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PROSPECTUS

Initial Public Offering

December 14, 2018

ANTERA VENTURES I CORP.

(a capital pool company)

\$200,000 or 2,000,000 Common Shares

Price: \$0.10 per Common Share

Antera Ventures I Corp. (the “**Corporation**”) offers through its agent, Haywood Securities Inc., (the “**Agent**”) 2,000,000 common shares of the Corporation (the “**Common Shares**”) to the public at a price of \$0.10 per Common Share (the “**Offering**”). The purpose of the Offering is to provide the Corporation with funds with which to identify and evaluate businesses or assets with a view to completing the Qualifying Transaction, as hereinafter defined. Any proposed Qualifying Transaction must be approved by the Exchange and, in the case of a Non Arm’s Length Qualifying Transaction, as hereinafter defined, must also receive Majority of the Minority Approval, as hereinafter defined, in accordance with Exchange Policy 2.4 (the “**CPC Policy**”). The Corporation is a Capital Pool Company (“**CPC**”). 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”.

	Common Shares	Price to Public	Agent’s Commission⁽¹⁾	Proceeds to Corporation⁽²⁾
Per Common Share	1	\$0.10	\$0.009	\$0.091
Offering⁽³⁾	2,000,000	\$200,000	\$18,000	\$182,000

Notes:

- (1) A cash commission of 9.0% of the gross proceeds of the Offering will be paid to the Agent for a maximum cash commission of \$18,000. Additionally, the Corporation will pay a corporate finance fee of \$10,000 plus applicable taxes to the Agent on closing of the Offering. The Agent will also be reimbursed by the Corporation for its expenses, including reasonable legal fees. The Agent will also be granted the Agent’s Warrants referred to below. See “Plan of Distribution - Agency Agreement and Agent’s Compensation”.
- (2) Before deducting the costs of this issue estimated at \$98,000, which includes legal and audit fees and other expenses of the Corporation estimated at \$30,000 (exclusive of applicable taxes), the Agent’s corporate finance fee, the Agent’s commission, the Agent’s expenses and legal fees (inclusive of applicable taxes and disbursements) estimated at \$15,000, the listing fee of \$15,000 payable to the Exchange (plus applicable taxes) and estimated filing fees of \$9,440.
- (3) 2,000,000 Common Shares are qualified for distribution hereunder. See “Plan of Distribution”.

The Offering is made on a “commercially reasonable efforts” agency basis by the Agent of 2,000,000 Common Shares for total gross proceeds to the Corporation of \$200,000 (the “**Offering**”). The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of an agency agreement between the Corporation and the Agent (the “**Agency Agreement**”).

Unless an amendment to the final prospectus is filed and a receipt is issued for the amendment, the latest date that the distribution is to remain open is 90 days after the date of issuance of a receipt for the final prospectus.

Pursuant to the Agency Agreement, the Agent, and any sub-agents as the Agent may direct, will be granted non-transferable warrants (the “**Agent’s Warrants**”) to purchase Common Shares of the Corporation (the “**Agent’s Shares**”) in an amount equal to 9.0% of the Common Shares sold pursuant to the Offering at a price of \$0.10 per Agent’s Share, and expiring 24 months from the date the Corporation’s shares are listed on the Exchange. The grant of the Agent’s Warrants is qualified under this prospectus. See “Agency Agreement and Agent’s Compensation”.

Market for Securities

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

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

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent’s Warrants and the grant of Share Options to certain 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 except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities commission grants a discretionary order.

Risk Factors

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

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

Upon completion of the 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 \$0.0373 or 37.34% if the Offering is completed. The Corporation 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 the 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; however, there can be no assurance that the Corporation will successfully complete the Qualifying Transaction. The Corporation has commenced the process of identifying potential acquisitions, but to date, the Corporation has not identified any potential acquisitions. The Corporation 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. The Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada. Where the investment or acquisition is financed by the issuance of 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 entities 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. In the event that the Common Shares are listed on the Exchange, the Exchange may suspend from trading or delist the Common Shares where the Corporation has failed to complete the Qualifying Transaction within 24 months of the date of listing. In addition, delisting of the Common Shares may result in the cancellation of all or some of the Common Shares owned by Non Arm's Length Parties, as hereinafter defined, issued prior to the Offering. Investors must rely solely on the expertise of the Corporation's directors and officers for any possible return on their investment.

The Corporation's directors, officers, promoters and, as applicable, 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, 4,000,000 Common Shares, which represents 67.80% of the issued and outstanding Common Shares before giving effect to the Offering, and 50.63% of the issued and outstanding Common Shares in the event the Offering is completed. 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 "Business of the Corporation", "Use of Proceeds", "Capitalization", "Officers and Directors", "Dilution" and "Risk Factors".

Maximum Investment

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this prospectus, being 40,000 Common Shares (\$4,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4.0% of the total number of Common Shares offered under this prospectus, being 80,000 Common Shares (\$8,000).

Receipt of Subscriptions

Haywood Securities Inc., as agent, hereby conditionally offers these Common Shares, on a "commercially reasonable efforts" agency basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters by McMillan LLP, on behalf of the Corporation and by Getz Prince Wells LLP, on behalf of the Agent.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that one or more global certificates that represent the aggregate number of Common Shares subscribed for under the Offering will be issued in registered form as directed by the Agent and will be available for delivery at the closing of the Offering. The Common Shares subscribed for under the Offering may also be issued on an uncertificated basis. In either case, purchasers of Common Shares will only receive a client confirmation from the Agent as to the number of Common Shares subscribed for. Certificates representing the Common Shares in registered and definitive form will be issued to the purchasers in certain limited circumstances only.

No Person is authorized to provide any information or to make any representation in connection with the Offering other than as contained in this prospectus.

HAYWOOD SECURITIES INC.
200 Burrard Street, Suite 700, Waterfront Centre
Vancouver, BC V6C 3L6
Tel: (604) 697-7100
Fax: (604) 697-7199

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ENFORCEMENT OF JUDGEMENTS AGAINST FOREIGN PERSONS

Certain directors of the Corporation reside outside of Canada. Those of its directors who reside outside of Canada have appointed the following agent for service of process.

Name of Person	Name and Address of Agent
Hoi Wang Kwan	McMillan LLP Brookfield Place Suite 4400 181 Bay Street Toronto, Ontario M5J 2T3

Purchasers are advised that it may not be possible for purchasers to enforce judgments obtained in Canada against any person who resides outside of Canada, even if the party has appointed an agent for service of process.

GLOSSARY

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

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

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

A company is “controlled” by a Person if:

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

A Person beneficially owns securities that are beneficially owned by:

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

“**Agency Agreement**” means the agency agreement dated December 14, 2018 between the Corporation and the Agent.

“**Agent**” means Haywood Securities Inc. at its office in the City of Vancouver, in the Province of British Columbia.

“**Agent’s Shares**” means Common Shares acquired upon exercise of the Agent’s Warrants.

“**Agent’s Warrants**” means the non-transferable warrants to be granted by the Corporation to the Agent entitling the Agent to purchase Agent’s Shares in an amount equal to 9.0% of the number of Common Shares sold pursuant to the Offering at an exercise price of \$0.10 per Agent’s Share, expiring 24 months from the date of listing of the Common Shares on the Exchange.

“**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 Issuer to provide financing sponsorship and other advisory services.

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

- (a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute the 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 Rule D with respect to that Member firm, Member corporation or holding company.

“**Commissions**” means, collectively, the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission.

“**Common Shares**” means the common shares in the share capital of the Corporation.

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

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

“**Computershare**” means Computershare Investor Services Inc., Vancouver, British Columbia.

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

“**Corporation**” means Antera Ventures I Corp., a corporation incorporated under the *Business Corporations Act* (British Columbia) having its registered office in the City of Vancouver, in the Province of British Columbia.

“**CPC**” means a corporation:

- (a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the Commissions in compliance with the CPC Policy; and
- (b) in regard to which the Final Exchange Bulletin has not yet been issued. “CPC Policy” means Policy 2.4 of the Exchange’s Corporate Finance Manual.

“**Escrow Agreement**” means the escrow agreement to be entered into on or prior to closing of the Offering among the Corporation, Computershare and certain shareholders of the Corporation.

“**Exchange**” or “**TSXV**” means the TSX Venture Exchange Inc.

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

“**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:

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

“**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.

“**Majority of the Minority Approval**” means the approval of the 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.

“**MI 11-102**” means Multilateral Instrument 11-102 *Passport System*.

“**NEX**” means the 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.

“**NP 11-202**” means National Policy 11-202 *Process for Prospectus Reviews in Multiple Jurisdictions*.

“Non Arm’s Length Party” means:

- (a) in relation to a company, a Promoter, an officer, director, other Insider or Control Person of that company (including an Issuer) and any Associates or Affiliates of any of such Persons; and
- (b) in relation to an individual, means any Associate of the individual or any company of which the individual is a Promoter, an officer, director, Insider or Control Person.

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

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

“Offering” means the offering of 2,000,000 Common Shares at a price of \$0.10 per Common Share for aggregate gross proceeds of \$200,000, in accordance with the terms of this prospectus.

“Option Plan” means the Corporation’s 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 the Final Exchange Bulletin;
- (b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;
- (c) a 20% holder - a Person that holds securities carrying more than 20% of the voting rights attached to the Issuer’s outstanding securities immediately before and immediately after the Issuer’s IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and
- (d) a 10% holder - a Person that:
 - (i) holds securities carrying more than 10% of the voting rights attached to the Issuer’s outstanding securities immediately before and immediately after the Issuer’s IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and
 - (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Issuer or any of its material operating subsidiaries.

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

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

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

“Pro Group” means:

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

“Promoter” has the meaning ascribed to it in section 1(1) of the *Securities Act* (British Columbia).

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

“Related Party Transaction” has the meaning ascribed to that term under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions*, together with the Companion Policy 61- 101CP, 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 Corporation with respect to the transaction.

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

“Seed Capital” or **“Seed Shares”** means securities issued before an Issuer’s IPO.

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

“**Share Option(s)**” means incentive stock options to be granted after completion of the Offering pursuant to the Option Plan.

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

“**Sponsor**” means a Member that meets the criteria specified in the Exchange Policy 2.2 which has an agreement with an Issuer to undertake the functions of sponsorship as required by that policy and various other Exchange policies.

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

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

PROSPECTUS SUMMARY

The following is a summary of the principal features of 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 the Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. See “Business of the Corporation”.
- Offering:** 2,000,000 Common Shares are being offered under this prospectus at a price of \$0.10 per Common Share. In addition, pursuant to the Agency Agreement, the Corporation will grant to the Agent and its designated sub-agents, if any, the Agent’s Warrants to purchase up to such number of Common Shares as is equal to 9.0% of the aggregate number of Common Shares sold pursuant to the Offering, at an exercise price of \$0.10 per Agent’s Share which will be exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange. The grant of the Agent’s Warrants is qualified under this prospectus. See “Plan of Distribution”.
- Use of Proceeds:** The net proceeds of the Offering to the Corporation will be \$200,000. The net proceeds of the Offering plus the proceeds from prior sales of Common Shares will be used to provide the Corporation with funds with which to identify and evaluate assets or businesses for acquisition with a view to completing the Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized from the sale of securities or \$210,000 may be used for purposes other than evaluating businesses or assets. See “Use of Proceeds”, “Business of the Corporation” and “Risk Factors”.
- Management and Directors:** Arinder Mahal – Chief Executive Officer and Director
Dushan Batrovic – Chief Financial Officer
Rajeev Dewan – Corporate Secretary and Director
Tom Astle – Director
Hoi Wang Kwan – Director
- Escrowed Securities:** All of the currently issued and outstanding Common Shares, being 5,900,000 Common Shares, will be deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See “Escrowed Securities”.
- Risk Factors:** Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation’s business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. **The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment.** The directors and officers of the Corporation will only devote part of their

time and attention to the affairs of the Corporation and there are potential conflicts of interest to which 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 on investment of approximately 37.34% or \$0.0373 per Common Share. There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell the Common Shares. 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 the 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", "Officers and Directors", "Capitalization", "Dilution", "Risk Factors" and "Conflicts of Interest".

THE CORPORATION

The Corporation was incorporated on June 20, 2018 by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name “Antera Ventures I Corp.”.

The head and registered office of the Corporation is at 1500 Royal Centre, 1055 West Georgia Street, P.O. Box 11117, Vancouver, British Columbia, V6E 4N7.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As of the date hereof, the Corporation has incurred audit fees totalling approximately \$5,000 (inclusive of applicable taxes) and the Corporation has advanced a retainer to the Agent for expenses, including legal fees, in the aggregate amount of \$10,000. On closing of the Offering, the Corporation will pay a corporate finance fee of \$10,000 (exclusive of applicable taxes) to the Agent.

Upon completion of the Offering, the deposit which has been paid to the Agent will be applied towards the payment of the expenses of the Agent and its legal counsel.

Certain of the Offering proceeds will be utilized to satisfy the obligations of the Corporation related to the Offering, including legal expenses of the Corporation and the Agent. See “Use of Proceeds”.

Proposed Operations until Completion of the Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing the 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. In light of the background and experience of the Corporation’s board of directors and management, the Corporation is considering pursuing a company, asset or business in the technology sector in Canada but is open to reviewing companies, assets and businesses in other industry sectors and geographical areas.

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

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

Method of Financing

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. **The 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 the Qualifying Transaction

The Corporation will consider acquisitions of assets or businesses operated or located both inside and outside of Canada, as permitted by the CPC Policy. All potential acquisitions will be screened initially by management of the Corporation to determine their economic viability.

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

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

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

1. file the filing statement on SEDAR at least seven business days prior to the 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
2. mail the information circular and related proxy material to its shareholders in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval, at a meeting of shareholders.

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

1. in the case of a Non Arm's Length Qualifying Transaction, confirmation of Majority of the Minority Approval of the Qualifying Transaction;
2. confirmation of closing of the Qualifying Transaction; and
3. 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:

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

Refusal of Qualifying Transaction

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

1. the Resulting Issuer fails to satisfy the applicable Initial Listing Requirements of the Exchange;
2. 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 referred to in (i) or (ii);collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;
3. the Resulting Issuer will be a financial institution, finance company, finance issuer or mutual fund, as defined in the securities legislation;
4. 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

5. notwithstanding the definition of the 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 all the Common Shares offered by this prospectus will be \$200,000 if the Offering is completed. The gross proceeds received by the Corporation from the sale of 5,900,000 Common Shares prior to the date of this prospectus was \$295,000. Assuming the Offering is completed, from the aggregate gross proceeds of \$200,000 will be deducted the expenses and costs of this issue estimated in the aggregate, including legal, accounting, printing, regulatory fees and the Agent's commission, to be approximately \$98,000.

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

Principal Uses	Amount
Gross cash proceeds raised prior to the Offering (seed shares) ⁽¹⁾	\$295,000
Expenses and costs relating to incorporation and raising seed share cash proceeds	\$(5,000)
Gross cash proceeds to be raised pursuant to the Offering	\$200,000
Estimated expenses and costs relating to the Offering ⁽²⁾	\$(98,000)
Estimated funds available on completion of the Offering⁽³⁾	\$392,000
Estimated general and administrative expenses until Completion of the Qualifying Transaction	\$(50,000)
Funds available for identifying and evaluating assets or business prospects⁽³⁾⁽⁴⁾	\$342,000

Notes:

- (1) See "Prior Sales".
- (2) Includes listing and filing fees, the Corporation's legal and audit fees, Agent's commission, Agent's corporate finance fee, Agent's legal fees and printing expenses.
- (3) In the event, and to the extent, the Agent exercises the Agent's Warrants, there will be available to the Corporation up to an additional \$18,000 in the event the Offering is completed. There is no assurance that the foregoing warrants will be exercised.
- (4) In the event that the Corporation enters into an Agreement in Principle prior to spending all of the funds available to it 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 only be invested in securities of, or those guaranteed by, the Government of Canada or any province or territory of Canada or the Government of the United States of America, in certificates of deposit or interest-bearing accounts of Canadian chartered banks, trust companies or credit unions.

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

Permitted Use of Funds

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

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

1. valuations or appraisals;
2. business plans;
3. feasibility studies and technical assessments;
4. sponsorship reports;
5. engineering or geological reports;
6. financial statements, including audited financial statements;
7. fees for legal and accounting services; and
8. 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, for which due diligence with respect to the Qualifying Transaction is well underway and either a Sponsor has been engaged or sponsorship has been waived. A maximum aggregate amount of \$25,000 may also be advanced as a non-refundable deposit, unsecured deposit or advance to a Vendor or Target Company, as the case may be, to preserve assets without the prior acceptance of the Exchange.

Restrictions on Use of Proceeds

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

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

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

Private Placements for Cash

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

Prohibited Payments to Non Arm's Length Parties

Except as described under "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:

1. remuneration, which includes but is not limited to salaries, consulting fees, management contract fees or directors' fees, finders' fees, loans, advances and bonuses; and
2. deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement between the Corporation and the Agent, the Corporation has appointed the Agent as its agent to offer for sale, on a "commercially reasonable efforts" agency basis to the public, 2,000,000 Common Shares as provided in this prospectus, at a price of \$0.10 per Common Share, for gross proceeds of \$200,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a cash commission of 9.0% of the aggregate gross proceeds from the sale of the Common Shares, which equals \$18,000. In addition, the Agent will be paid a corporate finance fee of \$10,000 (exclusive of applicable taxes). The Corporation will also pay the Agent's expenses, including reasonable legal fees up to a maximum of \$15,000, plus applicable taxes and disbursements.

The Corporation has also agreed to grant to the Agent the Agent's Warrants to purchase up to 180,000 Common Shares, representing 9.0% of the total number of Common Shares sold to the public pursuant to the Offering at an exercise price of \$0.10 per Agent's Warrant, which may be exercised for a period of 24 months from the date the Common Shares are listed on the Exchange. The Agent's Warrants are qualified under this prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent's Warrants may be sold by the holders thereof prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion

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

Pursuant to the Agency Agreement, the Corporation will grant the Agent a five (5) day right to participate as an agent or underwriter, with a minimum 25% syndicate position, in any financing transaction requiring an agent or underwriter, whether debt or equity, the Corporation may undertake for a period commencing on the closing date of the Offering until the date that is the later of: (i) twenty four months from the closing date of the Offering; and (ii) the date of the closing of the Corporation's Qualifying Transaction.

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering is of 2,000,000 Common Shares for total gross proceeds of \$200,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% (40,000 Common Shares) of the total number of Common Shares under the Offering. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is 4% (80,000 Common Shares) of the total number of Common Shares under the Offering. The funds received from the Offering will be deposited with the Agent, and will not be released until minimum proceeds of \$200,000 have been deposited. The total subscription must be raised within 90 days of the date a receipt for this prospectus is issued, or such other time as may be consented to by persons or companies who subscribed during that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

The Corporation also proposes to grant Share Options to purchase 790,000 Common Shares to directors and officers in accordance with the policies of the Exchange, which Share Options are qualified for distribution under this prospectus.

Determination of Price

The offering price of the Common Shares offered 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 and has received conditional approval. Listing will be subject to the Corporation fulfilling all the listing requirements of the Exchange.

Subscriptions by and Restrictions on the Agent

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

The Agent has advised the Corporation that to the best of its knowledge and belief, the following directors, officers, employees or contractors of the Agent or any Associate or Affiliate thereof have subscribed for Common Shares in the following amounts:

Name and Position with Agent	Number of Common Shares	Price per Common Share	Total Subscription Amounts
Pardeep Sangha, Employee	400,000	\$0.05	\$20,000
Grant Caudwell, Employee	100,000	\$0.05	\$5,000
Paul Eto, Employee	300,000	\$0.05	\$15,000

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the Aggregate Pro Group, including participants referred to above, is 20% of the issued and outstanding Common Shares exclusive of Common Shares reserved for issuance at a future date. The Exchange will require that any securities issued to the Pro Group in connection with or in contemplation of the Qualifying Transaction will be required to be subject to a four month Exchange hold period and the securities certificate(s) legended accordingly, as prescribed by Exchange Policy 3.2 "Filing Requirements and Continuous Disclosure". Such participants are permitted to subscribe for Common Shares pursuant to the Offering, subject to (i) compliance with any applicable client priority rules, and (ii) the restrictions applicable to all purchasers under the Offering described under "Plan of Distribution".

Restrictions on Trading

Other than the initial public offering of the Common Shares pursuant to this prospectus and the grant of the Agent's Warrants, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to MI 11-102 and 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 authorities grant a discretionary order.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 5,900,000 Common Shares are issued and outstanding as fully paid and non-assessable. A maximum of 180,000 Common Shares underlying the Agent's Warrants will be issuable upon exercise of the Agent's Warrants. See "Plan of Distribution".

The holders of Common Shares are entitled to dividends, if, as and when declared by the board of directors, to notice of, attend and one vote per share at, meetings of the shareholders of the Corporation and, upon liquidation, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to share on a pro-rata basis according to the number of Common Shares held in the remaining property of the Corporation. All Common Shares outstanding after completion of the Offering will be fully paid and non-assessable.

CAPITALIZATION

Designation of Security	Amount Authorized	Amount outstanding as of as of the date of the most recent balance sheet contained in the Prospectus ⁽¹⁾	Amount Outstanding as of the date hereof, before giving effect to the Offering	Amount outstanding after giving effect to the Offering ⁽²⁾⁽³⁾
Common Shares	Unlimited	\$295,000 (5,900,000 Common Shares)	\$295,000 (5,900,000 Common Shares)	\$495,000 (7,900,000 Common Shares)

Notes:

(1) As of the date of the most recent balance sheet contained in the prospectus, the Corporation had not commenced commercial operations or actively searching for a business of merit.

(2) The gross proceeds to be received by the Corporation from the sale of the Common Shares offered by this prospectus will be \$200,000 and the gross proceeds from the sale of seed shares was \$295,000, all before deducting the costs of the Offering, estimated at \$98,000, which includes the Agent's Commission.

(3) Excludes 790,000 Share Options with an expiry date of ten (10) years from the date the Common Shares are listed on the Exchange (see "Share Options") and the 180,000 Agent's Warrants with an expiry date of 24 months from the date the Common Shares are listed on the Exchange (see "Plan of Distribution").

SHARE OPTIONS

The Corporation has adopted an incentive stock option plan (the "**Option Plan**") which provides that the board of directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares. However, during the time that the Corporation is a CPC, the aggregate number of Common Shares issuable upon exercise of all options granted under the Option Plan shall not exceed 10% of the Common Shares issued and outstanding at the closing of the Corporation's initial public offering. Such options will be exercisable for a period of up to ten years from the date of grant. In connection with the foregoing, the number of Common Shares reserved for issuance to: (a) any individual director or officer will not exceed 5% of the issued and outstanding Common Shares; and (b) all technical consultants will not exceed 2% of the issued and outstanding Common Shares. In addition, the Option Plan provides that no more than 5% of the issued shares of the Corporation will be granted to any individual in any 12 month period; no more than 2% of the issued shares of the Corporation will be granted to any one consultant in any 12 month period; and no more than an aggregate of 2% of the issued shares of the Corporation will be granted to all persons retained to provide investor relations activities in any 12 month period. The Corporation, as long as it is a CPC, will not grant options to any person providing investor relations activities, promotional or market-making services. Options may be exercised for the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, employment, 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 under the Option Plan prior to Completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrowed Securities".

On closing of the Offering, the Corporation will grant up to 790,000 Share Options at an exercise price of \$0.10 per Common Share pursuant to the terms of the Option Plan and will have outstanding the following Share Options to purchase Common Shares:

Name of Optionee	Offering	Exercise Price	Expiry Date
Arinder Mahal	276,500	\$0.10	10 years after the Listing Date
Dushan Batrovic	158,000	\$0.10	10 years after the Listing Date
Tom Blair Astle	118,500	\$0.10	10 years after the Listing Date
Hoi Wang Kwan	118,500	\$0.10	10 years after the Listing Date
Raj Dewan	118,500	\$0.10	10 years after the Listing Date
TOTAL	790,000		

The Share Options to be granted after the closing of this Offering to directors and officers are qualified for distribution pursuant to this prospectus.

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

PRIOR SALES

Since the date of incorporation of the Corporation, 5,900,001 Common Shares have been issued and 5,900,000 Common Shares are currently outstanding as follows.

Date	Number of Common Shares	Issue Price per Share	Aggregate Issue Price	Consideration Received
June 20, 2018	1 ⁽¹⁾	\$0.01	\$0.01	Cash
August 9, 2018	2,200,000	\$0.05	\$110,000	Cash
August 13, 2018	3,700,000	\$0.05	\$185,000	Cash

Notes:

(1) Initial incorporator's share, which was subsequently repurchased by the Corporation.

ESCROWED SECURITIES

All of the 5,900,000 Common Shares issued prior to the Offering at a price below \$0.10 per Common Share, all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by the Aggregate Pro Group prior to the Offering will be deposited with Computershare, as escrow agent, under the Escrow Agreement.

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

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

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

Name and Municipality of Residence of Shareholder	Common Shares	Number of Common Shares Escrowed ⁽¹⁾	Percentage of Common Shares Prior to Giving Effect to the Offering	Percentage of Common Shares after Giving Effect to the Offering ⁽¹⁾
Pardeep Sangha <i>Surrey, British Columbia</i>	400,000	400,000	6.78%	5.06%
Dushan Batrovic <i>Georgetown, Ontario</i>	100,000	100,000	1.69%	1.27%
Robert Young <i>Toronto, Ontario</i>	200,000	200,000	3.39%	2.53%
Chopra Family Trust <i>Woodbridge, Ontario</i>	400,000	400,000	6.78%	5.06%
Prasanna Bukka <i>Toronto, Ontario</i>	200,000	200,000	3.39%	2.53%
Thomas Blair Astle <i>Aurora, Ontario</i>	200,000	200,000	3.39%	2.53%
Grant Caudwell <i>Vancouver, BC</i>	100,000	100,000	1.69%	1.27%
Paul Eto <i>Port Moody, British Columbia</i>	300,000	300,000	5.08%	3.80%
Hoi Wang Kwan <i>Hong Kong</i>	500,000	500,000	8.47%	6.33%
Rajeev Dewan <i>Richmond Hill, Ontario</i>	100,000	100,000	1.69%	1.27%
Atmacorp Ltd. <i>Toronto, Ontario</i>	300,000	300,000	5.08%	3.80%
Antera Inc. ⁽²⁾ <i>Toronto, Ontario</i>	3,100,000	3,100,000	52.54%	39.24%
Total	5,900,000	5,900,000	100%	74.68%

Notes:

(1) Assuming no Common Shares are purchased by these persons under the Offering.

(2) Arinder Mahal, Chief Executive Officer and a Director of the Corporation, indirectly holds all of the issued and outstanding shares of Antera Inc.

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

of securities could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any control person of the holding company not to transfer the shares of that company.

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

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

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

If a Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement, each Non Arm’s Length Party to the Corporation who holds escrowed Common Shares acquired at a price below the offering price under this prospectus has irrevocably authorized and directed Computershare, as escrow agent, to immediately:

1. cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares; or
2. 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 an amount of Seed Shares purchased by Non Arm’s Length Parties to the CPC so that the average cost of the remaining Seed Shares 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 agreement (the “**Value Security Escrow Agreement**”). “Value Securities” are securities issued pursuant to a transaction for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement. However, if at least 75% of the securities issued pursuant to the Qualifying Transaction are not Value Securities, all securities issued pursuant to the Qualifying Transaction will be deposited into a surplus security escrow agreement (a “**Surplus Security Escrow Agreement**”).

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the time period for release of securities from escrow. In the case of a Resulting Issuer that will be a Tier 2 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities being releasable every 6 months thereafter until the date which is 36 months after the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 issuer subject to a Surplus Security Escrow Agreement when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three 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 a three year escrow release mechanism with 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin, 20% on the date which is 6 months after the Final Exchange Bulletin, 30% on the date which is 12 months after the Final Exchange Bulletin and 40% on the date which is 18 months after the Final Exchange Bulletin.

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

1. 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
2. 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 the Offering	Percentage of Common Shares Owned after the Offering ⁽¹⁾⁽³⁾
Antera Inc. ⁽²⁾ <i>Toronto, Ontario</i>	Registered	3,100,000	52.54%	39.24%
Total		3,100,000	52.54%	39.24%

Notes:

- (1) Assuming no Common Shares are purchased by these persons under the Offering.
- (2) Antera Inc. is indirectly wholly owned by Arinder Mahal, Chief Executive Officer and a Director of the Corporation.
- (3) Assuming the exercise of all the Agent's Warrants and all of the Share Options to be granted to the directors and officers of the Corporation pursuant to the Option Plan, Antera Inc. would own 34.95% of the Common Shares after giving effect to the Offering.

OFFICERS, DIRECTORS AND PROMOTERS

The following is a list of the current directors, officers and promoters of the Corporation, their municipalities of residence, their current positions with the Corporation, and the number of shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised:

Name and Municipality of Residence	Positions and Offices Held	Principal Occupation in the last five years	Number of Common Shares	Percentage of Common Shares Owned Prior to the Offering	Percentage of Common Shares Owned After the Offering ⁽¹⁾
Arinder S. Mahal <i>Mississauga, Ontario</i>	Chief Executive Officer, Director and Promoter	CEO, Antera Inc. (January 2018 to present), CEO, Synoptim Advisory Corp. (December 2013 to present), Managing Director, Echelon Wealth Partners Inc. (May 2017 to April 2018)	3,100,000 ⁽³⁾	52.54%	39.24%
Tom Blair Astle ⁽²⁾ <i>Aurora, Ontario</i>	Director	Chief Investment Officer, Difference Capital Financial Inc. (April 2013 to present)	200,000	3.39%	2.53%
Hoi Wang Kwan ⁽²⁾ <i>Hong Kong</i>	Director	Managing Director, Pinnacle Capital Limited (April 2001 to present)	500,000	8.47%	6.33%
Rajeev Dewan ⁽²⁾ <i>Richmond Hill, Ontario</i>	Corporate Secretary and Director	Partner, McMillan LLP (July 2016 to present), Senior Associate/Partner, WeirFoulds LLP (April 2010 to July 2016)	100,000	1.69%	1.27%
Dushan Batrovic <i>Georgetown, Ontario</i>	Chief Financial Officer	CFO, Baanto International Limited (June 2015 to Present), VP, Business Development, Bluedrop Performance Learning (June 2015 to May 2016), Vice President, Difference Capital Financial Inc. (September 2013 to May 2015)	100,000	1.69%	1.27%

Notes:

(1) Assuming no Common Shares are purchased by these persons under the Offering.

(2) Member of the audit committee

(3) Arinder Mahal holds all of his shares of the Corporation through Antera Inc., a company indirectly owned by Mr. Mahal.

(4) See "Officers, Directors and Promoters" for additional information regarding the principal occupations of the Corporation's directors and officers.

As of the date of this prospectus, the directors and officers of the Corporation, as a group, beneficially owned, directly or indirectly, or exercised control or direction over 4,000,000 Common Shares representing approximately 67.80% of the issued and outstanding Common Shares prior to completion of the Offering. The promoter of the Corporation beneficially owned, directly or indirectly, or exercised control or direction over 3,100,000 Common Shares representing approximately 52.54% of the issued and outstanding Common Shares prior to completion of 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 officers and directors will devote the time considered necessary to perform the work required in connection with the management and direction of the Corporation and Completion of the Qualifying Transaction.

Pursuant to the provisions of the *Business Corporations Act* (British Columbia), the Corporation is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Corporation's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Corporation's auditor. The audit committee of the Corporation currently consists of Hoi Wang Kwan, Tom Astle and Raj Dewan. Mr. Astle is chair of the audit committee.

Arinder Mahal, Age 50, Chief Executive Officer and Director

Arinder has a range of experience in the tech industry spanning a wide range of roles, including leading the technology investment banking team at Echelon Wealth Partners Inc. where he executed both financings and M&A projects. Before entering capital markets, he founded and led Synoptim Advisory Corp., a software company. Arinder has a Bachelor of Engineering, MBA, and a CFA.

Dushan Batrovic, Age 41, Chief Financial Officer

Dushan has experience in the financial services and technology industries, having worked in research, merchant banking and venture capital. Dushan is currently CFO of Baanto International, a privately held technology company. Prior to joining Baanto, Dushan was a VP at Difference Capital where he evaluated investments in technology companies. Additionally, Dushan has worked with 4Front Capital Partners, Dundee Securities and Canaccord Capital. Dushan holds a Bachelor of Applied Science and an MBA with the University of Toronto.

Raj Dewan, Age 45, Corporate Secretary and Director

Rajeev (Raj) Dewan is a partner in the Capital Markets and M&A group at McMillan LLP, a business law firm. Raj advises on all facets of corporate and securities law, with a particular emphasis on structuring financings and acquisitions. Mr. Dewan holds a Bachelor of Arts degree from the University of Toronto, a Bachelor of Law degree from York University and a Certificate in Islamic Finance from the Rotman School of Management at the University of Toronto.

Tom Blair Astle, Age 58, Director

Tom is Chief Investment Officer of Difference Capital Financial Inc., a TSX listed strategic investment company. He brings years of experience in equity research and has been an analyst for most of his career. Prior to joining Difference, Tom ran research departments for 6 years at Byron Capital Markets Inc. and Dundee Securities Inc. He holds CFA, P.Eng. and ICD.D designations.

Hoi Wang Kwan, Age 56, Director

Mr. Kwan has years of experience in the banking and finance industry. Mr. Kwan is currently the Managing Director of Pinnacle Capital Limited, a company engaged in merchant banking and financial consultancy focusing on medium sized companies based in Hong Kong. He has held this position for 17 years from the inception of the company to the current date. Mr. Kwan has an MBA from the University of Toronto and a B.Sc. from the University of Calgary. He lives in Hong Kong.

Other Reporting Issuer Experience

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

Name of Director or Officer	Name of Reporting Issuer	Exchange	Position	Term
Raj Dewan	Betteru Education Corp.	TSX Venture Exchange	Director	July 24, 2017 to present
	Victory Capital Corp.	TSX Venture Exchange	Corporate Secretary	September 2016 to present
Tom Astle	Difference Capital Financial Inc.	Toronto Stock Exchange	Chief Investment Officer	March 2013 to present
	PESA Corporation	Unlisted	Director	December 2012 to present
	Bluedrop Performance Learning Inc.	TSX Venture Exchange	Director	May 2015 to present
	Dundee Wealth Inc.	Toronto Stock Exchange	Senior Officer	July 2007 to March 2011
Arinder Mahal	NanoXplore Inc.	TSX Venture Exchange	Director	November 2018 to present

Corporate Cease Trade Orders or Bankruptcies

No director, officer, promoter or Insider of the Corporation, or any shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is or has within the 10 years before the date of the prospectus been a director, officer, Insider or Promoter of any other Issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the Issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

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

Personal Bankruptcies

No director, officer, promoter or Insider of the Corporation, or any shareholder 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 preceding the date of this prospectus, as applicable, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold their assets.

Conflicts of Interest

There are potential conflicts of interest to which all of the directors, officers, promoters and Insiders of the Corporation may be subject in connection with the operations of the Corporation. Most of the directors, officers promoters and Insiders of the Corporation are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other entities, and situations may arise where these directors and officers will be in direct competition with the Corporation's search for businesses or assets in order to close a Qualifying Transaction. Additionally, some of the directors and officers of the Corporation are or may become directors or officers of other entities engaged in other business ventures. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the *Business Corporations Act* (British Columbia). However, in order to avoid the possible conflict of interest which may arise between the directors' and officers' duties to the Corporation and their duties to the other entities with which they are involved, the directors and officers of the Corporation have been advised of the following by the Corporation:

- i participation in other business ventures offered to the directors or officers should be allocated between the various entities and on the basis of prudent business judgment and the relative financial abilities and needs of such entities to operate;
- ii no commissions or other extraordinary consideration will be paid to such directors and officers; and
- iii business opportunities formulated by or through other entities in which the directors and officers are involved should not be offered to the Corporation except on the same or better terms than the basis on which they are offered to third party participants.

EXECUTIVE COMPENSATION

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

1. 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
2. deposits and similar payments.

However, the Corporation may reimburse Non Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("**Permitted Reimbursement**"). There have been no reimbursements since incorporation. No reimbursement may be made for any payment made to lease or buy a vehicle.

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

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

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of approximately \$0.0373 per Common Share or 37.34% if the Offering is completed as proposed and on the basis of there being 7,900,000 Common Shares of the Corporation issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing of this prospectus, without deduction of commissions or related expenses incurred by the Corporation, as set forth below:

Gross proceeds of prior share issues	Offering \$295,000
Gross proceeds of the Offering	\$200,000
Total gross proceeds after the Offering	<hr/> \$495,000 <hr/>
Offering price per share	\$0.10
Gross proceeds per share after the Offering	\$0.0627
Dilution per share to subscriber	<hr/> \$0.0373 <hr/>
Percentage of dilution in relation to offering price	<hr/> 37.34% <hr/>

RISK FACTORS

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The following are risk factors associated with the Corporation:

1. the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;
2. investment in the Common Shares offered by the prospectus is highly speculative given the proposed nature of the Corporation's business and present stage of development;
3. the directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time;
4. assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of approximately \$0.373 or 37.34% per Common Share;
5. there can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell its Common Shares;

6. until Completion of the Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;
7. the Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Corporation will be able to identify a suitable Qualifying Transaction;
8. even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;
9. completion of the Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and, in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval;
10. unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares;
11. upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares (if listed on the Exchange) 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. If listed on the Exchange, the Common Shares will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction;
12. trading in the Common Shares 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;
13. the Exchange will generally suspend trading in the Corporation's Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the date of listing;
14. neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
15. in the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons judgments obtained in Canadian courts;
16. the Qualifying Transaction may be financed in whole or in part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation; and
17. subject to prior acceptance by the Exchange, the Corporation may be permitted to loan or advance up to an aggregate of \$250,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan.

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

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Certain directors and officers of the Corporation have acquired Common Shares in the seed capital phase of the Corporation. See “Principal Shareholders”.

MATERIAL CONTRACTS

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

1. Agency Agreement dated as of December 14, 2018 between the Corporation and the Agent. See “Plan of Distribution”.
2. Service Agreement dated December 13, 2018 between the Corporation and Computershare for provision of transfer agent and registrar services.

The Escrow Agreement will also be a material contract of the Corporation.

Copies of these agreements will be available for inspection at the registered office of the Corporation located at 1500 – 1055 West Georgia Street, Vancouver, British Columbia, V6E 4N7, during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Agent was not involved in the decision by the Corporation to distribute Common Shares pursuant to the Offering, nor was the Offering requested or suggested to the Corporation by the Agent. The Agent, through its corporate finance department, was involved in the determination of the terms of the Offering in its capacity as agent for the sale of the Common Shares on a commercially reasonable efforts agency basis. Employees, officers and directors of the Agent own, directly or indirectly, 800,000 Common Shares, representing approximately 13.56% of the issued and outstanding Common Shares prior to completion of the Offering, and the only proceeds of the Offering to be received by the Agent is the remuneration to be paid to it in connection with the sale of the Common Shares, which includes the Agent’s commission, the corporate finance fee payable to it and the Agent’s Warrants. See “Plan of Distribution”.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to the Offering will be passed upon by McMillan LLP, on behalf of the Corporation, and by Getz Prince Wells LLP, on behalf of the Agent. The partners and associates of McMillan LLP may subscribe pursuant to the Offering.

Other than as set forth herein: (a) no Person whose profession or business gives authority to a statement made by such Person and who is named in this prospectus has received or shall receive a direct or indirect interest in the property of the Corporation or any Associate or Affiliate of the Corporation; and (b) as at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Corporation or its Associates and Affiliates. In addition, other than as set forth above, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, 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.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is MNP LLP. The transfer agent and registrar of the Corporation is Computershare Investor Services Inc., 3rd Floor – 510 Burrard Street, Vancouver, British Columbia, V6E 3B9.

DIVIDEND POLICY

To date, the Corporation has not paid any dividends on its outstanding Common Shares. 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.

ELIGIBILITY FOR INVESTMENT

In the opinion of McMillan LLP, counsel to the Corporation, based on the current provisions of the *Income Tax Act* (Canada) (the “**Act**”), the Common Shares, if, as and when listed on a designated stock exchange (which includes Tiers 1 and 2 of the Exchange), will be qualified investments for a trust governed by a registered retirement savings plan (“**RRSP**”), a registered retirement income fund (“**RRIF**”), a registered education savings plan (“**RESP**”), a deferred profit sharing plan, a registered disability savings plan (“**RDSP**”) or a tax-free savings account (“**TFSA**”) as defined under the Act and the regulations made under that Act.

Notwithstanding that the Common Shares may be a qualified investment for a trust governed by an RRSP, RRIF, TFSA, RDSP or RESP (each, a “**Plan**”), the holder, annuitant or subscriber thereof, as the case may be (the “**Controller**”), will be subject to a penalty tax in respect of Common Shares acquired by a Plan if such Common Shares are a “prohibited investment” (as defined in the Act) for the particular Plan. The Common Shares will not be a prohibited investment for a Plan provided that the Controller (a) deals at arm’s length with the Corporation for purposes of the Act, and (b) does not have a “significant interest” (as defined in the Act) in the Corporation. In addition, the Common Shares will not be a prohibited investment if the Common Shares are “excluded property” (as defined in the Act) for a Plan.

Prospective investors are urged to consult their own tax advisors.

PURCHASERS’ STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the provinces of British Columbia, Alberta and Ontario 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, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price 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 adviser.

OTHER MATERIAL FACTS

There are no other material facts relating to the securities proposed to be offered which have not been disclosed elsewhere in this prospectus.

FINANCIAL STATEMENTS

Audited Financial Statements of the Corporation for the period June 20, 2018 (date of incorporation) to November 30, 2018 are attached.

Antera Ventures I Corp.
(A Capital Pool Corporation)

Financial Statements

(in Canadian Dollars)

For the period from the Date of Incorporation (June 20, 2018) to November 30, 2018

Independent Auditors' Report

To the Directors of Antera Ventures I Corp.:

We have audited the accompanying financial statements of Antera Ventures I Corp. which comprise the statement of financial position as at November 30, 2018, and the statements of comprehensive income (loss), changes in shareholders' equity and cash flows from the date of incorporation (June 20, 2018) to November 30, 2018 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the statement of financial position of Antera Ventures I Corp. as at November 30, 2018 and its financial performance and its cash flows for the date of incorporation (June 20, 2018) to November 30, 2018 in accordance with International Financial Reporting Standards.

December 13, 2018
Toronto, Ontario

MNP LLP

Chartered Professional Accountants
Licensed Public Accountants

Antera Ventures I Corp.

Statement of Comprehensive Income (Loss)

(in Canadian Dollars)

For the period from the Date of Incorporation (June 20, 2018) to November 30, 2018

General and administrative expenses

Professional fees	\$	58,090
Bank fees		12
Total expenses		<hr/> 58,102
Net income and comprehensive income (loss)	\$	<hr/> (58,102)
Basic and diluted net loss per share	\$	<hr/> -
Basic and diluted weighted average number of shares outstanding		<hr/> -

The accompanying notes are an integral part of these financial statements

Antera Ventures I Corp.

Statement of Changes in Shareholders' Equity

(in Canadian Dollars)

For the Period from the Date of Incorporation (June 20, 2018) to November 30, 2018

	Number of shares	Share capital	Accumulated deficit	Total
Balance at June 20, 2018	-	\$ -	\$ -	-
Issuance of common shares (Note 3)	5,900,000	295,000	-	295,000
Net loss	-	-	(58,102)	(58,102)
Balance, November 30, 2018	5,900,000	\$ 295,000	\$ (58,102)	\$ 236,898

The accompanying notes are an integral part of these financial statements

Antera Ventures I Corp.

Statement of Cash Flows

(in Canadian Dollars)

For the Period from the Date of Incorporation (June 20, 2018) to November 30, 2018

Cash provided by/(used in)

Operating activities

Net loss \$ (58,102)

Accrued liabilities 33,000

(25,102)

Financing Activities

Issuance of common shares, net of fees 295,000

Net change in cash 269,898

Cash beginning of period -

Cash end of period \$ 269,898

The accompanying notes are an integral part of these financial statements

Antera Ventures I Corp.

Notes to Financial Statements

(a Capital Pool Corporation)

(in Canadian Dollars)

For the Period from the date of incorporation to November 30, 2018

1. INCORPORATION AND NATURE OF BUSINESS

Antera Ventures I Corp. (the "Corporation") was incorporated under the Business Corporation Act (British Columbia) on June 20, 2018 and has applied to be classified as a Capital Pool Corporation as defined in the Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The Corporation's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders' approval.

The Corporation's continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm's-length transaction, of the majority of the minority shareholders.

The registered office of the Corporation is located at 1500 Royal Centre, 1055 West Georgia Street, Vancouver, British Columbia V6E 4N7.

On December 13, 2018, the Board of Directors approved the financial statements for the period from the date of incorporation (June 20, 2018) to November 30, 2018.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

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

Basis of Presentation

The financial statements are presented in Canadian dollars ("CAD"), which is the Corporation's functional and presentation currency. The financial statements are prepared on a historical cost basis except for certain financial instruments classified as fair value through profit or loss ("FVPTL"), which are stated at their fair value. The accounting policies have been applied consistently throughout the entire period presented in these financial statements.

Loss Per Share

Basic earnings loss per common share is determined by dividing loss attributable to common shareholders by the weighted average number of common shares outstanding during the period, excluding shares in escrow. Diluted loss per common share is calculated in accordance with the treasury stock method and is based on the weighted average number of common shares and dilutive common share equivalents outstanding. 5,900,000 common shares were excluded from the calculation as they were contingently issuable and all conditions necessary for their issuance have not been satisfied (note 3).

Antera Ventures I Corp.

Notes to Financial Statements
(a Capital Pool Corporation)
(in Canadian Dollars)
For the Period from the date of incorporation to November 30, 2018

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial Instruments

Recognition

The Company recognizes financial assets and financial liabilities on the date the Company becomes a party to the contractual provisions of the instruments.

Classification

The Company classifies its financial assets and financial liabilities in the following measurement categories: i) those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss, and ii) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition). For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income.

The Company reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

The Company has implemented the following classifications:

Cash is classified as assets at fair value and any period change in fair value is recorded in profit or loss.

Accrued liabilities are classified as other financial liabilities and measured at amortized cost using the effective interest rate method.

Measurement

All financial instruments are required to be measured at fair value on initial recognition, plus, in case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments or principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income (irrevocable election at the time of recognition).

Additional fair value measurement disclosure includes classification of financial instrument fair values in a fair value hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements which are as follows:

Antera Ventures I Corp.

Notes to Financial Statements
(a Capital Pool Corporation)
(in Canadian Dollars)
For the Period from the date of incorporation to November 30, 2018

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and

Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

Cash is a level 1 financial instrument measured at fair value on the statement of financial position

Share Issuance Costs

Share issuance costs relate to expenditures incurred in connection with the Corporation's share issuance (note 3) and are charged against share capital.

Income Taxes

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income.

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred tax is recognized on any temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable earnings. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized and the liability is settled. The effect of a change in the enacted or substantively enacted tax rates is recognized in net earnings and comprehensive income or in equity depending on the item to which the adjustment relates.

Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

Measurement Uncertainty

The preparation of financial statements in conformity with IFRS accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amounts of expenses during the period. Actual results could differ from those estimates used in the financial statements. The Company does not have any significant estimates as of November 30, 2018.

Antera Ventures I Corp.

Notes to Financial Statements
(a Capital Pool Corporation)
(in Canadian Dollars)
For the Period from the date of incorporation to November 30, 2018

3. SHARE CAPITAL

Authorized:

Unlimited number of common shares

Issued and fully paid:

	Number of Shares		Amount
Issuance of common shares	5,900,000	\$	295,000
Share issuance costs			-
Balance, November 30, 2018	5,900,000	\$	295,000

Escrowed Shares

During the period ended November 30, 2018, the Corporation issued 5,900,000 common shares at \$0.05 per share for total proceeds of \$295,000.

The issued and outstanding common shares will be held in escrow pursuant to the requirements of the Exchange. 10% of the escrowed Common Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 15% will be released on each of the dates which are 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

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

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

4. CONTINGENCY

There is no assurance that the Corporation 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 Corporation's shares from trading.

Antera Ventures I Corp.

Notes to Financial Statements
(a Capital Pool Corporation)
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5. CAPITAL MANAGEMENT OBJECTIVE AND POLICIES

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Corporation includes equity, comprised of issued common shares, in the definition of capital.

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

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

6. FINANCIAL INSTRUMENTS

Fair Values

At November 30, 2018, the Corporation's financial instruments consist of accrued liabilities. The fair values of this financial instrument approximates it's carrying value due to the relatively short-term maturity of the instrument which is payable within one year.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Corporation to concentrations of credit risks consist principally of cash. To minimize the credit risk the Corporation places these instruments with a high credit quality financial institution.

Interest Rate Risk

The Corporation is not exposed to any significant interest rate risk.

Liquidity Risk

Liquidity risk is the risk that the Corporation will not be able to meet its financial obligations as they fall due. The Corporation currently settles its financial obligations out of cash. The ability to do this relies on the Corporation raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs and to meet the corporation's liabilities. The \$33,000 of accrued liabilities are due within one year.

Antera Ventures I Corp.

Notes to Financial Statements
(a Capital Pool Corporation)
(in Canadian Dollars)
For the Period from the date of incorporation to November 30, 2018

7. RELATED PARTY TRANSACTIONS

There was no remuneration paid to key management personnel during the period ended November 30, 2018.

8. INCOME TAXES

A reconciliation of combined federal and provincial corporate income taxes of statutory rates of 26.5% and the Corporation's effective income tax expense is as follows:

		2018
Net loss for the period	\$	58,102
Expected income tax recovery		(15,397)
Deferred tax assets not recognized		15,397
Income taxes recovery	\$	-

At November 30, 2018, the Corporation has non – capital losses for income tax purposes of approximately \$58,102 which can be carried forward to be applied against future taxable income. These losses expire to the extent unutilized against future taxable income in 2038.

The Corporation has not recorded deferred tax assets related to these unused carry forward losses as it is not probable that future taxable profits will be available against which these can be deducted.

9. SUBSEQUENT EVENT

(a) Filing of prospectus:

The Corporation is in the process of filing its prospectus and is proposing to issue 2,000,000 common shares, in the capital of the Corporation (the "Offered Shares"), at a price of \$0.10 per Offered Share, for aggregate gross proceeds of \$200,000.

Pursuant to an agency agreement, the Agent will receive 9% of the gross proceeds of the offering as well as compensation options to acquire up to 9% 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 date of listing of the Corporation's common shares on the exchange. The agent will also receive a non-refundable corporate finance fee equal to \$10,000, as well as a \$10,000 retainer for which has already been paid to cover the Agent's reasonable expenses and legal fees.

CERTIFICATE OF THE CORPORATION

Dated: December 14, 2018

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

“Arinder Mahal”
Arinder Mahal
Chief Executive Officer

“Dushan Batrovic”
Dushan Batrovic
Chief Financial Officer

ON BEHALF OF THE BOARD

“Tom Astle”
Tom Astle
Director

“Raj Dewan”
Raj Dewan
Director

CERTIFICATE OF THE PROMOTER

Dated: December 14, 2018

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

“Arinder Mahal”

Arinder Mahal

CERTIFICATE OF THE AGENT

Dated: December 14, 2018

To the best of our knowledge, 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 in Ontario, Alberta and British Columbia.

HAYWOOD SECURITIES INC.

“Don Wong”

Don Wong

Vice President, Investment Banking

ACKNOWLEDGEMENT – PERSONAL INFORMATION FORM

December 14, 2018

“Personal Information” means any information about an identifiable individual, and includes the information contained in any Items in the attached prospectus that are analogous to Items 4.2, 6.7, 11.1, 13.1, 14, 15 and 21 of Form 3A of the CPC Policy, as applicable.

The undersigned hereby acknowledges and agrees that it has obtained the express written consent of each individual to:

- (a) the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B) pursuant to the prospectus; and
- (b) the collection, use and disclosure of Personal Information by the Exchange for the purposes described on Appendix 6B or as otherwise identified by the Exchange, from time to time.

ANTERA VENTURES I CORP.

“Arinder Mahal”

Arinder Mahal
Director