

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

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

PRELIMINARY PROSPECTUS

Initial Public Offering

March 20, 2018

QUANTUM BLOCKCHAIN TECHNOLOGIES LTD.

(a capital pool company)

Offering: \$500,000 or 5,000,000 Common Shares

Price: \$0.10 per Common Share

Quantum Blockchain Technologies Ltd. (the “**Corporation**”) hereby offers on a commercially reasonable efforts basis through its agent, Canaccord Genuity Corp. (the “**Agent**”), 5,000,000 Common Shares in the capital of the Corporation (the “**Offered Shares**”), at a price of \$0.10 per Offered Share (the “**Offering**”), for aggregate gross proceeds of \$500,000. This Offering is offered only in the provinces of Alberta and British Columbia and in such other jurisdictions where the Offered Shares may be sold without requirement for registration or filing of a prospectus (the “**Offering Jurisdictions**”). The purpose of the Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereinafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the “**Exchange**” or the “**TSXV**”) and, in the case of a Non-Arm’s Length Qualifying Transaction, as hereinafter defined, must also receive Majority of the Minority Approval, as hereinafter defined, in accordance with Policy 2.4 of the Exchange (the “**CPC Policy**”). The Corporation is a Capital Pool Company or CPC (defined below). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, as hereinafter defined, 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*”.

	Offered Shares	Price to Public	Agent’s Commission⁽²⁾	Net Proceeds to the Corporation⁽³⁾⁽⁴⁾
Per Offered Share ⁽¹⁾	1	\$0.10	\$0.01	\$0.09
Offering ⁽³⁾⁽⁴⁾	5,000,000	\$500,000	\$50,000	\$450,000

Notes:

- (1) Pursuant to the Agency Agreement (as hereinafter defined), an Offering of 5,000,000 Offered Shares are offered hereunder, not including the Agent’s Option (as hereinafter defined) or the Stock Options (as hereinafter defined) to be granted concurrently with Closing, as hereinafter defined, to the directors and officers of the Corporation to purchase an aggregate of 700,000 Common Shares at a price of \$0.10 per Common Share, which Stock Options and Agent’s Options are also qualified for distribution under this prospectus. See “*Option to Purchase Securities - Stock Options*”.
- (2) The Agent will receive a commission (the “**Agent’s Commission**”) equal to 10% of the gross proceeds from the sale of the Offered Shares pursuant to this Offering, payable in cash on the Closing Date, as hereinafter defined. The Agent will also be paid a corporate finance fee equal to \$12,500 (the “**Corporate Finance Fee**”) on the Closing Date, to be paid in cash. The Agent will be reimbursed by the Corporation for its reasonable expenses and legal fees plus disbursements and will be granted the Agent’s Options referred to herein, which are exercisable for a period of 24 months from the Listing Date (as hereinafter defined). This Offering qualifies the distribution of the Agent’s Options to the maximum extent permitted by NI 41-101, as defined herein. See “*Plan of Distribution – Agency Agreement and Agent’s Compensation*”.
- (3) Before deducting the costs of this issue (not including commissions) estimated at \$80,000, which includes audit fees and other expenses of the Corporation, including amounts spent to the date of this Offering, the Corporate Finance Fee, legal fees, printing fees, filing fees, disbursements and the listing fees payable to the Exchange, of which \$13,750 in respect of the Agent’s expenses, including the Agent’s legal fees and disbursements, has been paid for at the date hereof. See “*Use of Proceeds*”.
- (4) Unless an amendment to the final prospectus is filed and the “principal regulator” under NP 11-202, as hereinafter defined, (the “**Securities Regulatory Authority**”) has issued a receipt for the amendment, the latest date that the distribution is to remain open is 90 days after the date of issuance of a Final Receipt (defined below) and, in any event, not later than 180 days after the date of the Final Receipt.

This Offering is made on a “commercially reasonable efforts” basis by the Agent and is subject to a minimum subscription of 5,000,000 Offered Shares, for gross proceeds to the Corporation of \$500,000. The offering price of the Offered Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Offered Shares will be held by the Agent pursuant to the terms of the Agency Agreement. If the Offering

is not completed within 90 days of the issuance of a Final Receipt (as hereinafter defined) or such other time as may be consented to by the regulatory authorities and the Agent and persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent will receive a non-transferrable option (the “**Agent’s Option**”) to acquire up to 10% of the number of Offered Shares sold under the Offering at a price of \$0.10 per Common Share, exercisable for a period of 24 months from the Listing Date (as hereinafter defined). The Agent shall receive 500,000 Agent’s Options assuming completion of the Offering. The Agent’s Options are qualified for distribution under this prospectus. See “*Plan of Distribution – Agency Agreement and Agent’s Compensation*”.

In addition, the Corporation intends to grant at the Closing, stock options to the directors and officers to purchase, in aggregate 700,000 Common Shares assuming completion of the Offering, at a price of \$0.10 per Common Share, exercisable for a period of five (5) years from the date of grant (the “**Stock Options**”), which options are qualified under this prospectus. See “*Plan of Distribution*”, “*Description of Share Capital*” and “*Options to Purchase Securities*”.

Other than the initial distribution of the Offered Shares pursuant to this prospectus, the grant of the Agent’s Options and the grant of the Stock Options to the directors and officers of the Corporation, 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 securities commission that is designated the principal regulator pursuant to Multilateral Instrument 11-102 - *Passport System* (“**MI 11-102**”) and National Policy 11-202 - *Process for Prospectus Reviews in Multiple Jurisdictions* (“**NP 11-202**”) and the time the Common Shares are listed for trading on the Exchange except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authority grants a discretionary order.

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

Investment in the Offered 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”.

There is no market through which the Offered Shares may be sold and purchasers may not be able to resell the Offered Shares purchased under this prospectus. This may affect the pricing of the Offered Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See “Risk Factors”. Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per Common Share of approximately \$0.014 or 14%. The Corporation was only recently incorporated and does not currently own any assets other than cash.

The business objective of the Corporation is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction which receives Exchange approval and in the case of a Non-Arm’s Length Qualifying Transaction, Majority of the Minority Approval of the Corporation’s shareholders. There can be no assurance that the Corporation will successfully complete a Qualifying Transaction. Although the Corporation has commenced the process of identifying potential acquisitions, the Corporation has yet to enter into any negotiations with respect to such potential acquisitions and may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition and additional funds may be required to meet such obligation. Since the Corporation has not placed any geographical restrictions on the location of a Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such Person, as hereinafter defined, or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada. Where the investment or acquisition is financed by the issuance of Common Shares from the Corporation’s treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment. The Corporation will be in competition with other corporations with greater resources. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Exchange may suspend from trading or de-list the Common Shares where the Corporation has failed to complete a Qualifying Transaction within 24 months of the date of

listing. The Executive Director of a securities commission may issue an interim cease trade order against the Corporation's securities if the Common Shares of the Corporation are suspended from trading on the Exchange and will issue an interim cease trade order if the Corporation is delisted from the Exchange. In addition, delisting of the Common Shares will result in the cancellation of all or a portion of the Common Shares of the Corporation owned by Insiders, as hereinafter defined, issued prior to this Offering. Investors must rely solely on the expertise of the Corporation's Promoters, as hereinafter defined, directors and officers for any possible return on their investment. The Corporation's Promoters, directors, officers and Control Persons, as hereinafter defined, and their Associates, as hereinafter defined, and Affiliates, as hereinafter defined, as a group, beneficially own or control, directly or indirectly, 2,000,000 Common Shares, which represent 100% of the issued and outstanding Common Shares before giving effect to this Offering and will own approximately 28.6% of the issued and outstanding Common Shares upon closing of the Offering. The directors and officers of the Corporation will only devote part of their time to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. See "*Capitalization*", "*Business of the Corporation*", "*Directors, Officers and Promoter*", "*Use of Proceeds*", "*Directors, Officers and Promoters – Conflicts of Interest*" and "*Risk Factors*".

This Offering is subject to the CPC Policy and the securities laws of the Offering Jurisdictions.

The Agent, conditionally offers these Offered Shares, on a "commercially reasonable efforts" agency basis, if, as and when subscriptions are accepted by the Corporation and the Agent, 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 Tingle Merrett LLP, Calgary, Alberta, on behalf of the Corporation and by Heighington Law of Calgary, Alberta, on behalf of the Agent. Pursuant to the CPC Policy, no purchaser of Offered Shares is permitted to directly or indirectly purchase more than 2% of the total Offered Shares or 100,000 Offered Shares (\$10,000) under this prospectus. In addition, the maximum number of Offered Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Offered Shares or 200,000 Offered Shares (\$20,000) under this prospectus.

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. The Offered Shares sold under the Offering will be issued and deposited in electronic form with CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee, pursuant to the book-based system administered by CDS. A purchaser of Offered Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Offered Shares were purchased. See "*Depository Services*".

Agent for the Offering:

**Canaccord Genuity Corp
Centennial Place – East Tower
Suite 2400, 520 3rd Avenue SW
Calgary, Alberta
Canada T2P 0R3
Tel: (403) 508-3800
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TABLE OF CONTENTS

GLOSSARY	- 6 -
PROSPECTUS SUMMARY	- 12 -
THE CORPORATION	- 14 -
BUSINESS OF THE CORPORATION	- 14 -
Preliminary Expenses.....	- 14 -
Proposed Operations until Completion of a Qualifying Transaction	- 14 -
Method of Financing.....	- 14 -
Criteria for a Qualifying Transaction	- 14 -
Filings and Shareholder Approval of a Non-Arm’s Length Qualifying Transaction	- 15 -
Initial Listing Requirements.....	- 15 -
Trading Halts, Suspensions and Delisting	- 15 -
Refusal of Qualifying Transaction	- 16 -
USE OF PROCEEDS	- 17 -
Proceeds and Principal Purposes.....	- 17 -
Permitted Use of Funds.....	- 18 -
Restrictions on Use of Proceeds.....	- 18 -
Private Placements for Cash	- 19 -
Prohibited Payments to Non-Arm’s Length Parties	- 19 -
PLAN OF DISTRIBUTION	- 19 -
Agency Agreement and Agent’s Compensation	- 19 -
Commercially Reasonable Efforts Offering and Minimum Distribution	- 20 -
Determination of Price	- 20 -
Listing Application	- 20 -
Subscriptions by the Aggregate Pro Group.....	- 20 -
Restrictions on Trading.....	- 21 -
Other Securities to be Distributed.....	- 21 -
DESCRIPTION OF SHARE CAPITAL	- 21 -
Common Shares	- 21 -
Preferred Shares	- 21 -
Dividend Record and Policy	- 21 -
CAPITALIZATION	- 22 -
Fully Diluted Share Capital.....	- 22 -
OPTIONS TO PURCHASE SECURITIES	- 23 -
Agent’s Option.....	- 23 -
Stock Options.....	- 23 -
PRIOR SALES	- 24 -
Escrowed Securities on Qualifying Transaction	- 25 -

Escrowed Securities on Private Placement	- 26 -
PRINCIPAL SHAREHOLDERS	- 26 -
DIRECTORS, OFFICERS AND PROMOTER	- 27 -
Other Reporting Issuer Experience	- 29 -
Committees	- 29 -
Corporate Cease Trade Orders or Bankruptcies.....	- 30 -
Penalties or Sanctions	- 30 -
Personal Bankruptcies.....	- 30 -
Conflicts of Interest.....	- 30 -
Executive Compensation	- 30 -
PROMOTERS	- 31 -
DILUTION	- 31 -
RISK FACTORS	- 31 -
LEGAL PROCEEDINGS	- 33 -
RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT	- 33 -
RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS	- 33 -
AUDITOR, TRANSFER AGENT AND REGISTRAR	- 33 -
Auditor	- 33 -
Transfer Agent and Registrar.....	- 34 -
INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	- 34 -
MATERIAL CONTRACTS	- 34 -
OTHER MATERIAL FACTS	- 34 -
PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION	- 34 -
DEPOSITORY SERVICES	- 34 -
ELIGIBILITY FOR INVESTMENT	- 35 -
FINANCIAL STATEMENTS	F-1
CERTIFICATE OF THE CORPORATION	C-1
CERTIFICATE OF THE PROMOTER	C-2
CERTIFICATE OF THE AGENT	C-3

GLOSSARY

“**Affiliate**” means a company that is affiliated with another company as described below:

A company is an “Affiliate” of another company if:

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

A company is “controlled” by a Person if:

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

A Person beneficially owns securities that are beneficially owned by:

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

“**Agency Agreement**” means the agency agreement between the Corporation and the Agent dated ●, 2018.

“**Agent**” has the meaning assigned on the face page of this Prospectus.

“**Agent’s Commission**” has the meaning assigned on the face page of this prospectus.

“**Agent’s Option**” has the meaning assigned on the face page of this prospectus.

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

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

- (d) The Member may deem a Person who would otherwise be included in the “**Aggregate Pro Group**” pursuant to subparagraph (a) to be excluded from the “**Aggregate Pro Group**” where the Member determines that:
 - (i) the Person is an Affiliate or Associate of the Member acting at arm’s length of the Member;
 - (ii) the Associate or Affiliate has a separate corporate and reporting structure;
 - (iii) there are sufficient controls on information flowing between the Member and the Associate or Affiliate; and
 - (iv) the Member maintains a list of such excluded Persons.

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

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

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

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

- (a) an Issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10 percent 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:
 - (i) that Person’s spouse or child, or
 - (ii) any relative of that Person or of his spouse who has the same residence as that person;

but

- (e) where the Exchange determines that two Persons shall, or shall not, be deemed to be Associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of applicable Exchange rules with respect to that Member firm, Member corporation or holding company.

“**Closing**” means the completion of the Offering.

“**Closing Date**” means the date the Offering is completed.

“**Common Shares**” means the Common Shares without par value in the share capital of the Corporation.

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

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

“**Control Person**” means any Person that holds or is one of a combination of Persons that holds 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.

“**Corporate Finance Fee**” has the meaning assigned on the face page of this prospectus.

“**Corporation**” has the meaning assigned on the face page of this prospectus.

“**CPC**” means 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 the Final Exchange Bulletin has not yet been issued.

“**CPC Policy**” has the meaning assigned on the face page of this prospectus.

“**CRA**” means Canada Revenue Agency.

“**Escrow Agent**” means Alliance Trust Company, a trust company having an office in Calgary, Alberta, and the corporation’s registrar and transfer agent.

“**Exchange**” or “**TSXV**” has the meaning assigned on the face page of this prospectus.

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

“**Final Receipt**” means the receipt issued for this prospectus by the Principal Regulator pursuant to National Policy 11-102 – *Process for Prospectus Reviews in Multiple Jurisdictions*.

“**Incentive Stock Option Plan**” means the Corporation’s stock option plan pursuant to which the Corporation may issue options to its directors, officers and technical consultants exercisable for up to 10% of the Corporation’s issued and outstanding Common Shares as at the Closing of the Corporation’s IPO.

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

“**Initial Public Offering**” or “**IPO**” means a transaction that involves an Issuer issuing securities from its treasury pursuant to its first prospectus.

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

- (i) a director or officer of the Issuer;
- (ii) a Person who performs functions similar to those normally performed by a director or officer;
- (iii) a director or officer of the company that is an Insider or subsidiary of the Issuer;
- (iv) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the Issuer; or

- (v) the Issuer itself, if it holds any of its own securities.

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

“**Listing Date**” means the date of listing of the Common Shares 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 a market on which former Exchange and Toronto Stock Exchange Issuers that do not meet Exchange tier maintenance requirements for Tier 2 issuers may continue to trade.

“**NI 41-101**” means National Instrument 41-101 General Prospectus Requirements.

“**Non-Arm’s Length Party**” means:

- (a) in relation to a company:
 - (i) 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; or
 - (ii) another entity or an Affiliate of that entity, if that entity or its Affiliate have the same Promoter, officer, director, Insider or Control Person as the company.
- (b) 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.

“**Offered Shares**” has the meaning assigned on the face page of this prospectus.

“**Offering**” has the meaning assigned on the face page of this prospectus.

“**Offering Jurisdictions**” has the meaning assigned on the face page of this prospectus.

“**Optionee**” or “**Optionees**” means the recipient of a Stock Option under the Incentive Stock Option Plan.

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

“**Principal**” means:

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

The foregoing percentages include securities that may be issued to the holder under outstanding convertible securities in both the holder’s securities and the total securities outstanding.

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

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

“**Pro Group**” has the meaning specified in Exchange Policy 1.1 – *Interpretation*.

“**Promoter**” has the meaning specified in section 1(rr) of the *Securities Act* (Alberta).

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

“**Related Party Transaction**” has the meaning ascribed to that term under Exchange Policy 5.9 – *Protection of Minority Security holders in Special Transactions*, and includes a related party transaction that is determined by the Exchange, to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non-Arm’s Length Parties, or other circumstances exist which may compromise the independence of the Issuer with respect to the transaction.

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

“**SEDAR**” means System for Electronic Document Analysis and Retrieval.

“**Seed Share Escrow Agreement**” means the escrow agreement dated ●, 2018 between the Corporation, the Escrow Agent and certain shareholders of the Corporation.

“**Seed Shares**” means the 2,000,000 Common Shares issued by the Corporation prior to the Closing, at a price of \$0.05 per Common Share.

“**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**” has the meaning specified in Exchange Policy 2.2 – *Sponsorship and Sponsorship Requirements*.

“**Stock Options**” has the meaning assigned on the face page of this prospectus.

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

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

PROSPECTUS SUMMARY

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

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 commercial operations and has no assets other than a minimum amount of cash. The Corporation has commenced the process of identifying potential acquisitions. To date, the Corporation has not yet identified a company or assets for a potential Qualifying Transaction. Furthermore, the Corporation has not entered into an Agreement in Principle. An acquisition 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 reduced. See "*Business of the Corporation*".

Offering: The Offering consists of an Offering of 5,000,000 Offered Shares for gross proceeds of \$500,000 are being offered and qualified under this prospectus at a price of \$0.10 per Common Share. In addition, the Corporation will issue to the Agent, the Agent's Option to purchase that number of Common Shares equal to 10% of the aggregate number of Offered Shares sold pursuant to this Offering, being 500,000 Common Shares at a price of \$0.10 per Common Share and which may be exercised for a period of 24 months from the Listing Date. The Agent's Option is qualified for distribution under this prospectus. See "*Plan of Distribution*".

The Corporation also intends to grant Stock Options concurrently with the Closing, to purchase an aggregate of 700,000 Common Shares assuming completion of the Offering, to the current directors and officers of the Corporation, all of which Stock Options are qualified for distribution under this prospectus. Such options will be exercisable at \$0.10 per Common Share for a period of five years from the Closing Date. See "*Options to Purchase Securities - Stock Options*" and "*Plan of Distribution*".

Agent's Option: The Agent will be granted an option to purchase that number of Common Shares that is equal to 10% of the number of Common Shares subscribed for under this Offering, exercisable at a price of \$0.10 per Common Share for a period of 24 months after the Listing Date. The Agent's Option and the Common Shares issuable upon the exercise thereof are qualified for distribution pursuant to this prospectus. See "*Plan of Distribution*".

Use of Proceeds: The total estimated funds to the Corporation, including total cash proceeds raised prior to this Offering and total proceeds of this Offering, net of all Offering expenses and Agent's Commission, will be approximately \$470,000. The net funds available will provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of \$210,000 or 30% of the gross proceeds realized may be used for purposes other than evaluating businesses or assets. See "*Use of Proceeds*".

Directors and Officers: The directors and officers of the Corporation and the positions held by each of them are as follows:

Keith J. Erickson President, Chief Executive Officer, Secretary and Director

Roger M. Jewett Director and Chief Financial Officer

Johannes J. Kingma Director and Promoter

John C. Zang Director

See “*Directors, Officers and Promoter*” and “*Promoters*”.

Escrow: All of the 2,000,000 Seed Shares issued by the Corporation prior to the Closing will be deposited in escrow pursuant to the terms of the Seed Share Escrow Agreement, and will be released in stages over a period of up to three years after the date of the Final Exchange Bulletin. See “*Escrowed Securities*”.

Dividend Policy: It is not contemplated that any dividends will be paid on the Common Shares in the immediate or foreseeable future. See “*Description of Share Capital - Dividend Record and Policy*”.

Risk Factors: **Investment in the Offered 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 devote only part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation 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 of selling and related expenses) per Offered Share of approximately \$0.014 or 14%.

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

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

THE CORPORATION

The Corporation was incorporated on February 5, 2018 pursuant to the provisions of the *Business Corporations Act* (Alberta) under the name “Quantum Blockchain Technologies Ltd.”. The articles were amended on March 19, 2018 to remove the restrictions against share transfers and other restrictions applicable to private issuers.

The registered office and head office of the Corporation is located at 1250, 639 – 5th Avenue SW, Calgary, Alberta T2P 0M9.

BUSINESS OF THE CORPORATION

Preliminary Expenses

To date, the Corporation has raised \$100,000 through the sale of 2,000,000 Common Shares. (See “*Prior Sales*” and “*Capitalization*”). As at the date hereof, the Corporation has paid to the Agent a retainer of \$13,750 to be applied towards the expenses of the Agent. In addition, the Corporation has paid \$5,000 (plus GST) to the Exchange, as part of the Corporation’s initial listing fee.

Part of the net proceeds of the Offering will be utilized to satisfy the obligations of the Corporation related to this Offering, including the fees and commissions of the Agent, the expenses of its auditors, legal counsel and the Agent’s legal counsel and the filing fees of the Exchange and applicable securities regulatory authorities. See “*Use of Proceeds*”.

Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and, in the case of a Non-Arm’s Length Qualifying Transaction, is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations. The Corporation currently intends to pursue a Qualifying Transaction in the mining and exploration industry but there is no assurance that this will in fact be the business sector of a proposed Qualifying Transaction or of the Corporation following completion of the Qualifying Transaction.

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

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

Method of Financing

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

Criteria for a Qualifying Transaction

The board of directors of the Corporation proposes to identify acquisitions of interests in assets or businesses through discussions with various business associates and contacts of the Corporation’s officers and 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. The board of directors must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith 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.

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

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

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

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

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

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

Initial Listing Requirements

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

Trading Halts, Suspensions and Delisting

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of an Agreement in Principle until all filing requirements of the Exchange have been satisfied, which 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, senior officers, Promoters, or Insiders of the Resulting Issuer must be filed with the Exchange and any preliminary background searches that the Exchange considers necessary or advisable, must also be completed, before the trading halt will be lifted by the Exchange.

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

- (a) the unacceptable nature of the business of the Resulting Issuer, or

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

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

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

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

- (a) 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 the escrowed Common Shares purchased by Non-Arm's Length Parties to the Corporation so that the average cost of the remaining Seed Shares is at least equal to the Offering price; and
- (b) obtain majority shareholder approval for the transfer to NEX, exclusive of the votes of Non-Arm's Length Parties of the Corporation.

If the Corporation's Common Shares are 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;
- (b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:
 - (i) a member firm of the Exchange;
 - (ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such member firm; and
 - (iii) associates of any such person,collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;
- (c) the Resulting Issuer will be a financial institution, finance company, finance issuer or mutual fund, as defined in the securities legislation;
- (d) the majority of the directors and senior officers of the Resulting Issuer are not residents of Canada or the United States or are individuals who have not demonstrated positive association as directors or officers with public companies that are subject to a regulatory regime comparable to the companies listed on a Canadian exchange; or

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to be received by the Corporation from the sale of the Offered Shares offered by this prospectus will be \$500,000. The gross proceeds received by the Corporation from the sale of Common Shares prior to the date of this Prospectus were \$100,000. The expenses and costs associated with the Offering, including the Agent's Commission, are expected to be in the order of approximately \$130,000. All such costs and expenses will be paid from the working capital of the Corporation, which will include the proceeds of the Offering. The total estimated funds to the Corporation, including total cash proceeds raised prior to this Offering and total proceeds of this Offering, net of all Offering expenses and Agent's Commission, will be approximately \$470,000.

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

Item	Offering
Gross cash proceeds raised prior to the Offering (Seed Shares) ⁽¹⁾	\$100,000
Gross cash proceeds to be raised pursuant to the Offering	\$500,000
Expenses and costs relating to raising Seed Share proceeds	Nil ⁽²⁾
Estimated expenses and costs relating to the Offering ⁽³⁾	(\$130,000)
Estimated funds available on completion of the Offering⁽⁴⁾	\$470,000
Funds available for identifying and evaluating assets or business prospects ⁽⁴⁾⁽⁵⁾	\$440,000
Estimated general and administrative expenses until Completion of a Qualifying Transaction	\$30,000
TOTAL NET PROCEEDS	\$470,000

Notes:

- (1) See "Prior Sales".
- (2) No issue costs have been allocated towards the issuance of these Common Shares. See the Corporation's balance sheet as at February 10, 2018.
- (3) Expenses and costs of the Offering include, but are not limited to: Agent's Commission of \$50,000; the Corporate Finance Fee payable to the Agent of \$12,500; the reasonable out-of-pocket costs and expenses of the Agent (including legal fees of the Agent not including disbursements and applicable taxes) estimated to be \$16,000; legal fees of the Corporation estimated at \$20,000 plus disbursements and applicable taxes; audit fees of the Corporation estimated at \$6,000 plus applicable taxes; and filing fees payable to securities regulatory authorities and listing fees payable to the Exchange estimated at \$17,750 plus applicable taxes.
- (4) In the event the Agent exercises the Agent's Option and the directors and officers exercise their Stock Options, there will be available to the Corporation an additional \$120,000, which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.
- (5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire \$440,000 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

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

Permitted Use of Funds

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

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

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

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

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

Restrictions on Use of Proceeds

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

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

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

Private Placements for Cash

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

Prohibited Payments to Non-Arm's Length Parties

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

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

Further, no such payment will be made on or after the Completion of 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), and the Corporation may also reimburse a Non-Arm's Length Party to the Corporation for reasonable out-of-pocket expenses incurred in pursuing the business of the Corporation described in "*Use of Proceeds - Permitted Use of Funds*".

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public 5,000,000 Offered Shares at a price of \$0.10 per Offered Share for aggregate gross proceeds of \$500,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive an Agent's Commission equal to 10% of the aggregate gross proceeds from the sale of the Offered Shares, payable in cash. In addition, the Corporation will pay the Agent a Corporate Finance Fee equal to \$12,500 to be paid in cash from the Offering proceeds at Closing. The Corporation will pay the Agent's expenses, legal and search fees, plus disbursements and taxes, of which a retainer of \$13,750 has been paid to date.

The Corporation has also agreed to grant to the Agent a non-transferable Agent's Option which entitles the Agent to purchase up to 10% of the total number of Offered Shares sold under the Offering at a price of \$0.10 per Common Share and which may be exercised for a period of 24 months from the Listing Date. In the event of the closing of the Offering, an aggregate of 500,000 Agent's Options will be granted.

Not more than 50% of the aggregate number of Common Shares which can be acquired by the Agent on the exercise of the Agent's Option 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.

All of the Agent's Option shall be qualified by this prospectus.

The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Offered 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 sole 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.

The Corporation has agreed to notify the Agent (the "**Financing Notice**") of the terms of any brokered equity financing of securities that it requires or proposes to undertake during the term of this agreement and until that day (the "**ROFR Termination Date**") which is the earlier of: (a) the date which falls twenty four (24) months from the Listing Date; and (b) the date of the closing of the Qualifying Transaction, provided such date is not greater than twenty-four (24) months from the Listing Date. The Agent will have the right of first refusal to provide any such financing as agent or underwriter (the "**Financing ROFR**") on the terms set out in the Financing Notice for any brokered offering of securities by the Corporation. The Agent will also have a right of first refusal to provide sponsorship services (if required) for any Qualifying Transaction for the period ending on the ROFR Termination Date unless the Exchange has advised the Agent in writing that it may not act as Sponsor in connection with the Qualifying Transaction.

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering is for 5,000,000 Offered Shares for total gross proceeds of \$500,000. Under the CPC Policy, no purchaser of Offered Shares is permitted to directly or indirectly purchase more than 2% of the total Offered Shares in the Offering, or 100,000 Offered Shares (\$10,000). In addition, the maximum number of Offered Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Offered Shares in the Offering, or 200,000 Offered Shares (\$20,000). The funds received from the Offering will be held by the Agent, and will not be released until proceeds of a minimum of \$500,000 have been deposited. The total subscription must be completed within 90 days of the date of the Final Receipt, or such other time as may be consented to by the Agent or persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Determination of Price

The Offering price of the Offered Shares hereunder was determined by negotiation between the Corporation and the Agent.

Listing Application

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

Subscriptions by the Aggregate Pro Group

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

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares 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 certificates legended accordingly, as prescribed by Exchange Policy 3.2 – *Filing Requirements and Continuous Disclosure*.

The Agent has advised the Corporation that to the best of its knowledge and belief, none of the directors, officers, employees or contractors of the Agent or any Associate or Affiliate of the foregoing have subscribed for Offered Shares of the Corporation prior to this Offering and any subscriptions for Offered Shares of the Corporation by such persons under this Offering will be in accordance with the CPC Policy and related policies of the Exchange.

Restrictions on Trading

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

Other Securities to be Distributed

The Corporation intends to grant Stock Options to purchase concurrently with the Closing, 700,000 Common Shares assuming completion of the Offering, to its current directors and officers in accordance with the policies of the Exchange, which options are qualified for distribution under this prospectus. See "*Options to Purchase Securities*".

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 2,000,000 are issued and outstanding as fully paid and non-assessable Common Shares in the capital of the Corporation. See "*Plan of Distribution*".

In addition, 500,000 Common Shares are reserved for issuance pursuant to the Agent's Option, 700,000 Common Shares are reserved for issuance to directors and officers pursuant to the Stock Options. All Common Shares to be outstanding after completion of the Offering will be fully paid and non-assessable Common Shares in the capital of the Corporation. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

The holders of Common Shares are entitled to vote at all meetings of shareholders of the Corporation, to receive dividends if, as and when declared by the directors and to participate ratably in any distribution of property or assets upon the liquidation, winding-up or other dissolution of the Corporation.

As at the date of this prospectus, the Corporation has no outstanding loans or other debt obligations and there has been no material change in the Common Share and loan capital of the Corporation since the date of its most recent balance sheet contained in the prospectus. See "*Prior Sales*" and "*Options to Purchase Securities*".

Preferred Shares

The Corporation is authorized to issue an unlimited number of preferred shares without nominal or par value of which, as at the date hereof, there are currently none issued and outstanding.

The Preferred Shares may be issued from time to time in one or more series, each series consisting of the number of shares and having the designation, rights, privileges, restrictions and conditions which the board of directors of the Corporation determines prior to the issue thereof. The Preferred Shares rank prior to the Common Shares with respect to the payment of dividends and distribution in the event of liquidation, dissolution or winding-up of the Corporation.

Dividend Record and Policy

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

foreseeable future. All of the Common Shares of the Corporation are entitled to an equal share in any dividends declared and paid.

CAPITALIZATION

The following table sets forth information respecting the capitalization of the Corporation as at the date of the balance sheet contained herein and as at the date hereof, both before and after giving effect to the Offering.

Designation of Security	Amount Authorized	Amount outstanding as of the date of the most recent balance sheet contained in the Prospectus ⁽¹⁾	Amount outstanding as of the date hereof ⁽¹⁾	Amount to be outstanding after giving effect to the Offering ⁽²⁾⁽³⁾⁽⁴⁾
Common Shares	unlimited	2,000,000 (\$100,000)	2,000,000 (\$100,000)	7,000,000 ⁽⁵⁾ (\$600,000)
Preferred Shares	Unlimited	Nil	Nil	Nil

Notes:

- (1) As at the date of the most recent balance sheet contained herein and as at the date hereof, the Corporation had not commenced commercial operations.
- (2) 700,000 Common Shares will be reserved for issuance pursuant to the Stock Options to be granted to directors and officers of the Corporation concurrently with the Closing and exercisable at a price per Common Share of \$0.10 for a period of five years from the date of grant. In addition, pursuant to the Agency Agreement, the Corporation has agreed to grant to the Agent, the Agent's Option on completion of the Offering to purchase an aggregate of 500,000 Common Shares at a price of \$0.10 per Common Share, for a period of 24 months from the Listing Date. Assumes that the balance of the Agent's Commission and Corporate Finance Fee will be paid in cash. See "Plan of Distribution" and "Options to Purchase Securities".
- (3) See "Use of Proceeds".
- (4) Represents gross proceeds of this Offering and prior issues of the Corporation, before deducting the expenses of the Offering estimated at \$80,000 and the Agent's Commission equal to 10% of the gross proceeds from the sale of the Offered Shares. See "Use of Proceeds".
- (5) 2,000,000 of these Common Shares are subject to escrow restrictions. See "Escrowed Securities".

Fully Diluted Share Capital

	Number of Common Shares	Percentage of Total
(a) Issued as of the date of this Prospectus ⁽¹⁾	2,000,000	24.39%
(b) Offered under the Prospectus	5,000,000	60.98%
(c) Common shares reserved for future issue ⁽²⁾	1,200,000	14.63%
Total	8,200,000	100%

Notes:

- (1) See "Prior Sales".
- (2) Represents the 500,000 Common Shares on exercise of the Agent's Option and the 700,000 Common Shares pursuant to the Stock Option Plan.

OPTIONS TO PURCHASE SECURITIES

Agent's Option

Pursuant to the Agency Agreement, the Corporation has agreed to grant to the Agent the Agent's Option on completion of the Offering to purchase an aggregate of 500,000 Common Shares at a price of \$0.10 per share, for a period of 24 months from the Listing Date. The Agent's Option to purchase 500,000 Common Shares is qualified for distribution pursuant to the prospectus. See "Plan of Distribution".

Stock Options

The Corporation has adopted the Incentive Stock Option Plan and intends to enter into stock option agreements granting the Stock Options in accordance with the policies of the Exchange concurrently with the Closing, according to the following terms:

Name	Number of Common Shares underlying Stock Options to be granted After Giving Effect to the Offering ⁽²⁾	Exercise or Base Price (\$/Security)	% of total Stock Options to be granted (excludes Agent's Options)	Market Value of Common Shares underlying Stock Options on the date of grant (\$/Security) ⁽¹⁾	Expiry Date
Keith J. Erickson	175,000	\$0.10	25%	N/A	5 years from date of grant
Roger M. Jewett	175,000	\$0.10	25%	N/A	5 years from date of grant
Johannes J. Kingma	175,000	\$0.10	25%	N/A	5 years from date of grant
John C. Zang	175,000	\$0.10	25%	N/A	5 years from date of grant
TOTAL	700,000		100%		

Notes:

- (1) As the Common Shares were not listed on the Exchange at the date of the grant, the market value of the securities underlying the options on the date of grant is not available.
- (2) Stock Options to be granted concurrently with the Closing.

There are no assurances that the Stock Options described above will be exercised in whole or in part.

The Corporation intends to grant Stock Options concurrently with the Closing to purchase, in aggregate, 700,000 Common Shares to the directors and officers of the Corporation. The Stock Options are qualified for distribution pursuant to this prospectus. The Incentive Stock Option Plan 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 Corporation's issued and outstanding Common Shares, exercisable for a period of up to a maximum of ten years from the date of grant, provided that, until the completion of the Qualifying Transaction, the number of Common Shares reserved for issuance shall not exceed 700,000. The number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding Common Shares. Options may be exercised the greater of 12 months after the completion of the Qualifying Transaction and 90 days following cessation of the Optionee's position with the Resulting Issuer, provided that if the cessation of office, directorship or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying

Transaction (including the options in the above table) will be subject to escrow restrictions until the issuance of the Final Exchange Bulletin. See “*Escrowed Securities*”.

PRIOR SALES

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

Date	Number of Common Shares	Issue Price Per Share	Aggregate Issue Price	Consideration Received
February 5, 2018	2,000,000	\$0.05	\$100,000	Cash
TOTAL	2,000,000		\$100,000	

All of the 2,000,000 Seed Shares issued and outstanding are subject to escrow in accordance with the CPC Policy. See “*Escrowed Securities*”.

ESCROWED SECURITIES

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

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

In addition, all Common Shares of the Corporation acquired in the secondary market prior to the Completion of a Qualifying Transaction by a Person who is or becomes a Control Person are required to be deposited in escrow. Subject to certain exemptions permitted by the Exchange, all securities of the Corporation held by Principals of the Resulting Issuer will also be escrowed. Notwithstanding the foregoing, Common Shares acquired by Principals of the Corporation or Principals of the Resulting Issuer pursuant to a private placement will not be subject to escrow provided that various conditions, as set forth in the CPC Policy, are met. See “*Escrowed Securities on Private Placement*”.

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

Name and Municipality of Residence of Shareholder	Number of Common Shares Escrowed	Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering	Percentage of Common Shares of the Corporation After Giving Effect to the Offering ⁽¹⁾
Keith J. Erickson Calgary, Alberta	500,000	25%	7.14%
Roger M. Jewett Calgary, Alberta	500,000	25%	7.14%
Johannes J. Kingma Calgary, Alberta	500,000	25%	7.14%
John C. Zang Calgary, Alberta	500,000	25%	7.14%
TOTAL	2,000,000	100.00%	28.57%⁽²⁾

Notes:

- (1) Assuming no Offered Shares are purchased by these Persons under the Offering and assuming no exercise of the Agent’s Option or Stock Options.
- (2) Numbers do not add up due to rounding.

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

Under the Seed Share Escrow Agreement, 10% of the escrowed Seed Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the “**Initial Release**”) and an additional 15% will be released on the dates 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

If, upon the Completion of a Qualifying Transaction, the Corporation or the Resulting Issuer meets the Exchange’s Tier 1 Minimum Listing Requirements either at the time the Final Exchange Bulletin is issued or subsequently, the release of the escrowed Seed Shares will be accelerated. An accelerated escrow release will not commence until the Resulting Issuer has made application to the Exchange for listing as a Tier 1 Issuer and the Exchange has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of the Exchange.

The Exchange’s prior consent must be obtained before a transfer within escrow of escrowed Seed 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 Seed Shares will not be released. Under the Seed Share Escrow Agreement, each Non-Arm’s Length Party to the Corporation who holds escrowed Seed Shares acquired at a price below the offering price under this prospectus has irrevocably authorized and directed the Escrow Agent to immediately:

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

Escrowed Securities on Qualifying Transaction

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are “Value Securities”, then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security escrow agreement (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 fewer than 75% of the securities issued pursuant to the Qualifying Transaction are Value Securities, all securities issued pursuant to the Qualifying Transaction will be deposited into a surplus security escrow agreement (a “**Surplus Security Escrow Agreement**”).

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

with 5% of the escrowed securities releasable at the time of the Final Exchange Bulletin, 5% on the date which is 6 months after the Final Exchange Bulletin, 10% on each of the dates which are 12 and 18 months after the Final Exchange Bulletin, 15% on each of the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin.

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

Escrowed Securities on Private Placement

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

- (a) the private placement is announced at least five trading days after the news release announcing the Agreement in Principle and the pricing for the financing is at not less than the discounted market price, as determined in accordance with the policies of the Exchange; or
- (b) the private placement is announced concurrently with the Agreement in Principle and:
 - (i) at least 75% of the proceeds from the private placement are not from Principals of the Corporation or the proposed Resulting Issuer,
 - (ii) if subscribers, other than Principals of the Corporation or the proposed Resulting Issuer, will obtain securities subject to hold periods, then in addition to any resale restrictions under applicable securities legislation, any securities issued to such Principals will be subject to a four month hold period; and
 - (iii) none of the proceeds of the private placement are allocated to pay compensation or to settle indebtedness owing to Principals of the Resulting Issuer.

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares	Percentage of Common Shares Owned Prior to Giving Effect to the Offering	Percentage of Common Shares Owned After Giving Effect to the Offering ⁽¹⁾⁽²⁾
Keith J. Erickson Calgary, Alberta	Direct	500,000	25%	7.14%
Roger M. Jewett Calgary, Alberta	Direct	500,000	25%	7.14%
Johannes J. Kingma Calgary, Alberta	Direct	500,000	25%	7.14%
John C. Zang Calgary, Alberta	Beneficial ⁽⁴⁾	500,000	25%	7.14%
TOTAL		2,000,000	100.0%	28.57% ⁽³⁾

Notes:

- (1) Assuming that no Offered Shares are purchased by this Person under the Offering and assuming no exercise of the Stock Options or Agent's Options.
- (2) On a fully diluted basis, after giving effect to the Offering, assuming that no Offered Shares are purchased by this Person under the Offering but assuming the exercise of all of the Agent's Options and the exercise of the Stock Options to be granted to the directors and officers of the Corporation, each of the foregoing would own 675,000 Common Shares or 8.23% of the Common Shares of the Corporation.
- (3) Numbers do not add up due to rounding.
- (4) Mr Zang holds his shares through his wholly-owned holding corporation.

DIRECTORS, OFFICERS AND PROMOTER

The following is a list of the current directors, officers and the Promoter of the Corporation, their municipalities of residence, their current positions with the Corporation and their principal occupations during the past five years:

Keith J. Erickson, Calgary, Alberta – President, Chief Executive Officer, Secretary, Promoter and Director (Age: 43)

Mr. Erickson is the President, Chief Executive Officer, Secretary and a director of the Corporation. Mr. Erickson is also the legal and beneficial owner of 500,000 Common Shares of the Corporation amounting to 25% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering. Mr. Erickson will be granted an option to purchase up to 175,000 Common Shares concurrently with the Closing and upon completion of the Offering. See "Options to Purchase Securities".

Mr. Keith J. Erickson has over 15 years' experience in management consulting, strategic planning, project management, process analysis and business development. Mr. Erickson has worked in oil and gas, government, and the technology industry. Since 2005, Mr. Erickson has been self-employed, providing services to various companies through his private consulting company.

Mr. Erickson holds a Bachelor of Commerce Degree from the University of Alberta which he obtained in 1997. Mr. Erickson also studied at the Northern Alberta Institute of Technology in Computer Systems Technology, Project Management from Mount Royal College and studied Conflict Mediation from Mount Royal University.

Mr. Erickson will devote approximately 25% of his time necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Roger M. Jewett, Calgary, Alberta – Director and Chief Financial Officer (Age: 54)

Mr. Jewett is the Chief Financial Officer and a director of the Corporation. Mr. Jewett is also the legal and beneficial owner of 500,000 Common Shares of the Corporation amounting to 25% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering. Mr. Jewett will be granted an option to purchase up to 175,000 Common Shares concurrently with the Closing and upon completion of the Offering. See "Options to Purchase Securities".

Mr. Jewett is a Chartered Accountant and has been self-employed since 2007, providing management, accounting and financial services to various public and private companies. Mr. Jewett is currently the CFO of Guardian Exploration Inc. (TSXV:GX) (Dec 2017 to present), a public oil and gas exploration and development corporation, and a director and CFO of Synstream Energy Corp. (TSXV:SHM) (Jan 2018 to present), a public oil and gas exploration and development corporation. Mr. Jewett is also the CEO of Bella Realty Inc. (since 2017), a private technology-powered real estate brokerage and CEO of Jump On Flyaways (since 2013), a private airplane sharing service. Mr. Jewett is the past CFO of NewLeaf Travel Company (2016-2017), a private low cost scheduled airline, Enerjet (2010-2015), a Boeing 737 charter operator, and Resorts of the Canadian Rockies (1993-2000), a private Canadian ski hill operator and resort developer, and past director (2000-2007) and CEO (2002-2007) of Rare Method, which was then a TSXV listed interactive marketing firm.

Mr. Jewett holds a Bachelor of Business Administration degree (with distinction) from the University of New Brunswick (1986) and obtained his Chartered Accountant designation in 1989.

Mr. Jewett will devote approximately 10% of his time necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Johannes J. Kingma, Calgary, Alberta – Director and Promoter (Age: 54)

Mr. Kingma is the Promoter and a director of the Corporation. Mr. Kingma is also the legal and beneficial owner of 500,000 Common Shares of the Corporation amounting to 25% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering. Mr. Kingma will be granted an option to purchase up to 175,000 Common Shares concurrently with the Closing and upon completion of the Offering. See "*Options to Purchase Securities*".

Mr. Kingma has been self-employed since 2006. He is currently the Chief Executive Officer, President and Chairman of Synstream Energy Corp. (TSXV:SHM) (since December 2017) and was a director of Synstream from May 2007 to August 2013 and then from December 2017 to present. Mr. Kingma served as the President of Primera Energy Resources Ltd., which was a public oil and gas exploration and development corporation, from October 2009 to July 2010 and as a director of Primera from March 2005 to January 2012. Mr. Kingma was also the Chief Executive Officer and President of Valeura Energy Inc. (TSXV:VLE) a Canada-based public company engaged in the exploration, development, and production of petroleum and natural gas in Turkey, from January 29, 2004 to June 29, 2010. Prior thereto, he was a registered investment advisor with IPO Capital Corp., Canadian Western Capital Limited and its predecessor Charlton Securities Ltd. Mr. Kingma has also been involved with other publicly traded oil and gas exploration and development corporations including Powermax Energy Inc., for which he served as President, CEO and director, and Explorator Resources Inc., for which he served as a director.

Mr. Kingma studied petroleum mineral land management at Mount Royal College in Calgary.

Mr. Kingma will devote approximately 33% of his time necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

John C. Zang, Calgary, Alberta – Director (Age: 54)

Mr. Zang is a director of the Corporation. Mr. Zang is also the legal and beneficial owner of 500,000 Common Shares of the Corporation amounting to 25% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering. Mr. Zang will be granted an option to purchase up to 175,000 Common Shares concurrently with the Closing and upon completion of the Offering. See "*Options to Purchase Securities*".

Mr. Zang has been self-employed providing legal services to various companies including public companies since 2000. He is a member in good standing in the Law Society of Alberta and practices law through his professional corporation, John C. Zang Professional Corporation, Barrister and Solicitor. He is currently the CEO of Nextraction Energy Corp. (TSXV:NEX) (2015 to present) and Viridium Pacific Group Ltd. (TSXV:VIR) (2017 to present) and was previously a director and officer of Viridium (September 2017 to November 2017). As well, Mr. Zang is the CEO and a director of North Shore Petroleum Ltd., a private oil and gas company and a service provider to subsidiaries thereof (2015 to present). Since 1998, Mr. Zang has been a founder, director, and/or officer of numerous public companies including Argonauts Group Ltd. (CDNX), Argo Energy Ltd. (TSXV), Sequoia Oil & Gas Trust (TSX), Casa Del Sol Capital Ltd. (TSXV), Tiger-Cat Energy Ltd. (TSXV), Norquay Capital Ltd. (TSXV), RMS Systems Inc. (TSXV), Touchstone Exploration Inc. (TSX), and Nextraction Energy Corp. (TSXV). Mr. Zang is also a director and/or officer of various private companies.

Mr. Zang holds a Bachelor of Arts degree, which he obtained from the University of Calgary in 1985, and a Bachelor of Laws degree, which he obtained from the University of Victoria in 1988.

Mr. Zang will devote approximately 10% of his time necessary to perform the work required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Prior to the completion of the Offering, the directors and officers of the Corporation collectively hold 100% of the Common Shares of the Corporation. Following the completion of the Offering, the directors and officers of the Corporation will collectively hold approximately 28.57% of the Common Shares (assuming no exercise of the Agent's Option and Stock Options and assuming no Common Shares are purchased by the directors and officers pursuant to the Offering).

Mr. Johannes J. Kingma is the Promoter of the Corporation and, prior to the completion of the Offering, owns 25% of the Corporation's total issued and outstanding share capital as at the date of this prospectus and prior to giving effect to the Offering.

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 directors currently has employment outside of the Corporation, but has agreed to devote as much of his time to the business and affairs of the Corporation as necessary to complete the Corporation's Qualifying Transaction, and to continue to oversee the operations of the Corporation. 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, on a collective basis, possess the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset.

Other Reporting Issuer Experience

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

Name of Director Officer or Promoter	Name of Reporting Issuer	Name of Exchange or Market	Position	Term
Keith J. Erickson	Morro Bay Resources Ltd.	TSXV and OTC Pink	Director	Aug 2012 - Sep 2017
Roger M. Jewett	Guardian Exploration Inc.	TSXV	CFO	Nov 2017 - Present
	Synstream Energy Corp.	TSXV	Director and CFO	Jan 2018 - Present
Johannes J. Kingma	Synstream Energy Corp.	TSXV	Director	May 2007 - Aug 2013 Dec 2017 - Present
	Synstream Energy Corp.	TSXV	CEO, President and Chairman	Dec 2017 - Present
John C. Zang	Viridium Pacific Group Ltd.	TSXV and OTC Pink	Director and Corporate Secretary	Sep 2017 - Nov 2017
	Morro Bay Resources Ltd.	TSXV and OTC Pink	Director and CEO	Aug 2012 - Sep 2017
	Nextraction Energy Corp.	TSXV and NEX	CEO	Dec 2015 - Present
	Touchstone Exploration Inc.	TSX	Director	Feb 2012 - Apr 2014

Committees

The Corporation currently has one committee, the Audit Committee, which consists of three directors:

Roger M. Jewett;
Johannes J. Kingma; and
John C. Zang.

The members of the Audit Committee are financially literate, as defined by National Instrument 52-110. It is anticipated that two additional committees will be struck in future: Compensation Committee and the Corporate Governance Committee.

Corporate Cease Trade Orders or Bankruptcies

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

John C. Zang was a director and officer of Verity Energy Ltd. (a private company) which company sought protection under the *Companies Creditors Arrangement Act* (Canada) during the period commencing May 2015 to October 2015. These proceedings were concluded by way of a distribution court order.

Mr. Zang is currently the CEO of Nextraction Energy Corp. Nextraction is currently subject to cease trade orders issued by the ASC and the British Columbia Securities Commission in May 2015. Mr. Zang was neither a director nor an officer of Nextraction at the time of the issuance of the aforesaid Cease Trade Orders.

Penalties or Sanctions

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

Personal Bankruptcies

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

Conflicts of Interest

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

Executive Compensation

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

- (a) remuneration, which includes but is not limited to:
 - (i) salaries;
 - (ii) consulting fees;

- (iii) management contract fees or directors' fees;
 - (iv) 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 such reimbursements since incorporation. No reimbursement may be made for any payment made to lease or buy a vehicle.

The directors and officers of the Corporation will also be granted Stock Options as more particularly described in "*Options to Purchase Securities*".

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

PROMOTERS

Johannes J. Kingma is considered to be the Promoter of the Corporation in that he took the initiative in founding and organizing the Corporation. See "*Prior Sales*", "*Directors, Officers and Promoters*", "*Principal Shareholders*" and "*Options to Purchase Securities - Stock Options*".

DILUTION

Purchasers of Offered Shares under this prospectus will suffer an immediate dilution of approximately \$0.014 or 14% per Offered Share on the basis of there being 7,000,000 Common Shares of the Corporation issued and outstanding following completion of the Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to the filing of this prospectus, without deduction of commissions or related expenses incurred or to be incurred in connection with the Offering by the Corporation.

RISK FACTORS

A purchase of Offered Shares of the Corporation and the purchaser's investment will be highly speculative due to the substantial risk of the Corporation's business and its present stage of development. The following are risk factors associated with the Corporation, which list is not exhaustive:

- (a) the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction. See "*Business of the Corporation - Proposed Operations until Completion of a Qualifying Transaction*";
- (b) the directors and officers of the Corporation will devote only a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See "*Directors, Officer and Promoter - Conflicts of Interests*";
- (c) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of approximately \$0.014 or 14% per Offered Share, calculated as set forth under "*Dilution*" above;
- (d) the Corporation is relying solely on the past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Corporation is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Corporation. In such event, the Corporation will seek

satisfactory replacements but there can be no guarantee that appropriate personnel may be found;

- (e) investment in the Offered Shares is highly speculative given the proposed nature of the Corporation's business and its present stage of development;
- (f) there can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell its Offered Shares;
- (g) until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions. See "*Business of the Corporation - Proposed Operations until Completion of a Qualifying Transaction*";
- (h) 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;
- (i) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;
- (j) completion of a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and, in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval. See "*Business of the Corporation - Filings and Shareholder Approval of a Non-Arm's Length Qualifying Transaction*";
- (k) 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;
- (l) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Corporation will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Corporation will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction. See *Business of the Corporation - Trading, Halts, Suspensions and Delisting*";
- (m) trading in the Common Shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required. See "*Business of the Corporation - Trading, Halts, Suspensions and Delisting*";
- (n) the Exchange will generally suspend trading in the Corporation's Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the date of listing. See "*Business of the Corporation - Trading, Halts, Suspensions and Delisting*";
- (o) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- (p) in the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service of notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;
- (q) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation. See "*Business of the Corporation - Method of Financing*";

- (r) subject to prior acceptance by the Exchange, the Corporation may be permitted to loan or advance up to an aggregate of \$225,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan. See “*Use of Proceeds - Permitted Use of Funds*”;
- (s) a maximum of \$25,000 in aggregate may also be advanced as a non-refundable deposit, unsecured deposit or advance to a target business, to preserve assets without prior Exchange acceptance and there is a risk that the Company may lose said sum if the Qualifying Transaction does not complete; and
- (t) if the Offered Shares are not listed and posted for trading on the Exchange at or prior to the time of the Closing of the Offering, the Offered Shares will not be a “qualified investment” for a trust governed by an Investment Plan (as such term is defined under the heading “Eligibility for Investment”) and adverse tax consequences will arise for an Investment Plan that acquires Offered Shares and for the holder or annuitant, as the case may be, of such Investment Plan. Notwithstanding that an Offered Share may be a qualified investment, if the Offered Shares are a “prohibited investment” (as such term is defined under the heading “Eligibility for Investment”) for a trust governed by a TFSA, RRSP or RRIF, the holder or annuitant thereof will be subject to a penalty tax in respect of the Offered Shares.

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

LEGAL PROCEEDINGS

The Corporation is not currently a party to any actual or pending legal proceedings, nor is the Corporation currently contemplating any legal proceedings, which are material to its business or of which any of its assets are likely to be subject. Management of the Corporation is currently not aware of any legal proceedings contemplated against the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

Neither the Corporation nor any of its directors or officers are a “related” or “connected issuer” as such terms are defined in National Instrument 33-105, “*Underwriting Conflicts*” of the Agent.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

No beneficial interest, direct or indirect, in any securities or properties of the Corporation or of an associate or affiliate of the Corporation, is held by a professional person, a responsible solicitor or any partner of a responsible solicitor’s firm.

No professional person, nor the responsible solicitor or any partner of the responsible solicitor’s firm is, or is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an associate or affiliate of the Corporation, or a promoter of the Corporation or of an associate or affiliate of the Corporation.

In this section, “professional person” means a person whose profession gives authority to a statement made by the person in the person’s professional capacity and includes a barrister and solicitor, a public accountant, an appraiser, an auditor, an engineer and a geologist.

Certain legal matters relating to this Offering will be passed upon by Tingle Merrett LLP on behalf of the Corporation, and by Heighington Law on behalf of the Agent.

AUDITOR, TRANSFER AGENT AND REGISTRAR

Auditor

The auditor of the Corporation is MNP LLP, Chartered Accountants, 900 - 700 6th Ave SW, Calgary, Alberta, T2P 0T8.

Transfer Agent and Registrar

The registrar and transfer agent of the Common Shares of the Corporation is Alliance Trust Company, #1010, 407 - 2nd Street SW, Calgary, Alberta, T2P 2Y3.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

There are no material interests, direct or indirect, of directors, officers and any shareholder who beneficially own, directly or indirectly, more than 10% of the outstanding Common Shares or any known Associates or Affiliates of such Persons, in any transaction since incorporation of the Corporation, or in any proposed transaction which has materially affected or would materially affect the Corporation.

MATERIAL CONTRACTS

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

- (a) Transfer Agency Registrar Agreement dated as of February 14, 2018 between the Corporation and Alliance Trust Company. See "*Auditor, Transfer Agent and Registrar*".
- (b) Agency Agreement dated as of ●, 2018 between the Corporation and the Agent. See "*Plan of Distribution*".
- (c) Seed Share Escrow Agreement dated as of ●, 2018 between the Corporation, the Escrow Agent and those shareholders that executed such agreement. See "*Escrowed Securities*".
- (d) Incentive Stock Option Plan dated as of ●, 2018. See "*Options to Purchase Securities*".

Copies of these agreements will be available for inspection at the registered office of the Corporation, located at Suite 1250, 639 – 5th Avenue SW, Calgary, Alberta T2P 0M9 during ordinary business hours while the Offered Shares offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

To the Corporation's knowledge, there are no other material facts about the Offered 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 Offered Shares being distributed.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Offering Jurisdictions 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 or any amendment thereto contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

DEPOSITORY SERVICES

The Offered Shares will be issued and deposited in electronic form with CDS or its nominee pursuant to the book-based system administered by CDS and certificates evidencing the Offered Shares will not be issued to purchasers. Purchasers will receive only a customer confirmation from the Agent or other registered dealer who is a CDS participant and from or through whom a beneficial interest in the Offered Shares are purchased.

The ability of a beneficial owner of Offered Shares to pledge such shares or otherwise take action with respect to such owner's interest in such shares (other than through a CDS participant) may be limited due to the lack of a physical certificate.

Neither the Corporation nor the Agent will assume any liability for: (i) any aspect of the records relating to the beneficial ownership of the Offered Shares held by CDS or the payments relating thereto; (ii) maintaining, supervising or reviewing any records relating to the Offered Shares; or (iii) any advice or representation made by or with respect to CDS and those contained in this prospectus and relating to the rules governing CDS or any action to be taken by CDS or at the direction of its CDS participants. The rules governing CDS provide that it acts as the agent and depository for the CDS participants. As a result, CDS participants must look solely to CDS and persons, other than CDS participants, having an interest in the Offered Shares must look solely to CDS participants for payments made by or on behalf of the Corporation to CDS in respect of the Offered Shares.

ELIGIBILITY FOR INVESTMENT

In the opinion of TingleMerrett LLP, counsel for the Corporation, at the time of Closing on the Closing Date, provided that the Offered Shares are at that time listed and posted for trading on a designated stock exchange (which includes Tiers 1 and 2 of the Exchange), the Offered Shares will, at that time, be qualified investments under the Income Tax Act (Canada) (the “**Tax Act**”) and the regulations thereto in effect on the date hereof for a trust governed by a registered retirement savings plan (“**RRSP**”), registered retirement income fund (“**RRIF**”), registered disability savings plan, deferred profit sharing plan, registered education savings plan or tax-free savings account (“**TFSA**”), all as defined in the Tax Act (collectively, the “**Investment Plans**”).

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

Notwithstanding that an Offered Share may be a qualified investment, if the Offered Shares are a “prohibited investment” (as defined in the Tax Act) for a trust governed by a TFSA, RRSP or RRIF (a “**Registered Plan**”), the holder of the TFSA or the annuitant of the RRSP or RRIF, as the case may be, (such holder or annuitant being a “**Controlling Individual**” of the Registered Plan) will be subject to a penalty tax in respect of the Offered Shares as set out in the Tax Act. An Offered Share will generally not be a prohibited investment for a trust governed by a Registered Plan provided that the Controlling Individual of the Registered Plan deals at arm’s length with the Corporation for the purposes of the Tax Act and does not have a “significant interest” (as defined in the Tax Act) in the Corporation. In general terms, a Controlling Individual of a Registered Plan will have a significant interest in the Corporation if the Registered Plan, the Controlling Individual, and other persons not dealing at arm’s length with the Controlling Individual together, directly or indirectly, own not less than 10% of the outstanding Offered Shares or of any other class of shares of the Corporation or of any other corporation that is related to the Corporation. Investors should consult their own tax advisers with respect to whether Offered Shares will be a prohibited investment having regard to their particular circumstances.

FINANCIAL STATEMENTS

Audited Financial Statements of the Corporation for the period ended February 10, 2018

(attached)

Quantum Blockchain Technologies Ltd.
Financial Statements

For the period from February 5, 2018 (date of incorporation) to February 10, 2018

Independent Auditors' Report

To the Directors of Quantum Blockchain Technologies Ltd.

We have audited the accompanying financial statements of Quantum Blockchain Technologies Ltd. which comprise the statement of financial position as at February 10, 2018, and the statements of changes in shareholders' equity and cash flows for the period from February 5, 2018 (date of incorporation) to February 10, 2018 and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal 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 in our audit 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 Quantum Blockchain Technologies Ltd. as at February 10, 2018 and its cash flows for the period from February 5, 2018 (date of incorporation) to February 10, 2018 in accordance with International Financial Reporting Standards.

Calgary, Alberta
•, 2018

Chartered Professional Accountants

Quantum Blockchain Technologies Ltd.
Statement of Financial Position

As at February 10, 2018

Assets

Current

Cash (Note 5)	\$	100,000
Deferred financing costs (Note 6)		6,000

Total assets	\$	106,000
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Liabilities

Current

Accounts payable and accruals	\$	6,000
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Shareholders' Equity

Share capital (Note 7)	\$	100,000
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Total shareholders' equity		100,000
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Total liabilities and shareholders' equity	\$	106,000
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Subsequent event (Note 11)

Approved on behalf of the Board

"signed"

Director

"signed"

Director

The accompanying notes are an integral part of these financial statements

Quantum Blockchain Technologies Ltd.
Statement of Changes in Shareholders' Equity

	Share Capital (\$)	Deficit (\$)	Shareholders' Equity (\$)
At incorporation February 5, 2018	-	-	-
Net loss	-	-	-
Share issuance (Note 7)	100,000	-	100,000
As at February 10, 2018	100,000	-	100,000

The accompanying notes are an integral part of these financial statements

Quantum Blockchain Technologies Ltd.

Statement of Cash Flows

For the period from February 5, 2018 (date of incorporation) to February 10, 2018

Cash provided by the following activities:

Operating activities

Net loss	\$	-
Change in non-cash working capital:		
Accounts Payable and accruals		6,000
Deferred financing costs (Note 6)		(6,000)
Cash flows used in operating activities	\$	-

Financing activities

Issuance of common shares (Note 7)	\$	100,000
Cash flows provided by financing activities		100,000
Increase in cash		100,000
Cash, beginning of period		-
Cash, end of period	\$	100,000

The accompanying notes are an integral part of these financial statements

Quantum Blockchain Technologies Ltd.

Notes to the Financial Statements

For the period from February 5, 2018 (date of incorporation) to February 10, 2018

1. Incorporation and operations

Quantum Blockchain Technologies Ltd. (the "Company") was incorporated on February 5, 2018 by Certificate of Incorporation issued pursuant to the provisions of the Business Corporations Act (Alberta). The Company is classified as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The principal business of the Company is to identify and evaluate assets or businesses with a view to potentially acquire them or an interest therein by completing a purchase transaction, by exercising of an option or by any concomitant transaction. The purpose of such an acquisition is to satisfy the related conditions of a qualifying transaction under the Exchange rules.

The head office and registered office of the Company is located at 1250,639 – 5th Avenue SW Calgary, Alberta, T2P 0M9.

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 identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or de-list the Company's shares from trading.

2. Basis of preparation

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") in effect for the fiscal period beginning February 5, 2018. These financial statements represent the Company's first presentation of financial position under IFRS.

These financial statements were authorized for issue in accordance with a resolution of the directors on **February 10, 2018**.

Basis of measurement

These financial statements are stated in Canadian dollars which is the Company's functional currency and were prepared on a going concern basis, under the historical cost convention except for certain financial instruments that have been measured at fair value.

Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. Areas where estimates are significant to the financial statements are disclosed in Note 4.

Quantum Blockchain Technologies Ltd.

Notes to the Financial Statements

For the period from February 5, 2018 (date of incorporation) to February 10, 2018

3. Significant accounting policies

Cash

Cash consists of the proceeds generated from share issuances, which is being held in trust by legal counsel for the Company.

Deferred financing costs

Financing costs related to the Company's proposed financing are recorded as deferred financing costs. These costs will be deferred until the financing is completed, at which time the costs will be charged against the proceeds received. If the financing does not close, the costs will be charged to operations.

Share-based payments

The Company applies a fair value based method of accounting to all share-based payments. Employee and director stock options are measured at the fair value of each tranche on the grant date and recognized over its respective vesting period. Non-employee stock options are measured based on the service provided to the reporting date and at their then-current fair values. The cost of stock options is presented as share-based payment expense when applicable with a corresponding credit to contributed surplus. On the exercise of stock options share capital is credited for consideration received and for fair value amounts previously credited to contributed surplus. The Company uses the Black-Scholes option pricing model to estimate the fair value of share-based payments.

Taxes

Tax expense comprises current and deferred tax. Tax is recognized in the statement of comprehensive loss except to the extent it relates to items recognized in other comprehensive income or directly in equity.

Current tax

Current tax expense is based on the results for the period as adjusted for items that are not taxable or not deductible. Current tax is calculated using tax rates and laws that were enacted or substantively enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. Provisions are established where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax

Deferred taxes are the taxes expected to be payable or recoverable on differences between the carrying amounts of assets in the statement of financial position and their corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences between the carrying amounts of assets and their corresponding tax bases. Deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets in a transaction that affects neither the taxable profit nor the accounting profit.

Non-derivative financial instruments

Non-derivative financial instruments are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Non-derivative financial instruments are recognized initially at fair value plus, for instruments not at fair value through profit or loss, any directly attributable transaction costs.

Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

Quantum Blockchain Technologies Ltd.

Notes to the Financial Statements

For the period from February 5, 2018 (date of incorporation) to February 10, 2018

3. Significant accounting policies (continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets. Loans and receivables are initially recognized at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method.

Financial assets at fair value through profit or loss

An instrument is measured at fair value through profit or loss if it is held-for-trading or is designated as such upon initial recognition. Financial instruments are designated at fair value through profit or loss if the Company manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Company's documented risk management or investment strategy. Upon initial recognition, attributable transaction costs are recognized in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value, and changes therein are recognized in profit or loss. Cash is included in this category.

Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis. Accounts payable and accruals are included in this category.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Impairment of financial assets

Financial assets are assessed at each reporting date in order to determine whether objective evidence exists that the assets are impaired as a result of one or more events which have had a negative effect on the estimated future cash flows of the asset.

If there is objective evidence that a financial asset has become impaired, the amount of the impairment loss is calculated as the difference between its carrying amount and the present value of the estimated future cash flows from the asset discounted at its original effective interest rate. Impairment losses are recorded in earnings. If the amount of the impairment loss decreases in a subsequent period and the decrease can be objectively related to an event occurring after the impairment was recognized, the impairment loss is reversed up to the original carrying value of the asset. Any reversal is recognized in earnings.

Accounting standards issued but not yet applied

The Company has reviewed amendments to accounting pronouncements that have been issued but are not yet effective, and determined that the following may have a future impact on the Company.

- IFRS 16 Leases issued on January 13, 2016 by the IASB replaces IAS 17 Leases. The new standard introduces a single recognition and measurement model for leases, which would require the recognition of assets and liabilities for most leases with a term of more than twelve months. The new standard is effective for annual periods beginning on or after January 1, 2019. Early adoption is permitted for entities that apply IFRS 15 "Revenue from Contracts with Customers" at or before the initial adoption date of January 1, 2018.

The Company is currently assessing and quantifying the effect of the impact of adoption of this standard and does not believe the standard would have an impact on the Company based on current operations.

Quantum Blockchain Technologies Ltd.

Notes to the Financial Statements

For the period from February 5, 2018 (date of incorporation) to February 10, 2018

4. Significant accounting estimates and assumptions

The preparation of the financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes can differ from these estimates.

Estimates

The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the financial statements are:

Fair value of financial instruments

The estimated fair value of financial assets and liabilities, by their very nature, are subject to measurement uncertainty.

Taxes

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

Judgements

The key areas of judgment that have a significant risk of causing material adjustment to the amounts recognized in the financial statements are:

Taxes

The Company recognizes deferred tax assets to the extent that it is probable that future taxable profits will be available to utilize the Company's deductible temporary differences which are based on management's judgement on the degree of future taxable profits. To the extent that future taxable profits differ significantly from the estimates impacts the amount of the deferred tax assets management judges is probable.

Financial instruments

The Company is required to classify its various financial instruments into certain categories for the financial instruments' initial and subsequent measurement. This classification is based on management's judgement as to the purpose of the financial instrument and to which category is most applicable.

Stock options

The Company records stock-based payments based on management's judgement of the expected exercise date of options which is impacted by the timing of completion of the qualifying transaction.

5. Cash

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

Quantum Blockchain Technologies Ltd.

Notes to the Financial Statements

For the period from February 5, 2018 (date of incorporation) to February 10, 2018

6. Deferred financing costs

Deferred financing costs, consisting of professional fees, are incurred for the initial public offering (Note 11). They will be charged against share capital upon the issuance of shares or written off if the share offering is not completed.

7. Share capital

Authorized:

Unlimited number of voting Common Shares

Unlimited number of non-voting Preferred shares issuable in series

Issued: Common Shares

	Number of Shares	\$
Issued on incorporation	-	-
Issued at \$0.05 per share	2,000,000	100,000
As at February 10, 2018	2,000,000	100,000

All of the common shares issued are held in escrow. 10% of the common shares held in escrow will be released on the issuance of the Final Exchange Bulletin (Note 11) and an additional 15% will be released on the dates 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the initial release. These common share, which are considered contingently issuable until the Company completes a Qualifying Transaction, are not considered to be outstanding for the purpose of the loss per share calculation.

Stock Option Plan

The Company has adopted an incentive stock option plan in accordance with the policies of the TSX Venture (the "Stock Option Plan") which provides that the Board of Directors of the Company may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Company non transferable options to purchase common shares, provided that the number of common shares reserved for issuance under the Stock Option Plan shall not exceed ten percent (10%) of the issued and outstanding common shares. The Stock Option Plan provides that options shall be exercisable for the duration set out in the individual option agreements, which in no event shall exceed ten (10) years from the date such options are granted. In addition, the number of common shares reserved for issuance to any one person shall not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to any one consultant will not exceed two percent (2%) of the issued and outstanding common shares. The Board of Directors determines the price per common share and the number of common shares which may be allocated to each director, officer, employee and consultant and all other terms and conditions of the option, subject to the rules of TSX Venture.

As at February 10, 2018 no stock options had been issued.

8. Income taxes

The Company has gross timing differences related to the following:

Deferred financing costs	\$	4,800
Loss carry-forwards		1,200
Total timing differences	\$	6,000

As at February 10, 2018, the Company has an estimated loss carry-forward balance of \$1,200 available to reduce future years' income for tax purposes. These losses, if not fully utilized, will expire in 2038.

Quantum Blockchain Technologies Ltd.

Notes to the Financial Statements

For the period from February 5, 2018 (date of incorporation) to February 10, 2018

9. Capital disclosures

The Company's capital consists of share capital. The Company's objective for managing capital is to maintain sufficient capital to identify, evaluate and complete an acquisition or other transaction as disclosed in Note 1.

The Company sets the amount of capital in relation to risk and manages the capital structure and makes adjustments to it in light of changes to economic conditions and the risk characteristics of the underlying assets.

The Company's objectives when managing capital are:

- i. to maintain a flexible capital structure, which optimizes the cost of capital at acceptable risk; and,
- ii. to maintain investor, creditor and market confidence in order to sustain the future development of the business.

The Company is not subject to any externally or internally imposed capital requirements at period-end.

10. Financial instruments

The Company, as part of its operations, carries financial instruments consisting of cash and accounts payable and accruals. It is management's opinion that the Company is not exposed to significant credit, interest, or currency risks arising from these financial instruments except as otherwise disclosed.

Fair value

Fair value represents the price at which a financial instrument could be exchanged in an orderly market, in an arm's length transaction between knowledgeable and willing parties who are under no compulsion to act. The Company classifies the fair value of the financial instruments according to the following hierarchy based on the amount of observable inputs used to value the instrument.

Level 1: Fair value measurements are those derived from quoted prices (unadjusted) in the active market for identical assets or liabilities.

Level 2: Fair value measurements are those derived from inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (derived from prices).

Level 3: Fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data.

The fair value of cash is determined on level 1 inputs. The carrying amount of cash and account payable and accruals approximates its fair value due to the short-term maturities of these items.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at February 10, 2018, the Company had a cash balance of \$100,000 to pay liabilities of \$6,000.

Quantum Blockchain Technologies Ltd.

Notes to the Financial Statements

For the period from February 5, 2018 (date of incorporation) to February 10, 2018

10. Financial instruments (continued)

Market Risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

i. Interest rate risk

The Company has cash balances and no interest-bearing debt.

ii. Foreign currency risk

The Company does not have assets or liabilities in foreign currency.

iii. Commodity risk

The Company is not exposed to commodity price risk.

11. Subsequent event

The Company intends to file a prospectus with the securities regulatory authorities in the provinces of Alberta and British Columbia, and pursuant to an Agency Agreement (the "Agency Agreement") to be entered into between the Company and Canaccord Genuity Corp. (the "Agent"), to offer 5,000,000 Common Shares at \$0.10 (the "Offering") per share to the public for total estimated proceeds of \$500,000 (before transaction costs). The Agent will be granted options to purchase up to 10% of the total common shares sold under the offering at a price of \$0.10 per share, and expiring 24 months from the closing date. The Company also intends to grant 700,000 share options immediately after the closing of the Offering to directors and officers under the Company's share option plan at a price of \$0.10 per share and an expiry date of five years from the date of grant.

The Company will pay the agent a commission equal to 10% of the gross proceeds, a corporate finance fee of \$12,500 and reasonable expenses. Including the professional and agency fees to be incurred, Agent's commission, additional professional, listing and filing fees to complete the Offering are estimated to be approximately \$130,000, including deferred financing costs currently recorded in the Statement of Financial Position.

CERTIFICATE OF THE CORPORATION

DATE: March 20, 2018

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

(Signed) "*Keith J. Erickson*"

KEITH J. ERICKSON
Chief Executive Officer

(Signed) "*Roger M. Jewett*"

ROGER M. JEWETT
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

(Signed) "*Johannes J. Kingma*"

JOHANNES J. KINGMA
Director

(Signed) "*John C. Zang*"

JOHN C. ZANG
Director

CERTIFICATE OF THE PROMOTER

DATE: March 20, 2018

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

(Signed) "*Johannes J. Kingma*"

JOHANNES J. KINGMA
Promoter

CERTIFICATE OF THE AGENT

DATE: March 20, 2018

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

CANACCORD GENUITY CORP.

(Signed) "*Jaimie Brown*"

JAMIE BROWN

Vice Chairman and Managing Director