

A copy of this preliminary prospectus has been filed with the securities regulatory authorities in each of the provinces of Ontario, Alberta and British Columbia and with the TSX Venture Exchange Inc. but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the securities regulatory authorities.

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

PRELIMINARY PROSPECTUS

Initial Public Offering

September 26, 2017

GREEN RISE CAPITAL CORPORATION (a capital pool company)

**MINIMUM OFFERING: \$200,000 (2,000,000 Common Shares)
MAXIMUM OFFERING: \$300,000 (3,000,000 Common Shares)**

Price: \$0.10 per Common Share

The purpose of this offering (the “**Offering**”) is to provide Green Rise Capital Corporation (the “**Corporation**”) with a minimum amount of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction (as defined herein). The Corporation hereby offers a minimum of 2,000,000 Common Shares (as defined herein) (the “**Minimum Offering**”) and a maximum of 3,000,000 Common Shares (the “**Maximum Offering**”) to the public at a price of \$0.10 per Common Share (the “**Offering Price**”). Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the “**Exchange**”) and, in the case of a Non Arm’s Length Qualifying Transaction, must also receive Majority of the Minority Approval (as defined herein), in accordance with Exchange Policy 2.4 - Capital Pool Companies (the “**CPC Policy**”). The Corporation is a Capital Pool Company (“**CPC**”). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See “Business of the Corporation” and “Use of Proceeds”.

The Offering is made on a commercially reasonable efforts basis by Haywood Securities Inc. (the “**Agent**”) in the provinces of Alberta, British Columbia and Ontario (collectively, the “**Jurisdictions**”) and is subject to a subscription of a minimum of 2,000,000 Common Shares for total gross proceeds to the Corporation of \$200,000 and a maximum of 3,000,000 Common Shares for total gross proceeds to the Corporation of \$300,000. The Offering Price was determined arbitrarily by the board of directors of the Corporation (the “**Board of Directors**”). All funds received from subscribers for Common Shares will be held by the Agent on behalf of the subscribers until paid to the Corporation on closing of the subscriptions pursuant to the terms of the Agency Agreement (as defined herein). If the subscription for 2,000,000 Common Shares for gross proceeds of \$200,000 is not completed within ninety (90) days of the issuance of a receipt for the final prospectus or such other time as may be authorized by the applicable securities regulatory authorities in the Jurisdictions (collectively the “**Commissions**”) and consented to by the Agent and 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”.

	Common Shares	Price to Public	Agent's Commission ⁽¹⁾	Net Proceeds to the Corporation ⁽²⁾
Per Common Share.....	1	\$0.10	\$0.008	\$0.092
Minimum Offering.....	2,000,000	\$200,000	\$16,000	\$184,000
Maximum Offering.....	3,000,000	\$300,000	\$24,000	\$276,000

- (1) A cash commission equal to 8% of the gross proceeds will be paid to the Agent and the Agent will be reimbursed by the Corporation for its expenses related to the Offering, including reasonable legal fees. In addition, the Corporation has agreed to pay to the Agent a corporate finance fee of \$10,000 plus GST on closing of the Offering. The Agent will also be granted Agent's Warrants to purchase 8% of the number of Common Shares sold pursuant to the Offering, at a price of \$0.10 per Common Share, for a period of twenty-four months from the closing date of the Offering. See "Plan of Distribution - Name of Agent and Agent's Compensation".
- (2) Before deducting the costs and expenses of the Offering (other than the Agent's commission) estimated at \$88,500 (inclusive of legal and audit fees and other expenses of the Corporation, the listing fee payable to the Exchange, the filing fees payable to the Commissions and the Agent's fees and expenses). See "Use of Proceeds". This prospectus qualifies the distribution of the Agent's Warrants. See "Plan of Distribution" and "Options to Purchase Securities".
- (3) This prospectus qualifies for distribution the options to be issued to Mr. Benadiba in his capacity as a director of the Corporation to purchase up to a total of 100,000 Common Shares at a price of \$0.10 per Common Share until five years from the date of the grant. See "Plan of Distribution" and "options to Purchase Securities".

Pursuant to the Agency Agreement, the Agent will be granted warrants to purchase up to eight percent (8%) of the total number of Common Shares sold in connection with this Offering, at a price of \$0.10 per Common Share and exercisable for a period of twenty-four (24) months from the closing of the Offering. The grant of the Agent's Warrants is qualified under this prospectus. See "Plan of Distribution" and "Options to Purchase Securities".

Market for Securities

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

There is currently no market through which the Common Shares may be sold and purchasers may not be able to resell the Common Shares purchased under this prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "Risk Factors".

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of options to Mr. Benadiba and the grant of the Agent's Warrants, as described herein, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the preliminary prospectus in respect of this Offering is issued by the Commission that is designated the principal regulator pursuant to National Policy 11-202 – *Process for Prospectus Reviews in Multiple Jurisdictions* 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 Commissions grant a discretionary order.

Risk Factors

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

The Corporation owns no assets other than a minimum amount of cash, has no record of earnings or dividends, has not entered into an Agreement in Principle (as defined herein) with respect to a proposed Qualifying Transaction and may not generate earnings or pay dividends in the immediate or foreseeable future. The proposed business of the Corporation involves a degree of risk and there is no assurance that the Corporation will identify assets or businesses which warrant, acquisition or participation or will be able to successfully negotiate same, or that any such opportunities or businesses acquired would be profitable. Until Completion of the Qualifying Transaction (as defined herein), the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions and, except as otherwise provided in the CPC Policy, a maximum of the lesser of: (i) thirty percent (30%) of the gross proceeds realized from the sale of all securities issued by the Corporation, and (ii) \$210,000 may be used for purposes other than evaluating potential Qualifying Transactions. Moreover, if a potential asset or business is identified and an acquisition or participation therein is warranted, additional funds may be required and there is no assurance that the Corporation will be able to obtain such financing. Subscribers hereunder will experience immediate dilution of approximately \$0.041 per share or 41% assuming completion of the Minimum Offering and \$0.038 per share or 38% assuming completion of the Maximum Offering, prior to deduction of selling commissions and related expenses. An acquisition financed by the issuance of additional Common Shares may result in further dilution and a change of control of the Corporation. In the event the Corporation identifies and completes the acquisition of a corporation or assets located outside of Canada, it may be difficult or impossible to effect service or notice to commence legal proceedings on any directors, officer and experts located outside of Canada. It may not be possible to enforce against such persons or such corporation any judgments obtained in Canadian courts predicated on the civil liability provisions of the applicable securities laws in Canada. **For these reasons, which are only summaries thereof, an investment herein is suitable only to those investors who are willing to rely solely on the management of the Corporation and who can afford to lose all of their investment. See “Business of the Corporation”, “Use of Proceeds”, “Distribution” and “Risk Factors”.**

The Corporation currently intends to pursue a Qualifying Transaction through the acquisition of a Significant Asset (as defined herein); however there is no assurance that the Qualifying Transaction will involve the acquisition of a business or Significant Assets.

The Exchange may suspend from trading or delist the Common Shares if the Corporation fails to complete a Qualifying Transaction (as defined herein) within twenty-four (24) months following the date the Common Shares are listed on the Exchange. Suspension from trading of the Common Shares may, and delisting of the Common Shares will, result in the Commissions issuing an interim cease trade order against the Corporation. In addition, delisting of the Common Shares will result in the cancellation of all of the currently issued and outstanding shares of the Corporation held by Insiders, as defined hereinafter, which have been purchased at a discount from the IPO price.

Maximum Investment

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than two percent (2%) of the total number of Common Shares offered in the Offering, representing a limit of 40,000 Common Shares under the Minimum Offering and 60,000 Common Shares under the Maximum Offering. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is four percent (4%) of the total number of Common Shares offered in the Offering, representing a limit of 80,000 Common Shares under the Minimum Offering and 120,000 under the Maximum Offering.

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 share certificates evidencing the Common Shares in definitive form will be available for delivery on the closing date unless the Agent elects for delivery in electronic book entry form through CDS Clearing and Depository Services Inc. (“CDS”) or its nominee. If delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

No person is authorized to provide any information or to make any representations in connection with this Offering other than as contemplated in this prospectus.

Haywood Securities Inc.
Waterfront Centre
200 Burrard Street, Suite 700
Vancouver, BC V6C 3L6

TABLE OF CONTENTS

	<u>Page</u>
GLOSSARY	1
PROSPECTUS SUMMARY	7
THE CORPORATION	9
BUSINESS OF THE CORPORATION	9
USE OF PROCEEDS	12
PLAN OF DISTRIBUTION	15
DESCRIPTION OF SHARE CAPITAL.....	17
CAPITALIZATION	17
OPTIONS TO PURCHASE SECURITIES	18
PRIOR SALES.....	18
ESCROW SECURITIES	19
PRINCIPAL SHAREHOLDERS	22
DIRECTORS, OFFICERS AND PROMOTERS	22
EXECUTIVE COMPENSATION	26
DILUTION	26
RISK FACTORS	26
AUDITORS, TRANSFER AGENT AND REGISTRAR.....	28
RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT.....	29
RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS	29
LEGAL PROCEEDINGS	29
MATERIAL CONTRACTS	29
ELIGIBILITY FOR INVESTMENT.....	29
PURCHASERS' STATUTORY RIGHTS AND RESCISSION OF WITHDRAWAL.....	30
FINANCIAL STATEMENTS	F-1
CERTIFICATE OF THE CORPORATION.....	C-1
CERTIFICATE OF THE PROMOTER	C-2
CERTIFICATE OF THE AGENT.....	C-3

GLOSSARY

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

A Company is an “**Affiliate**” of another Company if:

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

A Company is “**controlled**” by a Person if:

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

A Person beneficially owns securities that are beneficially owned by:

- (a) a Company controlled by that Person, or
- (b) an Affiliate of that Person or an Affiliate of any Company controlled by that Person.

“**Agency Agreement**” means the agency agreement dated ●, 2017 between the Corporation and the Agent.

“**Agent**” has the meaning ascribed thereto on the cover page of this prospectus.

“**Agent’s Warrants**” means the warrants to be granted by the Corporation to the Agent entitling the Agent to acquire up to eight percent (8%) of the total number of Common Shares sold in connection with this Offering, at a price of \$0.10 per Common Share and exercisable for a period of twenty-four (24) months from the closing date of the Offering.

“**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;

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

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

“Associate” when used to indicate a relationship with a Person, means

- (a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer;
- (b) any partner of the Person;
- (c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which a Person serves as trustee or in a similar capacity;
- (d) in the case of a Person who is an individual,
 - (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.1.00 of the Exchange's Rule Book and Policies with respect to that Member firm, Member corporation or holding company.

“Board of Directors” has the meaning ascribed to it on the cover page of this prospectus.

“Commissions” has the meaning ascribed to it on the cover page of this prospectus.

“Common 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 that holds or is one of a combination of Persons that holds 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.

“CPC” means a corporation:

- (a) that has been incorporated or organized in a jurisdiction in Canada;

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

“**CPC Policy**” has the meaning ascribed thereto on the cover page of this prospectus.

“**Escrow Agreement**” has the meaning ascribed thereto under “Escrow Securities”.

“**Exchange**” has the meaning ascribed thereto on the cover page of this prospectus.

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

“**GST**” means the Canadian Goods and Services Tax.

“**Initial Release**” has the meaning ascribed thereto under “Escrow Securities”.

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

- (a) a director or senior officer of the issuer;
- (b) a director or senior officer of the Company that is an Insider or subsidiary of the issuer;
- (c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the issuer;
or
- (d) the issuer itself if it holds any of its own securities.

“**IPO**” means initial public offering.

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

- (a) Non Arm’s Length Parties to the CPC;
- (b) Non Arm’s Length Parties to the Qualifying Transaction; and
- (c) in the case of a Related Party Transaction:
 - (i) if the CPC holds its own shares, the CPC, and
 - (ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or (b) in respect of the transaction,

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

“**Member**” has the meaning ascribed thereto in Rule A.1.00 of the Exchange’s Rule Book and Policies.

“**NEX**” means the separate trading board of the Exchange which provides a trading market for the securities of an issuer that has ceased to meet the Tier 2 maintenance requirements of the Exchange.

“**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 such Persons, or another entity or an Affiliate of that entity, if that entity or its Affiliate has the same promoter, officer, director, Insider or Control Person, and 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 to be the subject of the proposed Qualifying Transaction.

“**OBCA**” means the *Business Corporations Act* (Ontario), as amended from time to time.

“**Offering Price**” has the meaning ascribed to it on the cover page of this prospectus.

“**Person**” means a Company or individual.

“**Principal**” means:

- (a) a Person who acted as a promoter of the issuer within two years or their respective Associates or Affiliates, before the IPO prospectus or Final Exchange Bulletin;
- (b) a director or senior officer of the issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;
- (c) a 20% holder - a Person that holds securities carrying more than 20% of the voting rights attached to the issuer’s outstanding securities immediately before and immediately after the issuer’s IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and
- (d) a 10% holder - a Person that:
 - (i) holds securities carrying more than 10% of the voting rights attached to the issuer’s outstanding securities immediately before and immediately after the issuer’s IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and
 - (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries.

In calculating these percentages, 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 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" has the meaning given under the policies of the Exchange, and generally includes Members of the Exchange and their Affiliates, partners, directors, officers and employees, as well as their respective Associates and any other Person or party determined by the Exchange in its discretion to not be acting at arm's length to such Members of the Exchange.

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

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

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

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

"Seed Shares" means the 9,100,000 Common Shares issued and outstanding prior to the Offering.

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

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

"Sponsorship Acknowledgment Form" has the meaning ascribed thereto in Exchange Policy 2.2 – *Sponsorship and Sponsorship Requirements*.

"Stock Option Plan" means the Corporation's incentive stock option plan.

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

“**TSX-V**” has the same meaning as given to “Exchange”, above.

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

PROSPECTUS SUMMARY

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

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. Any Qualifying Transaction must be approved by the Exchange and, in the case of a Non-Arm's Length Qualifying Transaction, must also receive Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. An acquisition financed by the issuance of treasury shares could result in a change in control of the Corporation and may cause the shareholders' interests in the Corporation to be reduced. See "Business of the Corporation".

Offering: A minimum of 2,000,000 Common Shares and a maximum of 3,000,000 Common Shares are being offered under this prospectus at a price of \$0.10 per share for gross proceeds of a minimum of \$200,000 and a maximum of \$300,000. The Offering is being made on a commercially reasonable efforts basis. The Corporation also intends to grant options to purchase up to 100,000 Common Shares to Mr. Benadiba at a price of \$0.10 per Common Share until five (5) years from the date of the grant. The options to be granted to Mr. Benadiba are also qualified for distribution under this prospectus. In addition, the Corporation will grant warrants to the Agent to entitling the Agent to purchase up to eight percent (8%) of the total number of Common Shares sold in connection with this Offering, being 160,000 Common Shares in the case of a Minimum Offering and 240,000 Common Shares in the case of a Maximum Offering, at a price of \$0.10 per Common Share and exercisable for a period of twenty-four (24) months from the closing date of the Offering, which Agent's Warrants are qualified for distribution under this prospectus. See "Plan of Distribution" and "Options to Purchase Securities".

Use of Proceeds: The net proceeds to the Corporation will be \$184,000 in the case of a Minimum Offering and \$276,000 in the case of a Maximum Offering, after deducting the Agent's commission but before deducting expenses of the Offering, estimated at \$88,500 (inclusive of the listing fee to the Exchange and the Agent's fees and expenses). The net proceeds of this Offering will be used to provide the Corporation with funds to be used 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 business 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 thirty percent (30%) of the gross proceeds realized from the sale of all securities issued by the Corporation and \$210,000 may be used for purposes other than evaluating businesses or assets with a view to completing a Qualifying Transaction. See "Use of Proceeds", "Business of the Corporation - Method of Financing" and "Risk Factors".

Directors and
Lal Narang Chairman, Chief Financial Officer and Director
Vincent Narang Chief Executive Officer, Secretary and Director

Management: Mark Benadiba Director
Sandy Basolini Director

Mr. Vincent Narang can be considered to be a promoter of the Corporation. See “Directors, Officers, and Promoters” and “Promoters”.

Escrow Provisions: All of the 9,100,000 currently issued and outstanding Common Shares will be deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to three (3) years after the date of the Final Exchange Bulletin. See “Escrow Securities”.

Risk Factors: **Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation’s business and its present stage of development.** The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, it has not paid any dividends and it will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is suitable only 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 devote only part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation may be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of approximately \$0.041 per share or 41% assuming completion of the Minimum Offering and \$0.038 per share or 38% assuming completion of the Maximum Offering, prior to deduction of selling commissions and related expenses. 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”.

THE CORPORATION

Green Rise Capital Corporation was incorporated under the OBCA on June 9, 2017. The head office and the registered office of the Corporation are located at 199 Bay Street, Suite 4000, Commerce Court West, Toronto, Ontario, M5L 1A9, Canada.

BUSINESS OF THE CORPORATION

Preliminary Expenses

To date, the Corporation has raised \$455,000 through the sale of 9,100,000 Seed Shares. See “Prior Sales” and “Capitalization”.

The Corporation has agreed to reimburse the Agent for its reasonable legal fees and other expenses. All expenses incurred by the Agent shall be payable by the Corporation upon receipt of an invoice from the Agent. The Corporation has also agreed to pay to the Agent a corporate finance fee of \$10,000 plus GST on closing of the Offering. Part of the net proceeds of the Offering may be utilized 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”.

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 commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests and does not own any assets, other than cash. The Corporation’s efforts to identify a target business will not be limited to a particular industry or geographic region. See “Potential 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 and of the applicable securities regulatory authorities, this may include the raising of additional funds in order to finance an acquisition. Except as described under “Use of Proceeds - Private Placements for Cash”, and “Use of Proceeds - Restrictions on Use of Proceeds”, the funds raised pursuant to this Offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

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

Method of Financing

The Corporation may use cash, bank financing, other secured or unsecured loans, the issuance of treasury shares, private or public financing of debt or equity, or a combination thereof for the purpose of financing its proposed Qualifying Transaction. **A Qualifying Transaction financed by the issue of treasury shares could result in a change of control of the Corporation and may cause shareholders’ interests in the Corporation to be further diluted.**

Criteria for a Qualifying Transaction

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

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 Common Shares until the filing requirements of the Exchange have been satisfied as set forth under "Business of the Corporation - Trading Halts, Suspensions and Delisting". Within seventy-five (75) days after issuance of such news release, the Corporation will be required to submit for review to the Exchange and the applicable securities regulatory authorities 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 or where shareholder approval is otherwise required. A filing statement must be submitted where the Qualifying Transaction is not a Non Arm's Length Qualifying Transaction or where shareholder approval is not otherwise required to be obtained. The information circular or filing statement, as applicable, must contain prospectus level disclosure of the assets or business to be acquired and the Corporation, assuming Completion of the Qualifying Transaction, and be must prepared in accordance with the CPC Policy and TSX-V Form 3B1, in the case of an information circular, or TSX-V Form 3B2, in the case of a filing statement. Upon acceptance by the Exchange and the applicable securities regulatory authorities, the Corporation must then either:

- (a) file the filing statement on SEDAR at least seven (7) business days prior to closing 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 required approval at a meeting of shareholders.

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

- (a) in the case of a Non Arm's Length Transaction, confirmation of Majority of Minority Approval of the Qualifying Transaction;
- (b) confirmation of closing of the Qualifying Transaction; and
- (c) all post-meeting or final documentation, as applicable, 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's efforts to identify a target business will not be limited to a particular industry or geographic region. The Corporation has had preliminary discussions with several businesses to determine whether there is a mutual interest in the Corporation concluding an acquisition. None of these discussions have progressed to the point where the Corporation is close to having an Agreement in Principle or where any particular acquisition would be described as probable.

Initial Listing Requirements

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

Trading Halts, Suspension and Delisting

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

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

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

The Exchange may suspend from trading or delist the Common Shares of the Corporation where the Exchange has not issued a Final Exchange Bulletin to the Corporation within twenty-four (24) months of the date of listing. If the Common Shares of the Corporation are delisted by the Exchange, then within ninety (90) days from the date of such delisting the Corporation shall wind up and liquidate its assets pursuant to the OBCA and shall make a pro rata distribution of its remaining assets to its shareholders unless, within that ninety (90) day period and pursuant to a majority vote of shareholders (exclusive of the vote of Non Arm's Length Parties to the Corporation), the shareholders determine to deal with the

remaining assets in some other manner. See “Business of the Corporation - 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 twenty percent (20%) of the issued and outstanding securities of the Resulting Issuer;
- (c) the Resulting Issuer will be a financial institution, finance company, finance issuer or mutual fund, as defined in the securities legislation;
- (d) the majority of the directors and senior officers of the Resulting Issuer are not residents of Canada or the United States or are individuals who have not demonstrated positive association as directors or officers with public companies that are subject to a regulatory regime comparable to the companies listed on a Canadian exchange; or
- (e) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Proceeds and Principal Purposes

- (a) The gross proceeds received by the Corporation from the sale of 9,100,000 Common Shares prior to the date of this prospectus amounted to \$455,000.
- (b) The Corporation incurred expenses and costs totaling approximately \$4,250 with respect to incorporation and organization of the Corporation (including the issue of the Common Shares referred to in (a) above) and filing fees.
- (c) The gross proceeds to be received by the Corporation from the sale of the Common Shares distributed under this prospectus amount to \$200,000 assuming completion of the Minimum Offering or \$300,000 assuming completion of the Maximum Offering.
- (d) The expenses and cost of this Offering, including the Agent’s commission, the Agent’s corporate finance fee and listing fees, incurred to date and expected to be incurred

amount to \$104,500 assuming completion of the Minimum Offering or \$112,500 assuming completion of the Maximum Offering.

- (e) The Corporation estimates that an amount of \$546,250 assuming completion of Minimum Offering and \$638,250 assuming completion of the Maximum Offering will be available to it from the sale of the Common Shares distributed under this prospectus and prior sales of Common Shares.

The following indicates the principal uses which the Corporation proposes for the total funds available to it upon the completion of this Offering, a portion of which has already been spent, as reflected in the Corporation's balance sheet as at August 31, 2017, which is set out at page F-1 of this prospectus.

Proceeds to the Corporation	Minimum Offering	Maximum Offering
Cash proceeds raised prior to this Offering ⁽¹⁾	\$455,000	\$455,000
Expenses and costs relating to incorporation	(\$4,250)	(\$4,250)
Cash proceeds to be raised pursuant to this Offering ⁽²⁾	\$200,000	\$300,000
Expenses and costs relating to the Offering ^{(3) (4)}	(\$104,500)	(\$112,500)
Estimated funds available (on completion of the Offering) ⁽²⁾	\$546,250	\$638,250
Use of Proceeds		
Funds available for identifying and evaluating assets or business prospects ⁽⁴⁾	\$496,250	\$588,250
Estimated general and administrative expenses until completion of a Qualifying Transaction	\$50,000	\$50,000
TOTAL NET PROCEEDS	\$546,250	\$638,250

- (1) See "Prior Sales".
- (2) In the event, and to the extent, that the Agent exercises the Agent's Warrants, there will be available to the Corporation additional funds in the maximum amount of \$16,000 assuming completion of Minimum Offering and \$24,000 assuming completion of Maximum Offering on the exercise of the Agent's Warrants which will be added to the working capital of the Corporation. There is no assurance that any of the foregoing warrants will be exercised.
- (3) Expenses include listing fees, Agent's commission, the Agent's corporate finance fee, legal fees, audit fees and expenses. In addition, the Corporation has agreed to pay to the Agent a corporate finance fee of \$10,000 plus GST on closing of the Offering.
- (4) In the event that the Corporation enters into an Agreement in Principle prior to spending the amount of funds available for identifying and evaluating assets or business prospects, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

Until required for the Corporation's purposes, the proceeds will be invested only 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 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 be sufficient only 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 under "Restrictions on Use of Proceeds", "Private Placements for Cash," and "Prohibited Payments to Non Arm's Length Parties", below, 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, if necessary, obtain shareholder approval for a proposed Qualifying Transaction.

The proceeds may be used for expenses incurred for the preparation of: (a) valuations or appraisals; (b) business plans; (c) feasibility studies and technical assessments; (d) sponsorship reports; (e) engineering or geological reports; (f) financial statements, including audited financial statements; (g) fees for legal and accounting services; and (h) Agent's fees, costs and commissions, relating to the identification and evaluation of assets or businesses and the obtaining of shareholder approval, if applicable, for the Corporation's proposed Qualifying Transaction.

In addition, with the prior acceptance of the Exchange, up to an aggregate of \$225,000 may be advanced as a refundable deposit or secured loan by the Corporation to a Vendor or Target Company, as the case may be, for a proposed arm's length Qualifying Transaction that has been publicly announced at least fifteen (15) days prior to the date of such advance, if 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: (i) thirty percent (30%) of the gross proceeds from the sale of all securities issued by the Corporation and (ii) \$210,000, will be used for purposes other than those described above under "Permitted Use of Funds". For greater certainty, expenditures which are not included as "Permitted Uses of Funds" listed above, include: (a) listing and filing fees (including SEDAR fees); (b) other costs for the issuance of securities (including legal, accounting and audit expenses relating to the preparation and filing of this prospectus); and (c) administrative and general expenses of the Corporation, including: (i) office supplies, office rent and related utilities; (ii) printing costs (including the printing of this prospectus and share certificates); (iii) equipment leases; and (iv) fees for legal advice and audit expenses, other than those described above under "Permitted Use of Funds". No proceeds will be used to acquire or lease a vehicle.

Private Placements for Cash

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

Prohibited Payments to Non Arm's Length Parties

Except as described herein under "Options to Purchase Securities" and "Restrictions on Use of Proceeds", the Corporation has not made, and until the Completion of the Qualifying Transaction will not make, any payment of any kind, directly or indirectly, to a Non Arm's Length Party to the Corporation or a Non Arm's Length Party to the Qualifying Transaction, or to a Person engaged in investor relations activities, by any means, including: (a) remuneration, which includes but is not limited to salaries, consulting fees, management contract fees, 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 foregoing, the Corporation may reimburse a Non Arm's Length Party to the Corporation for reasonable expenses for office supplies, office rent and related utilities, equipment leases (excluding vehicle leases) and legal services (provided that neither the lawyer providing the legal services nor any member of the law firm providing the services is a promoter of the Corporation or, in the case of a law firm, no member of the firm owns more than ten percent (10%) of the outstanding Common Shares), and the Corporation may also reimburse a Non Arm's Length Party to the Corporation for reasonable out-of-pocket expenses incurred in pursuing the business of the Corporation described under "Permitted Use of Funds".

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

PLAN OF DISTRIBUTION

Name of Agent and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public a minimum of 2,000,000 Common Shares and a maximum of 3,000,000, as provided in this prospectus, at a price of \$0.10 per Common Share, for gross proceeds of \$200,000 (assuming the Minimum Offering) and \$300,000 (assuming the Maximum Offering), subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission equal to eight percent (8%) of the aggregate gross proceeds from the sale of the Common Shares. Additionally, the Corporation has agreed to pay to the Agent a corporate finance fee of \$10,000 plus GST on closing of the Offering. The Corporation has also agreed to reimburse the Agent for its reasonable legal fees and expenses related to the Offering.

The Corporation has also agreed to grant the Agent's Warrants to the Agent which constitutes non-transferable options to purchase the equivalent of eight percent (8%) of the total number of Common Shares sold pursuant to this Offering, at an exercise price of \$0.10 per Common Share, which may be exercised for a period of twenty-four (24) months from the closing date of the Offering. The Agent's Warrants are qualified for distribution under this prospectus. Not more than fifty percent (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 fifty percent (50%) may be sold following the Completion of the Qualifying Transaction.

The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation.

The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

Commercially Reasonable Efforts Offering

The Offering is for a minimum of 2,000,000 Common Shares and a maximum of 3,000,000 Common Shares at a price of \$0.10 per share for total gross proceeds of a minimum of \$200,000 and a maximum of

\$300,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than two percent (2%) of the total number of Common Shares offered in the Offering, representing a limit of 40,000 Common Shares under the Minimum Offering and 60,000 Common Shares under the Maximum Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is four percent (4%) of the total number of Common Shares offered under the Offering, representing a limit of 80,000 Common Shares under the Minimum Offering and 120,000 Common Shares under the Maximum Offering.

The funds received from the Offering will be deposited with the Agent, and will not be released until all proceeds from the Offering have been deposited and the Agent consents to the release thereof. Subscriptions for 2,000,000 Common Shares for aggregate gross proceeds of \$200,000 must be raised within ninety (90) days of the date a receipt for the final prospectus is issued, or such other time as may be authorized by the Commissions and consented to by the Agent and Persons who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

The Corporation also proposes to grant options to purchase 100,000 Common Shares to Mr. Benadiba in accordance with the policies of the Exchange, which options are also qualified for distribution under this prospectus.

Determination of Price

The Offering Price was determined arbitrarily by the Board of Directors in accordance with CPC Policy.

Listing Application

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

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 of the Agent or any Associate or Affiliate of the foregoing have subscribed for Common Shares of the Corporation.

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

Subject to: (i) compliance with any applicable client priority rules, and (ii) applicable restrictions for the Offering described under “Plan of Distribution – Commercially Reasonable Efforts Offering”, such participants are permitted to subscribe for Common Shares pursuant to this Offering. The Exchange will require that any securities issued to the Pro Group in connection with or in contemplation of the Qualifying Transaction will be subject to a four month hold period and the securities certificates will be legended accordingly as prescribed in Exchange Policy 3.2 – *Filing Requirements and Continuous Disclosure*.

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of options to Mr. Benadiba and the grant of the Agent’s Warrants, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus in respect of this Offering is issued by the Commissions and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, at the date hereof, 9,100,000 are issued and outstanding as fully paid and non-assessable Common Shares. The Corporation has reserved 100,000 Common Shares to be issued under the Offering pursuant to the Stock Option Plan at an exercise price of \$0.10 per Common Share. The Corporation has also reserved 8% of the aggregate number of Common Shares to be issued under the Offering pursuant to the Agent’s Warrants, being 160,000 Common Shares in the case of the Minimum Offering and 240,000 Common Shares in the case of the Maximum Offering at an exercise price of \$0.10 per Common Share, expiring 24 months from the closing date of the Offering. See “Plan of Distribution”.

The holders of the Common Shares are entitled to: (a) vote at all meetings of shareholders, except meetings at which only holders of a specified class of shares are entitled to vote; (b) receive dividends, if, as and when declared by the Board of Directors; and (c) subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, receive the remaining property of the Corporation upon dissolution, liquidation or winding-up of the Corporation as is distributable to the holders of the Common Shares.

CAPITALIZATION

The following table sets forth the capitalization of the Corporation as at August 31, 2017 as derived from the audited financial statements and the pro forma capitalization after giving effect to this Offering assuming the distribution of all Common Shares offered:

Designation of Security	Amount Authorized	Outstanding as at August 31, 2017 ⁽¹⁾	Amount to be outstanding if Minimum Offering is completed ⁽²⁾⁽³⁾	Amount outstanding if Maximum Offering is completed ⁽²⁾⁽³⁾
Common Shares	Unlimited	\$455,000	\$550,500	\$642,500
		(9,100,000 Common Shares)	(11,100,000 Common Shares)	(12,100,000 Common Shares)

- (1) As at August 31, 2017, the date of the most recent balance sheet of the Corporation, which is contained in this prospectus, the Corporation has not commenced commercial operations.
- (2) The Corporation has reserved 100,000 Common Shares to be issued under the Offering pursuant to the Stock Option Plan at an exercise price of \$0.10 per Common Share, expiring five years from the date of the grant. The Corporation has also reserved 8% of the aggregate number of Common Shares to be issued under the Offering pursuant to the Agent’s Warrants, being 160,000 Common Shares in the case of the Minimum Offering and 240,000 Common Shares in the case of the Maximum Offering at an exercise price of \$0.10 per Common Share, expiring 24 months from the closing date of the Offering. See “Plan of Distribution”.
- (3) After deducting the Agent’s cash commission of \$16,000 in case of the Minimum Offering and \$24,000 in case of the Maximum Offering to be paid and all estimated expenses of the Offering, estimated to be \$92,750.

OPTIONS TO PURCHASE SECURITIES

As of the date hereof, the Corporation has agreed to grant the Agent's Warrants to the Agent to purchase the equivalent of eight percent (8%) of the total number of Common Shares sold pursuant to the Offering, being 160,000 Common Shares in the case of a Minimum Offering and 240,000 Common Shares in the case of the Maximum Offering, at an exercise price of \$0.10 per Common Share, which may be exercised for a period of twenty-four (24) months from the closing date of the Offering. The Agent's Warrants are qualified for distribution under this prospectus.

The Corporation proposes to reserve 100,000 Common Shares for issuance upon the exercise of the stock options to be granted to Mr. Benadiba in his capacity as director of the Corporation, at an exercise price of \$0.10 per Common Share. The stock options to be granted to Mr. Benadiba will constitute less than 10% of the outstanding Common Shares after the closing of the Offering, which is the maximum number of stock options permitted by the CPC Policy to be granted.

The stock options granted to Mr. Benadiba will be non-transferable and if not exercised, will expire on the earlier of five (5) years from the date of grant and one year following the date Mr. Benadiba ceases to be a director of the Corporation. All shares acquired on exercise of Mr. Benadiba's options before the Completion of the Qualifying Transaction shall be subject to escrow until the issuance of the Final Exchange Bulletin for a Qualifying Transaction.

The options to purchase 100,000 Common Shares to be issued one day prior to the closing date of this Offering to Mr. Benadiba are qualified for distribution pursuant to this prospectus.

Stock Option Plan Terms

The board of directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers and technical consultants 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, exercisable for a period of up to five (5) years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. The exercise price of any options will be determined by the board of directors in accordance with the policies of the Exchange and, in any event, the exercise price of options may not be less than the discounted market price determined in accordance with the policies of the Exchange. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrowed Securities".

PRIOR SALES

Since the date of incorporation, the Corporation has issued 9,100,000 Common Shares, as follows:

Date	Number of Common Shares ⁽¹⁾	Issue Price per Common Share	Aggregate Issue Price	Nature of Consideration Received
June 9, 2017	1	\$0.05	\$0.05	Cash
August 21, 2017	9,099,999	\$0.05	\$454,999.95	Cash

Notes:

- (1) All of these 9,100,000 Common Shares will be held in escrow until the Final Exchange Bulletin is issued by the Exchange. See “Escrow Securities”.

ESCROW SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 9,100,000 Common Shares issued prior to this Offering at a price below \$0.05 per Common Share or to Non-Arm’s Length Parties, all Common Shares that may be acquired by Non Arm’s Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with TSX Trust Company pursuant to an escrow agreement dated ●, 2017 (the “**Escrow Agreement**”).

All Common Shares acquired on exercise of stock options prior to Completion of the Qualifying Transaction must also be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. In addition, all Common Shares acquired in the secondary market prior to Completion of the Qualifying Transaction by any Person who becomes a Control Person are required to be deposited in escrow. Subject to certain exemptions permitted by the Exchange, all securities of the Corporation held by Principals of the Resulting Issuer will also be escrowed.

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

Name and municipality of residence of shareholder	Common Shares	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 Offering ⁽¹⁾⁽²⁾
Lal Narang, Calgary, Alberta	2,050,000	2,050,000	22.53%	18.47%
Vincent Narang, Toronto, Ontario	2,000,000	2,000,000	21.98%	18.02%
Mark Benadiba, Toronto, Ontario	100,000	100,000	1.10%	0.90%
Sandy Basolini, Hamilton, Ontario	2,250,000	2,250,000	24.73%	20.27%
Rick Paolone, Oakville, Ontario	1,800,000	1,800,000	19.78%	16.22%
Thomas A. McKee, Toronto, Ontario	900,000	900,000	9.89%	8.11%

Notes:

- (1) Assuming that no Common Shares are purchased by these shareholders under the Offering and before the exercise of the options to be granted to Mr. Benadiba.
- (2) Assuming completion of the Minimum Offering. Seed shareholders would own approximately the following percentage of the Common Shares after giving effect to the Maximum Offering: Lal Narang – 16.94%, Vincent Narang – 16.53%, Mark Benadiba – 0.83%, Sandy Basolini – 18.60%, Rick Paolone – 14.88% and Thomas A. McKee – 7.44%.

Where the Common Shares which are required to be held in escrow are held by a Company, each 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 Company, without the consent of the Exchange.

Any such Company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities that could reasonably result in a change of control of the Company. In addition, the Exchange may require an undertaking from any Control Person of the Company not to transfer the shares of that company.

Under the Escrow Agreement, ten percent (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 fifteen percent (15%) will be released on the dates that are six (6) months, twelve (12) months, eighteen (18) months, twenty-four (24) months, thirty (30) months and thirty-six (36) months following the Initial Release.

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

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

If the 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 TSX Trust Company to immediately:

- (a) cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares; or
- (b) if the Corporation lists on NEX, either:
 - (i) cancel all Seed Shares purchased by Non-Arm’s Length Parties to the CPC at a discount from the IPO price, namely \$0.10 per Common Share, in accordance with section 11.2(a) of the CPC Policy, or
 - (ii) subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non Arm’s Length Parties to the Corporation so that the average cost of the remaining Seed Shares is at least equal to \$0.10.

Escrowed Securities on Qualifying Transaction

Generally, if at least seventy-five percent (75%) of the securities issued pursuant to the Qualifying Transaction are “Value Securities”, then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security agreement (the “**Value Security Escrow Agreement**”). “**Value Securities**” are securities issued pursuant to a transaction, for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement. However, if at least seventy-five percent (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 (3) year escrow release mechanism with ten percent (10%) of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and fifteen percent (15%) of the escrowed securities being releasable every six (6) months thereafter until the date which is thirty-six (36) months after the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 issuer subject to a Surplus Security Escrow Agreement, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three (3) year escrow release mechanism with: five percent (5%) of the escrowed securities releasable at the time of the Final Exchange Bulletin; five percent (5%) on the date which is six (6) months after the Final Exchange Bulletin; ten percent (10%) on each of the dates which are twelve (12) and eighteen (18) months after the Final Exchange Bulletin; fifteen percent (15%) on each of the dates which are twenty-four (24) and thirty (30) months after the Final Exchange Bulletin; and forty percent (40%) on the date which is thirty-six (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 eighteen (18) month escrow release mechanism with twenty-five percent (25%) of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and twenty-five percent (25%) of the escrowed securities being releasable every six (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 eighteen (18) month escrow release mechanism with ten percent (10%) of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin; twenty percent (20%) on the date which is six (6) months after the Final Exchange Bulletin; thirty percent (30%) on the date which is twelve (12) months after the Final Exchange Bulletin and forty percent (40%) on the date which is eighteen (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 defined in the Exchange policies); or (b) the private placement is announced concurrently with the Agreement in Principle and (i) at least seventy-five percent (75%) of the proceeds from the private placement are not from Principals of the Corporation or the proposed Resulting Issuer, (ii) if subscribers, other than Principals of the Corporation or the proposed Resulting Issuer, will obtain securities subject to hold periods, then in addition to any resale restrictions under applicable securities legislation, any securities issued to such Principals will be subject to a four month hold period, and (iii) none of the proceeds of the private placement are allocated to pay compensation or to settle indebtedness owing to Principals of the Resulting Issuer.

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Shares	Percentage of Shares Owned Before Offering	Percentage of Shares Owned After Offering⁽¹⁾⁽²⁾⁽³⁾
Lal Narang, Calgary, Alberta	Of Record and Beneficial	2,050,000	22.53%	18.47%
Vincent Narang, Toronto, Ontario	Of Record and Beneficial	2,000,000	21.98%	18.02%
Sandy Basolini, Hamilton, Ontario	Of Record and Beneficial	2,250,000	24.73%	20.27%
Rick Paolone, Oakville, Ontario	Of Record and Beneficial	1,800,000	19.78%	16.22%

Notes:

- (1) Assuming that no Common Shares are purchased by these persons under the Offering and before the exercise of the Agent's Warrants.
- (2) Assuming completion of the Minimum Offering. Each of the principal shareholders would own approximately the following percentage of Common Shares after giving effect to the Maximum Offering: Lal Narang – 16.94%, Vincent Narang – 16.53%, Sandy Basolini – 18.60% and Rick Paolone – 14.88%.
- (3) On a fully diluted basis, assuming the exercise of all of the Agent's Warrants, each of the principal shareholders would own approximately the following percentage of the Common Shares after giving effect to (i) the Minimum Offering: Lal Narang – 18.21%, Vincent Narang – 17.76%, Sandy Basolini – 19.98% and Rick Paolone – 15.99%; and (ii) the Maximum Offering: Lal Narang – 16.61%, Vincent Narang – 16.21%, Sandy Basolini – 18.23% and Rick Paolone – 14.59%.

DIRECTORS, OFFICERS AND PROMOTERS

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

The following are the names and municipalities of residence of the directors, officers and promoters of the Corporation, their positions and offices with the Corporation and their principal occupations:

Name, Age and Municipality of Residence	Office	Principal Occupation and Positions Held
Lal Narang, Calgary, Alberta Age: 80	Chairman, Secretary & Director	President of Capital Leasing Investment Corp. and Capri Capital Corp.
Vincent Narang, Toronto, Ontario Age: 53	Chief Executive Officer, Director & Promoter	Director of Capital Leasing Investment Corp. and Capri Capital Corp.
Mark Benadiba, Toronto, Ontario Age: 64	Director	Board of Directors of Cott Corporation
Sandy Basolini, Hamilton, Ontario Age: 56	Director	Senior Business Development Officer for RCAP Leasing Inc.

Each of the directors and officers listed above has served the Corporation since its incorporation.

*Lal Narang – Chairman, Chief Financial Officer and Director
Calgary, Alberta*

Lal Narang received his Certified Management Accountant certification from the Institute of Certified Management Accountants in 1974 which is now the Chartered Professional Accountant designation. Mr. Narang previously worked in the oil and gas industry, focusing on natural gas marketing and is an expert in transportation rates and tariffs. He is the President of Capital Leasing Investment Corp. and Capri Capital Corp., privately owned investment companies with investments in multi-tenant residential real estate, commercial lands and retail centres. He was previously the President and Chair of Canex Energy Inc., a company engaged in the exploration and development of oil and natural gas reserves in Alberta and Saskatchewan. Mr. Narang also served for as Chair of Canext Energy Ltd. He also previously served as a director of Vivione Biosciences Inc. (TSXV) from July 2011 to November 2015 and Production Enhancement Group, Inc. from November 2005 to October 2009. Mr. Narang served as a commissioner on the Alberta Stock Exchange where he served to ensure that those participating in the public markets adhered to its regulations.

It is anticipated that Mr. Narang will devote such amount of time as is required by the Corporation to identify and complete a qualifying transaction.

*Vincent Narang – Chief Executive Officer, Secretary, Director and Promoter
Toronto, Ontario*

Vincent Narang is a business executive. Mr. Narang extensive experience in professional services business development as Director of Global Business Development, International Tax at Arthur Andersen LLP, a U.S. based international accounting firm, and also held the position of Vice-President of Business Development at KPMG, LLP, an international accounting firm. Mr. Narang is currently a director of Capri Capital Corp and Capital Leasing Investment Corp., privately owned investment companies with investments in multi-tenant residential real estate, commercial lands and retail centres. Mr. Narang is also President and Chief Executive Officer of National Manganese Corp, a company involved in the exploration of Manganese assets.

It is anticipated that Mr. Narang will devote such amount of time as is required by the Corporation to identify and complete a qualifying transaction.

*Mark Benadiba – Director
Toronto, Ontario*

Mr. Benadiba currently sits on the board of Cott Corporation a global provider of private label carbonated soft drinks. Mr. Benadiba served as executive Vice-President, North American Operations, of Cott Corporation from 1996 until 2006. Mr. Benadiba held several roles during his tenure at Cott from 1990 through 2006, including Executive Vice President and President of Cott Canada from 1990 to 1998. Previously, Mr. Benadiba was a Senior Executive of Pepsi/Seven-Up, Toronto/Canada (a division of Seven-Up Canada Inc.). He has served on Cott's board since June 2008 and was also Executive Chairman of POET Technologies Inc. from June 2012 to July 2014.

It is anticipated that Mr. Benadiba will devote such amount of time as is required by the Corporation to identify and complete a Qualifying Transaction.

*Sandy Basolini – Director
Hamilton, Ontario*

Sandy Basolini has extensive experience with equipment finance. Mr. Basolini has spent the past 7 years with RCAP Leasing a wholly owned subsidiary of Royal Bank of Canada. In his role as senior business development officer, Mr. Basolini is responsible for providing customized leasing programs and financial strategy for his customers in the healthcare vertical. Prior to this Mr. Basolini spent the past 14 years as director of the MCAP Healthcare Network on behalf of MCAP Leasing, which was a leading Canadian Leasing company focused on the origination and management of both small and mid-ticket leases throughout Canada. Mr. Basolini holds a Bachelor of Arts in Economics from McMaster University. It is anticipated that Mr. Basolini will devote such amount of time as is required by the Corporation to identify and complete a qualifying transaction.

It is anticipated that Mr. Basolini will devote such amount of time as is required by the Corporation to identify and complete a qualifying transaction

The board of directors of the Corporation has constituted an audit committee. The audit committee is comprised of Messrs. Lal Narang, Benadiba and Basolini.

All of the directors and officers have employment or business affairs outside of the Corporation. Each of the directors and officers of the Corporation has agreed to devote as much of his or her time to the business and affairs of the Corporation as necessary to complete the Corporation's Qualifying Transaction. However, it is not anticipated that any one director or officer will devote 100% of his or her time. The directors and officers are engaged and will continue to be engaged in the search for business opportunities on behalf of themselves and others.

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, and their Associates and Affiliates, as a group, beneficially own, directly or indirectly, or exercise control and direction over, 9,100,000 Common Shares or 100% of the issued and outstanding Common Shares before the Offering. After giving effect to this Offering, such holdings will represent approximately 81.98% of the outstanding Common Shares under the Minimum Offering and 75.21% of the outstanding Common Shares under the Maximum Offering (before the exercise of the Agent's Warrants).

Other Reporting Issuer Experience

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

Name of Director, Officer or Promoter	Name of Reporting Issuer	Exchange⁽¹⁾	Position	Term
Lal Narang	Vivione Biosciences Inc.	TSXV	Director	July 2011 - November 2015
Mark Benadiba	Cott Corporation	TSX / NYSE	Director	June 2008 - Present
	POET Technologies Inc.	TSXV	Executive and Vice Chairman	June 2012 – July 2014

Notes:

- (1) TSX means the Toronto Stock Exchange, TSXV means the Exchange and NYSE means the New York Stock Exchange.

Corporate Cease Trade Orders or Bankruptcies

Except as set forth below, no director, officer, Insider or promoter of the Corporation, nor any shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is or has within the ten (10) years before the date of the prospectus been a director, officer, Insider or promoter of any issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the issuer access to any exemptions under applicable securities legislation for a period of more than thirty (30) consecutive days or became a 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

No director, officer, Insider or promoter of the Corporation, nor any shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

No director, officer, Insider or promoter of the Corporation, nor any shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such persons, has, within the ten (10) years preceding the date of this prospectus, as applicable, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold their assets.

Conflict of Interest

There are potential conflicts of interest to which some of the directors, officers, Insiders and promoters of the Corporation will be subject in connection with the operations of the Corporation. Some of the directors, officers, Insiders and promoters are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the search by the Corporation for businesses or assets in

order to close a Qualifying Transaction. Accordingly, situations may arise where some of the directors, officers, insiders and promoters will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under the OBCA.

EXECUTIVE COMPENSATION

Remuneration

Except as set out below or otherwise permitted by the CPC Policy and disclosed in this prospectus, prior to Completion of the Qualifying Transaction, no payment of any kind has been made, or will be made, directly to indirectly, by the Corporation to a Non Arm's Length Party to the Corporation or a Non Arm's Length Party to the Qualifying Transaction, or to any Person engaged in investor relations activities in respect of the securities of the Corporation or any Resulting Issuer by any means, including: (a) remuneration, which includes but is not limited to: (i) salaries; (ii) consulting fees; (iii) management contract fees or directors' fees; (iv) finders fees; (v) loans, advances, bonuses; and (b) deposits and similar payments.

However, the Corporation may reimburse Non Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("**Permitted Reimbursement**"). No reimbursement may be made for any payment made to lease or buy a vehicle. Since its incorporation, the Corporation has not incurred any such expenses.

The directors and officers of the Corporation will be eligible to receive stock options under the Stock Option Plan as set out under "Options to Purchase Securities".

Following Completion of the Qualifying Transaction, it is anticipated that the Corporation will 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 \$0.041 per share or 41% assuming completion of the Minimum Offering and \$0.038 per share or 38% assuming completion of the Maximum 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 of this prospectus, without deduction of commissions or related expenses incurred by the Corporation

RISK FACTORS

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

Recent Incorporation

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

Nature of Business

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.

Conflicts of Interest

The directors and officers of the Corporation will devote only a portion of their time to the business and affairs of the Corporation and some or all of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time.

Dilution

Assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of \$0.041 per Common Share or 41% assuming completion of the Minimum Offering and \$0.038 per Common Share or 38% assuming completion of the Maximum Offering. See "Dilution".

Absence of Liquid Market

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

Limitations on Business

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.

Limited Funds

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.

Completion of Qualifying Transaction

Even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction. 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.

Absence of Right to Dissent

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 right to dissent and no entitlement to payment by the Corporation of the fair value for the Common Shares.

Halts in Trading

Upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained

and certain preliminary reviews have been conducted. The Common Shares will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction.

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.

Suspension of Trading or Delisting

The Exchange will generally suspend trading in the Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within twenty-four (24) months from the date of listing.

Merits of the Qualifying Transaction

Neither the Exchange nor any securities regulatory authority passes upon the merits of any potential Qualifying Transaction.

Foreign Business

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

Dilution upon Qualifying Transaction

The Qualifying Transaction may be financed in all or in 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.

Recovery of Loans

Subject to prior Exchange acceptance, the Corporation may be permitted to loan or advance as a refundable deposit up to an aggregate of \$225,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan.

As a result of these factors, 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.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are PricewaterhouseCoopers LLP, having an address at PwC Tower, 18 York Street, Suite 2600, Toronto, Ontario, M5J 0B2. Such firm is independent of the Corporation within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario (registered name of The Institute of Chartered Accountants of Ontario).

TSX Trust Company at its principal offices in Toronto, Ontario, is the transfer agent and registrar for the Common Shares.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Agent for the Offering is Haywood Securities Inc. The Corporation is not a related party or a connected party (as such terms are defined in National Instrument N1 33-105 - *Underwriting Conflicts*) to the Agent.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Blake, Cassels & Graydon LLP, on behalf of the Corporation, and by McCullough O'Connor Irwin LLP, on behalf of the Agent. As at the date hereof, except for Mr. McKee who owns 900,000 Common Shares, partners and associates of Blakes, Cassels & Graydon LLP do not own, directly or indirectly, any securities of the Corporation but may subscribe for Common Shares pursuant to the Offering. As of the date hereof, partners and associates of McCullough O'Connor Irwin LLP do not own, directly or indirectly, any outstanding Common Shares but may subscribe for Common Shares pursuant to the Offering.

LEGAL PROCEEDINGS

The Corporation is not party to any legal proceedings nor, to the Corporation's knowledge, are any such proceedings contemplated or threatened.

MATERIAL CONTRACTS

The Corporation has not entered into any contracts material to investors in the Common Shares, other than:

- (a) the Transfer Agent and Registrar Agreement dated ●, 2017 between the Corporation and TSX Trust Company;
- (b) the Agency Agreement referred to under "Plan of Distribution"; and
- (c) the Escrow Agreement referred to under "Escrow Securities".

Copies of these agreements will be available for inspection at the registered office of the Corporation located at 199 Bay Street, Suite 4000, Commerce Court West, Toronto, Ontario, M5L 1A9, Canada, during ordinary business hours and will be available on SEDAR at www.sedar.com.

ELIGIBILITY FOR INVESTMENT

In the opinion of Blake, Cassels & Graydon LLP, counsel to the Corporation, the Common Shares issued pursuant to the Offering, if, as and when listed on a designated stock exchange (which includes the Exchange), will be qualified investments under the Income Tax Act (Canada) and the regulations made thereunder in effect as of the date hereof (the "**Tax Act**") for trusts governed by registered retirement savings plans ("**RRSPs**"), registered retirement income funds ("**RRIFs**"), registered education savings plans ("**RESPs**"), deferred profit sharing plans, registered disability savings plans ("**RDSPs**") and tax-free savings accounts ("**TFSAs**") (collectively, the "**Plans**") as defined under the Tax Act.

Notwithstanding that the Common Shares may be a “qualified investment”, the holder of a TFSA or the annuitant under a RRSP or RRIF, as the case may be, that holds Common Shares will be subject to a penalty tax if the Common Shares are a “prohibited investment,” but not “excluded property,” for purposes of the Tax Act for a particular Plan. The Common Shares will generally not be a “prohibited investment” provided the holder or the annuitant of the Plan, as the case may be, (i) deals at arm’s length with the Corporation for purposes of the Tax Act and (ii) does not have a “significant interest” (as defined in the Tax Act) in the Corporation. Generally, a holder or annuitant, as the case may be, will not have a significant interest in the Corporation provided the holder or annuitant, together with persons with whom the holder or annuitant does not deal at arm’s length, does not own (and is not deemed to own pursuant to the Tax Act), directly or indirectly, 10% or more of the issued shares of any class of the capital stock of the Corporation or of any other corporation that is related to the Corporation (for purposes of the Tax Act). Pursuant to certain proposed amendments to the Tax Act, the rules in respect of “prohibited investments” are also proposed to apply to (i) RESPs and the subscribers thereof, and (ii) RDSPs and the holders thereof, effective after March 22, 2017.

Prospective investors who intend to hold Common Shares in Plans should consult their own tax advisors regarding their particular circumstances and requirements and rules regarding holding and transferring securities therein, including with respect to whether the Common Shares would be a “prohibited investment” or “excluded property” in their particular circumstances.

PURCHASERS’ STATUTORY RIGHTS AND RESCISSION OF WITHDRAWAL

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities within two (2) business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages where the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser’s province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser’s province for the particulars of these rights or consult with a legal advisor.

FINANCIAL STATEMENTS

Green Rise Capital Corporation

Financial Statements

August 31, 2017

(expressed in Canadian dollars)

@@@, 2017

Independent Auditor's Report

To the Shareholders of Green Rise Capital Corporation

We have audited the accompanying financial statements of Green Rise Capital Corporation, which comprise the statement of financial position as at August 31, 2017 and the statement of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from June 9, 2017 (date of incorporation) to August 31, 2017, and the related notes, which comprise a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

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

Auditor's responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

PricewaterhouseCoopers LLP
PwC Tower, 18 York Street, Suite 2600, Toronto, Ontario, Canada M5J 0B2
T: +1 416 863 1133, F: +1 416 365 8215

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Green Rise Capital Corporation as at August 31, 2017 and its financial performance and its cash flows for the period from June 9, 2017 (date of incorporation) to August 31, 2017 in accordance with International Financial Reporting Standards.

Chartered Professional Accountants, Licensed Public Accountants

Green Rise Capital Corporation

Statement of Financial Position

As at August 31, 2017

(expressed in Canadian dollars)

As at
August 31, 2017
\$

Assets

Current assets

Cash

455,000

Liabilities

Current liabilities

Accounts payable and accrued liabilities

4,250

Shareholders' Equity

Share capital (note 4)

455,000

Deficit

(4,250)

450,750

455,000

General Information (note 1)

Approved by the Board of Directors

Lal Narang, Director

Vincent Narang, Director

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

Green Rise Capital Corporation

Statement of Net Loss and Comprehensive Loss

For the period from June 9, 2017 (date of incorporation) to August 31, 2017

(expressed in Canadian dollars)

	Period Ended August 31, 2017 \$
Revenue	<u>-</u>
Expenses	
Professional fees	<u>(4,250)</u>
Loss for the period	(4,250)
Provision for income taxes	<u>-</u>
Net loss and comprehensive loss for the period	<u>(4,250)</u>
Earnings per share – basic and diluted	<u>-</u>
Weighted average number of shares outstanding	<u>1,096,386</u>

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

Green Rise Capital Corporation

Statement of Changes in Shareholders' Equity

For the period from June 9, 2017 (date of incorporation) to August 31, 2017

(expressed in Canadian dollars)

	Number of shares	Amount \$	Deficit \$	Total \$
Balance - June 9, 2017	-	-	-	-
Shares issued during the period	9,100,000	455,000	-	455,000
Net loss and comprehensive loss for the period	-	-	(4,250)	(4,250)
Balance - August 31, 2017	<u>9,100,000</u>	<u>455,000</u>	<u>(4,250)</u>	<u>450,750</u>

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

Green Rise Capital Corporation

Statement of Cash Flows

For the period from June 9, 2017 (date of incorporation) to August 31, 2017

(expressed in Canadian dollars)

	\$
Cash provided by (used in)	
Operating activities	
Net loss and comprehensive loss	(4,250)
Changes in non-cash working capital items	
Accounts payable and accrued liabilities	<u>4,250</u>
	-
Financing activities	
Issuance of shares for cash consideration	<u>455,000</u>
Increase in cash during the period	455,000
Cash - Beginning of period	<u>-</u>
Cash - End of period	<u><u>455,000</u></u>

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

Green Rise Capital Corporation

Notes to Financial Statements

August 31, 2017

(expressed in Canadian dollars)

1 Organization and nature of operations

Green Rise Capital Corporation (the Corporation or Green Rise) was incorporated on June 9, 2017 under the Business Corporations Act (Ontario) and is domiciled in Canada. The Corporation's head office is located at 199 Bay Street, Suite 400, Toronto, Ontario, Canada M5L 1A9.

The principal business of the Corporation is the identification and evaluation of assets or businesses for the purpose of completing a qualifying transaction.

2 Basis of presentation

These financial statements of the Corporation have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"), and with interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"), which the Canadian Accounting Standards Board has approved for incorporation into Part 1 of the CPA Canada Handbook - Accounting. These financial statements were approved by the board of directors on @@, 2017.

3 Summary of significant accounting policies

The significant accounting policies adopted by the Corporation in the preparation of its financial statements are set out below.

Basis of measurement

These financial statements have been prepared under the historical cost convention.

Foreign currency translation

These financial statements are presented in Canadian dollars, which is the Corporation's functional currency

Per share information

Basic earnings per share is computed by dividing the net earnings or loss attributable to shareholders of the Corporation by the weighted average number of shares outstanding during the period. Diluted earnings per share, where applicable, is calculated by adjusting the weighted average number of common shares outstanding for dilutive instruments by applying the treasury stock method.

Green Rise Capital Corporation

Notes to Financial Statements

August 31, 2017

(expressed in Canadian dollars)

Accounting standards, interpretations and amendments to existing standards not yet effective

The Corporation does not believe that any recently issued, but not yet effective, accounting standards if currently adopted would have a material effect on the accompanying financial statements.

Cash and cash equivalents

Cash includes cash held in trust by the Corporation's legal counsel.

Trade and other payables

These amounts represent liabilities for goods and services provided to the group prior to the end of financial period which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period end. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

Income taxes

The Corporation follows the asset and liability method of accounting for income taxes. Income tax is recognized in profit or loss except to the extent it relates to items recognized in equity, in which case the income tax is also recognized in equity. Current tax assets and liabilities are recognized at the amount expected to be paid or received from tax authorities using rates enacted or substantively enacted at the date of the statement of financial position. Deferred tax assets and liabilities are recognized at the tax rates enacted or substantively enacted at the date of the statement of financial position for the years that an asset is expected to be realized or a liability is expected to be settled. Deferred tax assets are recognized only to the extent that it is probable that future taxable profit will be generated and available for the asset to be utilized against. As at August 31, 2017, no deferred tax asset has been recognized, as it is not probable that future taxable profit will be generated.

Critical accounting judgments, estimates and assumptions

The preparation of these financial statements requires the Corporation to make judgments in applying its accounting policies and estimates and assumptions about the future. These judgments, estimates and assumptions affect the Corporation's reported amounts of assets, liabilities, revenues and other items in net earnings, and the related disclosure of contingent assets and liabilities, if any. The Corporation evaluates its estimates on an ongoing basis. Such estimates are based on historical experience and on various other assumptions that the Corporation believes are reasonable under the circumstances, and these estimates form the basis for making judgments about the carrying value of assets and liabilities and the reported amount of revenues and other items in net earnings that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Green Rise Capital Corporation

Notes to Financial Statements

August 31, 2017

(expressed in Canadian dollars)

4 Share capital

The Corporation is authorized to issue an unlimited number of shares of one class designated as common shares, without nominal or par value.

Issued and outstanding

	Shares	Amount \$
Common shares issued at \$0.05 per share	9,100,000	455,000

On June 9, 2017 and August 21, 2017, the Corporation issued 1 common share and 9,099,000 common shares respectively for total consideration of \$455,000, which is held in trust. The proceeds raised may only be used to identify and evaluate assets or business for future investment, with the exception that not more than the lessor of 30% of the gross proceeds realized 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 may apply until completion of a qualifying transaction by the Corporation as defined under the policies of the TSX Venture Exchange.

5 Financial instruments

The Corporation's financial instruments consist of cash, which is classified as loans and receivables, and accounts payable and accrued liabilities. These amounts are recognized initially at fair value and subsequently measured at amortized cost. The fair value of these amounts approximates their carrying value.

Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfil its payment obligations. Financial instruments that potentially subject the Corporation to concentrations of credit risk consist of cash.

Liquidity risk

Liquidity risk is the risk the Corporation will not have the financial resources required to meet its financial obligations as they come due. The Corporation manages this risk by ensuring it has sufficient cash on hand to meet obligations as they come due by forecasting cash flows from operations, cash required for investing activities and cash from financing activities. As at August 31, 2017, the Corporation had cash of \$455,000, which pursuant to Policy 2.4 of the TSX Venture Exchange and subject to the exception described in note 4, is restricted to settle liabilities arising from its activities related to the identification and evaluation of assets or businesses for the purpose of completing a qualifying transaction. The Corporation is not subject to significant liquidity risk.

Green Rise Capital Corporation

Notes to Financial Statements

August 31, 2017

(expressed in Canadian dollars)

6 Capital management

The Corporation's capital currently consists of common shares. The Corporation's capital management objectives are to safeguard its ability to continue as a going concern and to have sufficient capital to be able to identify, evaluate and then acquire an interest in assets or businesses. The Corporation does not have any externally imposed capital requirements to which it is subject except as described in note 4. The Corporation manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Corporation may attempt to issue new shares.

7 Subsequent event

Pursuant to an agency agreement dated @@@, 2017, the Corporation has filed a preliminary prospectus dated September 26, 2017 offering a minimum of 2,000,000 common shares and a maximum 3,000,000 common shares, at \$0.10 per common share by way of an initial public offering pursuant to the policies of the TSX Venture Exchange Inc. governing Capital Pool Companies (CPCs). The initial public offering is subject to regulatory approval.

In connection with the offering, the Corporation has agreed to grant, prior to the closing of the offering, stock options to a director of the Corporation to purchase up to a total of 100,000 Common Shares at a price of \$0.10 per Common Share until five years from the date of the grant.

Furthermore, the Corporation will grant warrants to the Agent to purchase up to 8% of the total number of Common Shares sold in connection with the offering, being 160,000 Common Shares in the case of a Minimum Offering and 240,000 Common Shares in the case of a Maximum Offering, at a price of \$0.10 per Common Share and exercisable for a period of twenty-four months from the closing date of the Offer

CERTIFICATE OF THE CORPORATION

Dated: September 26, 2017

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

“Vincent Narang”

Vincent Narang
Chief Executive Officer

“Lal Narang”

Lal Narang
Chief Financial Officer

On Behalf of the Board

“Mark Benadiba”

Mark Benadiba
Director

“Sandy Basolini”

Sandy Basolini
Director

CERTIFICATE OF THE PROMOTER

Dated: September 26, 2017

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

“Vincent Narang”

Vincent Narang

Promoter

CERTIFICATE OF THE AGENT

Dated: September 26, 2017

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

HAYWOOD SECURITIES INC.

Per: “Don Wong”
Name: Don Wong
Title: Vice President