This Prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons authorized to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to U.S. persons.

PROSPECTUS

Initial Public Offering **December 20, 2017**

BAETIS VENTURES LTD.

(a Capital Pool Company)
530 – 625 Howe Street
Vancouver, British Columbia, V6C 2T6
Telephone: (604) 687 7767 Fax: (604) 688 9895

2,000,000 Common Shares - $200,000

Price: $0.10 per Common Share

The purpose of this offering (the "**Offering**") is to provide Baetis Ventures Ltd. (the **"Corporation"**) with funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. The Corporation offers through its agent, Chippingham Financial Group, (the "**Agent**") 2,000,000 common shares of the Corporation (the "**Common Shares**") to the public at a price of $0.10 per Common Share (the "**Offering Price**"). Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "**Exchange**") and, in the case of a Non-Arm's Length Qualifying Transaction, as hereafter defined, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Policy 2.4 of the Exchange (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See *"Business of the Corporation"* and *"Use of Proceeds"*.

	Price to Public	Agent's Commission	Net Proceeds to the Corporation[2]
Per Common Share	$0.10	$0.01	$0.09
Offering	$200,000	$20,000	$180,000

1. A commission equal to 10% of the gross proceeds of the Offering will be paid to the Agent. The Agent will also receive a corporate finance fee of $15,000 plus GST, of which $7,500 plus GST has been paid by the Corporation and is non-refundable. The Corporation has also agreed to grant the Agent non-transferable options (the "**Agent's Options**") to acquire Common Shares in an amount equal to 10% of the number of Common Shares sold pursuant to the Offering, exercisable at $0.10 per Common Share for a period of 24 months from the date the Common Shares are listed on the Exchange. See *"Plan of Distribution – Agency Agreement and Agent's Compensation"*.
2. Before deducting the expenses of the Offering estimated at $80,558, which includes legal and audit fees and other expenses of the Corporation, the Agent's corporate finance fee and legal fees, and the listing fee payable to the Exchange. See *"Use of Proceeds"*.
3. This prospectus also qualifies the distribution of the Agent's Options. See *"Plan of Distribution"*.

This Offering is made on a commercially reasonable efforts basis by the Agent. The Offering Price was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of an agency agreement (the "**Agency Agreement**") entered into between the Corporation and the Agent and referred to under *"Plan of Distribution"*. If the Offering is not completed within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the Agent and the persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

The Exchange has conditionally approved the listing of the Common Shares. Listing is subject to the Corporation fulfilling all of the requirements of the Exchange, including distribution of the Common Shares to a minimum number of public security holders.

Other than the initial distribution of Common Shares pursuant to this prospectus and the grant of the Agent's Options, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the preliminary prospectus is issued by the applicable securities regulatory authorities and the time the Common Shares are listed for trading except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

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"*.

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.

Chippingham Financial Group, as agent, conditionally offers these Common Shares, on a commercially reasonable efforts basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "*Plan of Distribution*" and subject to the approval of certain legal matters by Owen Bird Law Corporation, Barristers & Solicitors, Vancouver, British Columbia, on behalf of the Corporation, and by McCullough O'Connor Irwin LLP, Vancouver, British Columbia, on behalf of the Agent. Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this prospectus, (40,000 Common Shares for gross proceeds of $4,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total Common Shares offered under the prospectus (80,000 Common Shares for gross proceeds of $8,000). Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates evidencing the Common Shares in definitive form will be available for delivery at the Closing.

AGENT:

CHIPPINGHAM FINANCIAL GROUP

Suite 202 – 595 Howe Street
Vancouver, British Columbia, V6C 2T5
Telephone: (647) 346-4491

TABLE OF CONTENTS

	Page
GLOSSARY	I
PROSPECTUS SUMMARY	1
THE CORPORATION	1
BUSINESS OF THE CORPORATION	1
Method of Financing	1
Criteria for a Qualifying Transaction	1
Process of Identification of a Qualifying Transaction	2
Filings and Shareholder Approval of the Qualifying Transaction	2
Initial Listing Requirements	2
Trading Halts, Suspension and Delisting	2
Refusal of Qualifying Transaction	3
USE OF PROCEEDS	4
Proceeds and Principal Purposes	4
Permitted Use of Funds	5
Restrictions on Use of Proceeds	5
Private Placements for Cash	6
Prohibited Payments to Non-Arm's Length Parties	6
PLAN OF DISTRIBUTION	6
Agent and Agent's Compensation	6
Commercially Reasonable Efforts Offering and Distribution	7
Determination of Price	7
Listing of Common Shares	7
Subscriptions by and Restrictions on the Agent	7
Restrictions on Trading	8
DESCRIPTION OF THE SECURITIES	8
CAPITALIZATION	8
OPTIONS TO PURCHASE SECURITIES	8
PRIOR SALES	9
ESCROWED SECURITIES	9
Escrowed Securities Prior to the Completion of the Qualifying Transaction	9
Escrowed Securities on Qualifying Transaction	11
Escrowed Securities on Private Placement	11
DIRECTORS, OFFICERS AND PROMOTERS	12
Name, Address, Occupation, Security Holding and Involvement with other Reporting Issuers	12
Aggregate Ownership of Securities	14
Audit Committee	14
Other Reporting Issuers Experience	14
Corporate Cease Trade Orders or Bankruptcies	15
Penalties or Sanctions	15
Personal Bankruptcies	15
Conflicts of Interest	15
Executive Compensation	16
PROMOTERS	16
DILUTION	16
RISK FACTORS	17
DIVIDEND RECORD AND POLICY	18
INVESTOR RELATIONS AGREEMENTS	18
LEGAL PROCEEDINGS	18
RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT	18
RELATIONSHIP BETWEEN CORPORATION AND PROFESSIONAL PERSONS	18
INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	19
OTHER MATERIAL FACTS	19
AUDITORS	19
REGISTRAR AND TRANSFER AGENT	19
MATERIAL CONTRACTS	19
ELIGIBILITY FOR INVESTMENT	19
PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION	20

FINANCIAL STATEMENTS
CERTIFICATE OF THE CORPORATION
CERTIFICATE OF THE PROMOTER
CERTIFICATE OF THE AGENT

GLOSSARY

In this Prospectus, the following terms have the meanings set forth below unless otherwise indicated:

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

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

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

A company is "controlled" by a Person if:

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

A Person beneficially owns securities that are beneficially owned by:

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

"**Agency Agreement**" means the agency agreement dated December 20, 2017 between the Corporation and the Agent.

"**Agent**" means Chippingham Financial Group.

"**Agent's Options**" means the non-transferable options to be granted by the Corporation to the Agent and any sub-agents entitling the holder to acquire up to 200,000 Common Shares, calculated as 10% of the number of Common Shares sold pursuant to the Offering, at an exercise price of $0.10 per Common Share, expiring 24 months from the Listing Date.

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

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

(a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to all outstanding voting securities of the issuer;

(b) any partner of the Person;

(c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which the Person serves as trustee or in a similar capacity; and

(d) in the case of a Person who is an individual, a relative of that Person including:

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

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

but 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's Rule Book with respect to that Member firm, Member corporation or holding company.

"**Closing**" means completion of the Offering.

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

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

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

"**Control Person**" means any Person that holds or is one of a combination of Persons that holds a sufficient number of any of the securities of an Issuer so as to affect materially the control of that Issuer, or that holds more than 20% of the outstanding voting securities of an Issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the Issuer.

"**Corporation**" means Baetis Ventures Ltd., a corporation incorporated under the laws of the Province of British Columbia.

"**CPC**" means a Capital Pool Company, being a corporation:

(a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and

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

"**CPC Policy**" means Policy 2.4 of the Exchange Policies.

"**Escrow Agreement**" means the escrow agreement to be entered into on or before Closing among the Corporation, the Trustee and the founding shareholders of the Corporation.

"**Exchange**" or **"TSXV"** means the TSX Venture Exchange Inc.

"**Exchange Policies**" mean the rules and policies of the Exchange, applicable to companies listed on the Exchange, as set forth in the Exchange's Corporate Finance Manual.

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

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

"**Insider**" if used in relation to an Issuer, means:

(a) a director or an officer of an Issuer;

(b) a director or an officer of a person that is itself an insider or a subsidiary of an Issuer;

(c) a person that has,

(i) beneficial ownership of, or control or direction over, directly or indirectly, or

(ii) a combination of beneficial ownership of, and control or direction over, directly or indirectly,

securities of an Issuer carrying more than 10% of the voting rights attached to all the Issuer's outstanding voting securities, excluding, for the purpose of the calculation of the percentage held, any securities held by the person as underwriter in the course of a distribution;

(d) an Issuer that has purchased, redeemed or otherwise acquired a security of its own issue, for so long as it continues to hold that security;

(e) a person designated as an insider in an order made under section 3.2 of the *Securities Act* (British Columbia); or

(f) a person that is in a prescribed class of persons.

"**IPO**" means initial public offering, being a transaction that involves an Issuer issuing securities from its treasury pursuant to its first prospectus.

"**Issuer**" means a company and its subsidiaries which have any of its securities listed for trading on the Exchange and, as the context requires, any applicant company seeking a listing of its securities on the Exchange.

"**Listing Date**" means the day the Common Shares of the Corporation are first listed on the Exchange.

"**Majority of the Minority Approval**" means the approval of a Non-Arm's Length Qualifying Transaction by the majority of the votes cast by shareholders, other than:

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

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

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

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

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

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

"**Member**" means a Person who has executed the Members' Agreement, as amended from time to time, and is accepted as and becomes a member of the Exchange under the Exchange requirements.

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

"**NEX**" means the market on which former Exchange and Toronto Stock Exchange issuers that do not meet Exchange's ongoing listing standards for Tier 2 issuers may continue to trade.

"**Non-Arm's Length Party**" means in relation to a company, a Promoter, officer, director, other Insider or Control Person of that company (including an Issuer) and any Associates or Affiliates of any of such Persons and in relation to an individual, means any Associate of the individual or any company of which the individual is a Promoter, officer, director, Insider or Control Person.

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

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

"**Offering Price**" means the price at which the Common Shares are offered hereunder, being $0.10 per Common Share.

"**Person**" means a company or individual.

"**Principal**" means, with respect to an Issuer:

(a) a Person or its Associates or Affiliates, who acted as a Promoter of the Issuer within two years before the IPO prospectus or the Final Exchange Bulletin;

(b) a director or officer of the Issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;

(c) a 20% holder - a Person that holds securities carrying more than 20% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and

(d) a 10% holder - a Person that:

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

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

In calculating these percentages, securities that may be issued to the holder under outstanding convertible securities in both the holder's securities and the total securities outstanding are included. A company, trust, partnership or other entity more than 50% held by one or more Principals will be treated as a Principal. (In calculating this percentage, securities of the entity that may be issued to the Principals under outstanding convertible securities in both the Principals' securities of the entity and the total securities of the entity outstanding are included.) 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**" includes, either individually or as a group: (a) the Member; (b) employees of the Member; (c) partners, officers and directors of the Member; (d) Affiliates of the Member; and (e) Associates of any parties referred to in (a) through (d) of this definition. In addition, the Exchange may in its discretion include any Person in the Pro Group where it determines that the Person is not acting at arm's length of the Member or exclude at its discretion any Person where it determines that the Person is acting at arm's length of the

Member. In certain circumstances, the Member may deem a Person who would otherwise be included in the Pro Group to be excluded from the Pro Group, as set out in the definition of the "Pro Group" in Exchange Policy 1.1 "*Interpretation*".

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

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

"**Related Party Transaction**" has the meaning adopted pursuant to Exchange Policy 5.9, and includes a related party transaction that is determined by the Exchange to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non-Arm's Length Parties, or other circumstances exist which may compromise the independence of the Issuer with respect to the transaction.

"**Resulting Issuer**" means the Issuer that was formerly a CPC that exists upon completion of a Qualifying Transaction.

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

"**Significant Assets**" means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the Initial Listing Requirements.

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

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

"**Trustee**" means Computershare Investor Services Inc.

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

PROSPECTUS SUMMARY

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

The Corporation: Baetis Ventures Ltd.

Business of the Corporation: The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced the process of identifying potential acquisitions and has no assets other than cash. To date, the Corporation has not yet identified a company or assets for a potential Qualifying Transaction. Furthermore, the Corporation has not entered into an Agreement in Principle. See *"Business of the Corporation"*.

Offering: 2,000,000 Shares are being offered and qualified under this prospectus at a price of \$0.10 per Share for gross proceeds of \$200,000. In addition, the Corporation will grant to the Agent and any sub-agents the Agent's Options to purchase Shares in an amount equal to 10% of the number of Shares sold pursuant to the Offering, at a price of \$0.10 per Share for a period of 24 months from the Listing Date. The Agent's Options are qualified under this prospectus. See *"Plan of Distribution"*.

Use of Proceeds: The total funds available to the Corporation, including the balance of cash proceeds raised prior to this Offering and the net proceeds of this Offering, will be approximately \$219,442. The total available funds will provide the Corporation with funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction, as well as to pay estimated general and administrative costs of up to \$54,256 until the Completion of the Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized by the Corporation from the sale of all Shares or \$210,000 may be used for purposes other than evaluating business or assets. See *"Use of Proceeds"*.

Directors and Management:

Jonathan Younie – Chief Executive Officer, Chief Financial Officer, Corporate Secretary, Director and Promoter

Joseph Martin – Director

Erin Walmesley – Director

Escrowed Securities: All Common Shares of the Corporation issued prior to this Offering, representing an aggregate of 2,000,000 Shares, all of which have been issued at less than \$0.10 per Share, will be deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See *"Escrowed Securities"*.

Risk Factors:

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution (based on the gross proceeds from this and prior issuances without deduction for selling commissions or related expenses) per Common Share of $0.025 or 25% if the maximum Offering is realized. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transactions. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce judgments against such persons or companies obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. See *"Business of the Corporation"*, *"Method of Financing", "Directors, Officers and Promoter", "Capitalization", "Dilution", Risk Factors"* and *"Conflicts of Interest"*.

THE CORPORATION

The Corporation was incorporated on November 2, 2016 pursuant to the *Business Corporations Act* (British Columbia) under the name "Baetis Ventures Ltd."

The head office of the Corporation is located at of Suite 530 – 625 Howe Street, Vancouver, British Columbia, V6C 2T6. The registered office of the Corporation is located at 29th Floor, 595 Burrard Street, Vancouver, British Columbia, V7X 1J5. The Corporation does not have any subsidiaries.

BUSINESS OF THE CORPORATION

Funds Raised and Preliminary Expenses

As of the date hereof, the Corporation has raised a total of $100,000 through the sale of 2,000,000 Common Shares at $0.05 per share, all of which were sold to its directors and officers. The Corporation has to date paid expenses totaling $4,218 in respect of Agent's legal fees, fees of the Agent, and fees of the Exchange related to its listing application, all as related to the Offering. These same funds will be used to pay the balance of the costs related to this Offering estimated at $56,340 (not including the Agent's 10% commission). See *"Use of Proceeds"*.

Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations or initiated the process of identifying potential acquisitions or interests. The Corporation currently intends to pursue a Qualifying Transaction in the mineral resource or energy, IT or industrial categories but there is no assurance that one of these sectors will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following the completion of the Qualifying Transaction.

Until Completion of 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 "*Private Placements for Cash*", and "*Restrictions on Use of Proceeds*", the funds raised pursuant to this Offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

The Corporation has not yet entered into an Agreement in Principle.

Method of Financing

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

Criteria for a Qualifying Transaction

The Corporation will consider acquisitions of assets or businesses operated or located both inside and outside of Canada, as permitted by the CPC Policy. The board of directors will examine proposed acquisitions having regard to the sound business fundamentals, utilizing the expertise and experience of the directors of the Corporation. The board of directors of the Corporation must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith having regard 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.

Process of Identification of a Qualifying Transaction

The Corporation proposes to identify acquisitions of interests in assets or businesses through discussions with various business associates and contacts of the Corporation's directors. Once a prospective acquisition target has been identified and evaluated, the Corporation will proceed to negotiate the terms upon which it may acquire an interest in the asset or business.

Filings and Shareholder Approval of the Qualifying Transaction

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

Trading Halts, Suspension and Delisting

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of an Agreement in Principle until all filing requirements of the Exchange have been satisfied, which includes the submission of a Sponsorship Acknowledgment Form, where the Qualifying Transaction is subject to sponsorship. In addition, personal information forms or, if applicable, declarations for all individuals who may be directors, 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 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 the 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 the deal with the Corporation or its remaining assets in some other manner. See *"Filings and Shareholder Approval of the Qualifying Transaction"* above.

If the Corporation does not complete a Qualifying Transaction within 24 months after the date of listing, it may apply for listing on NEX rather than be delisted. In order to be eligible to list on NEX, the Corporation must:

(a) obtain majority shareholder approval for the transfer to NEX, exclusive of the votes of Non-Arm's Length Parties to the Corporation; and

(b) either:

    (i) cancel all escrowed Common Shares purchased by Non-Arm's Length Parties to the Corporation at a discount to the Offering Price, in accordance with section 11.2(a) of the CPC Policy, as if the Corporation had delisted from the Exchange; or

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

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

Refusal of Qualifying Transaction

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

(a) the Resulting Issuer fails to satisfy the applicable Initial Listing Requirements of the Exchange upon completion of the Qualifying Transaction;

(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 or affiliates 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 finance company, financial institution, finance issuer, or mutual fund, as defined in applicable securities legislation;

(d) the majority of the directors and officers of the Resulting Issuer are not residents of Canada or the United States or are individuals who have not demonstrated positive association as directors or officers with public companies that are subject to a regulatory regime comparable to the companies listed on a Canadian exchange; or

(e) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to be received by the Corporation from the sale of the Common Shares distributed under this prospectus will be $200,000. The gross proceeds received by the Corporation from the sale of 2,000,000 Common Shares prior to the date of the prospectus were $100,000. The Corporation has to date paid expenses totaling $4,218 with respect to the organization of the Corporation, and certain legal, audit, filing fees and related costs of this Offering. The Corporation expects to incur approximately $76,340 in additional expenses pertaining to this Offering on or prior to Closing, (including $20,000 of commissions to the Agent). The Corporation estimates that $219,422 will be available to it upon completion of the Offering.

The following indicates the principal uses to which the Corporation proposes to use the total funds available to it upon Closing:

Sources and Uses of Funds	Amount
Cash proceeds raised prior to this Offering[1]	$100,000
Expenses and Costs relating to raising the cash proceeds	$4,218
Cash proceeds to be raised pursuant to this Offering[2]	$200,000
Total cash proceeds	$300,000
Expenses and costs relating to the Offering (including listing fees, Agent's commission, legal fees, audit fees and expenses)	$76,340
Estimated funds available (on completion of the Offering)	**$219,442**
Funds available for identifying and evaluating assets or business projects[3]	$165,186
Estimated general and administrative expenses until Completion of Qualifying Transaction[4]	$54,256
Total Net Proceeds	**$219,442**

1. See "Prior Sales".
2. If the Agent exercises the Agent's Options there will be available to the Corporation up to an additional $20,000 which will be added to the working capital of the Corporation. There is no assurance that the Agent's Options will be exercised.
3. If the Corporation enters into an Agreement in Principle prior to spending all available funds on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.
4. Based on general and administrative expenses of $2,260 per month for 24 months. The maximum amount that may be used for purposes other than identifying and evaluating assets or business projects (as described under "Permitted Uses of Funds" below) which includes expenses and costs relating to the Offering and organization of the Corporation is the lesser of 30% of the proceeds raised ($90,000), and $210,000. See "Restrictions on Use of Proceeds". Should additional funds be needed for general and administrative expenses in the future, the Corporation will use funds from the exercise of Agent's options, incentive stock options, or private placement proceeds. However, there can be no assurance such additional funds will be available.

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

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

Permitted Use of Funds

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

- valuations or appraisals;
- business plans;
- feasibility studies and technical assessments;
- sponsorship reports;
- engineering or geological reports;
- financial statements, including audited financial statements;
- fees for legal and accounting services; and
- 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, provided that:

(a) the Qualifying Transaction has been publicly announced at least 15 days prior to the date of such advance;

(b) due diligence with respect to the Qualifying Transaction is well underway; and

(c) either a Sponsor has been engaged or sponsorship has been waived.

A maximum aggregate amount of $25,000 may also be advanced as a non-refundable deposit, unsecured deposit or advance to a Vendor or Target Company, as the case may be, to preserve assets without the prior acceptance of the Exchange.

Restrictions on Use of Proceeds

Until Completion of a Qualifying Transaction, not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Corporation and $210,000 (should the Corporation issue additional securities after completion of the Offering and before Completion of the Qualifying Transaction) will be used for purposes other than those described above. For greater certainty, expenditures which are not included as *"Permitted Use of Funds"*, listed above, include:

(a) listing and filing fees (including SEDAR fees);

(b) other costs for the issuance of securities (including legal, accounting and audit expenses) relating to the preparation and filing of this prospectus; and

(c) administrative and general expenses of the Corporation, including:

(i) office supplies, office rent and related utilities;

(ii) printing costs (including the printing of this prospectus and share certificates);

(iii) equipment leases; and

(iv) fees for legal advice and audit expenses relating to matters other than those described above under *"Permitted Use of Funds"*.

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

Private Placements for Cash

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the Exchange generally will not accept a private placement by the Corporation where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed $2,000,000. The only securities issuable pursuant to such a private placement will be Common Shares. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non-Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non-Arm's Length Parties

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

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

(b) deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Agent and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public 2,000,000 Shares as provided in this prospectus, at a price of $0.10 per Share for maximum gross proceeds of $200,000, subject to the terms and conditions in the Agency Agreement. In addition, the Corporation has agreed to pay: (i) a $15,000 (plus GST) corporate finance fee to the Agent, of which $7,500 (plus GST) has been paid and is non-refundable, and (ii) the Agent's legal fees and other expenses, estimated to be approximately $10,000 plus disbursements and taxes, of which $5,000 (plus GST) has been advanced as a retainer.

The Corporation has also agreed to grant to the Agent and any sub-agents the Agent's Options, entitling the Agent to acquire Common Shares at a price of $0.10 per share, calculated as 10% of the number of Shares sold under the Offering (200,000 Agent's Options) which may be exercised for a period of 24 months following the Listing Date. The Agent's Options are qualified under this prospectus for distribution. Not more than 50% of the Common Shares received on the exercise of the Agent's Options may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

Commercially Reasonable Efforts Offering and Distribution

The total Offering is for 2,000,000 Shares at a price of $0.10 per Common Share. Under the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares in the Offering, or 40,000 Shares. In addition, the maximum number of Shares that may directly or indirectly be purchased by that purchaser, together with any Associates of Affiliates of that purchaser, is 4% of the total number of Shares under the Offering (80,000 Shares). The total subscription must be completed within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by the Agent and all Persons who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Upon completion of the Offering, the Corporation must have a minimum of 200 shareholders with each shareholder beneficially owning at least 1,000 Common Shares free of resale restrictions, exclusive of any Common Shares held by Non-Arm's Length Parties to the Corporation.

Determination of Price

The Offering Price of the Common Shares hereunder was determined by negotiation between the Corporation and the Agent.

Listing of Common Shares

The Exchange has conditionally approved the listing of the Common Shares. Listing is subject to the Corporation fulfilling all of the requirements of the Exchange, including distribution of the Common Shares to a minimum number of public security holders.

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

Subscriptions by and Restrictions on the Agent

The Agent has advised the Corporation that to the best of its knowledge and belief, none of its directors, officers, employees or contractors or any Associate or Affiliate of the foregoing have subscribed for Common Shares of the Corporation.

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

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus and the grant of the Agent's Options, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the securities regulatory authorities and the Listing Date, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF THE SECURITIES

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value. As at the date hereof, there are 2,000,000 Shares issued and outstanding as fully paid and non-assessable. In addition, 2,000,000 Common Shares are reserved for issuance under this prospectus, and 200,000 Common Shares are reserved for issuance pursuant to the exercise of the Agent's Options (each assuming the maximum Offering is realized). See *"Plan of Distribution"* and *"Options to Purchase Securities - Options Granted"*.

The holders of 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 dissolution, to share equally in such assets of the Corporation as are distributable to the holders of Common Shares. All Shares to be outstanding after completion of this Offering will be fully paid and non-assessable.

CAPITALIZATION

Designation of Security	Amount Authorized	Amount Outstanding as at June 30, 2017[1]	Amount Outstanding as at date hereof[1]	Amount to be Outstanding after giving effect to the Offering [2, 3]
Common Shares	Unlimited	$100,000 (2,000,000 shares)[4]	$100,000 (2,000,000 shares)[4]	$300,000 (4,000,000 shares)

1. As at June 30, 2017, and as at the date hereof, the Corporation had not commenced commercial operations.
2. The Corporation has reserved an aggregate of 200,000 Shares to be issued at $0.10 per Share within 24 months from the Listing Date, pursuant to the Agent's Options. See *"Plan of Distribution"*.
3. Based on gross proceeds under the Offering of $200,000 and before deducting the Agent's commission, fees and expenses and other expenses and costs of the Offering, estimated at $80,558. See *"Use of Proceeds - Proceeds and Principal Purposes"*.
4. These Common Shares are subject to escrow restrictions. See *"Escrowed Securities"*.

If the Corporation issues treasury shares to finance an acquisition or participation, control of the Corporation may change and subscribers may suffer additional dilution of their investment.

OPTIONS TO PURCHASE SECURITIES

The Corporation has adopted an incentive stock option plan (the "**Option Plan**"), which provides that the Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, officers and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the Common Shares issued and outstanding from time to time, and provided that so long as the Corporation remains classified as a CPC the number of shares reserved for issuance under the Option Plan will not exceed 400,000 Common Shares.

Such options will be exercisable for a period of up to ten years from the date of grant. In connection with the foregoing, 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. The Board of Directors determines the price per Common Share and the number of Common Shares that may be granted to each director, officer and technical consultant and all other terms and conditions of the option, subject to Exchange Policies. While the Corporation is a CPC it is prohibited from granting options to any person providing investor relations activities, promotional, or market-making services. Options may be exercised no later than 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. The exercise price of any options granted under the Option Plan shall not be less than the Offering Price or the closing price of the Corporation's common shares on the day preceding the day on which the directors grant such options, less any discount permitted by the Exchange to a minimum of $0.10 per share.

Any Common Shares acquired pursuant to the exercise of options prior to Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See *"Escrowed Securities"*.

The Corporation will not be granting any stock options under the Option Plan until after the Listing Date.

PRIOR SALES

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

Date	Number of Common Shares	Issue Price per Share	Aggregate Issue Price	Nature of Consideration Received
November 2, 2016[1]	1	$0.01	$0.01	Cash
February 14, 2017[2]	2,000,000	$0.05	$100,000	Cash

1. Initial incorporator's share which was repurchased and cancelled on February 14, 2017.
2. These Shares were issued to the Corporation's directors and others, and are subject to escrow restrictions. See *"Escrowed Securities"*.

ESCROWED SECURITIES

Escrowed Securities Prior to the Completion of the Qualifying Transaction

All of the 2,000,000 Shares issued prior to this Offering at a price below $0.10 per Share and all Shares that may be acquired by Non-Arm's Length Parties to the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction will be deposited with the Trustee under the Escrow Agreement.

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

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

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

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

Name and Municipality of Residence of Shareholder	Number of Common Shares held in Escrow	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to the Offering[1]
Jonathan Younie *Vancouver, B.C.*	1,000,000	50%	25%
Joseph Martin *Vancouver, B.C.*	500,000	25%	12.5%
Erin Walmesley *Furry Creek, B.C.*	500,000	25%	12.5%
Totals:	**2,000,000**	**100%**	**50%**

1. Assumes the Offering of 2,000,000 Shares is realized, no Agent's Options are exercised, and that none of the directors or officers of the Corporation acquire any Shares under the Offering.

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

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

Under the Escrow Agreement, 10% of the escrowed Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "**Initial Release**") and an additional 15% will be released every six months thereafter (the last release being 36 months following the Initial Release).

If the Resulting Issuer meets the Exchange's Tier 1 Initial Listing Requirements either at the time the Final Exchange Bulletin is issued or subsequently, the release of the escrowed Shares will be accelerated. An accelerated escrow release will not commence until 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 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 Shares will not be released. Under the Escrow Agreement, each Non-Arm's Length Party to the Corporation who holds escrowed Shares acquired at a price below the Offering Price under this prospectus has irrevocably authorized and directed the Trustee to immediately cancel all of those escrowed Shares upon the issuance by the Exchange of a bulletin delisting the Shares of the Corporation. If however the Corporation applies for listing on NEX rather than be delisted, each Non-Arm's Length Party to the Corporation must either:

(a) cancel all escrowed Shares purchased at a discount to the Offering Price in accordance with section 11.2(a) of the CPC Policy; or

(b) subject to majority shareholder approval, cancel an amount of the escrowed Shares so that the average cost of the remaining escrowed Shares is at least equal to the Offering 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 (the "**Value Security Escrow Agreement**"). "Value Securities" are securities issued pursuant to a transaction, for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement. However, if at least 75% of the securities issued pursuant to the Qualifying Transaction are not Value Securities, all securities issued pursuant to the Qualifying Transaction will be deposited into a surplus security escrow agreement (a "**Surplus Security Escrow Agreement**").

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the quantity of securities released from escrow over time. In the case of the Resulting Issuer becoming 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 six months thereafter. In the case of the Resulting Issuer becoming a Tier 2 Issuer, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three year escrow release mechanism with the escrowed securities being released as to 5% of at the time of the Final Exchange Bulletin, an additional 5% six months thereafter, an additional 10% in six month intervals on each of the 12 and 18 months after the Final Exchange Bulletin; and additional 15% in six month intervals on each of the 24 and 30 months after the Final Exchange Bulletin; and the remaining 40% after 36 months after the Final Exchange Bulletin.

In the case of the Resulting Issuer becoming a Tier 1 Issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18 month escrow release mechanism with 25% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and an additional 25% of the escrowed securities being releasable every six months thereafter. In the case of the Resulting Issuer becoming 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; an additional 20% after six months; an additional 30% after 12 months; and the remaining 40% after 18 months.

Escrowed Securities on Private Placement

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

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

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

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

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

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

PRINCIPAL SHAREHOLDERS

As of the date hereof, the only persons who beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the issued Common Shares are as follows:

Name and Municipality of Residence	Type of Ownership	Number of Common Shares[1]	Percentage of Common Shares Prior to Offering	Percentage of Common Shares After the Offering[2]	Percentage of Common Shares Owned After the Offering, Assuming the Exercise of all Agent's Options [3]
Jonathan Younie Vancouver, B.C.	Direct	1,000,000	50%	25%	23.81%
Joseph Martin Vancouver, B.C.	Direct	500,000	25%	12.5%	11.90%
Erin Walmesley Furry Creek, B.C.	Direct	500,000	25%	12.5%	11.90%

1. These securities are subject to escrow pursuant to the policies of the Exchange. See "Escrowed Securities".
2. Before giving effect to the exercise of the Agent's Options and the exercise of options by the directors and officers. Assumes that none of the above directors of the Corporation will acquire any Shares under this Offering. All Shares held by the above individuals will be subject to escrow pursuant to the policies of the Exchange. See "Escrowed Securities".
3. Assumes 4,200,000 Shares outstanding, including 200,000 Shares issued upon exercise of the Agent's Options.

The percentage of Common Shares beneficially owned, directly or indirectly, by promoters, directors, senior officers, Insiders and Control Persons of the Corporation, collectively, is 100% prior to giving effect to this Offering, and 50% (undiluted) assuming completion of the Offering. None of these people intend to acquire any Common Shares under this Offering.

DIRECTORS, OFFICERS AND PROMOTERS

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

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

Name, Municipality of Residence and Position	Principal Occupation or Employment in Past Five Years	Common Shares Held[2]	Percentage held before Completion of Offering	Percentage held on Completion of Offering
Jonathan Younie[1,3] Vancouver, B.C. *Chief Executive Officer, Chief Financial Officer, Corporate Secretary and Director*	Manager, Corporate Finance and Accounting of New Dawn Holdings Ltd. since July 2006, an investment and financial consulting firm providing administration and financial advisory services to private and public companies.	1,000,000	50%	25%

Name, Municipality of Residence and Position	Principal Occupation or Employment in Past Five Years	Common Shares Held[2]	Percentage held before Completion of Offering	Percentage held on Completion of Offering
Joseph Martin[1, 3] Vancouver, B.C. *Director*	Manager of Accounting for New Dawn Holdings Ltd. since April 2010, an investment and financial consulting firm providing administration and financial advisory services to private and public companies.	500,000	25%	12.5%
Erin Walmesley[1, 3] Furry Creek, B.C. *Director*	President of Bayswater Consulting Ltd. since April 2011, a private company that provides corporate services to public and private companies. Securities Paralegal with Owen Bird Law Corporation since January 2017.	500,000	25%	12.5%

1. Member of the Corporation's audit committee. The Corporation does not have any other board committees. Each director holds office until the next annual meeting of shareholders.
2. These Common Shares are subject to escrow restrictions. See "Escrowed Securities".
3. None of these individuals intends to acquire any Shares to be sold under the Offering. Any Shares purchased by the directors of the Corporation will be subject to escrow pursuant to the policies of the Exchange. See "Escrowed Securities".

All of the directors and officers currently have employment outside of the Corporation. It is anticipated that initially, Jonathan Younie will devote approximately 10% of his time to the affairs of the Corporation or such greater amount of time as is required by the Corporation. Time actually spent may vary according to the needs of the Corporation.

In addition to any other requirements of the Exchange, the Exchange expects management of the Corporation to meet a high management standard. The directors and officers of the Corporation believe that, on a collective basis, management possesses the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset. Each of the officers and directors will devote the time considered necessary to perform the work required in connection with the management and direction of the Corporation and the completion of the Qualifying Transaction. None of the officers or directors is a party to any employment, non-competition or confidentiality agreement with the Corporation.

Jonathan Younie, Chief Executive Officer, Chief Financial Officer, Corporate Secretary and Director

Mr. Younie, age 48, has been Chief Executive Officer, Chief Financial Officer, Corporate Secretary, a director and promoter of the Corporation since November 2, 2016.

Mr. Younie is the Chief Financial Officer of Condor Resources Ltd., a junior natural resource company listed on the TSXV, and Chief Financial Officer of Gstaad Capital Corp. and Tyner Resources Ltd., both public companies listed on NEX. He was also Chief Financial Officer of Axion Ventures Inc. (formerly Capstream Ventures Inc.), an investment company listed on the TSXV, from October 2015 until June 2016. Mr. Younie has also served as a director and/or officer of a number of other public companies listed on the TSXV/NEX. See "Other Reporting Issuer Experience" below for details.

Joseph Martin, Director

Mr. Martin, age 61, has been a director of the Corporation since its incorporation on November 2, 2016.

Mr. Martin is a director of Gstaad Capital Corp. and a director of Velocity Minerals Ltd., both companies listed on the NEX. Mr. Martin will devote his time as needed to the Corporation.

Erin Walmesley, Director

Ms. Walmesley, age 56, has been a director of the Corporation since December 2, 2016.

Ms. Walmesley is the Corporate Secretary of Indico Resources Ltd., a junior natural resource company listed on the TSXV, and Corporate Secretary of Gstaad Capital Corp., a public company listed on NEX. She is also a director of Canadian Imperial Venture Corp., a public company listed on NEX. Ms. Walmesley has also served as Corporate Secretary of a number of other public companies listed on the TSX and TSXV. See "Other Reporting Issuer Experience" below for details. Ms. Walmesley will devote her time as needed to the Corporation.

Aggregate Ownership of Securities

Directors and Officers

Upon the completion of the Offering, the directors and officers of the Corporation, as a group, will own, directly or indirectly, 2,000,000 Common Shares of the Corporation representing 50% of the Common Shares then issued and outstanding (assuming no exercise of the Agent's Option).

Promoter

Jonathan Younie can be considered the promoter of the Corporation, having taken the initiative in founding and operating the Corporation. Upon the completion of the Offering, the promoter of the Corporation will own, directly or indirectly, 1,000,000 Common Shares of the Corporation representing 25% of the Common Shares then issued and outstanding (assuming no exercise of the Agent's Option).

Audit Committee

Pursuant to the provisions of the *Business Corporations Act* (British Columbia), Exchange Policies, and applicable securities legislation, the Corporation is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Corporation's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Corporation's auditor. The audit committee of the Corporation currently consists of Jonathan Younie, Joseph Martin and Erin Walmesley.

Other Reporting Issuers Experience

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

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	Period (month/year)
Jonathan Younie	Condor Resources Inc. Gstaad Capital Corp. Tyner Resources Ltd. Velocity Minerals Ltd. Axion Ventures Ltd. Kazax Minerals Inc. Westbridge Energy Corp.	TSXV NEX NEX NEX TSXV TSXV[1] TSXV	CFO CFO CFO Director CFO CFO CFO	01/2015 to present 01/2014 to present 05/2003 to present 10/2015 to 07/2017 10/2015 to 06/2016 05/2009 to 08/2012 11/2010 to 09/2012
Joseph Martin	Velocity Minerals Ltd. Gstaad Capital Corp.	NEX NEX	Director Director	08/2015 to present 12/2014 to present
Erin Walmesley	Canadian Imperial Venture Corp. Indico Resources Ltd. Gstaad Capital Corp. Axion Ventures Ltd. Kazax Minerals Inc. Trevali Mining Corporation Falco Resources Ltd. Abzu Gold Ltd. Westbridge Energy Corp.	NEX TSXV NEX TSXV TSXV[1] TSX TSXV TSXV TSXV	Director Corporate Secretary Corporate Secretary Corporate Secretary Corporate Secretary Corporate Secretary Corporate Secretary Corporate Secretary Corporate Secretary	01/2017 to present 04/2011 to present 12/2011 to present 07/2015 to 12/2016 12/2012 to 01/2017 04/2011 to 06/2013 01/2014 to 11/2015 07/2013 to 08/2014 06/2013 to 11/2013

1. Kazax Minerals Inc. was delisted December 2016 and ceased to be a reporting issuer in January 2017.

Corporate Cease Trade Orders or Bankruptcies

No director, officer, Insider, Control Person or promoter of the Corporation has, within the last 10 years, been a director, officer or promoter of any reporting issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemption for a period of more than 30 consecutive days or was declared a bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Penalties or Sanctions

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

Personal Bankruptcies

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

Conflicts of Interest

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

Executive Compensation

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) finder's 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**"). There have been no reimbursements since incorporation. No reimbursement may be made for any payment made to lease or buy a vehicle.

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

PROMOTERS

Jonathan L. Younie may be considered to be the promoter of the Corporation, in that he took the initiative in founding and organizing the Corporation. See "Prior Sales" and "Principal Shareholders".

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of 25% or $0.025 per Share. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation, and is set forth below:

	Offering
Gross proceeds of prior share issues	$100,000
Gross proceeds of this Offering	200,000
Total gross proceeds after this Offering	$300,000
Offering price per share	$0.10
Gross proceeds per share after this Offering	$0.075
Dilution per share to subscriber	$0.025
Percentage of dilution in relation to offering price	25%

RISK FACTORS

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

1. 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 will not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;

2. investments in the Common Shares offered by the prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development;

3. 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;

4. assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 25% or $0.025 per Common Share; calculated as set forth under "Dilution" above;

5. 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;

6. 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;

7. 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;

8. even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction; the failure to complete a Qualifying Transaction could result in the delisting of the Corporation's Common Shares from the Exchange, and the entire loss of a purchaser's investment;

9. 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;

10. 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;

11. 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;

12. trading in the Common Shares of the Corporation may be halted at other times for other reasons, including without limitation, for failure by the Corporation to submit documents to the Exchange in the time periods required;

13. the Exchange will generally suspend trading in the Corporation's Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the date of listing;

14. neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;

15. if 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;

16. the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation; and

17. 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.

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.

DIVIDEND RECORD AND POLICY

The Corporation has not paid any dividends since incorporation and it has no plans to pay dividends. The directors of the Corporation will determine if and when dividends should be declared and paid in the future based on the Corporation's financial position at the relevant time. All of the Common Shares are entitled to an equal share in any dividends declared and paid.

INVESTOR RELATIONS AGREEMENTS

The Corporation has not entered into any written or oral agreement or understanding with any person to provide any promotional or investor relations services for the Corporation or its securities or to engage in activities for the purposes of stabilizing the market.

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

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

RELATIONSHIP BETWEEN CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Owen Bird Law Corporation, on behalf of the Corporation, and by McCullough O'Connor Irwin LLP, on behalf of the Agent. Erin Walmesley, a director and shareholder of the Corporation, is an employee of Owen Bird Law Corporation.

No Person whose profession or business gives authority to a statement made by such Person and who is named in this prospectus has received or will receive a direct or indirect interest in the property of the Corporation or any Associate or Affiliate of the Corporation. As at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Corporation or its Associates and Affiliates. In addition, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a Promoter of the Corporation or of an Associate or Affiliate of the Corporation.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers of the Corporation have acquired Common Shares. See "Principal Shareholders".

OTHER MATERIAL FACTS

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

AUDITORS

The auditors of the Corporation are Crowe MacKay LLP, Chartered Professional Accountants, of Suite 1100, 1177 West Hastings Street, Vancouver, British Columbia, V6E 4T5.

REGISTRAR AND TRANSFER AGENT

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

MATERIAL CONTRACTS

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

(a) Subscription Agreements dated various dates between the Corporation and each holder of Common Shares issued prior to the date of this prospectus. See "Prior Sales".

(b) Registrar and Transfer Agent Agreement dated January 18, 2017 between the Corporation and the Trustee;

(c) Escrow Agreement dated for reference as of December 4, 2017 among the Corporation, the Trustee and certain shareholders of the Corporation. See "Escrowed Securities".

(d) Agency Agreement dated as of December 20, 2017 between the Corporation and the Agent. See "Plan of Distribution".

Copies of the material contracts described above may be inspected at the registered office of the Corporation at located at the offices of Owen Bird Law Corporation, solicitors for the Corporation, located at 29th Floor, 595 Burrard Street, Vancouver, British Columbia, during normal business hours during the period of the distribution of the Common Shares being distributed under this prospectus and for a period of 30 days thereafter.

ELIGIBILITY FOR INVESTMENT

In the opinion of Owen Bird Law Corporation, based on legislation in effect at the date hereof and if, as and when the Common Shares are listed on a prescribed stock exchange (as defined in the *Income Tax Act* (Canada) and the regulations thereunder (the "Act"), which includes the Exchange), the Common Share will be qualified investments under the Act for trusts governed by registered retirement savings plans and tax free savings accounts.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of British Columbia and Alberta provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

FINANCIAL STATEMENTS

Attached to and forming part of this prospectus are audited financial statements of the Corporation for the period from the date of incorporation to March 31, 2017 and the six months ended September 30, 2017. The Corporation's fiscal year end is March 31.

BAETIS VENTURES LTD.

FINANCIAL STATEMENTS
(Expressed in Canadian Dollars)

SEPTEMBER 30, 2017 AND MARCH 31, 2017

Crowe MacKay LLP
Member Crowe Horwath International
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Independent Auditor's Report

To the Board of Directors of
Baetis Ventures Ltd.

We have audited the accompanying financial statements of Baetis Ventures Ltd., which comprise the statements of financial position as at September 30, 2017 and March 31, 2017, and the statements of comprehensive loss, changes in equity and cash flows for the periods then ended, 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.

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

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

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

Opinion
In our opinion, the financial statements present fairly, in all material respects, the financial position of Baetis Ventures Ltd. as at September 30, 2017 and March 31, 2017 and its financial performance and its cash flows for the periods then ended in accordance with International Financial Reporting Standards.

Emphasis of matter
Without modifying our opinion, we draw attention to Note 1 to the financial statements which describes the material uncertainty that may cast significant doubt about the ability of Baetis Ventures Ltd. to continue as a going concern.

"Crowe MacKay LLP"

Chartered Professional Accountants
Vancouver, British Columbia
December 20, 2017

BAETIS VENTURES LTD.
STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
AS AT SEPTEMBER 30, 2017 AND MARCH 31, 2017

		September 30, 2017		March 31, 2017
ASSETS				
Current Assets				
Cash	$	70,899	$	94,532
Deferred financing costs (Note 4(c))		17,875		-
TOTAL ASSETS	$	88,774	$	94,532
LIABILITIES and EQUITY				
Current liabilities				
Accounts payable and accrued liabilities	$	14,405	$	4,405
TOTAL LIABILITIES		14,405		4,405
EQUITY				
Share capital (Note 4)		99,595		99,595
Deficit		(25,226)		(9,468)
TOTAL EQUITY		74,369		90,127
TOTAL LIABILITIES and EQUITY	$	88,774	$	94,532

Nature and continuance of operations (Note 1)

Approved by the Board on December 20, 2017 and signed on behalf of the Board:

"Jonathan Younie" Director *"Joseph Martin"* Director

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

BAETIS VENTURES LTD.
STATEMENT OF CHANGES IN EQUITY
(Expressed in Canadian Dollars)

	Number of Shares	Share Capital	Deficit	Total Equity
On Incorporation for cash	-	$ -	$ -	$ -
Seed share financing	2,000,000	100,000	-	100,000
Share issue costs	-	(405)	-	(405)
Net loss for the period	-	-	(9,468)	(9,468)
Balance, March 31, 2017	2,000,000	99,595	(9,468)	90,127
Net loss for the period	-	-	(15,758)	(15,758)
Balance, September 30, 2017	2,000,000	$ 99,595	$ (25,226)	$ 74,369

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

BAETIS VENTURES LTD.
STATEMENTS OF COMPREHENSIVE LOSS
(Expressed in Canadian Dollars)

	For the Six Months Ended September 30, 2017	From incorporation on November 2, 2016 to March 31, 2017
EXPENSES		
Listing and filing fees	$ 5,687	$ 5,250
Office and miscellaneous	71	218
Professional fees	10,000	4,000
Net Loss and Comprehensive Loss for the Period	$ 15,758	$ 9,468
Basic and Diluted Loss Per Share	$ 0.01	$ 0.02
Weighted Average Number Of Shares Outstanding, Basic	2,000,000	613,333

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

BAETIS VENTURES LTD.
STATEMENTS OF CASH FLOWS
(Expressed in Canadian Dollars)

	For the Six Months Ended September 30, 2017	From incorporation on November 2, 2016 to March 31, 2017
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	$ (15,758)	$ (9,468)
Changes in non-cash working capital items:		
Increase in accounts payable and accrued liabilities	10,000	4,405
Cash used in operating activities	(5,758)	(5,063)
CASH FLOWS FROM FINANCING ACTIVITIES		
Deferred financing costs	(17,875)	-
Issuance of shares, net	-	99,595
Cash provided (used) by financing activities	(17,875)	99,595
Increase (decrease) in cash during the period	(23,633)	94,532
Cash, beginning of the period	94,532	-
Cash, end of the period	$ 70,899	$ 94,532

There were no significant non-cash investing or financing transactions during the periods ended September 30, 2017 or March 31, 2017.

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

1. NATURE AND CONTINUANCE OF OPERATIONS

On November 2, 2016, Baetis Ventures Ltd. ("Baetis" or the "Company") was incorporated under the laws of the Province of British Columbia and is applying to be classified as a Capital Pool Company ("CPC") as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. As a Capital Pool Company, the principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition of or participation in a business (the "Qualifying Transaction" or "QT") subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities. Where an acquisition or participation is warranted, additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon the ability of the Company to obtain additional financing. There is no assurance that the Company will complete a Qualifying Transaction within twenty-four months from the date the Company's shares are listed on the TSX-V, at which time the TSX-V may suspend or de-list the Company's shares from trading. As at September 30, 2017 the Company's shares have not commenced trading on the TSX-V.

The Company's head office address is Suite 530 – 625 Howe Street, Vancouver, BC, V6C 2T6. The registered and records office address is Suite 2900, 595 Burrard Street, Vancouver, BC V7X 1J5.

The financial statements of the Company are presented in Canadian dollars, which is the functional and reporting currency of the Company.

<u>Going concern of operations</u>

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

As of September 30, 2017 and March 31, 2017, the Company has not generated any revenues and has incurred losses of $25,226 (March 31, 2017 - $9,468) since inception. The Company's continued existence and plans for future growth depend on its ability to obtain additional capital.

The above material uncertainties raise significant doubt about the Company's ability to continue as a going concern. Although these financial statements have been prepared on a going concern basis, the Company's continuing operations are dependent upon its ability to obtain adequate financing through debt or equity issuance.

1. NATURE AND CONTINUANCE OF OPERATIONS (cont'd…)

Restrictions on Use of Proceeds

(a) Until the Completion of the Qualifying Transaction, no more than the lesser of 30% of the gross proceeds from the sale of securities issued by a CPC and $210,000 may be used for purposes other than the identification of a Qualifying Transaction. For greater clarification, expenditures that are not included include:

(i) listing and filing fees (including SEDAR fees);

(ii) other costs of the issue of securities, including legal and audit expenses relating to the preparation and filing of the CPC Prospectus;

(iii) administrative and general expenses of the CPC, including:
(A) office supplies, office rent and related utilities;
(B) printing costs, including printing of the CPC Prospectus and share certificates;
(C) equipment leases; and
(D) fees for legal advice and audit services relating to matters other than those related to the QT

(b) Until the Completion of the Qualifying Transaction, no proceeds from the sale of securities of a CPC may be used to acquire or lease a vehicle.

(c) The restrictions on expenditures and the use of proceeds continue to apply until Completion of the Qualifying Transaction.

(d) If the CPC completes a Qualifying Transaction before spending the entire proceeds on identifying and evaluating properties or businesses, the CPC may use the remaining funds to finance or partly finance the acquisition of, or participation in the Significant Assets.

2. BASIS OF PREPARATION

These financial statements have been prepared using accounting policies consistent with IFRS. The financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss or available for sale which are stated at their fair value. In addition, the financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Use of judgments and estimates

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during the period.

Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

3. SIGNIFICANT ACCOUNTING POLICIES

Share-based payments

The Company grants stock options to acquire common shares of the Company to directors, officers, employees and consultants. An individual is classified as an employee when the individual is an employee for legal or tax purposes, or provides services similar to those performed by an employee.

The fair value of stock options is measured on the date of grant, using the Black-Scholes option pricing model, and is expensed over the vesting terms. Consideration paid for the shares on the exercise of stock options is credited to capital stock. When vested options are forfeited or are not exercised at the expiry date the amount previously recognized in share-based payments reserve is transferred to accumulated losses (deficit). The Company estimates a forfeiture rate and adjusts the corresponding expense each period based on an updated forfeiture estimate.

In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the Company as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments to non-employees are measured at the fair value of goods or services received.

Warrants

The Company accounts for warrants including warrants issued to brokers in connection with the issuance of shares (“broker warrants”) using the fair value method. Under this method, the fair value of broker warrants is first determined based on the value of goods or services received. In situations where some or all of the goods or services received by the Company as consideration cannot be specifically identified, the fair value of broker warrants is then determined using the Black-Scholes valuation model.

The Company has adopted a residual method with respect to the measurement of shares and warrants issued as private placement units. The residual method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

Upon exercise of the warrants, consideration paid together with the amount previously recognized in reserves surplus is recorded as an increase to capital stock. Upon forfeiture or expiry of the warrants, the amount previously recognized in the reserves is transferred to deficit.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Financial instruments

Financial assets

The Company classifies its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or assets acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in profit or loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at cost less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default.

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

Financial instruments (cont'd…)

Financial assets (cont'd…)

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in profit or loss.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized directly in equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in profit or loss.

All financial assets except for those at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing it in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in profit or loss.

Other financial liabilities - This category includes accounts payables and accrued liabilities, which is recognized at amortized cost.

The Company has classified its cash as loans and receivables. The Company's accounts payable and accrued liabilities are classified as other financial liabilities.

IFRS 7 establishes a fair value hierarchy that prioritizes the input to valuation techniques used to measure fair value as follows:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 – inputs for the asset or liability that are not based on observable market date (unobservable inputs).

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd…)

New accounting pronouncements

Accounting standards issued but not yet effective

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are mandatory for accounting periods noted below. Some updates that are not applicable or are not consequential to the Company may have been excluded from the list below. The Company has not assessed the effect of the future adoption of these standards yet.

IFRS 9 *Financial Instruments*

A revised version of IFRS 9 incorporating revised requirements for the classification and measurement of financial liabilities, and carrying over the existing de-recognition requirements from IAS 39 *Financial Instruments: Recognition and Measurement*.

The revised financial liability provisions maintain the existing amortized cost measurement basis for most liabilities. New requirements apply where an entity chooses to measure a liability at fair value through profit or loss – in these cases, the portion of the change in fair value related to changes in the entity's own credit risk is presented in other comprehensive income rather than within profit or loss.

The new standard is effective for annual periods beginning on or after January 1, 2018.

IFRS 15 *Revenue from Contracts with Customers*

IFRS 15 outlines the principles for recognizing revenue from contracts with customers. The new standard establishes a new five-step model for revenue arising from contracts with customers. Under IFRS 15, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The new standard is effective for annual periods beginning on or after January 1, 2018, and is applicable to all entities and will supersede all current revenue recognition requirements under IFRS.

IAS 16 *Leases*

IFRS 16 was issued in January 2016 and specifies how an IFRS reporter will recognize, measure, present and disclose leases. The standard provides a single lessee accounting model, requiring lessees to recognize assets and liabilities for all leases unless the lease term is 12 months or less or the underlying asset has a low value. Lessors continue to classify leases as operating or finance, with IFRS 16's approach to lessor accounting substantially unchanged from its predecessor, IAS 17.

This standard is effective for reporting periods beginning on or after January 1, 2019.

(Expressed in Canadian Dollars)

4. CAPITAL STOCK AND RESERVES

a) Authorized share capital

As at September 30, 2017 and March 31, 2017, the authorized share capital of the Company is an unlimited number of common shares without par value.

b) Issued share capital

In February 2017, The Company issued 2,000,000 shares at $0.05 for gross proceeds of $100,000.

c) In June 2017, the Company paid a portion of the corporate finance fee and legal retainer to the broker sponsoring the Company's initial public offering ("IPO"). Upon completion of the IPO, these costs will be reclassified to listing fees or share issue costs.

5. INCOME TAXES

A reconciliation of income taxes at statutory rates with reported taxes is as follows:

	For the period ended September 30, 2017	From incorporation on November 2, 2016 to March 31, 2017
Loss before income taxes for the period	$ 15,758	$ 9,468
	26%	26%
Expected income tax recovery	$ 4,097	$ 2,462
Tax benefit not realized	(4,097)	(2,462)
Deferred income tax recovery	$ -	$ -

The significant components of the Company's deferred income tax assets are as follows:

	September 30, 2017	March 31, 2017
Deferred income tax asset:		
Share issuance costs	$ 74	$ 84
Non-capital loss carry forwards	6,590	2,483
	6,664	2,567
Unrecognized deferred tax assets	(6,664)	(2,567)
Net deferred income tax assets	$ -	$ -

5. INCOME TAXES (Cont'd…)

The Company has non-capital losses carried forward for income tax purposes of approximately $25,000 (March 31, 2017 - $9,500) which can be applied against future years' taxable income. These losses will expire in 2037. Future tax benefits, which may arise as a result of these losses, have not been recognized in these financial statements.

6. FINANCIAL INSTRUMENTS

Fair value

The carrying value of cash and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

Financial risk factors

The Company's risk exposures and the impact on the Company's financial statements are summarized below:

Credit risk

Financial instruments that potentially subject the Company to a significant concentration of credit risk consist primarily of cash. The Company plans to limit its exposure to credit loss by placing its cash with major financial institutions.

Liquidity risk

All of the Company's financial liabilities are classified as current and are anticipated to mature within the next fiscal year.

Foreign currency risk

The Company is not exposed to foreign currency risk on fluctuations related to cash, and accounts payable and accrued liabilities that are denominated in a foreign currency. As at September 30, 2017 and March 31, 2017, the Company did not have any accounts in foreign currencies and considers foreign currency risk insignificant.

7. CAPITAL MANAGEMENT

Capital is comprised of the Company's shareholders' equity. The Company manages its capital structure to maximize its financial flexibility making adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets and business opportunities. The Company does not presently utilize any quantitative measures to monitor its capital.

CERTIFICATE OF THE CORPORATION

Dated: December 20, 2017

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

"Jonathan Younie"	*"Jonathan Younie"*
JONATHAN YOUNIE Chief Executive Officer	JONATHAN YOUNIE Chief Financial Officer

On Behalf of the Board

"Joseph Martin"	*"Erin Walmesley"*
JOSEPH MARTIN Director	ERIN WALMESLEY Director

CERTIFICATE OF THE PROMOTER

Dated: December 20, 2017

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

"Jonathan Younie"

JONATHAN YOUNIE

CERTIFICATE OF THE AGENT

Dated: December 20, 2017

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

CHIPPINGHAM FINANCIAL GROUP

"Don Metcalfe"

Don Metcalfe
Chief Operations Officer