

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

**PROSPECTUS**

**INITIAL PUBLIC OFFERING**

**February 20, 2018**

**Skyscape Capital Inc.  
(A Capital Pool Company)**

**\$500,000  
1,000,000 Common Shares**

**Price: \$0.50 per Common Share**

Skyscape Capital Inc. (the “**Corporation**”) hereby offers to the public 1,000,000 Common Shares (as hereinafter defined), at a price of \$0.50 per share, for aggregate gross proceeds of \$500,000 (the “**Offering**”). The purpose of this Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate assets and/or businesses with a view to completing a Qualifying Transaction (as hereinafter defined). Any proposed Qualifying Transaction (as hereinafter defined) must be approved by the TSX Venture Exchange Inc. (the “**Exchange**”) and, in the case of a Non-Arm’s Length Qualifying Transaction (as hereinafter defined), must also receive Majority of the Minority Approval (as hereinafter defined) in accordance with Exchange Policy 2.4 (the “**CPC Policy**”). The Corporation is a Capital Pool Company (“**CPC**”). The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash and deferred financing costs. 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 and/or businesses with a view to completing a proposed Qualifying Transaction. See “Use of Proceeds” and “Business of the Corporation”.

This Offering is made on behalf of the Corporation by its agent, Canaccord Genuity Corp. (the “**Agent**”), on a commercially reasonable efforts agency basis, and is subject to a minimum subscription of 1,000,000 Common Shares, for total gross proceeds to the Corporation of \$500,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares are to be deposited with the Agent, pursuant to the terms of the Agency Agreement (as hereinafter defined). Unless an amendment to the final prospectus is filed and the “principal regulator” under National Policy 11-202 – *Process for Prospectus Reviews in Multiple Jurisdictions* has issued a receipt for the amendment, if subscriptions for the Offering are not raised within 90 days of the issuance of a receipt for filing of a final prospectus, and in any event, not later than 180 days after the date of the receipt of the preliminary prospectus, all subscription monies will be returned to subscribers without interest or deduction unless the subscribers have otherwise instructed the Agent. See “Plan of Distribution”. This prospectus qualifies the distribution of the Agent’s Option (as hereinafter defined) and options to be granted to directors and officers of the Corporation which shall entitle the grantees to purchase a number of Common Shares, at a price of \$0.50 per Common Share, equal to 10% of the total number of Common Shares that will be outstanding upon completion of the Offering (being 2,000,000 Common Shares issued and outstanding). See “Plan of Distribution”.

|                  | <b>Price to Public</b> | <b>Agent’s<br/>Commission<sup>(1)</sup></b> | <b>Net Proceeds to the<br/>Corporation<sup>(2)</sup></b> |
|------------------|------------------------|---|--|
| Per Common Share | \$0.50                 | \$0.05                                      | \$0.45   |
| Offering         | \$500,000              | \$50,000                                    | \$450,000  |

Notes:

- (1) The Agent will receive a cash commission equal to 10% of the gross proceeds to the Corporation. In addition, the Agent and its sub-agents, if any, will be granted the Agent’s Option, allowing it to purchase 100,000 Common Shares if the Offering is sold, at a price of \$0.50 per Common Share exercisable for a period ending 24 months from the date the Common Shares are listed on the Exchange. The Agent’s Option is qualified for distribution under this prospectus. Pursuant to the CPC Policy, no more than 50% of the aggregate number of Common Shares that may be acquired pursuant to the Agent’s Option may be sold prior to completion of the Qualifying Transaction and the remaining 50% may only be sold after completion of the Qualifying Transaction. The Agent will be reimbursed for

its expenses and legal fees incurred pursuant to this Offering, plus disbursements and taxes and will also receive an administration fee of \$10,000. See “Plan of Distribution”.

- (2) Before deducting the costs of this issue, including listing and filing fees, the Agent’s expenses and legal fees, the Agent’s administration fee, the Corporation’s legal fees, audit fees and expenses, estimated at \$92,640 exclusive of the Agent’s commission. See “Use of Proceeds”.
- (3) In addition to the qualification of 1,000,000 Common Shares pursuant to the Offering, this prospectus also qualifies for distribution: (i) the Agent’s Option; and (ii) the options to be granted to officers and directors of the Corporation at the closing of this Offering, which shall entitle the grantees to purchase a number of Common Shares, at a price of \$0.50 per Common Share, equal to 10% of the number of Common Shares that will be outstanding upon completion of this Offering (being 2,000,000 Common Shares). See “Options to Purchase Securities”.

## Market for Securities

**THERE IS NO MARKET THROUGH WHICH THESE SECURITIES MAY BE SOLD AND PURCHASERS MAY NOT BE ABLE TO RESELL SECURITIES 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”.**

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

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

Other than the initial distribution of Common Shares pursuant to this prospectus, the grant of stock options to the officers and directors of the Corporation and the grant of the Agent’s Option, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the preliminary prospectus is issued by the Applicable Securities Commissions (as hereinafter defined) and the time the Common Shares are listed and posted for trading on the Exchange except, subject to the 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.

## Risk Factors

The Exchange may suspend from trading or delist the securities of a CPC where the Corporation has failed to complete a Qualifying Transaction within 24 months of the date of listing. Suspension from trading of the Common Shares may, and delisting of the Common Shares will, result in the Applicable Securities 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 Common Shares of the Corporation issued prior to this Offering owned by insiders. See “Risk Factors”.

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

When the Offering is subscribed for; an investor will suffer an immediate dilution on investment of 25.00% or \$0.125 per Common Share. See “Capitalization” and “Dilution”.

The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Corporation was only recently incorporated and does not own any ongoing business operations and has no assets other than cash and has not identified any potential asset or business for acquisition or participation. The Corporation has not entered into an Agreement in Principle (as hereinafter defined). See “Risk Factors”, “Conflicts of Interest”, “Capitalization” and “Dilution”.

The Common Shares are highly speculative due to the proposed nature of the Corporation’s business and its present stage of development. There is no assurance that the Corporation will identify and successfully negotiate the acquisition of any corporations, properties, assets or businesses, or any interests therein. Moreover, additional funds may be required to successfully complete an acquisition, and the Corporation may not be able to obtain such financing. If the acquisition is financed by the issuance of shares from the Corporation’s treasury, control of the Corporation may change and shareholders

may suffer additional dilution. The directors and officers of the Corporation will only be devoting a portion of their time on the affairs of the Corporation. Potential conflicts of interest may result from the ordinary course of business of the Corporation and of the directors and officers of the Corporation. The directors and officers currently own 100% of the issued and outstanding common shares and will own approximately 50% of the issued Common Shares of the Corporation upon completion of the Offering. Since the Corporation has not placed any geographical restrictions on the location of the Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada. It may be difficult or impossible to affect service or notice to commence legal proceedings upon any directors, officers or experts located outside Canada. Even if service or notice is successfully affected, it may not be possible to enforce, against such persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

### **Maximum Investment**

Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the Common Shares sold under this prospectus, being 20,000 Common Shares. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates (as hereinafter defined) or Affiliates (as hereinafter defined) of that purchaser, is 4% of the Common Shares sold under this prospectus, being 40,000 Common Shares.

### **Receipt of Subscriptions**

The Common Shares are conditionally offered for sale by the Agent on behalf of the Corporation on a commercially reasonable efforts agency basis, subject to prior sale, if, as and when issued, and delivered in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters by Chitiz Pathak LLP of Toronto, Ontario on behalf of the Corporation. Subscriptions will be received subject to rejection or allotment in whole or in part and the right to close the subscription books at any time without notice is reserved. The Common Shares will be issued and deposited in electronic form with Clearing and Depository Services Inc. ("CDS") or its nominee. 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.

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## GLOSSARY OF TERMS

In this prospectus, the terms and abbreviations set out below shall have the following meanings:

| <b>Term</b>                   | <b>Definition</b>  |
|-------------------------------|--|
| <b>Affiliate</b>              | <p>A Company is an “Affiliate” of another Company if:</p> <ul style="list-style-type: none"><li>(a) one of them is the subsidiary of the other, or</li><li>(b) each of them is controlled by the same Person.</li></ul> <p>A Company is “controlled” by a Person if:</p> <ul style="list-style-type: none"><li>(a) voting securities of the Company are held, other than by way of security only, by or for the benefit of that Person, and</li><li>(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Company.</li></ul> <p>A Person beneficially owns securities that are beneficially owned by:</p> <ul style="list-style-type: none"><li>(a) a Company controlled by that Person, or</li><li>(b) an Affiliate of that Person or an Affiliate of any Company controlled by that Person.</li></ul>                              |
| <b>Agency Agreement</b>       | <p>The agency agreement dated February 20, 2018 entered into between the Corporation and the Agent.</p>  |
| <b>Agent</b>                  | <p>Canaccord Genuity Corp.</p>   |
| <b>Agent’s Option</b>         | <p>The option granted by the Corporation to the Agent and its sub-agents, if any, allowing it to purchase Common Shares equal in number to 10% of the number of Common Shares sold under this Offering, being 100,000 Common Shares, at a price of \$0.50 per Common Share, exercisable for a period ending twenty-four months from the date the Common Shares are listed on the Exchange. The Agent’s Option is non-transferrable.</p>  |
| <b>Aggregate Pro Group</b>    | <p>All Persons who are members of any Pro Group whether or not the Member is involved in a contractual relationship with an Issuer to provide financing sponsorship and other advisory services.</p>   |
| <b>Agreement in Principle</b> | <p>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:</p> <ul style="list-style-type: none"><li>(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;</li><li>(b) identifies the parties to the Qualifying Transaction;</li><li>(c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and</li><li>(d) identifies the conditions to any further formal agreements to complete the transaction;</li></ul> <p>in respect of which there are no material conditions to closing (other than receipt of</p> |

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.

|   |   |
|---|---|
| <b>Applicable Jurisdictions</b>                 | The provinces of British Columbia, Alberta and Ontario.   |
| <b>Applicable Securities Commissions</b>        | The securities regulatory authorities in each of the Applicable Jurisdictions.  |
| <b>Associate</b>                                | When used to indicate a relationship with a Person or Company, means: <ul style="list-style-type: none"><li>(a) an Issuer of which the Person or Company beneficially owns or controls, directly or indirectly, voting securities entitling the Person to more than 10% of the voting rights attached to outstanding securities of the Issuer;</li><li>(b) any partner of the Person or Company;</li><li>(c) any trust or estate in which the Person or Company has a substantial beneficial interest or in respect of which a Person or Company serves as trustee or in a similar capacity;</li><li>(d) in the case of a Person, a relative of that Person, including:<ul style="list-style-type: none"><li>(i) that Person's spouse or child; or</li><li>(ii) any relative of the Person or of his spouse who has the same residence as that Person; but</li></ul></li><li>(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 of the Exchange with respect to that Member firm, Member corporation or holding company.</li></ul> |
| <b>Board</b>                                    | The board of directors of the Corporation.  |
| <b>Common Share</b>                             | An issued, fully-paid, non-assessable common share in the capital of the Corporation.   |
| <b>Company</b>                                  | A corporation, incorporated association or organization, body corporate, partnership, trust, association, or other entity other than an individual.   |
| <b>Completion of the Qualifying Transaction</b> | The date the Final Exchange Bulletin is issued by the Exchange.   |
| <b>Control Person</b>                           | Any Person or Company that holds or is one of a combination of Persons or Companies that holds a sufficient number of any of the securities of an Issuer so as to affect materially the control of that Issuer, or that holds more than 20% of the outstanding voting securities of an Issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the Issuer.  |
| <b>Corporation</b>                              | Skyscape Capital Inc., a corporation incorporated under the <i>Business Corporations Act</i> (Ontario) with a registered office in Toronto, Ontario.  |
| <b>CPC</b>                                      | A corporation: <ul style="list-style-type: none"><li>(a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in Canada in compliance with the</li></ul>  |

CPC Policy; and

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

|  |   |
|--|---|
| <b>CPC Policy</b>                        | Policy 2.4 of the Exchange.   |
| <b>Escrow Agent</b>                      | TSX Trust Company.  |
| <b>Escrow Agreement</b>                  | Agreement dated as of February 20, 2018 between the Corporation, the Escrow Agent, and the shareholders of the Corporation prior to this Offering placing the Seed Shares in escrow pursuant to the CPC Policy.   |
| <b>Escrow Shares</b>                     | Common Shares of the Corporation that are held in escrow pursuant to the Escrow Agreement pursuant to the policies of the Exchange.   |
| <b>Exchange</b>                          | The TSX Venture Exchange Inc.   |
| <b>Final Exchange Bulletin</b>           | The bulletin issued by the Exchange following closing of the Qualifying Transaction and the submission of all post-meeting documentation, which evidences the Exchange's final acceptance of the Qualifying Transaction.  |
| <b>Insider</b>                           | <p>In relation to an Issuer, one of:</p> <ul style="list-style-type: none"><li>(a) a director or senior officer of the Issuer;</li><li>(b) a director or senior officer of a Company that is an Insider or subsidiary of the Issuer;</li><li>(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</li><li>(d) the Issuer itself if it holds any of its own securities.</li></ul>  |
| <b>IPO or Initial Public Offering</b>    | A transaction that involves an Issuer issuing securities from its treasury pursuant to its first prospectus.  |
| <b>Issuer</b>                            | A Company and its subsidiaries which have any of its securities listed for trading on the Exchange and, as the context requires, any applicant company seeking a listing of its securities on the Exchange.   |
| <b>Majority of the Minority Approval</b> | <p>The approval of a Non-Arm's Length Qualifying Transaction by the majority of the votes cast by shareholders, other than:</p> <ul style="list-style-type: none"><li>(a) Non-Arm's Length Parties to the CPC;</li><li>(b) Non-Arm's Length Parties to the Qualifying Transaction; and</li><li>(c) in the case of a Related Party Transaction:<ul style="list-style-type: none"><li>(i) if the CPC holds its own shares, the CPC; and</li><li>(ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or (b) in respect of the transaction,</li></ul></li></ul> <p>at a properly constituted meeting of the common shareholders of the CPC.</p> |

|   |   |
|---|---|
| <b>Member</b>   | A Person who has executed the Members' Agreement, as amended from time to time, and is accepted as and becomes a Member of the Exchange under the Exchange requirements.  |
| <b>Members' Agreement</b>                                     | The Member's agreement between the Exchange and each Person who from time to time, is accepted as and becomes a Member of the Exchange under the Exchange requirements.   |
| <b>NEX</b>  | The market on which former Exchange and Toronto Stock Exchange Issuers that do not meet Exchange Continued Listing Requirements for Tier 2 Issuers may continue to trade.   |
| <b>Non-Arm's Length Parties to the Qualifying Transaction</b> | The Vendor(s), any Target Compan(y)(ies) including, in relation to Significant Assets or Target Compan(y)(ies), the Non-Arm's Length Parties of the Vendor, the Non-Arm's Length Parties and all other parties to or associated with the Qualifying Transaction and Associates or Affiliates of all such other parties.   |
| <b>Non-Arm's Length Party</b>                                 | In relation to a Company, a promoter, officer, director, other Insider or Control Person of such Company and any Associates or Affiliates of any such Persons. In relation to an individual, any Associate of the individual or any Company of which the individual is a promoter, director, officer, Insider, or Control Person.   |
| <b>Non-Arm's Length Qualifying Transaction</b>                | A proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and the Significant Assets which are the subject of the proposed Qualifying Transaction.   |
| <b>Offering</b>   | The offering of 1,000,000 Common Shares at a price of \$0.50 per Common Share pursuant to this prospectus.  |
| <b>Person</b>   | A Company or an individual.   |
| <b>Principal</b>  | In respect of an Issuer, one of: <ul style="list-style-type: none"> <li>(a) a Person or Company who acted as a promoter (as defined under applicable Securities Laws) of the Issuer within two years of the date of the IPO prospectus or the Final Exchange Bulletin;</li> <li>(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;</li> <li>(c) a Person or Company that holds securities carrying more than 20% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non-IPO transactions;</li> <li>(d) a Person or Company that: <ul style="list-style-type: none"> <li>(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</li> <li>(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.</li> </ul> </li> </ul> <p>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</p> |

securities outstanding.

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

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

**Pro Group**

- (a) Subject to subparagraphs (b), (c) and (d), "Pro Group" shall include, either individually or as a group:
  - (i) the Member;
  - (ii) employees of the Member;
  - (iii) partners, officers and directors of the Member;
  - (iv) Affiliates of the Member; and
  - (v) Associates of any parties referred to in subparagraphs (i) through (iv).
- (b) The Exchange may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is not acting at arm's length to the Member;
- (c) The Exchange may, in its discretion, exclude a Person from the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm's length of the Member;
- (d) The Member may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Member determines that:
  - (i) the Person is an Affiliate or Associate of the Member acting at arm's length of the Member;
  - (ii) the Associate or Affiliate has a separate corporate and reporting structure;
  - (iii) there are sufficient controls on information flowing between the Member and the Associate or Affiliate; and
  - (iv) the Member maintains a list of such excluded Persons.

**Qualifying Transaction**

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.

**Registrar and Transfer Agent**

TSX Trust Company.

**Resulting Issuer**

The Issuer that was formerly a CPC that exists upon issuance of the Final Exchange Bulletin.

|                           |  |
|---------------------------|--|
| <b>SEDAR</b>              | The system of electronic document filing maintained by the Canadian Securities Administrators.   |
| <b>Securities Laws</b>    | Means the relevant securities legislation, including regulations and rules, in force in every jurisdiction in which the Common Shares are qualified for distribution under this prospectus.  |
| <b>Seed Shares</b>        | The 1,000,000 Common Shares of the Corporation issued prior to the date of this prospectus for gross aggregate proceeds of \$250,000.  |
| <b>Significant Assets</b> | One or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the minimum listing requirements of the Exchange.  |
| <b>Sponsor</b>            | Has the meaning specified in the Exchange's Policy 2.2, entitled "Sponsorship and Sponsorship Requirements."   |
| <b>Stock Option Plan</b>  | A plan for the Corporation's officers, directors, consultants and employees, under which the Corporation may grant options to acquire a maximum number of Common Shares up to 10% of the total issued and outstanding Common Shares of the Corporation, being 200,000 upon completion of the Offering. |
| <b>Target Company</b>     | A Company to be acquired by the CPC as its Significant Asset pursuant to a Qualifying Transaction.   |
| <b>Vendors</b>            | One or all of the beneficial owners of the Significant Assets (other than a Target Company) prior to their purchase by a CPC.  |

## SUMMARY OF PROSPECTUS

*The following is a summary of the principal features of the Offering and should be read together with (and is qualified in its entirety by) the more detailed information and financial data and statements contained elsewhere in this prospectus.*

|                                    |  |
|------------------------------------|--|
| <b>ISSUER</b>                      | Skyscape Capital Inc.  |
| <b>OFFERING</b>                    | 1,000,000 Common Shares are being offered under this prospectus at \$0.50 per Common Share in the Applicable Jurisdictions. In addition, the prospectus will qualify the distribution to the Agent of the Agent's Option (being an option to acquire Common Shares equal in number to 10% of the number of Common Shares sold under this Offering, or 100,000 Common Shares, at a price of \$0.50 per Common Share, exercisable for a period ending 24 months from the date the Common Shares are listed on the Exchange) as well as the distribution of options to purchase a number of Common Shares equal to 10% of the total number of Common Shares issued and outstanding following the Offering (being 2,000,000 Common Shares issued and outstanding after the Offering is subscribed for) at \$0.50 per Common Share to be granted to the officers and directors of the Corporation, which options are qualified for distribution under this prospectus. See "Options to Purchase Securities" and "Plan of Distribution". |
| <b>BUSINESS OF THE CORPORATION</b> | The principal business of the Corporation will be to identify and evaluate assets and/or businesses with a view to a potential acquisition or the acquisition of an interest therein in order to complete a Qualifying Transaction. As yet, the Corporation has not carried on any business, has no assets other than a minimum amount of cash, and is not a party to an Agreement in Principle. See "Business of the Corporation" and "Plan of Distribution".   |
| <b>USE OF PROCEEDS</b>             | The net proceeds of the Offering to the Corporation from the sale of Common Shares will be \$602,360 (after deduction of the costs of prior sales, the Agent's commission of \$50,000, and the Offering costs and prior expenses estimated at \$92,640). The net proceeds will be used to provide the Corporation with a minimum of funds with which to identify potential acquisitions and for general and administrative expenses until Completion of the Qualifying Transaction. The Corporation may not have sufficient funds to secure such acquisitions once identified and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or \$210,000 may be used for purposes other than evaluating business or assets. See "Use of Proceeds", "Business of the Corporation – Method of Financing Qualifying Transaction" and "Risk Factors".   |
| <b>DIRECTORS AND MANAGEMENT</b>    | Roger Daher – Chief Executive Officer, Chief Financial Officer, Secretary, and Director<br>James Walker – Director<br>Paul Pathak – Director<br><br>See "Directors and Officers."  |
| <b>ESCROWED SHARES:</b>            | All Seed Shares issued at a price lower than the IPO price by the Corporation before the closing of this Offering, being 1,000,000 Common Shares, all Common Shares that have been or 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 placed in escrow pursuant to the Escrow Agreement, and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. A total of 1,000,000 Common Shares will be by the Escrow Agent pursuant to the Escrow Agreement. See   |

“Escrowed Securities”.

**RISK FACTORS:**

- (a) 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.
- (b) The Corporation was only recently incorporated and has no active business or assets other than cash.
- (c) The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. See “Dividend Policy”.
- (d) The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment.
- (e) The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation.
- (f) Once the Offering is subscribed for, an investor will suffer an immediate dilution on investment of 25.00% or \$0.125 per Common Share.
- (g) There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell the Common Shares.
- (h) 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.
- (i) The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the CPC will be able to identify or complete a suitable Qualifying Transaction.
- (j) The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. See “Business of the Corporation”, “Directors and Officers”, “Use of Proceeds”, “Risk Factors” and “Conflicts of Interest”.

See “Risk Factors”.

## THE CORPORATION

Skyscape Capital Inc. was incorporated on January 9, 2018 under the *Business Corporations Act* (Ontario). The principal and registered office of the Corporation is located at Suite 1600, 320 Bay Street, Toronto, Ontario M5H 4A6.

## BUSINESS OF THE CORPORATION

### Preliminary Expenses

To date, the Corporation has not conducted material operations of any kind and does not own any assets, other than cash, and has not entered into an Agreement in Principle.

To date, the Corporation has incurred expenses of approximately \$55,000 which consists of audit costs, filing fees, an advance retainer to cover the Agent's out of pocket expenses and legal fees related to the Offering. Of the \$55,000 in incurred expenses, approximately \$15,000 has been paid in respect of legal fees. Since the most recent audited Statement of Financial Position, the Corporation has expended approximately \$1,000 in legal fees, \$15,000 in filing fees, \$10,000 in audit costs, and provided the Agent with a \$15,000 advance retainer to cover the Agent's out of pocket expenses. The proceeds of the Offering will be utilized to satisfy the obligations of the Corporation related to this Offering, including the expenses of the Corporation's auditors, legal counsel, and the Agent's legal counsel. See "Use of Proceeds", "Remuneration of Directors and Senior Officers", and "Relationship Between the Corporation and Professional Persons".

### 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.

Until completion of a Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition. Except as described under "Restrictions on Use of Proceeds", and "Private Placement for Cash", the funds raised pursuant to the 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 the Qualifying Transaction, the Corporation has not yet entered into an Agreement in Principle.

### Method of Financing Qualifying Transaction

The Corporation may use cash, bank financing, issuance of treasury shares, private or public financing of debt or equity, or some combination thereof to finance its proposed Qualifying Transaction. **If treasury shares are issued to finance the Qualifying Transaction, such issuance could result in a change in control of the Corporation and may cause the shareholders' interest in the Corporation to be further diluted.**

### Potential Qualifying Transaction

The Corporation is not limiting its search for business opportunities to any particular industry. However, the Corporation has identified and has had initial discussions with HyperBlock Technologies Corp. ("**HyperBlock**") as a potential acquisition to qualify for its Qualifying Transaction. The Corporation and HyperBlock have entered into a non-binding letter of intent with respect to a potential Qualifying Transaction. However, there is no Agreement in

Principle with Hyperblock and there is no Agreement in Principle for any other potential target companies. This potential Qualifying Transaction would not be considered a Non-Arm's Length Qualifying Transaction.

The Board is currently in the process of conducting due diligence on HyperBlock. In furtherance of the same, the Board may engage, if it deems appropriate, independent experts to assist it in this process, including experts to assist in the due diligence process or to provide a fairness opinion or business valuation on HyperBlock. In addition, any director that has a conflict of interest in respect of a Qualifying Transaction with HyperBlock will refrain from voting on any such Qualifying Transaction. The amount of the consideration to be paid by the Corporation with respect to this potential Qualifying Transaction has yet to be determined and may consist of Common Shares, cash or a combination thereof. No deposit has been provided to HyperBlock in connection with the discussions in respect of a potential Qualifying Transaction.

HyperBlock is a privately held company incorporated under the *Business Corporations Act* (Ontario) focused on the blockchain and cryptocurrency space. HyperBlock has four main business units that support the cryptocurrency mining industry, which include sale of new and used hardware to cryptocurrency miners, self mining for cryptocurrencies, sale of HyperBlock's hash rate to individuals and mining pools and server collocation services. In December 2017, HyperBlock acquired Sector 14 & Sector 22, located in Montana, United States, which each contained 730 S9 servers to be used for mining cryptocurrencies. HyperBlock also entered into an agreement to acquire a 240,000 square foot facility, also located in Montana, United States, with current capacity of 20MW as well as expansion potential.

HyperBlock is authorised to issue an unlimited number of common shares and has issued 128,920,920 common shares. There are no controlling shareholders of HyperBlock as no person, directly or indirectly, controls more than 10.0% of the issued and outstanding common shares.

There can be no assurances that the acquisition of HyperBlock will be the Corporation's Qualifying Transaction. Management of the Corporation will also evaluate other possible acquisitions, both Arm's Length Transactions and Non-Arm's Length Transactions in its efforts to complete a Qualifying Transaction. In addition to the potential acquisition of HyperBlock, it is likely that other acquisitions will be considered as potential acquisitions to qualify for the Corporation's Qualifying Transaction.

Should the Hyperblock acquisition be completed, the proposed Insiders of the Corporation on completion of the Qualifying Transaction are:

- Eric So – Managing Director at Globalive Technology Partners Inc.;
- Hon. Ronald R. Spoehel – Managing Partner at Windrock Investments, Chairman, Millennial Esports Corp., Director at Profire Energy Inc., former Chief Financial Officer at NASA, and Director at various U.S., Canadian, and international private companies;
- Sean Walsh – Chief Executive Officer of Hyperblock, and founder of Redwood City Ventures;
- Anthony Lacavera – Founder, Chairman and CEO of Globalive Technology Partners Inc.;
- Dayna Gibbs – Board Trustee and Chair of Corporate Governance and Nominating Committee of Agellan Commercial Real Estate Investment Trust, and founder of MPI Consulting;
- Tony Gaffney – Director and Chair of Human Resources and Compensation Committee at Altus Group, Director and Chair of Governance and Human Resources Committee at President's Choice Bank, and Managing Partner at Odgers Berndtson;
- Dimitrios Andriopoulos – Chief Financial Officer of Hyperblock, and President of JD Vayson and Associates; and
- Victor Ruscitto – Chief Technology Officer of Hyperblock, and President and Chief Executive Officer of VR Cybersystems Inc.

If the HyperBlock acquisition is completed, Eric So, Hon. Ronald R. Spoehel, Sean Walsh, Anthony Lacavera, Dayna Gibbs and Tony Gaffney will comprise the board of directors of the Corporation. Sean Walsh (Chief Executive Officer), Dimitrios Andriopoulos (Chief Financial Officer) and Victor Ruscitto (Chief Technology Officer) will be the officers of the Corporation.

If the acquisition of HyperBlock should occur, the acquisition will be subject to the performance of a satisfactory due diligence review relating to HyperBlock, including, but not limited to, the following:

- (a) the assets of HyperBlock;
- (b) negotiation of the purchase price between the parties, which will likely be satisfied through the issuance of Common Shares of the Corporation;
- (c) agreement by the parties to the proposed Qualifying Transaction as to the total consideration to be paid for the acquisition of HyperBlock;
- (d) approval of the acquisition by the board of directors of HyperBlock and by the directors of the Corporation;
- (e) raising of any funds required to meet Exchange minimum listing requirements;
- (f) submission of documentation respecting the business of HyperBlock acceptable to the Exchange;
- (g) satisfaction of the Exchange's minimum listing requirements; and
- (h) obtaining of the required directors' and shareholders approvals.

### **Criteria for Qualifying Transaction**

All potential Qualifying Transactions will initially be screened by management of the Corporation so as to evaluate the business plan of each corporation or business, which evaluation will include an analysis of the assets, the line of services or products offered, the extent of the competition in the marketplace, the market potential of the product lines or services, the market plan, existing and remaining management, production plans, financial plans and cash-flow projections and capital requirements. Similar criteria will be employed in the evaluation of other assets.

Upon the favourable completion of management's analysis, management will proceed to negotiate appropriate acquisition terms with those prospective corporations, businesses or the owners of other assets and thereafter will present the proposal to the board of directors for its consideration and approval.

The board of directors of the Corporation, in considering whether to approve the terms of the proposed acquisition, will be guided by the following criteria:

- (a) the projected rate of return on the proposed investment having regard to the risk of loss;
- (b) the prospects for growth, having regard to existing or potential market share;
- (c) the skill of the management team, either as it exists or as it may be modified as a consequence of the acquisition; and
- (d) basic financial considerations such as the ratio of debt to equity of the target business, the overall cost of the acquisition, and the prospects of obtaining the debt or equity financing necessary to effect the acquisition.

Any proposed Qualifying Transaction must be approved by the Corporation's Board of Directors. In exercising their powers and discharging their duties in relation to proposed Qualifying Transaction, the directors will act honestly and in good faith with a view to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **Filings and Shareholder Approval of 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 "Trading Halts, Suspensions and Delisting". Within 75 days after issuance of such news release, the Corporation shall be required to submit for review to the Exchange either an information circular that complies with applicable corporate and securities laws or a filing statement that complies with Exchange requirements. An information circular must be submitted where there is a Non-Arm's Length Qualifying Transaction. A filing statement must be submitted where the Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction. The information circular or filing statement, as applicable, must contain prospectus

level disclosure of the Target Company and the Corporation, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Form 3B1/Form 3B2. Upon acceptance by the Exchange, the Corporation must then either:

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

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

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

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

### **Initial Listing Requirements**

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

### **Trading Halts, Suspension and Delisting**

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

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

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

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

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

### **Refusal of Qualifying Transaction**

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

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

### **USE OF PROCEEDS**

#### **Proceeds and Principal Purposes**

The aggregate gross proceeds received by the Corporation from the sale of Common Shares prior to the Offering were \$250,000. The expenses and costs of the prior sales of Common Shares are \$5,000. The aggregate gross proceeds expected to be received by the Corporation from the sale of the Common Shares offered by this prospectus assuming the Offering is subscribed for will be \$500,000. The costs of this issue are estimated at \$142,640, inclusive of taxes and disbursements (of which \$15,000 has been advanced by the Corporation to the Agent to date), as well as the Agent's commission, administration fee and legal fees. Accordingly, the estimated funds to be available to the Corporation will be \$602,360.

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

|  | <u>Offering</u>        |
|--|------------------------|
| Cash proceeds raised prior to this Offering <sup>(1)</sup>                                 | \$250,000              |
| Expenses and costs relating to raising the cash proceeds raised prior to this Offering     | (\$5,000)              |
| Cash proceeds to be raised pursuant to this Offering <sup>(2)</sup>                        | \$500,000              |
| Estimated expenses and costs relating to the Offering:                                     |                        |
| Agent's commission   | (\$50,000)             |
| Agent's administration fee   | (\$10,000)             |
| Agent's legal fees & expenses  | (\$15,000)             |
| Corporation's legal fees   | (\$35,000)             |
| Corporation's audit fees and expenses  | (\$10,000)             |
| Listing and filing Fees  | (\$22,640)             |
| <b>Estimated funds available (on completion of the Offering)</b>                           | <b>\$602,360</b>       |
| <hr/>  |                        |
| Funds available for identifying and evaluating assets or business prospects <sup>(3)</sup> | \$532,360              |
| Estimated general and administrative expenses until Completion of a Qualifying Transaction | \$70,000               |
| <b>Total Net Proceeds</b>  | <hr/> <b>\$602,360</b> |

Notes:

- (1) See "Prior Sales".
- (2) In the event that the Agent exercises the Agent's Option and the directors and officers exercise their options, there will be available to the Corporation an additional amount of \$150,000, which will be added to the working capital of the Corporation. See "Plan of Distribution". There is no assurance that any of these options will be exercised.
- (3) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire \$532,360 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

The proceeds of this Offering and any prior sale of Common Shares, after deducting the costs of this Offering, will only be sufficient to identify a limited number of opportunities. Additional funds may be required to finance any acquisition to which the Corporation may commit. See "Business of the Corporation", "Method of Financing Qualifying Transaction" and "Risk Factors".

### Permitted Use of Funds

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described in "Restrictions on Use of Proceeds", "Private Placements for Cash," and "Prohibited Payments to Non-Arm's Length Parties", the aggregate gross proceeds realized from the sale of all securities issued by the

Corporation will be used by the Corporation only to identify and evaluate businesses or assets and obtain shareholder approval for a proposed Qualifying Transaction.

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

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

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

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

#### **Restrictions on Use of Proceeds**

Until Completion of the Qualifying Transaction, not more than the lesser of 30% of the aggregate gross proceeds from the sale of all securities issued by the Corporation or \$210,000 shall be used for purposes other than those described above, including the following expenditures which the CPC Policy specifies as not being expenditures to identify and evaluate assets or businesses:

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

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

#### **Private Placements for Cash**

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

## **Prohibited Payments to Non-Arm's Length Parties**

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

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

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

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

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

## **PLAN OF DISTRIBUTION**

### **The Agent and the 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 agency basis to the public in the Applicable Jurisdictions, 1,000,000 Common Shares as provided in this prospectus at \$0.50 per Common Share for aggregate gross proceeds of \$500,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares, a \$10,000 administration fee, and reimbursement of its expenses and legal fees incurred pursuant to this Offering, plus disbursements and taxes. The Corporation will grant to the Agent and its sub-agents, if any, at the closing of the Offering the Agent's Option to acquire Common Shares in number equal to 10% of the number of Common Shares sold under the Offering, being 100,000 Common Shares for the Offering, at \$0.50 per share for a 24 month period following the date of listing of the Common Shares on the Exchange. The Agent's Option is qualified under this prospectus. Pursuant to the CPC Policy, where the Agent receives an option or the right to subscribe for a certain number of shares as consideration for acting as Agent, 50% of the options exercised or 50% of the shares held pursuant to that right may be sold prior to Completion of the Qualifying Transaction. The remaining 50% may only be sold after Completion of the Qualifying Transaction. The Agent has agreed to use 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 or 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.

This prospectus qualifies the distribution of 1,000,000 Common Shares, the issuance of options to purchase a number of Common Shares equal to 10% of the number of Common Shares issued and outstanding upon completion of the Offering (being 2,000,000 Common Shares issued and outstanding upon completion of the Offering) to be granted to officers and directors of the Corporation, and the Agent's Option. See "Options to Purchase Securities".

### **Commercially Reasonable Efforts Offering**

The Agent has agreed to use 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 but is not obligated to do so. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets or upon the occurrence of certain events stated in the Agency Agreement.

The Corporation has also granted the Agent a right of first refusal to participate as agent in any brokered equity financing or financing by securities convertible into equity that the Corporation may undertake and to act as Sponsor with respect to any potential Qualifying Transaction by the Corporation for a period ending the earlier of 24 months from the date of the listing and the date of the closing of the Qualifying Transaction.

### **Total Subscription**

The Offering is subject to a minimum subscription of 1,000,000 Common Shares for aggregate gross proceeds of \$500,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% of the total Common Shares in the Offering, or 20,000 Common Shares. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is 4% of the total number of Common Shares in the Offering, or 40,000 Common Shares. The funds received from the Offering will be deposited with the Agent, and will not be released until the full amount of the Offering proceeds has been deposited. The Offering must be raised within 90 days of the date a final receipt for this prospectus is issued, or such other time as may be permitted by applicable securities legislation and consented to by the Agent and persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

### **Other Securities to be Distributed**

The Corporation also proposes to grant options to purchase a number of Common Shares equal to 10% of the number of Common Shares issued and outstanding upon completion of the Offering (200,000 options to purchase Common Shares) to directors and officers in accordance with the policies of the Exchange, and the Common Shares to be issued upon exercise of options are qualified for distribution under this prospectus.

### **Determination of Price**

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

### **Listing Application**

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

### **Subscription by and Restrictions on the Agent**

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

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

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares owned directly or indirectly by the Aggregate Pro Group cannot exceed 20% of the total and outstanding Common Shares exclusive of

Common Shares reserved for issuance at a future date. The Exchange will require that any securities issued to the Pro Group in connection with or in contemplation of the Qualifying Transaction will be required to be subject to a four month Exchange hold period and the securities certificate(s) legended accordingly, as prescribed by Exchange Policy 3.2 “Filing Requirements and Continuous Disclosure”.

### Restrictions on Trading

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

## DESCRIPTION OF THE SECURITIES DISTRIBUTED

The Corporation is authorized to issue an unlimited number of Common Shares of which, as at the date of this prospectus, 1,000,000 Common Shares are issued and outstanding as fully paid and non-assessable Common Shares. A total of 1,000,000 Common Shares are being qualified for distribution under this prospectus. In addition, pursuant to the Agent’s Option, 100,000 Common Shares will be reserved for issuance if the Offering is subscribed for. Common Shares will also be reserved for issuance under options to be granted to directors and officers in the amount of 200,000 Common Shares. See “Plan of Distribution” and “Options to Purchase Securities”.

### Common Shares

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

## CAPITALIZATION

| <b>Capital</b> | <b>Amount Authorized</b> | <b>Amount outstanding as of the date of the most recent balance sheet contained in this prospectus<sup>(1)</sup></b> | <b>Amount outstanding as at February 20, 2018</b> | <b>Amount to be outstanding upon completion of the Offering<sup>(2)(3)(4)</sup></b> |
|----------------|--------------------------|--|---|---|
| Common Shares  | Unlimited                | \$250,000<br>(1,000,000<br>Common Shares)  | \$250,000<br>(1,000,000<br>Common Shares)         | \$750,000<br>(2,000,000<br>Common Shares)   |

Notes:

- (1) At this date, the Corporation had not commenced commercial operations.
- (2) Excluding up to 200,000 Common Shares issuable at \$0.50 per share, expiring 5 years from the date of being granted, pursuant to stock options to be granted to directors and officers of the Corporation.
- (3) Excluding 100,000 Common Shares issuable at \$0.50 per share, expiring 24 months from the date of listing of the Common Shares on the Exchange, pursuant to the Agent’s Option. See “Plan of Distribution”.
- (4) Funds estimated to be available on completion of the Offering amount to \$602,360 after giving effect to the Offering and deducting the selling commissions and related expenses incurred by the Corporation. See “Use of Proceeds – Proceeds and Principal Purposes”.

## OPTIONS TO PURCHASE SECURITIES

The Corporation has established a stock option plan for its officers, directors, consultants and employees to which the Corporation may grant options to acquire a maximum number of Common Shares equal to 10% of the total issued and outstanding Common Shares of the Corporation.

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

| <b>Name</b>   | <b>Number of Shares<br/>Under Option Once<br/>Offering is<br/>Subscribed</b> | <b>Exercise Price<br/>per Share</b> | <b>Expiry Date</b>            |
|---------------|--|-------------------------------------|-------------------------------|
| Roger Daher   | 100,000  | \$0.50                              | Five years from date of grant |
| James Walker  | 50,000   | \$0.50                              | Five years from date of grant |
| Paul Pathak   | 50,000   | \$0.50                              | Five years from date of grant |
| <b>Total:</b> | <b>200,000</b>   |                                     |                               |

### Stock Option Terms

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

The options to purchase a number of Common Shares equal to 10% of the number of Common Shares issued and outstanding upon completion of the Offering (being 2,000,000 Common Shares) to be granted to directors and officers are qualified for distribution under this prospectus.

## PRIOR SALES

Since the date of incorporation, 1,000,000 Common Shares have been issued as follows:

| <u>Date Issued</u> | <u>Number of Common Shares</u> | <u>Issue Price per Common Share</u> | <u>Aggregate Issue Price</u> | <u>Nature of Consideration</u> |
|--------------------|--------------------------------|-------------------------------------|------------------------------|--------------------------------|
| January 9, 2018    | 1,000,000 <sup>(2)</sup>       | \$0.25                              | \$250,000                    | Cash                           |
| <b>Total</b>       | <b>1,000,000</b>               |                                     | <b>\$250,000</b>             |                                |

Notes:

(1) All of these Common Shares will be placed in escrow pursuant to the Escrow Agreement. See “Escrowed Securities”.

## ESCROWED SECURITIES

### Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 1,000,000 Common Shares issued prior to this Offering at a price below \$0.50 per Common Share, all Common Shares that have been or 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 the Escrow Agent under the Escrow Agreement. As of the date hereof, 1,000,000 Common Shares will be held by the Escrow Agent pursuant to the Escrow Agreement.

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

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

The following table sets out, as at the date hereof, the number of Common Shares of the Corporation, which are held pursuant to the Escrow Agreement:

| <u>Name and Municipality of Residence of Shareholder</u>              | <u>Number of Common Shares held in Escrow</u> | <u>Percentage of Common Shares prior to giving effect to the Offering</u> | <u>Percentage of Common Shares after giving effect to the Offering<sup>(1)</sup></u> |
|---|---|---|--|
| Roger Daher<br>Toronto, ON  | 600,000                                       | 60.00%  | 30.00%   |
| Paul Pathak<br>Professional Corporation <sup>(2)</sup><br>Toronto, ON | 200,000                                       | 20.00%  | 10.00%   |
| James Walker<br>Toronto, ON   | 200,000                                       | 20.00%  | 10.00%   |
| <b>Total</b>  | <b>1,000,000</b>                              | <b>100%</b>   | <b>50.00%</b>  |

Notes:

(1) Assuming these shareholders do not acquire any Common Shares under the Offering.

(2) Paul Pathak is the sole shareholder of Paul Pathak Professional Corporation.

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

Upon the Corporation completing a Qualifying Transaction, the escrowed securities shall be released as to 10% immediately following the issuance of the Final Exchange Bulletin (the “**Initial Release**”), and 15% on the dates 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release, pursuant to the terms of the Escrow Agreement.

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

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

If a Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement, each Non-Arm’s Length Party to the Corporation who holds escrowed Common Shares acquired at a price below the offering price of this prospectus has irrevocably authorized and directed the Escrow Agent to immediately: (a) cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Corporation; or (b) if the Corporation lists on NEX, either (i) cancel all Seed Shares purchased by Non-Arm’s Length Parties to the Corporation at a discount from the IPO price, in accordance with section 11.2(a) of the CPC Policy, or (ii) subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non-Arm’s Length Parties to the Corporation so that the average cost of the remaining Seed Shares is at least equal to the IPO price.

### **Escrowed Securities on Qualifying Transaction**

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

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

the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin.

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

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

- (a) the private placement is announced at least five trading days after the news release announcing the Agreement in Principle and the pricing for the financing is at not less than the discounted market price as determined in accordance with the policies of the Exchange; or
- (b) the private placement is announced concurrently with the Agreement in Principle and:
  - (i) at least 75% of the proceeds from the private placement are not from Principals of the Corporation or of 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.

The escrow agreements described above provide, *inter alia*, that all voting rights attached to escrowed securities shall be exercised by the registered holder of such securities.

#### **PRINCIPAL SHAREHOLDERS**

The following table lists those persons who own of record or who are known to the Corporation as at the date hereof to own beneficially, directly or indirectly, more than 10% of the issued and outstanding Common Shares of the Corporation, or exercises control or direction over, more than 10% of the issued and outstanding Common Shares of the Corporation:

| <b>Name and Municipality of Residence</b>                             | <b>Type of Ownership</b> | <b>Number of Shares<sup>(1)</sup></b> | <b>Percentage of Shares Owned before the Offering</b> | <b>Percentage of Shares Owned after giving Effect to the Offering</b> |
|---|--------------------------|---------------------------------------|---|---|
| Roger Daher <sup>(2)</sup><br>Toronto, ON                             | Of Record and Beneficial | 600,000                               | 60.00%  | 30.00%  |
| Paul Pathak<br>Professional Corporation <sup>(3)</sup><br>Toronto, ON | Of Record only           | 200,000                               | 20.00%  | 10.00%  |

| <b>Name and Municipality of Residence</b> | <b>Type of Ownership</b> | <b>Number of Shares<sup>(1)</sup></b> | <b>Percentage of Shares Owned before the Offering</b> | <b>Percentage of Shares Owned after giving Effect to the Offering</b> |
|---|--------------------------|---------------------------------------|---|---|
| James Walker<br>Toronto, ON               | Of Record and Beneficial | 200,000                               | 20.00%  | 10.00%  |
| <b>Total</b>                              |                          | <b>1,000,000</b>                      | <b>100.00%</b>  | <b>50.00%</b>   |

Notes:

- (1) Subject to the Escrow Agreement. See “Escrowed Securities”.
- (2) Reflecting the assumption that the Agent’s Option is fully exercised and that all options are granted as stated on page 10 of this prospectus and that they are all exercised, Mr. Daher would own 700,000 Common Shares which would constitute 30.43% of the Corporation’s outstanding Common Shares on a fully diluted basis.
- (3) Paul Pathak is the sole shareholder of Paul Pathak Professional Corporation. Reflecting the assumption that the Agent’s Option is fully exercised and that all options are granted as stated on page 10 of this prospectus and that they are all exercised, Paul Pathak would own 250,000 Common Shares which would constitute 10.87% of the Corporation’s outstanding Common Shares on a fully diluted basis.
- (4) Reflecting the assumption that the Agent’s Option is fully exercised and that all options are granted as stated on page 10 of this prospectus and that they are all exercised, Mr. Walker would own 250,000 Common Shares which would constitute 10.87% of the Corporation’s outstanding Common Shares on a fully diluted basis.

The directors and officers, together with the Associates and Affiliates of the directors and officers, as a group beneficially own and control 1,000,000 Common Shares which represents 100.00% of the issued Common Shares of the Corporation before giving effect to this Offering and which will represent 50.00% of the issued Common Shares of the Corporation upon completion of the Offering.

#### **DIRECTORS, OFFICERS AND PROMOTERS**

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

| <b>Name, (Age), Office and Municipality of Residence</b> | <b>Position or Office</b>  | <b>Present Principal Occupation</b> | <b>Common Shares Held (percentage and number of Common Shares prior to Offering)<sup>(2)</sup></b> | <b>Percentage and Number of Common Shares Held Upon Completion of Offering</b> |
|--|--|-------------------------------------|--|--|
| Roger Daher (51) <sup>(1)</sup><br>Markham, Ontario      | Director,<br>Chief Executive Officer, Chief Financial Officer, Secretary | Owner and Pharmacist, Pharmasave    | 600,000<br>Common Shares<br>60.00%   | 600,000<br>Common Shares<br>30.00%   |
| Paul Pathak (49) <sup>(1)(3)</sup><br>Toronto, Ontario   | Director   | Partner, Chitiz Pathak LLP          | 200,000<br>Common Shares<br>20.00%   | 200,000<br>Common Shares<br>10.00%   |
| James Walker (54) <sup>(1)</sup><br>Toronto, Ontario     | Director   | President, Global Pet Foods         | 200,000<br>Common Shares<br>20.00%   | 200,000<br>Common Shares<br>10.00%   |

Notes:

- (1) Member of the Audit Committee.
- (2) Before the exercise of stock options by the directors and officers, the exercise of the Agent's Option and assuming that no Common Shares are purchased by these shareholders under this Offering. See "Plan of Distribution".
- (3) Common Shares of the Corporation owned by Mr. Pathak are held through Paul Pathak Professional Corporation.

In addition to any other requirements of the Exchange, the Exchange expects management of the Corporation to meet a high management standard. The directors and officers of the Corporation believe that, on a collective basis, management possesses, the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset. As at the date of this prospectus, the directors and officers own 1,000,000 Common Shares representing 100.00% of the issued and outstanding Common Shares which number of Common Shares will represent 50.00% of the issued Common Shares of the Corporation upon completion of the Offering.

It is expected that, initially, each director, with the exception of Roger Daher, will devote approximately 5% of their time to the business of the Corporation, and that Roger Daher will devote that amount of time which is required to administer the business of the Corporation.

The following are brief biographies of the Directors and Officers of the Corporation:

***Roger Daher – Chief Executive Officer, Chief Financial Officer, Secretary, and Director***

Roger Daher has been a licensed pharmacist for 26+ years and he is currently a practicing owner/partner in seven Ontario Pharmasave pharmacies. Since 2010, Mr. Daher, has been a member of the Pharmasave Ontario Board of Directors, as well as a member of the audit committee (current treasurer/secretary and also audit committee chair). Mr. Daher also serves as a Director on a number of other public companies, including Xylitol Canada Inc., where he is chairman of the Board and Aumento Capital V Corporation (TSXV). Mr. Daher obtained his Bachelor Science, Pharmacy, from the University of Toronto in 1989.

***Paul Pathak –Director***

Pathak is and has served as a partner of Chitiz Pathak LLP since 1996, a Toronto law firm serving clients in the securities and investment industries, including issuers and dealers on a full range of securities transactions. Mr. Pathak practices principally in the areas of corporate, securities, mergers, acquisitions and commercial law. Mr. Pathak has acted for issuers in a broad range of securities transactions, including initial public offerings, reverse take-overs, establishment of Capital Pool Companies, going-private transactions and numerous financing structures. Mr. Pathak has served as a member of the Board of Directors of several private and public corporations listed on both Canadian and American stock exchanges including, Aumento Capital Corporation (now Annidis Corporation), a capital pool company that completed its Qualifying Transaction in June of 2011, Aumento Capital II Corporation (now The Intertain Group Limited), a capital pool company that completed its Qualifying Transaction in February of 2014, and Aumento Capital III Corporation (now Exo U Inc.), a capital pool company that completed its Qualifying Transaction in June of 2013. Mr. Pathak currently serves as a director of Jackpotjoy PLC (LSE), The Intertain Group Limited (TSX) and Aumento Capital V Corporation (TSXV). Mr. Pathak was called to the Ontario Bar in 1994, having completed his LL.B. at Osgoode Hall Law School in 1992.

***James Walker – Director***

Mr. Walker is the president of Global Pet Food Stores Inc., which operates franchises throughout Canada specializing in high quality pet foods. Mr. Walker has been president of Global Pet Food Stores Inc. since 1995. Mr. Walker has public company experience through his previous role as director of Franchise Bancorp Inc., having become director of Franchise Bancorp Inc. in 1997. Mr. Walker also served as a director of Aumento Capital Corporation (now Annidis Corporation) and as a director of BFK Capital Corp. (now The Hydropharmacy Corporation), both of which were a capital pool company that traded on the TSXV. Mr. Walker holds an honours B.A. from the University of Western Ontario.

## Other Reporting Issuer Experience

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

| <b>Name</b>  | <b>Name and Jurisdiction of Reporting Issuer</b>                       | <b>Name of Exchange or Market</b> | <b>Position</b>        | <b>From</b>                    | <b>To</b>                   |
|--------------|--|-----------------------------------|------------------------|--------------------------------|-----------------------------|
| James Walker | BFK Capital Corp.  | TSX-V                             | Director               | Oct. 2014                      | Mar. 2017                   |
|              | Franchise Bancorp Inc.   | TSX-V                             | Director               | Oct. 1997                      | Feb. 2017                   |
| Roger Daher  | Xylitol Canada Inc.  | TSXV                              | Director               | May 2008                       | Present                     |
|              | Aumento Capital VI Corporation   | TSXV                              | Director               | January 2017                   | Present                     |
|              | Aumento Capital V Corporation  | TSXV                              | Director               | August 2014                    | April 2017                  |
|              | Aumento Capital IV Corporation (now Greenspace Brands Inc.)            | TSXV                              | Director               | June 2013                      | Present                     |
|              | Aumento Capital III Corporation (now Exo U Inc.)                       | TSXV                              | Director               | August 2011                    | June 2013                   |
| Paul Pathak  | Jackpotjoy PLC   | LSE                               | Director               | January 2017                   | Present                     |
|              | Aumento Capital VI Corporation   | TSXV                              | Director               | January 2017                   | Present                     |
|              | Aumento Capital V Corporation  | TSXV                              | Director               | June 2014                      | April 2017                  |
|              | Aumento Capital IV Corporation (now Greenspace Brands Inc.)            | TSXV                              | Director               | June 2013                      | June 2015                   |
|              | Aumento Capital III Corporation (now Exo U Inc.)                       | TSXV                              | Director               | August 2011                    | June 2013                   |
|              | The Intertain Group Limited (formerly, Aumento Capital II Corporation) | TSX                               | Director               | November 2010                  | Present                     |
|              | Aumento Capital II Corporation (now, The Intertain Group Limited)      | TSXV                              | Director               | November 2010                  | February 2014               |
|              | Aumento Capital Corporation (now Annidis Health Systems Corp)          | TSXV                              | Director and Secretary | February 2010<br>February 2010 | June 2011<br>September 2010 |

| <b>Name</b> | <b>Name and Jurisdiction of Reporting Issuer</b> | <b>Name of Exchange or Market</b> | <b>Position</b>                  | <b>From</b> | <b>To</b>    |
|-------------|--|-----------------------------------|----------------------------------|-------------|--------------|
|             | Talware Networx Inc.                             | TSXV                              | Director, Secretary              | April 2008  | January 2009 |
|             | Simberi Mining Corporation                       | TSXV                              | Corporate Secretary              | July 2008   | January 2010 |
|             | Renforth Resources Inc.                          | CSE                               | Corporate Secretary and Director | June 2008   | January 2010 |
|             | Eurotin Inc.                                     | TSXV                              | Director                         | July 2008   | April 2011   |

Notes:

- (1) TSXV means the TSX Venture Exchange.
- (2) CSE means the Canadian Security Exchange.
- (3) TSX means the Toronto Stock Exchange.
- (4) LSE means the London Stock Exchange.
- (5) NYSE MKT means the NYSE MKT LLC.

### **Corporate Cease Trade Orders or Bankruptcies**

No director, officer, Insider or promoter of the Corporation, or a shareholder of the Corporation holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is, or within 10 years before the date of this prospectus has been, a director, officer, Insider or Promoter of any other issuer that, while that person was acting in that capacity:

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

### **Penalties or Sanctions**

No director, officer, Insider or promoter of the Corporation, or a shareholder of the Corporation holding a sufficient number of 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 a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

### **Personal Bankruptcies**

No director, officer, Insider or promoter of the Corporation, or a shareholder of the Corporation holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such person has, within 10 years before the date of this prospectus, as applicable, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or has been subject to or has instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such person's assets.

## Conflicts of Interest

There are potential conflicts of interest to which the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Some of the directors and officers have been and will continue to be engaged in the identification and evaluation, with a view to potential acquisition of interests in businesses and corporations on their own behalf and on behalf of other corporations, and situations may arise where the directors and officers will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies under the *Business Corporations Act* (Ontario).

## EXECUTIVE COMPENSATION

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

- (a) remuneration, which includes but is not limited to:
  - (i) salaries;
  - (ii) consulting fees;
  - (iii) management contract fees or directors' fees;
  - (iv) finders fees;
  - (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"), which reimbursements, since incorporation, have totaled \$nil as of the date hereof. No reimbursement may be made for any payment made to lease or acquire a vehicle.

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

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.

Following the Completion of the Qualifying Transaction, it is anticipated that the Corporation shall pay compensation to its directors and officers. However no payment other than 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

Assuming the Offering is subscribed for, an investor will suffer an immediate dilution on investment of 25.0% or \$0.125 per Common Share. Dilution has been computed on the basis of total gross proceeds to be raised under this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or of related expenses incurred by the Corporation.

| <b>Item</b>                          | <b>Offering</b> |
|--------------------------------------|-----------------|
| Gross proceeds of prior share issues | \$250,000       |

|  |                  |
|--|------------------|
| Gross proceeds of this Offering                      | <u>\$500,000</u> |
| Total gross proceeds after this Offering             | <u>\$750,000</u> |
| Offering price per share                             | \$0.50           |
| Proceeds per share after this Offering               | <u>\$0.375</u>   |
| Dilution per share to subscriber                     | <u>\$0.125</u>   |
| Percentage of dilution in relation to offering price | 25.00%           |

### **RISK FACTORS**

Prior to making a decision to invest, prospective purchasers in the Offering should consider their own position, and all of the risks of investing in the Common Shares including the following risk factors:

- (a) the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;
- (b) investment in the Common Shares offered by this prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development;
- (c) the directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time;
- (d) assuming the Offering is subscribed for, an investor will suffer an immediate dilution on investment of 25.00% or \$0.125 per Common Share;
- (e) there can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell its Common Shares;
- (f) until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;
- (g) the Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Corporation will be able to identify a suitable Qualifying Transaction;
- (h) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;
- (i) Completion of a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval;
- (j) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares;

- (k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Corporation will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Corporation will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction;
- (l) trading in the Common Shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required;
- (m) the Exchange will generally suspend trading in the Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months of the date of listing;
- (n) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- (o) in the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;
- (p) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation;
- (q) subject to prior Exchange acceptance, the Corporation may be permitted to loan or advance up to an aggregate of \$250,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan; and
- (r) the Corporation is relying solely on its past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Corporation is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Corporation. In such event, the Corporation will seek satisfactory replacements but there can be no guarantee that appropriate personnel may be found.

**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.**

See “Business of the Corporation”, “Method of Financing Qualifying Transaction” and “Directors and Officers”.

## LEGAL PROCEEDINGS

There are no actual or, to the knowledge of the Corporation, pending legal proceedings to which the Corporation is or is likely to be a party or of which any of its assets are likely to be subject.

## RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Agent for the Offering is Canaccord Genuity Corp., PO Box 10337, 2200-609 Granville Street, Vancouver, British Columbia V7Y 1H2. Legal counsel to the Agent is Miller Thomson LLP.

The Corporation is not a “related issuer” or “connected issuer” of the Agent as such terms are defined in National Instrument 33-105 - Underwriting Conflicts. The employees, officers and directors of the Agent do not own any Common Shares.

#### **RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS**

Certain legal matters relating to the Offering will be passed upon by Chitiz Pathak LLP on behalf of the Corporation. Paul Pathak Professional Corporation, which is a corporation controlled by Paul Pathak, a partner at Chitiz Pathak LLP, owns 200,000 Common Shares, and will own 50,000 options to purchase Common Shares on completion of the Offering, with such options having an exercise price of \$0.50. Mr. Pathak’s Common Shares represent 20.00% of the issued and outstanding Common Shares prior to giving effect to the Offering, and will represent 10.00% of the issued and outstanding Common Shares on completion of the Offering. Other than those securities held by Mr. Pathak, as of the date hereof, partners and associates of Chitiz Pathak LLP do not own, directly or indirectly, in the aggregate any Common Shares. All payments made by the Corporation to Chitiz Pathak LLP will be made in compliance with the CPC Policy.

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

#### **AUDITORS, TRANSFER AGENT AND REGISTRAR**

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

The Transfer Agent and Registrar for the Common Shares of the Corporation is TSX Trust Company, 100 Adelaide Street West, Suite 300, Toronto, Ontario, M5H 1S3.

#### **MATERIAL CONTRACTS**

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

- (a) The Agency Agreement. See “Plan of Distribution”.
- (b) The Transfer Agency and Registrar Agreement dated February 20, 2018 between the Corporation and the Registrar and Transfer Agent.
- (c) The Escrow Agreement. See “Escrowed Securities”.
- (d) The Stock Option Plan. See “Options to Purchase Securities”.

Copies of these agreements will be available for inspection at the registered office of the Corporation at Suite 1600, 320 Bay Street, Toronto, Ontario M5H 4A6, and at the office of the Commission during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

#### **DIVIDEND POLICY**

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

#### **INDEBTEDNESS OF DIRECTORS, OFFICERS, PROMOTERS AND OTHERS**

No director, officer, or promoter or other member of management of the Corporation, or any Associate or Affiliate of any such person, is or has been indebted to the Corporation.

#### **INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

The officers, directors and promoter have all acquired Common Shares or options to purchase Common Shares of the Corporation and a number of Common Shares equal to 10% of the number of Common Shares issued and

outstanding upon completion of the Offering (being 2,000,000 Common Shares) will be reserved for stock options to be granted to them. See “Options to Purchase Securities”.

### **ELIGIBILITY FOR INVESTMENT**

In the opinion of Cummings Cooper Schusheim & Berliner LLP, tax counsel to the Corporation, based on the current provisions of the Income Tax Act (Canada) and the regulations thereunder (collectively, the “Tax Act”) in force on the date hereof and any proposal to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) (“Tax Proposals”) prior to the date hereof, if the Common Shares were issued on the date hereof and listed and posted for trading on a “designated stock exchange” as defined in the Tax Act (which includes the Exchange) or if the Corporation was a “public corporation” on the date hereof, as that term is defined in the Tax Act, then the Common Shares would at that time be a “qualified investment” for a trust governed by a “registered retirement savings plan” (“RRSP”), “registered retirement income fund” (“RRIF”), “tax-free savings account” (“TFSA”), “registered education savings plan” (“RESP”), “deferred profit sharing plan” and “registered disability savings plan” (“RDSP”), as those terms are defined in the Tax Act (collectively, the “Plans”).

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

Notwithstanding that a Common Share may be a qualified investment for a TFSA, RRSP or RRIF (a “Registered Plan”), the holder or annuitant of the Registered Plan, as the case may be, will be subject to a penalty tax as set out in the Tax Act in respect of the Common Shares if such Common Shares are a “prohibited investment” for the Registered Plan for purposes of the Tax Act. The Common Shares will generally be a “prohibited investment” for a Registered Plan if the holder or annuitant, as the case may be, does not deal at arm’s length with the Corporation for the purposes of the Tax Act or has a “significant interest” (as defined in the Tax Act) in the Corporation. In addition, the Common Shares generally will not be a prohibited investment if the Common Shares are “excluded property” within the meaning of the Tax Act for the Registered Plan.

On March 22, 2017, the Minister of Finance (Canada) announced Tax Proposals which are reflected in draft legislation released on September 8, 2017 to extend the prohibited investment rules, which are currently applicable to Registered Plans, and the annuitants or holder, thereof, as the case may be, to RESPs and RRSPs and the subscribers or holders thereof, as the case maybe. These Tax Proposals are intended to apply to transactions occurring and investments acquired after March 22, 2017, subject to certain transitional rules.

Purchasers who intend to hold Common Shares in their Plans, should consult their own tax advisors in regard to the application of these rules in their particular circumstances.

### **OTHER MATERIAL FACTS**

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

## **PURCHASER'S STATUTORY RIGHTS**

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. That right may be exercised within two business days after the receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or 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 securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal adviser.

**Skyscape Capital Inc.**  
(A Capital Pool Corporation)

**Financial statements**

**For the Period from the Date of Incorporation  
(January 9, 2018) to January 15, 2018  
(In Canadian Dollars)**

## Independent Auditors' Report

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To the Shareholders of Skyscape Capital Inc.  
(A Capital Pool Corporation)

We have audited the accompanying financial statements of Skyscape Capital Inc., which comprise the statement of financial position as at January 15, 2018 and the statement of loss and comprehensive loss, statement of changes in shareholders' equity and statement of cash flows for the period from the date of incorporation (January 9, 2018) to January 15, 2018 and a summary of significant accounting policies and other explanatory information.

### *Management's responsibility for the financial statements*

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

### *Auditors' responsibility*

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls 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.

### *Opinion*

In our opinion, the financial statements present fairly, in all material respects, the financial position of Skyscape Capital Inc. as at January 15, 2018 and its financial performance and its cash flows, for the period from the date of incorporation (January 9, 2018) to January 15, 2018, in accordance with International Financial Reporting Standards.

Toronto, Ontario  
February 13, 2018

*MNP LLP*

Chartered Professional Accountants  
Licensed Public Accountants

**Skyscape Capital Inc.**  
**Statement of Financial Position**

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January 15,  
2018

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**Assets**

Cash held in trust \$250,000

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**\$250,000**

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**Liabilities**

Accrued Liabilities \$10,000

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10,000

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**Shareholders' Equity**

Share capital (note 3) 245,000

Deficit (5,000)

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240,000

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**\$250,000**

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

**Subsequent Events (note 6)**

Approved by the Board

Paul Pathak  
Director (Signed)

James Walker  
Director (Signed)

## Skyscape Capital Inc.

### Statement of Loss and Comprehensive Loss

For the Period from the Date of Incorporation (January 9, 2018) to January 15, 2018

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|   | <b>2018</b>       |
|---|-------------------|
| <b>Expenses</b>                                       |                   |
| Professional fees                                     | \$ 5,000          |
| <b>Net loss and comprehensive loss for the period</b> | <b>\$ (5,000)</b> |
| <b>Net loss per share — basic and diluted</b>         | <b>\$ (0.01)</b>  |
| <b>Weighted average shares outstanding</b>            | <b>1,000,000</b>  |

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

**Skyscape Capital Inc.****Statement of Changes in Shareholders' Equity****For the Period from the Date of Incorporation (January 9, 2018) to January 15, 2018**

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|                                 | <b>Number of<br/>Shares</b> | <b>Share<br/>Capital</b> | <b>Deficit</b>    | <b>Shareholders'<br/>Equity</b> |
|---------------------------------|-----------------------------|--------------------------|-------------------|---------------------------------|
| Balance January 9, 2018         | -                           | \$ -                     | \$ -              | \$ -                            |
| Share Subscription (Note 3)     | 1,000,000                   | 250,000                  | -                 | 250,000                         |
| Offering Costs                  |                             | (5,000)                  | -                 | (5,000)                         |
| Net loss for the period         | -                           | -                        | (5,000)           | (5,000)                         |
| <b>Balance January 15, 2018</b> | <b>1,000,000</b>            | <b>\$ 245,000</b>        | <b>\$ (5,000)</b> | <b>\$ 240,000</b>               |

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

**Skyscape Capital Inc.**  
**Statement of Cash Flows**  
**For the Period from the Date of Incorporation (January 9, 2018) to January 15, 2018**

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2018

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**Cash provided by (used in)**

**Operating**

Net Loss for the period \$(5,000)  
Change in accrued liabilities 5,000

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-

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**Financing**

Share Subscription 250,000  
**Net change in cash 250,000**

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**Cash, end of period \$250,000**

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

## **1. INCORPORATION AND NATURE OF OPERATIONS**

Skyscape Capital Inc. (“the Company”), was incorporated under the Ontario Business Corporations Act on January 9, 2018 and is in the process for applying for status as a Capital Pool corporation, as defined in the Policy 2.4 of the TSX Venture Exchange (the “Exchange”). The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction (“QT”). The Company has not commenced operations and has no assets other than cash held in trust. The Company’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm’s length transaction, of the majority of the minority shareholders.

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

The head office and the registered head office of the Company is located at 320 Bay Street, Suite 1600, Toronto ON M5H 4A6.

On February 13, 2018 the Board of Directors approved the financial statements for the period from Date of Incorporation (January 9, 2018) to January 15, 2018.

## **2. SIGNIFICANT ACCOUNTING POLICIES**

### **Statement of Compliance**

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

### **Financial Instruments**

All financial instruments are recorded initially at fair value. In subsequent periods, all financial instruments are measured based on the classification adopted for the financial instrument: held to maturity, loans and receivables, fair value through profit or loss (“FVTPL”), available for sale, FVTPL liabilities or other liabilities.

## **2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

### **Financial Instruments (continued)**

FVTPL assets and liabilities are subsequently measured at fair value with the change in the fair value recognized in net income (loss) during the period.

Held to maturity assets, loans and receivables, and other liabilities are subsequently measured at amortized cost using the effective interest rate method.

Available for sale assets are subsequently measured at fair value with the changes in fair value recorded in other comprehensive income (loss), except for equity instruments without a quoted market price in an active market and whose fair value cannot be reliably measured, which are measured at cost.

The Company has classified its financial instruments as follows:

| <b>Financial Instrument</b> | <b>Classification</b> |
|-----------------------------|-----------------------|
| Cash held in trust          | Loans and receivables |
| Accrued Liabilities         | Other Liabilities     |

### **Offering Costs**

Offering costs relate to expenditures incurred in connection with the Company's share offerings and are charged against share capital.

### **Income Taxes**

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

Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax liabilities are recognized for all taxable temporary differences and deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses. The Company creates a valuation allowance to the extent that it considers deductible temporary differences, the carry forward of unused tax credits and unused tax losses cannot be utilized.

### **Measurement Uncertainty**

The preparation of financial statements, in conformity with IFRS accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates used in the financial statements.

### **Foreign Currency**

Functional currency: The financial statement is presented in Canadian dollars, which is the Company's functional and presentation currency.

## **2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

### **Accounting Standards issued but not yet applied**

Certain new mandatory standards, interpretations and amendments to existing standards, have been issued by the IASB or the IFRS Interpretations Committee ("IFRIC"), which the Company reasonably expects to be applicable for later periods are listed below. The Company has not early adopted these revised standards and none of these standards are expected to have a material effect on the financial statements.

IFRS 9, Financial Instruments ("IFRS 9") was initially issued by the IASB on November 12, 2009 and issued in its completed version in July 2014, and will replace IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for financial years beginning on or after January 1, 2018. The Company anticipates that this standard will be adopted in the Company's financial statements for the year beginning January 1, 2018, and has not yet considered the potential impact of the adoption of IFRS 9.

## **3. SHARE CAPITAL**

Authorized

Unlimited common shares

Issued

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|                         |                   |
|-------------------------|-------------------|
| 1,000,000 common shares | <b>\$ 245,000</b> |
|-------------------------|-------------------|

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### **Escrowed Shares**

During the period, the Company issued 1,000,000 common shares at \$0.25 per share for total proceeds of \$250,000, which net of issuance costs of \$5,000 amounts to \$245,000.

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

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

All common shares of the Company acquired in the secondary market prior to the completion of a Qualifying Transaction by a Control Person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Company held by principals of the resulting issuer will also be subject to escrow.

### **3. SHARE CAPITAL (continued)**

#### **Options**

Options may be granted for a maximum term of ten years from the date of the grant. They are non-transferable and are exercisable as determined by the Directors when the option is granted. Options expire within 90 days of termination of employment or holding office as director or officer of the Company and, in the case of death, expire within a maximum period of one year after such death, subject to the expiry date of the option.

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

The stock option plan is subject to regulatory approval.

No options have been granted or are outstanding as at January 15, 2018.

### **4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

#### **Capital Management**

The Company's objective when managing capital is to maintain its ability to continue as a going concern, in order to provide returns for the shareholders and benefits for other stakeholders. The Company includes equity, comprised of share capital and deficit, in the definition of capital.

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

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

#### **Risk Disclosures and Fair Values**

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

### **5. RELATED PARTY TRANSACTIONS**

During the period ended January 15, 2018, the Company incurred legal fees of approximately \$10,000 for services provided by a law firm whose partner is an officer of the Company. As at January 15, 2018, \$10,000 is included in accrued liabilities for these services.

There were no other transactions with related parties and no remuneration was paid to key management personnel during the period ended January 15, 2018.

## **6. SUBSEQUENT EVENTS**

### **Filing of prospectus and Initial Public Offering**

The Company intends to file a prospectus to offer to sell and issue 1,000,000 common shares at \$0.50 per share (\$500,000) (the "Offering").

The Company has entered into an agreement with Canaccord Genuity Corp (the "Agent") to raise gross proceeds of a minimum of \$500,000, in connection with the Company's Offering. The Company will pay a commission of 10% of gross proceeds to the Agent, and will grant the Agent an option to acquire 10% of the 1,000,000 common shares issued in the Offering, exercisable for a period ending twenty-four months from the date the Company's Common Shares are listed on the TSX Venture Exchange at an exercise price of \$0.50 per common share. The Company is also required to pay an administration fee of \$10,000 upon closing of the offering. The Company will also reimburse the Agent for legal fees and other reasonable expenses incurred pursuant to the Offering, including a \$15,000 advance retainer to cover its out of pocket expenses.

The Company intends to enter into incentive stock option agreements at the closing of the Offering, granting stock options to officers and directors to collectively acquire 10% of the total issued and outstanding common shares of the corporation after the completion of the Offering, being 200,000 common shares of the Company at an exercise price of \$0.50 per share and expiring five years from the date of grant.

**CERTIFICATE OF THE CORPORATION**

February 20, 2018

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

(signed) "Roger Daher"

Roger Daher  
Chief Executive Officer, Chief  
Financial Officer, Secretary, and  
Director

**ON BEHALF OF THE BOARD**

(signed) "Paul Pathak"

Paul Pathak  
Director

(signed) "James Walker"

James Walker  
Director

**CERTIFICATE OF THE AGENT**

February 20, 2018

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

**CANACCORD GENUITY CORP.**

Per: (signed) "Frank Sullivan"  
Name: Frank Sullivan  
Title: Vice-President, Sponsorship,  
Investment Banking