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FINAL PROSPECTUS

INITIAL PUBLIC OFFERING

DATED: May 27, 2019

ROZDIL CAPITAL CORPORATION (a capital pool company)

Offering: \$215,000
2,150,000 Common Shares
Price: \$0.10 per Common Share

Rozdil Capital Corporation (the "**Corporation**") hereby offers through its agent (the "**Agent**"), Haywood Securities Inc., 2,150,000 common shares ("**Common Shares**") in the capital of the Corporation for sale to the public at a price of \$0.10 per Common Share for gross proceeds of \$215,000. The purpose of this offering (the "**Offering**") is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereinafter defined. See "Glossary" for the definitions of capitalized terms herein. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. and in the case of a Non Arm's Length Qualifying Transaction must also receive Majority of the Minority Approval, in accordance with the CPC Policy. The Corporation 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".

Distribution

	Common Shares	Price to Public	Agent's Commission (1)	Proceeds to Corporation (2)
Per Common Share	1	\$0.10	\$0.01	\$0.09
Offering	2,150,000	\$215,000	\$21,500	\$193,500

Notes:

- (1) A cash commission of 10% of the gross proceeds of the Offering will be paid to the Agent. In addition, the Agent and its sub-agents, if any, will be granted Agent's Warrants to purchase 215,000 Common Shares equal to 10% of the aggregate number of Common Shares expected to be sold pursuant to the Offering, at a price of \$0.10 per Common Share, for a period of 24 months from the date of listing of the Common Shares on the Exchange which Agent's Warrants are qualified for distribution under the Prospectus. The Agent will also be paid a corporate finance fee of \$12,500 (plus HST). A retainer of \$12,500 has been paid to the Agent toward the corporate finance fee. The Agent will be reimbursed by the Corporation up to \$10,000 for its legal fees plus expenses and taxes, of which none has been advanced. See "Plan of Distribution – Agency Agreement and Agent's Compensation".
- (2) Before deducting the additional costs of this issue estimated at \$91,215 which includes legal and audit fees and other expenses of the Corporation, the Agent's corporate finance fee, the Agent's legal fees and disbursements and the listing fees payable to the Exchange. See "Use of Proceeds".
- (3) In accordance with the policies of the Exchange, the Corporation also intends on granting (a) 375,000 Incentive Stock Options to its directors and officers to purchase 375,000 Common Shares at a price of \$0.10 per Common Share

exercisable for a period of five years from the Closing Date; and (b) 50,000 Incentive Stock Options to a consultant to purchase 50,000 Common Shares at a price of \$0.10 per Common Share exercisable for a period of three years from the Closing Date, which options are also qualified for distribution under this Prospectus. See "Plan of Distribution", "Description of Securities Distributed" and "Options to Purchase Securities".

This Offering is made on a commercially reasonable efforts basis by the Agent and is subject to completion of the aggregate subscription of 2,150,000 Common Shares for total gross proceeds to the Corporation of \$215,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent subject to Exchange requirements. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement between the Corporation and the Agent. If the Offering is not fully subscribed 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 the persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "Plan of Distribution".

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 concurrent grant of the Incentive Stock Options, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the preliminary Prospectus is issued by each of the applicable securities commissions and the time the Common Shares are listed for trading on the Exchange except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authority grants a discretionary order.

There is no market through which the Common Shares offered by this Prospectus may be sold and purchasers may not be able to resell the Common Shares purchased under this Prospectus. The Corporation has applied to list its Common Shares on the Exchange. Listing will be subject to the Corporation fulfilling all of the listing requirements of the Exchange.

Summary of Risk Factors

Investment in the Common Shares offered by this Prospectus is highly speculative due to the nature of the Corporation's business and its present stage of development. This Offering is suitable only to those investors who are willing to rely solely on the management of the Corporation and who are prepared to risk the loss of their entire investment. See a full discussion of "Risk Factors" below.

Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior share issuances without deduction of selling and related expenses) of \$0.047 or 47% per Common Share based on the gross proceeds of the Offering, before deduction of selling commissions or related expenses of the Offering. See "Dilution".

The Corporation was only recently incorporated and does not currently own any assets other than cash. The business objective of the Corporation is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction that requires Exchange approval and in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval of the Corporation's shareholders. The Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions. Accordingly, there can be no assurance that the Corporation will successfully complete any Qualifying Transaction. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition. Where the investment or acquisition is financed by the issuance of Common Shares from the Corporation's treasury, control of the Corporation may

change and shareholders may suffer significant dilution to their investment.

Investors must rely solely on the expertise of the Corporation's management for any possible return on their investment. The directors and officers of the Corporation will only devote a portion of their time to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the opportunities available to, and the activities of, the Corporation.

The Exchange may suspend from trading or delist the Common Shares where the Corporation has failed to complete a Qualifying Transaction within 24 months from the date of listing. Neither the Exchange nor any securities regulatory authority passes upon the merits of a proposed Qualifying Transaction.

There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares.

Since the Corporation has not placed any geographical restrictions on the location of a Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such Persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

The Corporation will be in competition with other corporations with greater resources. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. See "Capitalization", "Business of the Corporation", "Directors, Officers and Promoters", "Use of Proceeds", "Conflicts of Interest" and "Risk Factors".

Maximum Investment

This Offering is subject to the CPC Policy and the securities laws of the Provinces of Ontario, British Columbia and Alberta. Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this Prospectus or 43,000 Common Shares. 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 86,000 Common Shares.

Receipt of Subscriptions

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 the Offering will be issued in registered form as directed by the Agent and will be available for delivery at the closing of the Offering. The Common Shares subscribed for under the Offering may also be issued on an uncertificated basis. In either case, purchasers of Common Shares will only receive a client 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 to the purchasers in certain limited circumstances only.

Haywood Securities Inc., as Agent, hereby conditionally offers for sale, on behalf of the Corporation and on a "best efforts" agency basis, 2,150,000 Common Shares without nominal or par value at a price of \$0.10 per Common Share. The Common Shares are conditionally offered, subject to prior sale, if, as and

when issued and delivered by the Corporation, and accepted in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters by Sui & Company, Solicitors, on behalf of the Corporation and by Peterson McVicar LLP, Solicitors, on behalf of the Agent.

HAYWOOD SECURITIES INC.

Brookfield Place
181 Bay Street, Suite 2910
Toronto, Ontario M5J 2T3

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GLOSSARY

The following is a glossary of capitalized and other terms & abbreviations used frequently throughout this Prospectus.

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

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

- (a) one of them is the subsidiary of the other, or
- (b) each of them is controlled by the same Person.

A Company is "controlled" by a Person if:

- (a) voting securities of the Company are held, other than by way of security only, by or for the benefit of that Person, and
- (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Company.

A Person beneficially owns securities that are beneficially owned by:

- (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 as of May 27, 2019 between the Corporation and the Agent.

"**Agent**" means Haywood Securities Inc.

"**Agent's Warrants**" means the warrants issued by the Corporation to the Agent on completion of the Offering wherein the Agent will have the right to purchase 10% of the number of Common Shares sold pursuant to the Offering exercisable at the Offering Price, expiring 2 years from the Listing Date. For details see "Options to Purchase Securities".

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

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

- (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 outstanding 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 a Person or Company serves as trustee or in a similar capacity,
- (d) in the case of a Person, a relative of that Person, including
 - (i) that Person's spouse or child, or
 - (ii) any relative of the Person or of his spouse who has the same residence as that Person;but
- (e) where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding Company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member corporation or holding Company.

"**Closing**" means the satisfaction of all conditions, and the completion of all steps and documents as required or contracted in order to effect the completion of the Offering.

"**Closing Date**" means the date the Offering is completed.

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

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

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

"**Control Person**" means any Person 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 Rozdil Capital Corporation, a corporation incorporated under the laws of Ontario.

"CPC" means a corporation:

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

"CPC Policy" means Policy 2.4 of the Corporate Finance Manual of the Exchange, as may be amended from time to time.

"Discounted Market Price" means the Market Price less the following maximum discounts based on closing price (and subject, notwithstanding the application of any such maximum discount, to a minimum price per share, in the case of the Corporation while it is a CPC, of \$0.10):

<u>Closing Price</u>	<u>Discount</u>
up to \$0.50	25%
\$0.51 to \$2.00	20%
Above \$2.00	15%

"Escrow Agent" means TSX Trust Company, Toronto, Ontario.

"Escrow Agreement" means the escrow agreement among the Corporation, the Escrow Agent and the principal shareholders of the Corporation that will be effective on the Closing Date.

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

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

"Final Receipt" means written confirmation of acceptance for filing of this Prospectus received from the Ontario Securities Commission, British Columbia Securities Commission and the Alberta Securities Commission.

"GST" or "HST" means the Canadian Goods and Services Tax or Harmonized Sales Tax.

"Initial Public Offering" or "IPO" means a transaction that involves an issuer issuing securities from its treasury pursuant to its first prospectus that has received a Final Receipt from the applicable regulatory authorities.

"Incentive Stock Options" means stock options to be issued to directors, officers and consultants of the Corporation pursuant to the terms of section 7 of the CPC Policy exercisable at prices and within time frames consistent with the terms of the CPC Policy and regulatory requirements.

"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 Common Shares carrying more than 10% of the voting rights attached to all outstanding voting Common

Shares of the issuer; or

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

"Listing Date" means the date that the Common Shares of the Corporation are listed, posted and trading on the Exchange following Closing of the Offering.

"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 Common 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.

"Market Price" means the last closing price of the Corporation's Common Shares on the Exchange before prescribed notice of an issuance of securities by the Corporation subject to certain exceptions as set out in the Policies of the Exchange.

"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.

"Member's 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.

"NEX" means the market on which former Exchange issuers that do not meet Exchange tier maintenance requirements for Tier 2 issuers may continue to trade.

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

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

"Non Arm's Length Qualifying Transaction" means a proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates 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.

"Policy" means a policy issued by the Exchange.

"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 date of 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 or Company that holds securities carrying more than 20% of the voting rights attached to the issuer's outstanding securities immediately before and immediately after the issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions;
- (d) a 10% holder - a Person or Company that
 - (i) holds securities carrying more than 10% of the voting rights attached to the issuer's outstanding securities immediately before and immediately after the issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and
 - (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries.

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

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

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

"Pro Group" means:

- (a) Subject to subparagraphs (b), (c) and (d) and (e), "Pro Group" shall include, either individually or as a group:
 - (i) the Member;
 - (ii) employees of the Member;
 - (iii) partners, officers and directors of the Member;
 - (iv) Affiliates of the Member; and
 - (v) Associates of any parties referred to in subparagraphs (i) through (iv).

- (b) The Exchange may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is not acting at arm's length to the Member;
- (c) The Exchange may, in its discretion, exclude a Person from the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm's length of the Member;
- (d) The Member 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 Member determines that:
 - (i) the Person is an Affiliate or Associate of the Member acting at arm's length of the Member;
 - (ii) the Associate or Affiliate has a separate corporate and reporting structure;
 - (iii) there are sufficient controls on information flowing between the Member and the Associate or Affiliate; and
 - (iv) the Member maintains a list of such excluded Persons.

"**Promoter**" has the meaning prescribed in section 1(1) of the *Securities Act* (Ontario) and in the context of a CPC generally means a person who takes the initiative in founding, or organizing the business of the CPC.

"**Prospectus**" means this disclosure document of the Corporation required to be prepared in connection with a public offering of Common Shares, which document complies with the form and content requirements of a prospectus as promulgated under applicable securities laws.

"**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, in compliance with the CPC Policy.

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

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

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

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

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

"**TSX**" means the Toronto Stock Exchange.

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

SUMMARY OF PROSPECTUS

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.

Business of the Corporation

The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. Until the completion of a Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses in connection with a potential Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimal amount of cash. See "Business of the Corporation".

Offering

A total of 2,150,000 Common Shares are being offered under this Prospectus at a price of \$0.10 per Common Share for gross proceeds of \$215,000. This Offering is being made on a commercially reasonable efforts basis by the Agent.

In addition, the Corporation will, effective on Closing of the Offering, grant the 215,000 Agent's Warrants to the Agent that will provide the Agent with the right to purchase 10% of the number of Common Shares sold pursuant to the Offering that will be equal to 215,000 Common Shares at a price of \$0.10 per Common Share exercisable for a period of 24 months from the Listing Date, which Agent's Warrants are qualified for distribution under this Prospectus.

In accordance with the policies of the Exchange, the Corporation also intends on granting (a) 375,000 Incentive Stock Options to its directors and officers to purchase 375,000 Common Shares at a price of \$0.10 per Common Share exercisable for a period of five years from the Closing Date; and (b) 50,000 Incentive Stock Options to a consultant to purchase 50,000 Common Shares at a price of \$0.10 per Common Share exercisable for a period of three years from the Closing Date, which options are qualified for distribution under this Prospectus. See "Plan of Distribution".

Use of Proceeds

The net proceeds to the Corporation after deduction of the Agent's cash commission, but before deduction of the expenses of the Offering, the Agent's corporate finance fee and the expenses of the Agent, will be \$193,500. The net proceeds of this Offering will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or \$210,000 may be used for purposes other than evaluating businesses or assets. See "Use of Proceeds". Until completion of the Qualifying Transaction, neither the Corporation nor any party on behalf of the Corporation will engage the services of any person to provide investor relation activities or market making services.

Directors and Officers

The directors and officers of the Corporation - and the positions held by them - are as follows. See "Directors, Officers and Promoters".

Brook G. Riggins – Chief Executive Officer, Chief Financial Officer and Director
Neil A. Johnson – Secretary and Director
W. Hogan Mullally - Director

Escrow

All of the currently issued and outstanding Common Shares of the Corporation, being 2,350,000 Common Shares 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

There is currently no established market for the Common Shares. Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development.

The Corporation was only recently incorporated and has no active business or assets other than cash and deferred offering costs. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction.

The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment.

The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which the directors and officers of the Corporation will be subject to in connection with the operations of the Corporation.

Assuming completion of the Offering, an investor will suffer an immediate dilution of \$0.047 or 47% per Common Share. An acquisition financed by the issuance of Common Shares from treasury could result in a change of control of the Corporation and may cause the shareholder's interest in the Corporation to be further diluted. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares.

Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such Persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada.

See "Risk Factors" below for more detailed information on the risks of an investment in the Corporation's Common Shares.

CORPORATE STRUCTURE

Name and Incorporation

The full name of the Corporation is "**ROZDIL CAPITAL CORPORATION**"

The registered office and head office of the Corporation are located at 4 King Street West, Suite 401, Toronto, Ontario M5H 1B6.

The Corporation was incorporated pursuant to the provisions of the *Business Corporations Act* (Ontario) on May 3, 2018 under the name "Rozdil Capital Corporation" with authorized capital of an unlimited number of Common Shares without par value. The Corporation has no subsidiaries.

BUSINESS OF THE CORPORATION

Preliminary Expenses

To date the Corporation has raised \$117,500 through the sale of 2,350,000 Common Shares (see "Prior Sales" and "Capitalization"). As of the date hereof, the Corporation has paid \$12,500 to the Agent, representing a retainer toward the Agent's corporate finance fee, legal fees, expenses and disbursements. In addition, the Corporation has paid a deposit of \$7,500 (plus applicable taxes) to the Exchange towards the initial listing fee. Certain proceeds from the Offering may be used to satisfy the obligations of the Corporation related to this Offering, including the expenses of its auditors, legal counsel, and the Agent's legal counsel. See "Use of Proceeds" for total estimated expenses to completion of the Offering.

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 is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted any commercial operations. The Corporation currently intends to pursue a Qualifying Transaction in the biotech or medtech industry but there is no assurance that this will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following Completion of the Qualifying Transaction.

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

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

Method of Financing

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

in the Corporation to be further diluted.

Criteria for a Qualifying Transaction

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

The potential acquisitions will be screened initially by management of the Corporation to determine their economic viability. Approval of acquisitions will be made by the board of directors. The board of directors will examine proposed acquisitions having regard to, among other things, the (a) projected rate of return; (b) risk of loss; (c) prospects for growth; (d) skill of the management team; and (e) basic financing considerations, including the costs of the acquisition and the prospect of obtaining debt or equity financing to complete the acquisition.

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

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

- (a) file the filing statement on SEDAR at least seven business days prior to closing of the Qualifying Transaction, and issue a news release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the filing statement is available on SEDAR, or
- (b) mail the information circular and related proxy material to its shareholders in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval, at a meeting of shareholders.

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

- (i) in case of a Non Arm's Length Qualifying Transaction, confirmation of Majority of Minority Approval of the Qualifying Transaction;
- (ii) confirmation of closing of the Qualifying Transaction; and
- (iii) all post-meeting or final documentation, as applicable, otherwise required to be filed with the

Exchange pursuant to the CPC Policy.

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

Potential Qualifying Transaction

The Corporation has not, as of the date hereof, entered into negotiations with a view to identify and evaluate a potential 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 Policy 2.1 and the related Policies of the Exchange.

Trading Halts, Suspension and Delisting

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of an Agreement in Principle until all filing requirements of the Exchange have been satisfied, which includes the submission of a Sponsorship Acknowledgment Form, where the Qualifying Transaction is subject to sponsorship. In addition, personal information forms 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.

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

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

Refusal of Qualifying Transaction

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

- (a) the Resulting Issuer fails to satisfy the applicable initial listing requirements of the Exchange;
- (b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by
 - (i) a member firm of the Exchange;
 - (ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such member firm; and
 - (iii) associates of any such Person,collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;
- (c) the Resulting Issuer will be a financial institution, finance company, finance issuer or mutual fund, as defined in the securities legislation;
- (d) the majority of the directors and senior officers of the Resulting Issuer are not residents of Canada or the United States or are individuals who have not demonstrated positive association as directors or officers with public companies that are subject to a regulatory regime comparable to the companies listed on a Canadian exchange; or
- (e) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Proceeds and Principal Purposes

The proceeds from the sale of Common Shares and the principal uses of such proceeds by the Corporation are as follows:

- (a) gross proceeds of \$117,500 from the sale of 2,350,000 Common Shares at \$0.05 per Common Share prior to the date of this Prospectus;
- (b) gross proceeds of \$215,000 to be received by the Corporation from the sale of 2,150,000 Common Shares at \$0.10 per Common Share to be distributed under this Prospectus;
- (c) approximate expenses and costs of \$91,215 incurred to date and expected to be incurred in connection with the Offering. Such expenses include the Agent's IPO commission, the Agent's corporate finance fees, regulatory fees, legal fees, audit fees, transfer agent fees, SEDAR fees, and general expenses; and
- (d) assuming the maximum proceeds are raised, the estimated funds, net of expenses and costs, to be available to the Corporation are approximately \$238,785.

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

PROCEEDS AND EXPENSES	AMOUNT
Gross cash proceeds raised prior to this Offering ⁽¹⁾	\$117,500
Gross cash proceeds to be raised pursuant to this Offering ⁽²⁾	\$215,000
Estimated expenses and costs relating to raising the seed share proceeds	\$2,500
Estimated expenses and costs relating to this Offering ⁽³⁾	\$91,215
Estimated funds available on completion of the Offering	\$238,785
Estimated general and administrative expenses until Completion of the Qualifying Transaction ⁽⁴⁾	\$50,000
Estimated Funds available for identifying and evaluating assets or business prospects ⁽⁵⁾	\$188,785

Notes:

- (1) See "Prior Sales".
- (2) In the event the Agent exercises the Agent's Warrants and the directors or officers exercise their options, there will be available to the Corporation a maximum of an additional \$64,000 which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.
- (3) Includes listing fees, Agent's commission, Agent's corporate finance fee, legal fees, audit fees and expenses.
- (4) Such expenses cover the maximum 24 month period that the Corporation has to complete a Qualifying Transaction, and includes estimated professional fees, office overhead, filing fees and due diligence expenses.
- (5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire amount available for 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 of this Offering will only be invested in securities of, or those guaranteed by, the Government of Canada or any Province or territory of Canada or the Government of the United States of America, in certificates of deposit or interest-bearing accounts of Canadian chartered banks, trust companies or credit unions.

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

Permitted Use of Funds

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

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

- (i) valuations or appraisals;
- (ii) business plans;
- (iii) feasibility studies and technical assessments;
- (iv) sponsorship reports;
- (v) engineering or geological reports;
- (vi) financial statements, including audited financial statements;
- (vii) fees for legal and accounting services; and
- (viii) Agent's fees, costs and commissions.

relating to the identification and evaluation of assets or business and in the case of a Non Arm's Length Qualifying Transaction.

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

Restrictions on Use of Proceeds

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

- (a) listing and filing fees (including SEDAR fees);
- (b) other costs for the issuance of securities (including legal, accounting and audit expenses) relating to the preparation and filing of this Prospectus; and
- (c) administrative and general expenses of the Corporation, including:
 - (i) office supplies, office rent and related utilities;
 - (ii) printing costs (including the printing of this Prospectus and share certificates);
 - (iii) equipment leases; and
 - (iv) fees for legal advice and audit expenses, other than those described above under "Permitted Use of Funds".

Until Completion of a Qualifying Transaction, no proceeds will be used to acquire or lease a vehicle.

Private Placements for Cash

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the Exchange generally will not accept a private placement by the Corporation where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed \$5,000,000. The only securities issuable pursuant to such a private placement will be Common Shares. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non Arm's Length Parties

Except as described in "Options to Purchase Securities" and "Restrictions on Use of Proceeds" the Corporation has not made, and until the Completion of the Qualifying Transaction will not make, any

payment of any kind, directly or indirectly, to a Non Arm's Length Party to the Corporation or a Non Arm's Length Party to the Qualifying Transaction, or to a Person engaged in investor relations activities, by any means, including:

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

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

Notwithstanding the above, the Corporation may reimburse a Non Arm's Length Party to the Corporation for reasonable expenses for office supplies, office rent and related utilities, equipment leases (excluding vehicle leases), and legal services (provided that neither the lawyer providing the legal services nor any member of a law firm of lawyers providing the services is a promoter of the Corporation or in the case of a law firm of lawyers (which does not include a sole practitioner), no member of the firm owns greater than 10% of the outstanding Common Shares of the Corporation), and the Corporation may also reimburse a Non Arm's Length Party to the Corporation for reasonable out-of-pocket expenses incurred in pursuing the business of the Corporation described in "Permitted Use of Funds".

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement dated as of May 27, 2019 between the Corporation and the Agent, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public of 2,150,000 Common Shares as provided in this Prospectus, at a price of \$0.10 per Common Share, for gross proceeds of \$215,000, subject to the terms and conditions contained in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds of the Offering. In addition, the Corporation will pay to the Agent a corporate finance fee of \$12,500 plus HST and will reimburse the Agent for its reasonable legal fees and expenses. As at the date hereof the Corporation has paid a retainer of \$12,500 toward the agents's corporate finance fee.

The Corporation has also agreed to grant the Agent's Warrants to the Agent which constitute nontransferable options to purchase the equivalent of 10% of the aggregate number of Common Shares sold pursuant to the Offering, being 215,000 Common Shares, at a price of \$0.10 per Common Share which Agent's Warrants may be exercised for a period of 24 months from the Listing Date. The Agent's Warrants are qualified for distribution under this Prospectus. Not more than 50% of the Common Shares received 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 its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as provided in the Agency Agreement.

Commercially Reasonable Efforts Offering

The total Offering consists of 2,150,000 Common Shares for gross proceeds of \$215,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% of the Offering, being 43,000 Common Shares. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is 4% of the Offering, being 86,000 Common Shares. The funds received from the Offering will be held by the Agent and will not be released until \$215,000 has been received by the Agent. Minimum subscriptions of 2,150,000 Common Shares for \$215,000 must be raised within 90 days from the date of the receipt for the final prospectus, or such other time as may be consented to by persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to Be Distributed

In accordance with the policies of the Exchange, the Corporation also intends on granting (a) 375,000 Incentive Stock Options to its directors and officers to purchase 375,000 Common Shares at a price of \$0.10 per Common Share exercisable for a period of five years from the Closing Date; and (b) 50,000 Incentive Stock Options to a consultant to purchase 50,000 Common Shares at a price of \$0.10 per Common Share exercisable for a period of three years from the Closing Date, which options and the Common Shares to be issued upon the due exercise thereof, are qualified for distribution under this Prospectus.

Determination of Price

The offering price per Common Share was determined by negotiation between the Corporation and the Agent.

Listing Application

The Corporation has concurrently applied to list its Common Shares on the Exchange. Listing will be subject to the Corporation fulfilling all the listing requirements of the Exchange.

Subscriptions by and Restrictions on the Agent

The Agent has advised the Corporation that to the best of its knowledge and belief, no directors, officers, employees or contractors or any Associates or Affiliates of the Agent have subscribed for Common Shares of the Corporation as of the date of this Prospectus.

The aggregate number of Common Shares permitted to be owned directly or indirectly by such participants is 20% of the issued and outstanding Common Shares of the Corporation exclusive of Common Shares reserved for issuance at a future date.

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the grant of the Agent's Warrants and the grant of Incentive Stock Options to the directors, and officers of the Corporation, 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 each of the Ontario, British Columbia, and Alberta Commissions and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a

discretionary order.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

The Corporation is authorized to issue an unlimited number of Common Shares without par value, of which 2,350,000 Common Shares are issued and outstanding as fully paid and non-assessable in the capital of the Corporation as at the date hereof. There are no other classes of shares in the capital of the Corporation.

The Corporation, through the Agent, proposes to distribute 2,150,000 Common Shares pursuant to this Prospectus. The holders of Common Shares are entitled to one vote per Common Share at meetings of the shareholders of the Corporation, are entitled to dividends, if, as and when declared by the board of directors, and, upon liquidation, to share equally in such assets of the Corporation as are distributable to the holders of Common Shares. All Common Shares to be outstanding after completion of this Offering will be fully paid and non-assessable.

215,000 Common Shares will be reserved for issuance pursuant to the Agent's Warrants and 425,000 Common Shares are expected to be reserved pursuant to Incentive Stock Options to be granted to the directors, officers and consultants of the Corporation. See "Plan of Distribution" and "Options to Purchase Securities". See also "Escrowed Securities".

CAPITALIZATION

The following table sets out the capitalization of the Corporation as at the date hereof before and after giving effect to the Offering:

Designation of Securities	Amount authorized	Amount outstanding as of the date of the most recent balance sheet contained in the Prospectus (1)	Amount outstanding as of the filing of this Prospectus	Amount to be outstanding upon completion of Offering
Common Shares	Unlimited	2,350,000	2,350,000	4,500,000

Notes:

- (1) As at the date of the Corporation's most recent balance sheet (February 28, 2019), the Corporation had not commenced commercial operations.
- (2) The above figures do not include Common Shares reserved for issuance upon the exercise of the Agent's Warrants or the Incentive Stock Options. Up to 215,000 Common Shares will be reserved for issuance pursuant to the Agent's Warrants. 425,000 Common Shares are expected to be reserved for issuance pursuant to Incentive Stock Options.
- (3) The proceeds from the sale of the Offering will be \$215,000 before deducting the Agent's commission, corporate finance fee and expenses and the fees, expenses and other costs of the Offering estimated at \$91,215.

OPTIONS TO PURCHASE SECURITIES

Agent's Warrants

As of the date hereof, the Corporation has agreed to grant the Agent's Warrants to the Agent to purchase the equivalent of 10% of the aggregate number of Common Shares sold pursuant to the Offering, as follows:

Warrant Holder	Number of Agents Warrants Each Carrying the Right to Purchase One Common Share	Exercise Price	Expiry Date
Haywood Securities Inc.	215,000	\$0.10 per Common Share	24 months after the Listing Date

The Corporation has established a stock option plan for its officers, directors, consultants and employees in accordance with the CPC Policy, to which the Corporation may grant options to acquire a maximum number of Common Shares equal to 10% of the total issued and outstanding Common Shares of the Corporation or 450,000 options. These options are being qualified for distribution pursuant to the Prospectus.

Upon closing of the Offering, the Corporation intends to enter into stock options agreements pursuant to the Stock Option Plan as follows:

Optionee	Number of Common Shares Optioned	Exercise Price	Expiry Date
Brook G. Riggins	125,000	\$0.10	5 years after the Listing Date
W. Hogan Mullally	125,000	\$0.10	5 years after the Listing Date
Neil A. Johnson	125,000	\$0.10	5 years after the Listing Date
Hugh Rogers	50,000 (1)	\$0.10	3 years after the Listing Date
TOTAL	425,000 (2)		

Notes:

- (1) These Incentive Stock Options are intended to be issued pursuant to a Business Consulting Agreement dated December 1, 2018. See "Material Contracts".
- (2) The Corporation's stock option plan provides for the grant of up to 450,000 stock options, i.e. 10% of the outstanding common shares subject to Closing of the Offering. After the proposed grant of 425,000 Incentive Stock Options, there will be 25,000 unallocated Incentive Stock Options available for grant. The unallocated Incentive Stock Options will be used to attract additional qualified persons to the Corporation as directors, officers, employees or consultants.

Stock Option Terms

The Corporation may from time to time, in its discretion, and in accordance with the 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 of the Corporation as at the closing of the IPO, exercisable for a period of up to 5 years from the Closing Date. The exercise price of options to purchase Common Shares will be the greater of the IPO Common Share price and the Discounted Market Price. The number of Common Shares reserved for issuance to any individual optionee will not exceed five percent (5%) of the issued and outstanding Common Shares as at the closing of the IPO and the number of Common Shares reserved for issuance to all consultants will not exceed two percent (2%) of the issued and outstanding Common Shares as at the closing of the IPO. No options may be granted to investor relations service providers. Subject to the expiry date of the options held, where an optionee ceases to be a director, officer, or technical consultant, the period in which options held by such an optionee may be exercised is 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 consulting arrangement was by reason of death, the options may be exercised within 6 months after such death which in the discretion of the Board of Directors of the Corporation can be extended to 12 months. 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".

After the Corporation has completed a Qualifying Transaction, the Corporation expects to adopt a rolling 10% stock option plan consistent with Policy 4.4 of the Exchange in modification of the above option terms.

DIVIDEND POLICY

No dividends have been paid on any of the Common Shares of the Corporation since the date of its incorporation and it is not contemplated that any dividends will be paid in the foreseeable future.

PRIOR SALES

Since the date of incorporation of the Corporation, 2,350,000 Common Shares have been allotted and issued as follows:

Date	Number of Common Shares ⁽¹⁾	Issue Price per Common Share	Aggregate Issue Price	Consideration Received
May 3, 2018	2,350,000	\$0.05	\$0.05	\$117,500 Cash

Notes:

(1) All above Common Shares are escrowed. See "Escrowed Securities".

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All 2,350,000 Common Shares issued prior to this Offering at a price below \$0.10 per Common Share (see "Prior Sales"), all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under the Offering or otherwise from treasury prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Pro Group prior to this Offering will be deposited with the Escrow Agent under the Escrow Agreement.

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

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

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

Name and Municipality of Residence of Shareholder	Common Shares Owned	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⁾⁽²⁾
Brook G. Riggins Prague, Czech Republic	850,000	850,000	36.18%	18.89%
W. Hogan Mullally Winnipeg, MB	750,000	750,000	31.91%	16.67%
Neil A. Johnson Toronto, ON	750,000	750,000	31.91%	16.67%
TOTAL	2,350,000	2,350,000	100.00%	52.23%

Notes:

- (1) The percentages in this column are calculated on an undiluted basis (do not include the exercise of any proposed stock options, warrants or other convertible securities) and on the basis that the directors do not purchase any of the Common Shares in the Offering. See "Options to Purchase Securities".
- (2) On a fully diluted basis, assuming that all Agent's Warrants and Incentive Stock Options are exercised (including the Incentive Stock Options to be held by the above-noted directors and officers), Brook G. Riggins will hold 18.97% and each of W. Hogan Mullally and Neil A. Johnson will hold 17.02% of the issued and outstanding Common Shares, or 53.01% in aggregate.

Where the Common Shares of the Corporation which are required to be held in escrow are held by a non individual (a "**holding company**"), each holding company pursuant to the Escrow Agreement has agreed, or will agree, not to carry out any transactions during the currency of the Escrow Agreement which would result in a change of control of the holding company, without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities which 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 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

If, upon completion of a Qualifying Transaction, the Corporation 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 of the Corporation; or
- (b) if the Corporation is listed on NEX, either:
 - (i) cancel all Seed Shares (as defined in the policies of the Exchange) purchased by Non Arm's Length Parties to the CPC at a discount from the IPO price, in accordance with section 11.2(a) of the CPC Policy, or
 - (ii) subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non Arm's Length Parties to the CPC so that the average cost of the remaining Seed Shares (as defined in the policies of the Exchange) 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 of the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security agreement (the "**Value Security Escrow Agreement**"). "Value Securities" are securities issued pursuant to a transaction, for which the deemed value of the securities at least equals the value ascribed to the 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, on each of the 6, 12, 18, 24, 30 and 36 month anniversaries of the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 issuer subject to a Surplus Security Escrow Agreement, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three year escrow release mechanism with 5% of the escrowed securities releasable at the time of the Final Exchange bulletin, 5% on the date which is 6 months after the Final Exchange Bulletin, 10% on each of the dates which are 12 and 18 months after the Final Exchange Bulletin, 15% on each of the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin.

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

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

- (a) the private placement is announced at least five trading days after the news release announcing the Agreement in Principle and the pricing for the financing is at not less than the discounted market price, as determined in accordance with the Policies of the Exchange; or
- (b) the private placement is announced concurrently with the Agreement in Principle and
 - (i) at least 75% of the proceeds from the private placement are not from Principals of the Corporation or the proposed Resulting Issuer,
 - (ii) if subscribers, other than Principals of the Corporation or the proposed Resulting Issuer, will obtain securities subject to hold periods, then in addition to any resale restrictions under applicable securities legislation, any securities issued to such Principals will be

subject to a four month hold period, and

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

PRINCIPAL SHAREHOLDERS

The following table lists those Persons who own 10% or more of the issued and outstanding Common Shares of the Corporation ("principal shareholders") as at the date hereof:

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares	Percentage of Common Shares Held Prior to Giving Effect to the Offering	Percentage of Common Shares Held After Giving Effect to the Offering ⁽¹⁾⁽²⁾
Brook G. Riggins Prague, Czech Republic	Direct	850,000	36.18%	18.89%
W. Hogan Mullally Winnipeg, MB	Direct	750,000	31.91%	16.67%
Neil A. Johnson Toronto, ON	Direct	750,000	31.91%	16.67%
TOTAL			100.00%	52.23%

Notes:

- (1) The figures given in this column are on an undiluted basis and assuming no Common Shares are purchased by these persons under the Offering.
- (2) On a fully diluted basis, assuming that all Agent's Warrants and Incentive Stock Options are exercised (including the Incentive Stock Options to be held by the above-noted directors and officers), Brook G. Riggins will hold 18.97% and each of W. Hogan Mullally and Neil A. Johnson will hold 17.02% of the issued and outstanding Common Shares, or 53.01% in aggregate.

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Occupation and Security Holdings

The board of directors of the Corporation consists of three (3) persons and there are two executive officers. Each director and officer holds office until the next annual meeting of shareholders or until his successor is elected or appointed. An audit committee has been established as a subcommittee of the board of directors. Prescribed information regarding the Corporation's directors and officers is as follows:

Name, Municipality of Residence & Position with the Corporation	Director or Officer Since	Number of Common Shares Owned	Principal Occupation for Past Five Years
Brook G. Riggins, CFA ⁽¹⁾ Prague, Czech Republic Director, C.E.O., C.F.O.	May 3, 2018	850,000	Presently and since December 2010, principal of Beruscha Capital s.r.o., a Prague-based, Czech Republic company, specialized in strategic financial consultation.
W. Hogan Mullally ⁽¹⁾ Winnipeg, MB Director	May 3, 2018	750,000	Presently and since March, 2008, founder & president of SectorSpeak Inc., a Winnipeg-based Canadian investor relations consulting firm focused on special situation equities with innovative and disruptive technology seeking greater exposure to retail brokers, private bankers and institutional investors in North America and Europe.

Name, Municipality of Residence & Position with the Corporation	Director or Officer Since	Number of Common Shares Owned	Principal Occupation for Past Five Years
Neil A. Johnson ⁽¹⁾ Toronto, ON Director, Secretary	May 3, 2018	750,000	Presently and since June 2015, Executive Director and CEO, Duke Royalty Ltd. (AIM: DUKE); presently and since September 2014, President of Abingdon Capital Corp., a Toronto-based royalty financing advisory firm targeting British companies; prior thereto and since September 2012, C.E.O. of Difference Capital Financial Inc., a Toronto-based venture capital group and specialty finance company targeting primarily late-stage private Canadian growth companies with a primary focus on the technology and media sectors.

Notes:

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

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

The directors and officers of the Corporation, as a group, own 2,350,000 Common Shares, being 100% of the issued Common Shares of the Corporation as of the date hereof, or approximately 52.23% of the issued and outstanding Shares after giving effect to the Offering on non-diluted basis. For particulars of the shareholdings of the directors and officers, see "Principal Shareholders".

Background information with respect to each member of management of the Corporation, including the individual's principal occupation or employment during the five years prior to the date of this prospectus, is as follows:

Brook G. Riggins, 53, Director, Chief Executive Officer and Chief Financial Officer

Mr. Riggins has over 20 years experience as a financial professional in the small cap public markets, focusing on biotech, medtech and technology. He has worked directly for both stockbrokers and publicly listed life science and technology companies. Mr. Riggins is presently and has been the Principal of *Beruscha Capital sro*, since December 2010 – it is a Prague based strategic financial consultancy. His prior work experience includes: Chief Investment Officer of Limetree Capital AG, a merchant banking boutique based in Zurich, Switzerland, Vice President Finance - Genetronics Biomedical (AMEX: GEB) and Vice President Research Analyst - Canaccord Capital (London).

Mr. Riggins has a Masters of Business Administration from the Shulich School of Business – York University and holds the designation of Chartered Financial Analyst (CFA).

Neil A. Johnson, 49, Director and Secretary

Mr. Johnson presently is and has been since June 2015, Executive Director and Chief Executive Officer of Duke Royalty Ltd. (AIM: DUKE) with responsibility for the overall strategic direction and performance of the Group. Working closely with the other members of the management team, board members and the Investment Committee, he leads all deal origination, due diligence and structuring. Mr Johnson has over 25 years of experience in investment banking, merchant banking and research analysis in both the Canadian and UK capital markets. In 2012 he co-founded and became Chief

Executive Officer of Difference Capital Financial, a Canadian publicly listed merchant bank. For the previous 19 years he worked for Canaccord Genuity, first in Canada and later at Canaccord London rising to the positions of Head of Corporate Finance (Europe), Global Head of Technology, and a member of the Global Executive Committee. Mr Johnson was instrumental in the firm becoming authorised as a nominated adviser for AIM and regulated in the UK and London Stock Exchange Main Market listings; he spearheaded the firm's diversification into the technology industry, and led Canaccord's initiative to attract North American firms to list in London.

Mr. Johnson is a graduate of the Richard Ivey School of Business at Western University in London, Ontario and holds the designation of Chartered Financial Analyst (CFA).

W. Hogan Mullally, 45, Director

Mr. Mullally has worked in the life science industry for 20 years. He started his career in pharmaceutical sales and marketing, first with Fournier Pharma and then 3M Pharmaceuticals. Mr. Mullally then transitioned into an investor relations and business development role for a TSX / Amex listed drug development company. Presently and since March 2008, Mr. Mullally has been the founder of a capital markets consulting business, SectorSpeak Inc., focusing on Canadian micro and small cap life science companies, that remains active today.

Mr. Mullally has a Masters in Business Administration from the Asper School of Business, University of Manitoba.

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 Reporting Issuer	Name of Exchange or Market	Position	From	To
Brook G. Riggins Aurora Solar Technologies Inc. (formerly ACT Aurora Control Technologies Corp.)	TSX-V	Director	Mar. 2011	Mar. 2012
Neil A. Johnson Difference Capital Financial Inc.	TSX	C.E.O.	Sept. 2012	Aug. 2014

Corporate Cease Trade Orders or Bankruptcies

To the Corporation's knowledge no director, officer, insider or promoter of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is, or within 10 years before the date of the Prospectus, has been a director, officer, insider or promoter of any other issuer that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days, or
- (b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

To the Corporation's knowledge, no director, officer, insider, or promoter or a shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such person has been subject to any penalties or sanctions imposed by a court relating to securities legislation, or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

To the Corporation's knowledge no director, officer insider, or promoter or a shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such person has, within the ten years prior to the date of the Prospectus, as applicable become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold their assets.

Conflicts of Interest

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

Promoter

Brook G. Riggins may be considered to be the Promoter of the Corporation in that he took the initiative in organizing the Corporation. As of the date hereof, Mr. Riggins owns 850,000 Common Shares and will be granted 125,000 Incentive Stock Options upon the Closing of the Offering. See "Principal Shareholders", "Prior Sales" and "Options to Purchase Securities".

EXECUTIVE COMPENSATION

Except as disclosed in this Prospectus, prior to Completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly to any Party to the Qualifying Transaction, or to any Person engaged in investor relations activities in respect of the securities of the Corporation or any Resulting Issuer by any means, including:

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

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**"), which reimbursements, since incorporation, have totaled the aggregate sum of \$Nil. No reimbursement may be made for any payment made to lease or buy a vehicle.

The directors and officers of the Corporation will also be granted stock options as more particularly described under the heading "Options to Purchase Securities".

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

DILUTION

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of \$0.047, or 47%, per Common Share on the basis of there being 4,500,000 Common Shares issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this Prospectus and from sales of securities prior to filing this Prospectus, without deduction of commissions or related expenses incurred by the Corporation.

RISK FACTORS

A purchase of Common Shares of the Corporation is highly speculative, involving a number of substantial risks. The list below outlines material risk factors, which list is not exhaustive, that should be considered by persons considering purchasing the Common Shares:

- (a) the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings and shall not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction. See "Corporate Structure", "Business of the Corporation" and "Proposed Operations until Completion of a Qualifying Transaction";
- (b) investment in the Common Shares offered by the Prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development;
- (c) the directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See "Directors, Officers and Promoters" and "Conflicts of Interest";
- (d) assuming completion of the Offering, an investor will suffer an immediate dilution to the investor's investment of \$0.047 or 47% per Common Share;
- (e) there can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell its Common Shares;
- (f) until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions. See "Proposed Operations until Completion of a Qualifying Transaction";

- (g) the Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Corporation will be able to identify a suitable Qualifying Transaction;
- (h) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;
- (i) Completion of a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval. See "Filings and Shareholder Approval of a Non Arm's Length Qualifying Transaction";
- (j) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares;
- (k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Corporation will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Corporation will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction. See "Business of the Corporation" and "Trading Halts, Suspension and Delisting";
- (l) trading in the Common Shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required. See "Trading Halts, Suspension and Delisting";
- (m) the Exchange will generally suspend trading in the Corporation's Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the date of listing. See "Trading Halts, Suspension and Delisting";
- (n) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- (o) in the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such Persons or companies, judgments obtained in Canadian courts;
- (p) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation. See "Method of Financing"; and
- (q) subject to prior Exchange acceptance, the Corporation may be permitted to loan or advance up to an aggregate of \$250,000 of its proceeds to a target business without requiring shareholder

approval and there can be no assurance that the Corporation will be able to recover that loan. See "Permitted Use of Funds".

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

LEGAL PROCEEDINGS

The Corporation is not currently a party to any actual or pending material legal proceedings to which the Corporation is or is likely to be a party or of which any of its assets are or are likely to be subject.

Management of the Corporation is not currently aware of any legal proceedings contemplated against the Corporation.

RELATIONSHIP BETWEEN CORPORATION AND AGENT

Neither the Corporation nor any of its directors or officers is a "connected issuer" or a "related issuer" as those terms are defined in National Instrument 33-105, of the Agent. No member of the Pro Group related to the Agent will hold any Common Shares upon completion of the Offering.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

No professional person is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a promoter of the Corporation or of an Associate or Affiliate of the Corporation.

MNP LLP, auditors of the Corporation, are independent of the Corporation within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have acquired a total of 2,350,000 Common Shares of the Corporation and a total of 425,000 Common Shares are expected to be reserved for the management and consultant of the Corporation pursuant to Incentive Stock Options to be granted following Closing of the Offering. See "Options to Purchase Securities".

AUDITORS, TRANSFER AGENT AND REGISTRAR

Auditors

The auditors of the Corporation are MNP LLP, located at 111 Richmond Street West, Suite 300, Toronto, ON, M5H 2G4.

Transfer Agent and Registrar

The transfer agent and registrar of the Corporation is TSX Trust Company, located at Suite 301, 100 Adelaide Street West, Toronto, ON M5H 4H1.

MATERIAL CONTRACTS

The Corporation has not entered into, or will not enter into, any contracts or plans material to investors in

the Common Shares since incorporation, other than contracts in the ordinary course of business, except

- (a) Business Consultant Agreement dated December 1, 2018 between the Corporation and Hugh Rogers for providing corporate finance advisory services in connection with identifying and completing a Qualifying Transaction.
- (b) Agency Agreement dated as of May 27, 2019 between the Corporation and the Agent. See "Plan of Distribution".
- (c) Escrow Agreement dated as of May 27, 2019 among the Corporation, TSX Trust Company as the Escrow Agent and the Principal Shareholders. See "Escrowed Securities".

Copies of these documents will be available for inspection at the registered office of the Corporation located at 4 King Street West, Suite 401, Toronto, Ontario M5H 1B6, 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.

ELIGIBILITY FOR INVESTMENT

In the opinion of Sui & Company, Solicitors, if, as and when the Common Shares are listed on a "designated stock exchange" (as defined in the Income Tax Act (Canada) (the "**Tax Act**") and the regulations thereunder), the Common Shares will be qualified investments under the Tax Act for a trust governed by a registered retirement savings plan ("**RRSP**"), registered retirement income fund ("**RRIF**"), registered education savings plan, deferred profit sharing plan, registered disability savings plan or a tax-free savings account ("**TFSA**"). Tier 1 and Tier 2 of the Exchange are currently designated stock exchanges for these purposes. Notwithstanding the foregoing, the annuitant or holder of an RRSP, RRIF or TFSA, as the case may be, will be subject to a penalty tax on such Common Shares held in the RRSP, RRIF or TFSA if such Common Shares are a "prohibited investment" for purposes of section 207.01 of the Tax Act. The Common Shares will generally be a "prohibited investment" if the annuitant of the RRSP or RRIF or the holder of the TFSA either a) does not deal at arm's length with the Corporation for purposes of the Tax Act or b) has a "significant interest" (within the meaning of that term in the Tax Act) in the Corporation.

Prospective subscribers that intend to hold Common Shares in an RRSP, RRIF or TFSA are urged to consult their own tax advisors as to whether such shares would constitute a "prohibited investment" in their particular circumstances.

OTHER MATERIAL FACTS

There are no other material facts relating to the securities to be offered and not disclosed elsewhere in this Prospectus.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of Ontario, British Columbia and Alberta provide purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a Prospectus and any amendment. The securities legislation of the said Provinces further provides a purchaser with remedies for rescission and 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 of residence. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's Province of residence for

the particulars of these rights or consult with a legal adviser.

FINANCIAL STATEMENTS

Audited Financial Statements of the Corporation for the period May 3, 2018 (date of incorporation) to February 28, 2019 are attached.

FINANCIAL STATEMENTS

Rozdil Capital Corporation
(A Capital Pool Corporation)

Financial Statements
For the Period from the Date of Incorporation
(May 3, 2018) to February 28, 2019
(In Canadian Dollars)

Independent Auditor's Report

To the Directors of Rozdil Capital Corporation:

Opinion

We have audited the financial statements of Rozdil Capital Corporation (the "Corporation"), which comprise the statement of financial position as at February 28, 2019 and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from May 3, 2018 (date of incorporation) to February 28, 2019, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Corporation as at February 28, 2019, and its financial performance and its cash flows for the period from May 3, 2018 to February 28, 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 Corporation in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

Management is responsible for the preparation and fair presentation of 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 Corporation's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Corporation or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Corporation's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Corporation to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

MNP LLP

Toronto, Ontario
May 27, 2019

Chartered Professional Accountants
Licensed Public Accountants

MNP

Rozdil Capital Corporation
Statement of Financial Position
As at February 28, 2019
(in Canadian Dollars)

	2019
Assets	
Cash held in trust	\$ 95,014
Deferred offering costs	12,500
	\$ 107,514
Liabilities	
Accrued liabilities	\$ 640
Shareholders' Equity	
Share capital (Note 3)	115,000
Deficit	(8,126)
	106,874
	\$ 107,514

Subsequent events (note 6)

Approved by the Board

Brook Riggins
Director **(Signed)**

Neil Johnson
Director **(Signed)**

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

Rozdil Capital Corporation
Statement of Loss and Comprehensive Loss
For the Period from the Date of Incorporation (May 3, 2018) to February 28, 2019
(in Canadian Dollars)

	For the Period ended February 28, 2019
Expenses	
Professional fees	\$ 8,126
Net loss and comprehensive loss for the period	(8,126)
Net loss per share – basic and diluted	\$ (0.00)
Weighted average shares outstanding- basic and diluted	-

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

Rozdil Capital Corporation
Statement of Changes in Cash Flows
For the Period from the Date of Incorporation (May 3, 2018) to February 28, 2019
(in Canadian Dollars)

	For the Period ended February 28, 2019
Cash provided by (used in)	
Operating	
Net loss for the period	\$ (8,126)
Deferred offering costs	(12,500)
Change in accounts payable and accrued liabilities	640
	<u>(19,986)</u>
Financing	
Share subscription, net of cash issuance costs	115,000
	<u>95,014</u>
Net change in cash	95,014
Cash, end of period	\$ 95,014

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

Rozdil Capital Corporation
Statement of Changes in Shareholders' Equity
For the Period from the Date of Incorporation (May 3, 2018) to February 28, 2019
(in Canadian Dollars)

	Number of Shares	Share Capital	Deficit	Shareholders' Equity
Balance, May 3, 2018	-	\$ -	\$ -	\$ -
Share subscription (Note 3)	2,350,000	117,500	-	117,500
Cash issuance costs		(2,500)	-	(2,500)
Net loss for the period	-	-	(8,126)	(8,126)
Balance, February 28, 2019	2,350,000	\$ 115,000	\$ (8,126)	\$ 106,874

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

1. INCORPORATION AND NATURE OF BUSINESS

Rozdil Capital Corporation (the "Corporation") was incorporated under the Ontario Business Corporations Act on May 3, 2018 and is in the process of applying for status as a Capital Pool Corporation as defined in the Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Corporation has not commenced commercial operations and has no assets other than cash held in trust and deferred offering costs. Given the nature of the activities, no separate segmented information is reported. The Corporation's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders' approval.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Corporation in respect of the sale of its securities or \$210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a QT by the Corporation as defined under the policies of the Exchange. The Corporation is required to complete its QT on or before two years from the date the Corporation receives regulatory approval.

The head office and the registered head office of the Corporation is located at 4 King Street West, Suite 401, Toronto, Ontario, M5H 1B6.

On May 27, 2019, the Board of Directors approved the financial statements for the period from Date of Incorporation (May 3, 2018) to February 28, 2019.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

The financial statements have been prepared in accordance with the 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.

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.

Accrued liabilities are classified as other financial liabilities and measured at amortized cost using the effective interest rate method. Interest expense is recorded in profit or loss.

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).

2. SIGNIFICANT ACCOUNTING POLICIES – continued

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:

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 held in trust is a level 1 financial instrument measured at fair value on the statement of financial position.

Income Taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the end of the reporting period. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the intention is to settle on a net basis, or to realize the asset and settle the liability simultaneously. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of operations and comprehensive income.

Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax liabilities are recognized for all taxable temporary differences and deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to be recovered or settled. Deferred tax assets are recognized to the extent that realization of such benefits is probable.

Estimates

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 revenues and expenses during the period. Actual results could differ from those estimates used in the financial statements.

3. SHARE CAPITAL

Authorized

Unlimited common shares

Issued

2,350,000 common shares	\$ 115,000
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Escrowed Shares

During the period, the Corporation issued 2,350,000 common shares at \$0.05 per share for total proceeds of \$117,500 and incurred \$2,500 of share issuance costs related to this issuance.

The issued and outstanding common shares will be held in escrow pursuant to the requirements of the Exchange.

All common shares acquired on exercise of stock options granted to directors and officer prior to the completion of a Qualifying Transaction, must also be deposited in escrow until the final exchange bulletin is issued.

All common shares of the Corporation acquired in the secondary market 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. Subject to certain permitted exemptions, all securities of the Corporation held by principals of the resulting issuer will also be subject to escrow.

Options

Options may be granted for a maximum term of five years from the date of the grant. They are non-transferable and are exercisable as determined by the Directors when the option is granted. In the event that an optionee is terminated or resigns, their options expire at the earlier of 90 days from termination date and original expiry date, unless termination was for cause, in which case the options terminate immediately. In the case of death the options expire at the earlier of the original expiry date or six months after such death.

Any shares issued upon exercise of the options prior to the Corporation entering into a Qualifying Transaction will be subject to escrow restrictions.

The stock option plan is subject to regulatory approval.

No options have been granted or are outstanding as at February 28, 2019.

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

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 share capital and deficit, 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.

Risk Disclosures and Fair Values

The Corporation's financial instruments, consisting of cash held in trust and accrued liabilities approximate fair value due to the relatively short-term maturity of the instruments. It is management's opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments.

5. RELATED PARTY TRANSACTIONS

There was no remuneration paid to key management personnel during the period ended February 28, 2019.

6. SUBSEQUENT EVENTS

Filing of prospectus and Initial Public Offering

The Company intends to file a prospectus to offer to sell and issue 2,150,000 common shares at \$0.10 per share for gross proceeds of \$215,000.

The Corporation has entered into an agreement with Haywood Securities Inc. (the "Agent") to raise gross proceeds of \$215,000 in connection with the Corporation's IPO. The Corporation will pay a commission of 10% of gross proceeds to the Agent, and will grant the Agent the option to purchase common shares equal to 10% of the total number of Common Shares sold as part of the Offering for a period ending twenty-four months from the date the Offering is completed. The Corporation is also required to pay a corporate finance fee and will reimburse the Agent for legal fees and other reasonable expenses incurred pursuant to the Offering.

The Corporation intends to enter into stock option agreements at the closing of the IPO, granting stock options to officers and directors to collectively acquire 375,000 of the outstanding common shares of the Corporation, at an exercise price of \$0.10 per share and expiring five years from the date of grant. Additionally, the Corporation intends to grant a consultant options to acquire 50,000 of the outstanding common shares of the Corporation, at an exercise price of \$0.10 per share and expiring three years from the date of grant.

CERTIFICATE OF THE CORPORATION

DATE: May 27, 2019

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 Ontario, British Columbia and Alberta.

(signed) "*Brook G. Riggins*"
Brook G. Riggins
Chief Executive Officer

(signed) "*Brook G. Riggins*"
Brook G. Riggins
Chief Financial Officer

**ON BEHALF OF THE BOARD OF DIRECTORS
ROZDIL CAPITAL CORPORATION**

(signed) "*Brook G. Riggins*"
Brook G. Riggins
Director

(signed) "*Neil A. Johnson*"
Neil A. Johnson
Director

(signed) "*W. Hogan Mullally*"
W. Hogan Mullally
Director

CERTIFICATE OF THE PROMOTER

DATE: May 27, 2019.

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 Ontario, British Columbia and Alberta.

(signed) "*Brook G. Riggins*"
Brook G. Riggins
Promoter

CERTIFICATE OF THE AGENT

DATE: May 27, 2019.

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 Ontario, British Columbia and Alberta.

HAYWOOD SECURITIES INC.

Per: (signed) "*Campbell Becher*"
Campbell Becher
Managing Director