 Common Shares are reserved for issuance under this prospectus, 280,000 Common Shares are reserved for issuance pursuant to the Agent's Warrants and 600,000 Common Shares are reserved for issuance pursuant to the Directors' and Officers' Options to be granted at the Closing. See "Plan of Distribution".

The holders of Common Shares are entitled to dividends, if, as and when declared by the Board, entitled to one vote per share at meetings of the shareholders of the Corporation and, upon dissolution, entitled 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 the Closing will be fully paid and non-assessable.

CAPITALIZATION

Designation of Security	Amount Authorized	Amount Outstanding as of June 30, 2019 ⁽¹⁾	Amount Outstanding as of the Date Hereof ⁽¹⁾	Amount Outstanding After Giving Effect to the Offering ⁽²⁾⁽³⁾
Common Shares	Unlimited	\$147,500 (2,575,000 Common Shares)	\$147,500 (2,575,000 Common Shares)	\$497,500 (6,075,000 Common Shares)

⁽¹⁾ As at June 30, 2019 and as of the date hereof, the Corporation had not commenced commercial operations.

⁽²⁾ The Corporation has reserved a maximum of 280,000 Common Shares that may be issued at \$0.10 per Common Share on exercise of the Agent's Warrants and 600,000 Common Shares that may be issued at \$0.10 per Common Share on exercise of the Directors' and Officers' Options to be granted at the Closing. See "Plan of Distribution" and "Options to Purchase Securities". The amounts shown in the table do not include the Agent's Warrants or the Directors' and Officers' Options.

⁽³⁾ Based on the gross proceeds of the Offering of \$350,000 and before deducting the estimated costs of the Offering of \$70,200.

OPTIONS TO PURCHASE SECURITIES

Incentive Stock Options

The 600,000 Directors' and Officers' Options to be granted at Closing to certain directors and officers of the Corporation are qualified for distribution pursuant to this prospectus.

The Corporation has adopted a stock option plan pursuant to which the Board may, from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, officers, and technical consultants to the Corporation non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares and may not be exercisable for more than 10 years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding Common Shares. Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee’s position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the earlier expiry of such option. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See “Escrowed Securities”.

The Directors’ and Officers’ Options will be granted at the Closing effective as of the Listing Date, are qualified for distribution pursuant to this prospectus, and are expected to be allocated on the following basis:

Optionee	Number of Common Shares Reserved	Exercise Price	Expiry Date
Manroop Padda	200,000	\$0.10	10 years from the Listing Date
Kevin Ma	200,000	\$0.10	10 years from the Listing Date
Alex Tong	200,000	\$0.10	10 years from the Listing Date
Total	600,000	\$0.10	

PRIOR SALES

Since the date of incorporation of the Corporation, 2,575,000 Common Shares have been issued as follows:

Date	Number of Common Shares	Issue Price Per Share	Aggregate Issue Price	Consideration Received
March 6, 2019	1 ⁽¹⁾	\$0.01	\$0.01	Cash
May 6, 2019	2,200,000 ⁽²⁾	\$0.05	\$110,000	Cash
May 8, 2019	300,000 ⁽³⁾	\$0.10	\$30,000	Cash
June 21, 2019	75,000 ⁽²⁾	\$0.10	\$7,500	Cash

⁽¹⁾ Incorporator’s Common Share. This Common Share was repurchased for \$0.01, cancelled, and the sum of \$0.01 was deducted from the stated capital account of the Corporation.

⁽²⁾ These Common Shares will be held in escrow. See “Escrowed Securities”.

⁽³⁾ 50,000 of these Common Shares will be held in escrow as a result of being purchased by 1196516 BC Ltd., a holding company controlled by Kevin Ma.

ESCROWED SECURITIES

All of the Common Shares issued prior to the Offering at a price below \$0.10, all Common Shares acquired from treasury of the Corporation by Non Arm’s Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction, and all Common Shares acquired by members of the Aggregate Pro Group prior to the Offering will be deposited with the Escrow Agent under the Escrow Agreement.

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

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

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

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

Name and Residence of Shareholder	Common Shares Held	Number of Common Shares Held in Escrow	Percentage of Common Shares Prior to Giving Effect to the Offering	Percentage of Common Shares After Giving Effect to the Offering ⁽¹⁾
Trent Mell <i>Toronto, ON</i>	200,000	200,000	7.8	3.3
Manroop Padda ⁽²⁾ <i>Burnaby, BC</i>	900,000	900,000	35.0	14.8
Kevin Ma ⁽³⁾ <i>Vancouver, BC</i>	700,000	700,000	27.2	11.5
Alex Tong ⁽⁴⁾ <i>Burnaby, BC</i>	200,000	200,000	7.8	3.3
Simon Fung <i>Vancouver, BC</i>	250,000	250,000	9.7	4.1
Angela Blake ⁽⁵⁾ <i>Vancouver, BC</i>	75,000	75,000	2.9	1.2
Total	2,325,000	2,325,000	90.3	38.3

⁽¹⁾ Assuming no Common Shares are purchased by these Persons under the Offering and assuming no exercise of the Agent’s Warrants or the Directors’ and Officers’ Options.

⁽²⁾ These Common Shares are registered in the name of New Avenue Capital Inc., a company controlled by Manroop Padda.

⁽³⁾ These Common Shares are registered in the name of 1196516 BC Ltd., a company controlled by Kevin Ma.

⁽⁴⁾ These Common Shares are registered in the name of Northhouse Capital Corp., a company controlled by Alex Tong.

⁽⁵⁾ These Common Shares are registered in the name of AB Law Corporation Services Ltd., a company controlled by Angela Blake.

Where the Common Shares which are required to be held in escrow are held by a non-individual (a “**holding company**”), each holding company, pursuant to the Escrow Agreement, has agreed, or will agree, not to carry out any transactions during the currency of the Escrow Agreement which would result in a change of control of the holding company, without the consent of the 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 the Escrow Agent to immediately:

- (a) cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares; or
- (b) if the Corporation lists on NEX, either:
 - (i) cancel all Seed Shares purchased by Non Arm's Length Parties to the Corporation at a discount from the IPO price, in accordance with section 11.2(a) of the CPC Policy, or
 - (ii) subject to majority shareholder approval, cancel an amount of the Seed Shares purchased by Non Arm's Length Parties to the Corporation so that the average cost of the remaining Seed Shares is at least equal to the IPO price.

Escrowed Securities on Qualifying Transaction

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

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the time period for release of securities from escrow. In the case of a Resulting Issuer that will be a Tier 2 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities being releasable every 6 months thereafter until the date which is 36 months after the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 issuer subject to a Surplus Security Escrow Agreement, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a 3 year escrow release mechanism with 5% of the escrowed securities releasable at the time of the Final Exchange Bulletin, 5% on the date which is 6 months after the Final Exchange Bulletin, 10% on each of the dates which are 12 and 18 months after the Final Exchange Bulletin, 15% on each of the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin.

In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18 month escrow release mechanism with 25% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 25% of the escrowed securities being releasable every 6 months thereafter. In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final

Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for 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 directly own 10% or more of the issued and outstanding Common Shares as at the date hereof:

Name and Municipality of Residence of Shareholder	Type of Ownership	Common Shares	Percentage of Common Shares Prior to Giving Effect to the Offering	Percentage of Common Shares After Giving Effect to the Offering ⁽¹⁾
Manroop Padda ⁽²⁾ , <i>Burnaby, BC</i>	Indirect	900,000	35.0	14.8
Kevin Ma ⁽³⁾ , <i>Vancouver, BC</i>	Indirect	700,000	27.2	11.5
Total		1,600,000	62.1	26.3

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

⁽²⁾ The Common Shares of Manroop Padda are held indirectly through New Avenue Capital Inc., a company controlled by Mr. Padda.

⁽³⁾ The Common Shares of Kevin Ma are held indirectly through 1196516 B.C. Ltd., a company controlled by Mr. Ma.

DIRECTORS, OFFICERS AND PROMOTERS

The following are the names and municipalities of residence of the directors, officers and Promoters of the Corporation, their positions and offices with the Corporation and their principal occupations during the last five years:

Name, Age and Residence	Occupation and Educational Experience	Position with Corporation	Securities Held
<p>Manroop (Manny) Padda <i>Burnaby, BC</i></p> <p>Age: 36</p>	<p>Mr. Padda's principal occupation is Managing Director of New Avenue Capital, a private early-stage investment firm he founded in July 2010. He is also the Managing Director of PM Search Partners, a private executive search company specializing in the recruitment of directors and executives, that he founded in January 2010, and has been a director and the CEO and CFO of RiseTech Capital Corp., a CPC, since February 2018.</p> <p>Mr. Padda holds an MBA from Queen's University and a Bachelor of Business Administration (Honours) from Simon Fraser University, and is a graduate of Harvard Business School's Private Equity and Venture Capital Program.</p>	<p>Director since March 6, 2019</p> <p>Member and Chair of Audit Committee</p>	<p>900,000 Common Shares⁽¹⁾</p>
<p>Kevin Ma <i>Vancouver, BC</i></p> <p>Age: 40</p>	<p>Mr. Ma is a principal of Calibre Capital Corp., a private capital firm he co-founded with Alex Tong in August 2018, and a principal of Skanderbeg Financial Advisory Inc., a private capital firm he co-founded, since October 2015. Mr. Ma has extensive experience as a director and officer of public companies, including serving as CFO of Kenadyr Mining (Holdings) Corp. (TSXV: KEN), a mineral exploration company, since March 2017, CFO of Chakana Copper Corp. (TSXV: PERU) since March 2018, director of Carl Data Solutions Inc. (CSE: CRL), a software development company, since October 2015, director of Molori Energy Inc. (TSXV: MOL), an oil and gas production company, since April 2016, and CFO of Netcoins Holdings Inc. (CSE: NETC), a software development company, since March 2018. He was previously CFO of First Cobalt Corp. (TSXV: FCC), a Canadian-based cobalt company, from December 2016 to October 2018, and former CFO of Gatekeeper Systems Inc. (TSXV: GSI), a software development company, from October 2013 to September 2015.</p> <p>Mr. Ma holds a Chartered Accountant designation from the Chartered Professional Accountants of Canada, and a Diploma in Accounting and Bachelor of Arts Degree from the University of British Columbia.</p>	<p>CEO, Director and Promoter since March 6, 2019</p> <p>Member of Audit Committee</p>	<p>700,000 Common Shares⁽²⁾</p>

Name, Age and Residence	Occupation and Educational Experience	Position with Corporation	Securities Held
<p>Alex Tong <i>Burnaby, BC</i></p> <p>Age: 40</p>	<p>Mr. Tong is a principal of Calibre Capital Corp., a private capital firm he co-founded with Kevin Ma in August 2018. Previously he was the Director of Finance of Lucara Diamond Corp. (TSX: LUC), a diamond exploration and mining company, from February 2014 to August 2018, and Corporate Controller of Novagold Inc. (TSX: NG), a precious metals exploration and mining company, from April 2010 to November 2013. He has also been a director of Netcoins Holdings Inc. (CSE: NETC), a software development company, since August 2018.</p> <p>Mr. Tong holds a Chartered Accountant designation from the Chartered Professional Accountants of Canada, and Bachelor of Business Administration Degree from Simon Fraser University.</p>	<p>CFO, Director and Promoter since March 6, 2019</p> <p>Secretary since June 6, 2019</p>	<p>200,000 Common Shares⁽³⁾</p>
<p>Angela Blake <i>Vancouver, BC</i></p> <p>Age: 40</p>	<p>Ms. Blake has been a Partner at Bennett Jones LLP, an internationally recognized Canadian law firm, since October 2018, where she specializes in corporate finance and mergers and acquisitions for publicly traded companies. Previously she was employed at Clark Wilson LLP as an Associate from September 2008 to December 2013 and as a Partner from January 2014 to October 2018.</p>	<p>Director since June 21, 2019</p> <p>Member of Audit Committee</p>	<p>75,000 Common Shares⁽⁴⁾</p>

⁽¹⁾ The Common Shares of Manroop Padda are held indirectly through New Avenue Capital Inc., a company controlled by Mr. Padda.

⁽²⁾ The Common Shares of Kevin Ma are held indirectly through 1196516 B.C. Ltd., a company controlled by Mr. Ma.

⁽³⁾ The Common Shares of Alex Tong are held indirectly through Northhouse Capital Corp., a company controlled by Mr. Tong.

⁽⁴⁾ The Common Shares of Angela Blake are held indirectly through AB Law Corporation Services Ltd., a company controlled by Ms. Blake.

Each of the directors currently has employment outside of the Corporation, but has agreed to devote as much of his or her time to the business and affairs of the Corporation as necessary to complete the Corporation's Qualifying Transaction, and to continue to oversee the operations of the Corporation.

Other Corporate Information

Pursuant to the provisions of the *Business Corporations 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 Corporation's external audit, and to resolve any potential dispute with the Corporation's auditor. The audit committee of the Corporation currently consists of Manroop Padda, Kevin Ma and Angela Blake.

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

Prior to the Offering, the directors, officers and Promoters of the Corporation beneficially own, directly or indirectly, or have control or direction over, an aggregate of 1,875,000 Common Shares (72.8%). Upon Closing, the

directors, officers and Promoters of the Corporation will own 30.9% of the issued and outstanding Common Shares. See “Principal Shareholders”.

Kevin Ma, the CEO, director and a Promoter of the Corporation, beneficially owns 700,000 Common Shares (27.2%) and is expected to beneficially own 700,000 Common Shares (11.5%) upon completion of the Offering. Alex Tong, the CFO, Secretary, director and a Promoter of the Corporation, beneficially owns 200,000 Common Shares (7.8%) and is expected to beneficially own 200,000 Common Shares (3.3%) upon completion of the Offering. Manroop Padda, a director of the Corporation, beneficially owns 900,000 Common Shares (35.0%) and is expected to beneficially own 900,000 Common Shares (14.8%) upon completion of the Offering. Angela Blake, a director of the Corporation, beneficially owns 75,000 Common Shares (2.9%) and is expected to beneficially own 75,000 Common Shares (1.2%) upon completion of the Offering.

Other Reporting Issuer Experience

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

Name of Director, Officer or Promoter	Name of Reporting Issuer	Market	Position	Term From – To
Manroop Padda	RiseTech Capital Corp.	(1)	Director, CEO and CFO	February 2018 to Present
Kevin Ma	Agility Health, Inc.	(1)	Interim CFO	June 2016 to July 2016
	BIG Blockchain Intelligence Group Inc.	(2)	CFO	July 2016 to November 2017
		(2)	Director	August 2017 to November 2017
	Carl Data Solutions Inc.	(2)	CFO	October 2015 to Present
		(2)	Director	June 2017 to Present
	Chakana Copper Corp. (formerly, Remo Resources Inc.)	(1)	CFO	January 2018 to Present
	First Cobalt Corp.	(1)	CFO	January 2017 to October 2018
		(1)	Director	December 2016 to October 2018
		(1)	Interim CEO	January 2017 to March 2017
	Gatekeeper Systems Inc.	(1)	CFO	October 2013 to September 2015
	Nabis Holdings Inc.	(2)	Interim CEO	June 2018 to November 2018
		(2)	Director	January 2018 to Present
	Kenadyr Mining (Holdings) Corp.	(1)	CFO and Corporate Secretary	March 2017 to Present
	Molori Energy Inc.	(1)	Director	April 2016 to Present

Name of Director, Officer or Promoter	Name of Reporting Issuer	Market	Position	Term From – To
	Netcoins Holdings Inc.	(2)	Director	August 2018 to Present
		(2)	CFO	January 2018 to Present
	StartMonday Technology Corp.	(2)	Director	September 2016 to May 2017
Alex Tong	Netcoins Holdings Inc.	(2)	Director	August 2018 to Present

(1) TSX Venture Exchange

(2) Canadian Securities Exchange

Corporate Cease Trade Orders or Bankruptcies

No director, officer, Insider or Promoter, or shareholder holding a sufficient number of securities to affect materially the control of the Corporation, is, or within ten years before the date of this prospectus, has been, a director, officer, Insider or Promoter of any other issuer that, while that Person was acting in that capacity: (a) was the subject of a cease trade or similar order, or an order that denied such issuer access to any statutory exemptions for a period of more than 30 consecutive days; (b) became bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency; (c) was subject to or instituted any proceedings, arrangement or compromise with creditors; or (d) had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

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

Personal Bankruptcies

No director, officer, Insider or Promoter of the Corporation, or shareholder of the Corporation holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such Persons, has, within the ten years before the date of this prospectus: (a) become bankrupt; (b) made a proposal under any legislation relating to bankruptcy or insolvency; (c) been subject to or has instituted any proceedings, arrangement or compromise with creditors; or (d) had a receiver, receiver manager or trustee appointed to hold such Person's assets.

Conflicts of Interest

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

Executive Compensation

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

- (a) remuneration, which includes but is not limited to:
 - (i) salaries,
 - (ii) consulting fees,
 - (iii) management contract fees or directors' fees,
 - (iv) finder's fees, or
 - (v) loans, advances or bonuses; or
- (b) deposits and similar payments.

Although 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**"), there have been no such reimbursements since incorporation. No reimbursement may be made for any payment made to lease or buy a vehicle.

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

The Corporation has adopted a stock option plan. The directors and officers of the Corporation will also be granted the Directors' and Officers' Options. See "Options to Purchase Securities" for further particulars.

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of \$0.0181 per Common Share or 18.1% on the basis of there being 6,075,000 Common Shares issued and outstanding following completion of the Offering. Dilution has been computed on the basis of total gross proceeds to be raised under this prospectus and from sales of Common Shares prior to the filing of this prospectus, without deduction of commissions or related expenses incurred by the Corporation, as set forth below:

Item	Total Offering (\$)
Gross proceeds of prior issuances of Common Shares	147,500
Gross proceeds of the Offering	350,000
Total gross proceeds after the Offering	497,500
Offering price per Common Share	0.10
Proceeds per Common Share after the Offering	0.0819
Dilution per Common Share to subscriber	0.0181
Percentage of dilution in relation to Offering price	18.1%

ELIGIBILITY FOR INVESTMENT

In the opinion of Bennett Jones LLP, counsel to the Corporation, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the “**Tax Act**”) in force on the date hereof and any proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, the Common Shares will, at a particular time, be a “qualified investment” under the Tax Act for a trust governed by a registered retirement savings plan (“**RRSP**”), registered retirement income fund (“**RRIF**”), registered education savings plan (“**RESP**”), registered disability savings plan (“**RDSP**”) or tax-free savings account (“**TFSA**”) (collectively, “**Registered Plans**”) or a trust governed by a deferred profit sharing plan provided that at such particular time, (i) the Common Shares are listed on a “designated stock exchange” for purposes of the Tax Act (which includes the Exchange), or (ii) the Corporation qualifies as a “public corporation” for purposes of the Tax Act.

The Common Shares are not currently listed on a “designated stock exchange” and the Corporation is not currently a “public corporation”, as those terms are defined in the Tax Act. The Corporation has applied to the Exchange to have the Common Shares listed on the Exchange as of the day before the Closing, followed by an immediate halt in trading of the Common Shares in order to allow the Corporation to satisfy the conditions of the Exchange and to have the Common Shares listed and posted for trading prior to the issuance of the Common Shares on the Closing. The Corporation must rely on the Exchange to list the Common Shares on the Exchange and to have them posted for trading prior to the issuance of the Common Shares on the Closing and to otherwise proceed in such manner as may be required to result in the Common Shares being listed on the Exchange at the time of their issuance on Closing. If the Common Shares are not listed on the Exchange at the time of their issuance on the Closing and the Corporation is not a “public corporation” at that time, the Common Shares may not be qualified investments for a Registered Plan at that time.

Notwithstanding that the Common Shares may be qualified investments under the Tax Act for Registered Plans as described above, the holder of, or annuitant or subscriber under, a Registered Plan (the “**Controlling Individual**”) will be subject to a penalty tax in respect of the Common Shares held in a Registered Plan if such Common Shares are a “prohibited investment” for the particular Registered Plan. A Common Share generally will be a “prohibited investment” for a Registered Plan if the Controlling Individual does not deal at arm's length (within the meaning of the Tax Act) with the Company or the Controlling Individual has a “significant interest” (as defined in subsection 207.01(4) of the Tax Act) in the Company. Notwithstanding the foregoing, the Common Shares generally will not be a “prohibited investment” for a Registered Plan if the Common Shares are “excluded property” as defined in subsection 207.01(1) of the Tax Act for a Registered Plan. **Holders of a TFSA or RDSP, annuitants under an RRSP or RRIF, and subscribers of an RESP should consult their own tax advisors as to whether the Common Shares will be a “prohibited investment” in their particular circumstances.**

Purchasers who intend to hold Common Shares in a Registered Plan or a trust governed by a deferred profit sharing plan should consult their own tax advisors in regard to the application of the Tax Act in their particular circumstances.

RISK FACTORS

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

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

- (b) investment in the Common Shares offered by this prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development;
- (c) the directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See "Directors, Officers and Promoters - Conflicts of Interest";
- (d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of \$0.0181 per Common Share or 18.1%;
- (e) there can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell its Common Shares;
- (f) until Completion of the Qualifying Transaction, the 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 any Qualifying Transaction will be 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 a 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 their Common Shares;
- (k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction;
- (l) trading in the Common Shares may be halted from time to time, 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 Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the Listing Date;
- (n) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;

- (o) in the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service of notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business, and may find it difficult or impossible to enforce judgments obtained in Canadian courts against such Persons;
- (p) the Qualifying Transaction may be financed all or in part by the issuance of additional securities by the Corporation and this may result in further dilution to investors, which dilution may be significant and which may also result in a change of control of the Corporation;
- (q) subject to prior acceptance by the Exchange, the Corporation may be permitted to loan or advance up to an aggregate of \$250,000 of its proceeds to a Target Company without requiring shareholder approval, and there can be no assurance that the Corporation will be able to recover that loan; and
- (r) if the Corporation does not list the Common Shares on the Exchange prior to the time of Closing in the manner contemplated under “Eligibility for Investment”, adverse tax consequences will arise with respect to any Common Shares held in a Registered Plan.

As a result of these factors, the Offering is only suitable for 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 issuer” or “connected issuer” of the Agent for the purposes of National Instrument 33-105 – *Underwriting Conflicts*. The Agent was not involved in the decision by the Corporation to distribute Common Shares pursuant to the Offering, nor was the Offering requested or suggested to the Corporation by the Agent. The Agent, through its corporate finance department, was involved in the determination of the terms of the Offering in its capacity as agent for the sale of the Common Shares on a “commercially reasonable efforts” basis. The Agent does not, prior to completion of the Offering, own directly or indirectly, any securities of the Corporation and the only proceeds of the Offering to be received by it in connection with the Offering are the Agent’s Commission, the Corporate Finance Fee and the Agent’s Warrants. See “Plan of Distribution”.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to the Offering will be passed upon by Bennett Jones LLP, on behalf of the Corporation and by Dale Matheson Carr-Hilton Labonte LLP, the auditor of the Corporation.

As of the date hereof, other than as disclosed herein with respect to Common Shares held by Angela Blake, a director of the Corporation who is a partner at Bennett Jones LLP: (a) no Person whose profession or business gives authority to a statement made by such Person and who is named in this prospectus has received or shall receive a direct or indirect interest in the property of the Corporation or any Associate or Affiliate of the Corporation; and b) as at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no 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 is expected to be elected, appointed or employed

as a director, senior officer or employee of the Corporation or of an Associate or Affiliate thereof, other than Ms. Blake.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is Dale Matheson Carr-Hilton Labonte LLP at its office in Vancouver, British Columbia.

Odyssey Trust Company, at its office in Vancouver, British Columbia, is the transfer agent and registrar for the Common Shares.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have all acquired Common Shares. Except as disclosed elsewhere herein, none of the directors, officers or principal shareholders of the Corporation, and no Associate or Affiliate of any of them, has or has had any material interest in any transaction that materially affects the Corporation. See "Options to Purchase Securities", "Escrowed Securities" and "Principal Shareholders".

MATERIAL CONTRACTS

The Corporation has not entered into any contracts material to investors within the two years prior to the date hereof, other than the:

1. Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated April 12, 2019 between the Corporation and the Transfer Agent;
2. Stock Option Plan adopted by the Board on June 4, 2019;
3. Escrow Agreement dated July 8, 2019 among the Corporation, the Escrow Agent and those shareholders that executed such agreement. See "Escrowed Securities"; and
4. Agency Agreement dated September 3, 2019 between the Corporation and the Agent. See "Plan of Distribution".

Copies of these agreements will be available for inspection at the registered office of the Corporation during ordinary business hours while the Common Shares offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

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

DIVIDEND POLICY

To date, the Corporation has not paid any dividends on its outstanding Common Shares. The future payment of dividends will be dependent upon the financial requirements of the Corporation to fund further growth, the financial condition of the Corporation, and other factors which the Board may consider from time to time. It is not contemplated that any dividends will be paid in the immediate or foreseeable future.

PROMOTER

Each of Alex Tong and Kevin Ma are considered to be Promoters of the Corporation in that they initiated the organizing of the Corporation. For information regarding the number of Common Shares held by Messrs. Ma and Tong, see “Prior Sales”, “Directors, Officers and Promoters” and “Escrowed Securities”.

PURCHASERS’ STATUTORY RIGHTS

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

E36 Capital Corp.
(A Capital Pool Corporation)

Financial Statements

(in Canadian Dollars)

For the period from the Date of Incorporation (March 6, 2019) to June 30, 2019



DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of E36 Capital Corp.

Opinion

We have audited the financial statements of E36 Capital Corp. (the "Company"), which comprise the statement of financial position as at June 30, 2019, and the statement of comprehensive loss, shareholders' equity and cash flows for the period from incorporation on March 6, 2019 to June 30, 2019, and notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2019, and its financial performance and its cash flows for the period from incorporation on March 6, 2019 to June 30, 2019 in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements, which indicates that the Company has incurred losses and negative operating cash flows since inception and the Company's ability to continue its operations is dependent on its ability to raise additional equity financing and to generate operational cash flow from operations. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is David J. Goertz.

DMCL

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

September 3, 2019

E36 Capital Corp.

Statement of Comprehensive Loss

(in Canadian Dollars)

For the period from the Date of Incorporation (March 6, 2019) to June 30, 2019

General and administrative expenses

Office expenses	\$	75
Professional fees		5,000
Total expenses		5,075
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Net loss and comprehensive loss	\$	(5,075)
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Basic and diluted loss per share	\$	(0.04)
<hr/>		
Weighted average number of shares outstanding		114,224
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The accompanying notes are an integral part of these financial statements.

E36 Capital Corp.

Statement of Shareholders' Equity

(in Canadian Dollars)

For the Period from the Date of Incorporation (March 6, 2019) to June 30, 2019

	Number of Shares	Share Capital	Deficit	Shareholders' Equity
Balance at March 6, 2019	-	\$ -	\$ -	\$ -
Share issuance	2,575,000	147,500	-	147,500
Net loss	-	-	(5,075)	(5,075)
Balance at June 30, 2019	2,575,000	\$ 147,500	\$ (5,075)	\$ 142,425

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

E36 Capital Corp.

Statement of Cash Flows

(in Canadian Dollars)

For the Period from the Date of Incorporation (March 6, 2019) to June 30, 2019

Cash provided by/(used in)

Operating activities

Net loss	\$	(5,075)
Changes in non-cash working capital		
Accrued liabilities		5,000
Deposit		(10,000)
		<hr/>
		(10,075)

Financing Activities

Share issuances		147,500
Net change in cash		147,500

Cash, beginning of period		-
Cash, end of period	\$	137,425

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

E36 Capital Corp.

Notes to the Financial Statements

For the Period from the Date of Incorporation (March 6, 2019) to June 30, 2019

(in Canadian Dollars)

1. INCORPORATION AND NATURE OF BUSINESS

E36 Capital Corp. (the “Corporation”) was incorporated under the Business Corporation Act (British Columbia) on March 6, 2019 and has applied to be classified as a Capital Pool Corporation (“CPC”) as defined in the Policy 2.4 of the TSX Venture Exchange (the “Exchange”). The Corporation’s continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders’ approval.

The Corporation’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm’s-length transaction, of the majority of the minority shareholders.

The registered office of the Corporation is located at Suite 488 – 1090 West Georgia Street, Vancouver, British Columbia V6E 3V7.

On September 3, 2019, the Board of Directors approved the financial statements for the period from the date of incorporation (March 6, 2019) to June 30, 2019.

There is no assurance that the Corporation will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or de-list the Corporation’s shares from trading.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”).

Basis of Presentation

The financial statements are presented in Canadian dollars (“CAD”), which is the Corporation’s functional and presentation currency. The financial statements are prepared on a historical cost basis except for certain financial instruments classified as fair value through profit or loss (“FVPTL”), which are stated at their fair value. The accounting policies have been applied consistently throughout the entire period presented in these financial statements.

Loss Per Share

Basic earnings loss per common share is determined by dividing loss attributable to common shareholders by the weighted average number of common shares outstanding during the period, excluding shares in escrow. Diluted loss per common share is calculated in accordance with the treasury stock method and is based on the weighted average number of common shares and dilutive common share equivalents outstanding.

E36 Capital Corp.

Notes to the Financial Statements

For the Period from the Date of Incorporation (March 6, 2019) to June 30, 2019

(in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments

Recognition

The Corporation recognizes financial assets and financial liabilities on the date the Corporation becomes a party to the contractual provisions of the instruments.

Classification

The Corporation classifies its financial assets and financial liabilities in the following measurement categories: i) those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss, and ii) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income.

The Corporation reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

The Corporation has implemented the following classifications:

Cash is classified as assets at fair value and any period change in fair value is recorded in profit or loss.

Accounts payable and accrued liabilities are classified as other financial liabilities and measured at amortized cost using the effective interest rate method.

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments or principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income (irrevocable election at the time of recognition).

Additional fair value measurement disclosure includes classification of financial instrument fair values in a fair value hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements which are as follows:

E36 Capital Corp.

Notes to the Financial Statements

For the Period from the Date of Incorporation (March 6, 2019) to June 30, 2019

(in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, 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.

Cash is a level 1 financial instrument measured at fair value on the statement of financial position

Share Issuance Costs

Share issuance costs relate to expenditures incurred in connection with the Corporation's share issuance (note 3) and are charged against share capital.

Income Taxes

Income tax expense consists of current and deferred tax expense. Current and deferred taxes are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net earnings and comprehensive income or in equity depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

Stock Options

The Corporation has a stock option plan. Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The corresponding amount is recorded to the option reserve. The fair value of options is determined using a Black-Scholes Option pricing model. The number of shares and options expected to vest is reviewed and adjusted at the end of each reporting period such that the amount recognized for services received as consideration for the equity instruments granted shall be based on the number of equity instruments that eventually vest.

E36 Capital Corp.

Notes to the Financial Statements

For the Period from the Date of Incorporation (March 6, 2019) to June 30, 2019

(in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Measurement Uncertainty

The preparation of financial statements in conformity with IFRS accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amounts of expenses during the period. Actual results could differ from those estimates used in the financial statements. The Corporation does not have any significant estimates as of June 30, 2019.

3. SHARE CAPITAL

Authorized: Unlimited number of common shares

Issued and fully paid:

	Number of Shares		Amount
Issuance of common shares	2,575,000	\$	147,500
Balance, June 30, 2019	2,575,000	\$	147,500

During the period, the Corporation issued 2,200,000 common shares at a price of \$0.05 per share and 375,000 common shares at a price of \$0.10 per share.

Escrowed shares:

Of the issued and outstanding common shares 2,325,000 will be held in escrow pursuant to the requirements of the Exchange. Pursuant to the Escrow Agreement, the Escrowed Shares shall be released pro-rata to the shareholders as to 10% upon issuance of notice of final acceptance of a Qualifying Transaction by the Exchange and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months. These escrowed shares may not be transferred, assigned or otherwise dealt without the consent of the regulatory authorities.

Stock options:

The Corporation has a stock option plan whereby the Corporation is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Corporation. Under the plan, the exercise price of each option will not be less than the discounted market price of the common shares as permitted by the Exchange policies, and provided that, if the Corporation is a CPC, the option price shall not be lower than the initial public offering ("IPO") Share Price. The options can be granted for a maximum term of 10 years.

All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a Qualifying Transaction by a control person, as defined in the policies of the Exchange, are required to be deposited in escrow until the exchange bulletin is issued.

Loss per share:

Upon the Corporation completing its planned IPO, the common shares issued to the Corporation's founders will be subject to an escrow agreement and may be cancelled in the event that the Corporation is unable to complete its Qualifying Transaction within 24 months. Accordingly, these shares are accounted for as contingently returnable shares and excluded from the calculation of loss per share. As at June 30, 2019, the Corporation had 2,325,000 common shares subject to escrow.

E36 Capital Corp.

Notes to the Financial Statements

For the Period from the Date of Incorporation (March 6, 2019) to June 30, 2019

(in Canadian Dollars)

4. CAPITAL MANAGEMENT OBJECTIVE AND POLICIES

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Corporation includes equity, comprised of issued common shares, in the definition of capital.

The Corporation's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or \$210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Corporation. These restrictions apply until completion of a Qualifying Transaction by the Corporation as defined under the Exchange policy 2.4.

5. FINANCIAL INSTRUMENTS

Fair Values

At June 30, 2019, the Corporation's financial instruments consist of accounts payable and accrued liabilities. The fair values of this financial instrument approximates it's carrying value due to the relatively short-term maturity of the instrument which is payable within one year.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Corporation to concentrations of credit risks consist principally of cash. To minimize the credit risk the Corporation places these instruments with a high credit quality financial institution.

Interest Rate Risk

The Corporation is not exposed to any significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation currently settles its financial obligations out of cash. The ability to do this relies on the Corporation raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs and to meet the corporation's liabilities.

6. RELATED PARTY TRANSACTIONS

There was no remuneration paid to key management personnel during the period ended June 30, 2019.

E36 Capital Corp.

Notes to the Financial Statements

For the Period from the Date of Incorporation (March 6, 2019) to June 30, 2019

(in Canadian Dollars)

7. INCOME TAXES

A reconciliation of combined federal and provincial corporate income taxes of statutory rates of 27% and the Corporation's effective income tax expense is as follows:

		2019
Net loss	\$	5,075
Statutory tax rate		27%
Expected income tax recovery		(1,370)
Change in valuation allowance		1,370
		<u>-</u>
The corporation had the following deferred tax asset:		
Non-capital loss carry forward		1,370
Valuation allowance		(1,370)
		<u>-</u>
Income tax recovery	\$	-

At June 30, 2019, the Corporation has non – capital losses for income tax purposes of approximately \$5,075 which can be carried forward to be applied against future taxable income. These losses expire to the extent unutilized against future taxable income in 2039.

The Corporation has not recorded deferred tax assets related to these unused carry forward losses as it is not probable that future taxable profits will be available against which these can be deducted.

8. SUBSEQUENT EVENTS

Filing of prospectus:

The Corporation is in the process of filing its prospectus and is proposing to issue 3,500,000 common shares, in the capital of the Corporation, at a price of \$0.10 per share, for aggregate gross proceeds of \$350,000.

Pursuant to an agency agreement, Haywood Securities Inc. (the "Agent") will receive 8% of the gross proceeds of the offering as well as compensation options to acquire up to 8% of the number of offered shares sold under the offering at a price of \$0.10 per common share, exercisable for a period of 24 months from the date of listing of the Corporation's common shares on the Exchange (the "Listing Date"). The Agent received a \$10,000 retainer to cover the Agent's reasonable expenses and legal fees, which has been paid as of June 30, 2019.

The Corporation also intends to grant stock options concurrently with the Closing of the prospectus, to purchase an aggregate of 600,000 common shares, to current directors and current officers of the Corporation. Such options will be exercisable at \$0.10 per common share for a period of ten years from the Listing Date.

DATE: September 3, 2019

CERTIFICATE OF THE CORPORATION

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

"Kevin Ma"
Kevin Ma
Chief Executive Officer and Director

"Alex Tong"
Alex Tong
Chief Financial Officer, Secretary and Director

ON BEHALF OF THE BOARD

"Angela Blake"
Angela Blake
Director

"Manroop Padda"
Manroop Padda
Director

CERTIFICATE OF THE PROMOTER

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

"Kevin Ma"
Kevin Ma

"Alex Tong"
Alex Tong

DATE: September 3, 2019

CERTIFICATE OF THE AGENT

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

HAYWOOD SECURITIES INC.

Per: “Don Wong”
Don Wong
Vice President, Investment Banking

DATE: September 3, 2019

ACKNOWLEDGEMENT – PERSONAL INFORMATION

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

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

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

ON BEHALF OF THE BOARD

Per: “Alex Tong”
Alex Tong
Chief Financial Officer, Secretary and Director