

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

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

## PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING

SEPTEMBER 13, 2018

### POCML 5 INC. (A Capital Pool Company)

**\$200,000**

**2,000,000 Common Shares**

**PRICE: \$0.10 per Common Share**

The purpose of this offering (the “**Offering**”) is to provide POCML 5 Inc. (the “**Corporation**”) with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction (as defined below). Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the “**Exchange**”) and in the case of a Non-Arm’s Length Qualifying Transaction (as defined below), must also receive Majority of the Minority Approval (as defined below), in accordance with Exchange Policy 2.4 (the “**CPC Policy**”). The Corporation is a CPC (as defined below). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction (as defined below), 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**”.

	<u>Number of Common Shares</u>	<u>Price to the Public</u>	<u>Agent’s Commission<sup>(1)</sup></u>	<u>Proceeds to the Corporation<sup>(2)</sup></u>
Per Common Share	1	\$0.10	\$0.007	\$0.093
Total Offering <sup>(3)</sup>	2,000,000	\$200,000	\$14,000	\$186,000

**Notes:**

- (1) Pursuant to the Agency Agreement (as defined below), the Agent (as defined below) will receive a commission equal to 7% of the gross proceeds of the Offering, being \$14,000 (the “**Agent’s Commission**”). In addition, the Agent will receive a corporate finance fee of \$10,000 plus H.S.T. and will be reimbursed for its reasonable expenses incurred pursuant to the Offering, including legal fees. The Corporation will also grant to the Agent, or any sub-agents, the Agent’s Option (as defined below). See “**Plan of Distribution**”.
- (2) Before deducting costs of the Offering estimated at \$60,000 plus H.S.T. (exclusive of the Agent’s Commission), including: corporate finance fee of \$10,000 plus H.S.T., legal fees of the Agent which are estimated at \$10,000 plus disbursements and H.S.T., legal and auditor’s fees of the Corporation estimated at \$15,000 plus disbursements and H.S.T., Exchange listing fee of \$15,000 plus H.S.T. and filing fees of approximately \$10,000. See “**Use of Proceeds**”.
- (3) A total of 2,000,000 Common Shares (as defined below) are offered hereunder, not including the Agent’s Option (as defined below) or the Incentive Stock Options (as defined below). See “**Plan of Distribution**” and “**Incentive Stock Options**”.

The Corporation has entered into an agreement (the “**Agency Agreement**”) dated [●], 2018 with Industrial Alliance Securities Inc. (the “**Agent**”) to act as agent for the Corporation for the sale of Common Shares (as defined below) under this prospectus on a commercially reasonable efforts basis. The Offering is subject to a minimum of 2,000,000 common shares of the Corporation (each a “**Common Share**” and collectively, “**Common Shares**”) for total gross proceeds to the Corporation of \$200,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement. If the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be agreed to by the Agent and consented to by persons or companies who subscribed for Common Shares within that period, all subscription funds will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See “**Plan of Distribution**”.

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.

Pursuant to the Agency Agreement, the Corporation will grant a non-transferable option to the Agent, or any sub-agent, to purchase an aggregate of 140,000 Common Shares at a price of \$0.10 per Common Share, exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange (the “**Agent’s Option**”), which Agent’s Option is qualified under this prospectus. In addition, the Corporation will grant incentive stock options (the “**Incentive Stock Options**”) to the directors and officers of the Corporation to purchase, in aggregate, 1,000,000 Common Shares at a price of \$0.10 per Common Share, exercisable for a period of 5 years from the date of grant, which Incentive Stock Options are qualified under this prospectus. See “**Incentive Stock Options**”.

### **Market for Securities**

**There is currently no market through which the securities offered hereby may be sold.** The Corporation has applied to list its Common Shares on the Exchange. 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 Option and the Incentive Stock Options, trading in all securities of the Corporation is prohibited during the period between the date a receipt for this prospectus is issued by the applicable securities regulatory authority and the time the Common Shares are listed for trading except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authority grants a discretionary order. See “**Plan of Distribution**”.

### **Risk Factors**

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

The Corporation has not commenced commercial operations and has no assets other than cash. It has no history of earnings and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. Until Completion of the Qualifying Transaction (as defined herein), the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions. See “**Corporate Structure**”, “**Business of the Corporation**” and “**Use of Proceeds**”.

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

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

Investors acquiring the Common Shares offered by this prospectus will suffer an immediate dilution of approximately 40% or \$0.06 per Common Share, before the deduction of selling commissions and related expenses incurred by the Corporation. See “**Dilution**”.

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. Further, even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to complete the transaction. 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 investors. See “**Use of Proceeds**”.

The Exchange will generally suspend trading of the Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin (as defined below) within 24 months from the date of listing. Neither the Exchange, nor any securities regulatory authority, passes upon the merits of the proposed Qualifying Transaction. See “**Risk Factors**”.

In the event that the 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. See “**Risk Factors**”.

**As a result of these factors, the Offering is suitable only to investors who are willing to rely solely on the directors and 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”, “Directors, Officers and Promoters”, “Use of Proceeds” 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 number of Common Shares offered under this prospectus, being 40,000 Common Shares. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares offered under this prospectus, being 80,000 Common Shares.

The Common Shares are conditionally offered, subject to prior sale, if, as and when issued and delivered by the Corporation, and accepted in accordance with the conditions contained in the Agency Agreement referred to under “**Plan of Distribution**” and subject to approval of certain legal matters by Irwin Lowy LLP, Toronto, Ontario, on behalf of the Corporation and by Burstall Winger Zammit LLP, on behalf of the Agent.

### **Eligibility for Investment**

In the opinion of Irwin Lowy LLP, counsel to the Corporation, provided that the Common Shares are listed on a designated stock exchange (which currently includes the Exchange) on the date of Closing and subject to the provisions of any particular plan, the Common Shares offered hereby will, on the date of Closing, constitute qualified investments under the *Income Tax Act* (Canada) (the “**Tax Act**”) and the regulations thereto (in effect on the date hereof) for trusts governed by registered retirement savings plans (“**RRSPs**”), registered retirement income funds (“**RRIFs**”), deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts (“**TFSAs**”). Notwithstanding that the Common Shares will be a qualified investment for a RRSP, RRIF or TFSA, the annuitant under a RRSP or RRIF and the holder of a TFSA will be subject to a penalty tax if the Common Shares are a prohibited investment in respect of such RRSP, RRIF or TFSA. The Common Shares will not be a prohibited investment provided that the annuitant or holder (as the case may be) deals at arm’s length with the Corporation for the purposes of the Tax Act and does not have a “significant interest” (as defined in the Tax Act) in the Corporation or any corporation, partnership or trust that does not deal at arm’s length with the Corporation for the purposes of the Tax Act. However, the Common Shares will generally not be a prohibited investment for a RRSP, RRIF or TFSA provided that the annuitant or holder (as the case may be) deals at

arm's length with the Corporation and does not have a "significant interest" (as defined in the Tax Act) in the Corporation.

### **Receipt of Subscriptions**

Subscriptions will be received subject to rejection or allotment in whole or in part by the Corporation and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates evidencing the Common Shares in definitive form will be available for delivery on the Closing unless the Agent elects for delivery in electronic book entry form through CDS Clearing and Depository Services Inc. ("CDS") or its nominee. If delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased

### **INDUSTRIAL ALLIANCE SECURITIES INC.**

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## TABLE OF CONTENTS

GLOSSARY .....	3
PROSPECTUS SUMMARY .....	8
CORPORATE STRUCTURE .....	10
BUSINESS OF THE CORPORATION .....	10
Preliminary Expenses .....	10
Proposed Operations until Completion of a Qualifying Transaction .....	10
Method of Financing Participation or Acquisitions .....	10
Criteria for Qualifying Transaction.....	10
REGULATORY AND SHAREHOLDER APPROVAL .....	11
Filings and Shareholder Approval of a Non Arm’s Length Qualifying Transaction .....	11
Initial listing Requirements.....	11
Trading Halts, Suspension and Delisting .....	11
Refusal of Qualifying Transaction.....	12
USE OF PROCEEDS .....	13
Proceeds and Principal Purposes.....	13
Permitted Use of Proceeds .....	14
Restrictions on Use of Proceeds .....	14
Private Placements for Cash .....	15
Prohibited Payments to Non Arm’s Length Parties .....	15
PLAN OF DISTRIBUTION.....	16
Agent and Agent’s Compensation .....	16
Offering and Minimum Distribution.....	16
Determination of Price.....	16
Listing Application .....	16
Subscriptions by and Restrictions on the Agent .....	16
Restrictions on Trading.....	17
DESCRIPTION OF SECURITIES DISTRIBUTED.....	17
CAPITALIZATION .....	17
INCENTIVE STOCK OPTIONS .....	18
PRIOR SALES .....	18
ESCROWED SECURITIES.....	19
Securities Escrowed Prior to the Completion of Qualifying Transaction .....	19
Escrowed Securities on Qualifying Transaction .....	20
PRINCIPAL SHAREHOLDERS .....	21
DIRECTORS, OFFICERS AND PROMOTERS .....	21
Management of the Corporation .....	22
Reporting Issuer Experience of the Directors and Officers of Corporation.....	23
Corporate Cease Trade Orders or Bankruptcies.....	23
Penalties or Sanctions .....	23
Indebtedness of Directors and Officers.....	24
Conflicts of Interest .....	24
EXECUTIVE COMPENSATION.....	24
DILUTION .....	25
RISK FACTORS .....	25
ELIGIBILITY FOR INVESTMENT.....	26
LEGAL PROCEEDINGS.....	26
RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT.....	26
RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS.....	26
AUDITOR, TRANSFER AGENT AND REGISTRAR.....	26
INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS .....	27
MATERIAL CONTRACTS.....	27
OTHER MATERIAL FACTS .....	27
PURCHASERS’ STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION .....	27
FINANCIAL STATEMENTS.....	28

CERTIFICATE OF CORPORATION .....1  
CERTIFICATE OF AGENT .....2

## GLOSSARY

In this prospectus, the following terms have the meanings set forth below unless otherwise indicated.

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

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

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

A Company is “controlled” by a Person if:

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

A Person beneficially owns securities that are beneficially owned by:

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

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

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

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

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

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

- (a) an issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer;
- (b) any partner of the Person;
- (c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which a Person serves as trustee or in a similar capacity;
- (d) in the case of a Person, a relative of that Person, including

- (i) that Person's spouse or child, or
- (ii) any relative of the Person or of his spouse who has the same residence as that Person;

but

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

**"Commissions"** means, collectively, the securities commissions of the provinces of British Columbia, Alberta and Ontario.

**"CPC"** means a corporation:

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

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

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

**"Control Person"** means any person or Company 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.

**"Escrow Agent"** or **"TSX Trust"** means TSX Trust Company.

**"Escrow Agreement"** means the Exchange Form 2F escrow agreement dated ●, 2018 among the Corporation, the Escrow Agent and the initial shareholders of the Corporation.

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

**"Incentive Stock Options"** mean options to be granted at the closing of the Offering to directors and officers of the Corporation to purchase 1,000,000 Common Shares in the event the Offering is completed, at a price of \$0.10 per Common Share for a period of 5 years from the date of grant.

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

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

**"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.

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

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

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

**“Member”** means a person who has executed the Members’ Agreement, as amended from time to time, and is accepted as and becomes a member of the Exchange under the Exchange requirements;

**“Member Agreement”** means the members’ agreement among the Exchange and each Person who, from time to time, is accepted as and becomes a member of the Exchange under the Exchange requirements.

**“NEX”** means the market on which former Exchange and TSX issuers that do not meet the minimum listing standards that must be maintained by Exchange issuers, may continue to trade;

**“Non-Arm’s Length Party”** means in relation to a Company, a promoter, officer, director, other Insider or Control Person of that Company (including an issuer) and any Associates or Affiliates of any of such Persons. In relation to an individual, means any Associate of the individual or any Company of which the individual is a promoter, officer, director, Insider or Control Person.

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

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

**“Person”** means a Company or an 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 Exchange Bulletin confirming final acceptance of a transaction (**“Final Exchange Bulletin”**);
- (b) a director or senior officer of the issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;
- (c) a 20% holder – a Person that holds securities carrying more than 20% of the voting rights attached to the issuer’s outstanding securities immediately before and immediately after the issuer’s IPO or immediately after the Final Exchange Bulletin for non-IPO transactions;
- (d) a 10% holder – a Person that
  - (i) holds securities carrying more than 10% of the voting rights attached to the issuer’s

outstanding securities immediately before and immediately after the issuer's IPO or immediately after the Final Exchange Bulletin for non-IPO transactions; and

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

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), (d) and (e) "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) above;
- (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 Exchange;
- (c) The Exchange may, in its discretion, exclude a Person from the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm's length of the Member; and
- (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 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.

**"Professional Person"** means a Person whose profession gives authority to a statement made by the Person in this prospectus, in the person's professional capacity and includes a barrister and solicitor, a public accountant, an appraiser, an auditor, an engineer and a geologist.

**"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.

**"Responsible Solicitor"** means the solicitor who is primarily responsible for the preparation of or for providing advice to the Corporation or Agent with respect to the contents of the prospectus.

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

“**SEDAR**” means System for Electronic Document Analysis and Retrieval, the electronic filing system for the disclosure documents of public companies and investment funds across Canada;

“**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 of the Exchange.

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

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

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

## PROSPECTUS SUMMARY

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

- Corporation:** POCML 5 Inc.
- Business of the Corporation** The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. See “**Business of the Corporation**”.
- Offering:** A total of 2,000,000 Common Shares are being offered under this prospectus at a price of \$0.10 per Common Share in the provinces of British Columbia, Alberta and Ontario. In addition, pursuant to the Agency Agreement, the Corporation will grant the Agent’s Option to the Agent, or any sub agents, to purchase an aggregate of 140,000 Common Shares at a price of \$0.10 per Common Share, exercisable for a period of 24 months from the date of listing of the Common Shares on the Exchange, which option is qualified under this prospectus. The Incentive Stock Options to be granted to the directors and officers of the Corporation to purchase, in aggregate, 1,000,000 Common Shares at a price of \$0.10 per Common Share, exercisable for a period of 5 years from the date of grant, are also qualified under this prospectus. See “**Use of Proceeds**”, “**Plan of Distribution**” and “**Incentive Stock Options**”.
- Use Of Proceeds:** The net proceeds to the Corporation following the Offering after payment of the Agent’s Commission and all other costs and expenses related to the Offering are estimated to be \$526,000. The net proceeds of the Offering will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of: (i) 30% of the gross proceeds realized by the Corporation in respect of the sale of its securities; and (ii) \$210,000 may be used for purposes other than evaluating businesses or assets. See “**Use of Proceeds**”, “**Business of the Corporation**”, “**Criteria for Qualifying Transaction**” and “**Risk Factors**”.
- Directors and Officers:** The directors and officers of the Corporation are as follows: David D’Onofrio, Chief Executive Officer, Chief Financial Officer, Secretary and Director; Adam Parsons, Director; and Pat DiCapo, Director. See “**Directors, Officers and Promoters**”.
- Escrowed Securities:** All of the currently issued and outstanding securities of the Corporation, being 8,000,000 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 has no active business or assets other than a minimum amount of 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 may be 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, investors acquiring Common Shares offered under this prospectus will suffer an immediate dilution of approximately 40% or \$0.06 per Common Share, before the deduction of selling commissions and related expenses incurred by the Corporation. There can be no assurance that an active and liquid market for the Common Shares will develop and investors may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may, therefore, be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers or 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 "**Corporate Structure**", "**Business of the Corporation**", "**Directors, Officers and Promoters**", "**Use of Proceeds**", "**Dilution**", "**Capitalization**", "**Risk Factors**" and "**Conflicts of Interest**".

## CORPORATE STRUCTURE

The Corporation was incorporated on February 21, 2018 by Certificate and Articles of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (Ontario) under the name POCML 5 Inc.

The head office and the registered head office of the Corporation is located at 130 King Street West, Suite 2210, Toronto, Ontario M5X 1E4. The Corporation does not have any subsidiaries.

## BUSINESS OF THE CORPORATION

### Preliminary Expenses

Other than payment of the listing fee to the Exchange of approximately \$5,000 and filing fees of approximately \$10,000 to the Commissions (in each case, exclusive of H.S.T.) payable upon filing of this prospectus, the Corporation has not incurred any additional expenses since the date of incorporation. However, certain of the proceeds of the Offering will be used to satisfy the obligations of the Corporation related to the Offering, including the expenses of its auditor, legal counsel and the Agent's legal counsel. See "**Use of Proceeds**".

### Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction will also be subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations. The Corporation is not currently targeting any specific industry sector with respect to a Qualifying Transaction.

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 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 used only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

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

### Method of Financing Participation or Acquisitions

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

### Criteria for Qualifying Transaction

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.

The Corporation will consider acquisitions of assets or businesses operated or located both inside and outside of Canada as permitted by the CPC Policy.

The acquisition of, or participation in, companies, assets or businesses may arise in numerous ways. The Corporation has not established pre-determined criteria for such acquisitions or participations other than sound business fundamentals. Such fundamentals include, but are not limited to: (a) the ratio of risk to reward; (b) the cost effectiveness of the participation or acquisition; (c) the length of the payout period; and (d) the rate of return.

## **REGULATORY AND SHAREHOLDER APPROVAL**

### **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 of the Common Shares until the filing requirements of the Exchange have been satisfied as set forth under "Trading Halts, Suspension 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 Exchange Form 3B1/Form 3B2. Upon acceptance by the Exchange, the Corporation must then either:

- (a) file the filing statement on SEDAR at least seven business days prior to closing of the Qualifying Transaction, and issue a news release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the filing statement is available on SEDAR; or
- (b) mail the information circular and related proxy material to its shareholders in order to obtain 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, and who will be required to submit to the Exchange a Sponsor Report prepared in accordance with the policies of the Exchange. The Corporation will no longer be considered to be a CPC upon the Exchange having issued the Final Exchange Bulletin. The Exchange will generally not issue the Final Exchange Bulletin until the Exchange has received:

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

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

### **Initial listing Requirements**

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

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

The Exchange will generally halt trading of the Common Shares from the date of the public announcement of an Agreement in Principle until all initial 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 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 initial filing requirements have been satisfied and preliminary background checks completed, the Exchange may continue or reinstate a halt in trading of the Common Shares for public policy reasons including:

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

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

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

If the Corporation has not completed a Qualifying Transaction within the time frame prescribed by the CPC Policy, it may apply for listing on NEX (the market on which former Exchange and Toronto Stock Exchange Issuers that do not meet the Initial Listing Requirements for Tier 2 issuers may continue to trade) rather than be delisted. In order to be eligible to list on NEX the Corporation must:

- (a) obtain majority shareholder approval for the transfer to NEX exclusive of the votes of Non-Arm's Length Parties of the Corporation; and
- (b) either:
  - (i) cancel all seed shares purchased by Non-Arm's Length Parties to the Corporation at a discount to the IPO price, in accordance with section 11.2(a) of the CPC Policy, as if the Corporation had delisted from the Exchange, or
  - (ii) subject to majority shareholder approval, cancel an amount of the seed shares purchased by Non-Arm's Length Parties to the Corporation so that the average cost of the remaining Seed Shares is at least equal to the IPO price.

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

### **Refusal of Qualifying Transaction**

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

- (a) the Resulting Issuer fails to satisfy the applicable initial listing requirements of the Exchange;
- (b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:
  - (i) member firms of the Exchange;
  - (ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such member firms; and
  - (iii) associates of any such person,collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;

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

## USE OF PROCEEDS

### Proceeds and Principal Purposes

The gross proceeds to be received by the Corporation from the sale of all the Common Shares offered by this prospectus (not including Common Shares issued upon exercise of the Agent's Option or Incentive Stock Options) will be \$200,000. The gross proceeds received by the Corporation from the sale of Common Shares prior to the date of this prospectus was \$400,000. No expenses were incurred for issuance of the Common Shares prior to the date of this prospectus. From these aggregate gross proceeds of \$600,000, will be deducted the expenses and costs of the Offering estimated in the aggregate, including legal, accounting, printing, regulatory fees and the Agent's Commission, to be \$74,000 (exclusive of H.S.T.).

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:

Cash proceeds raised prior to the Offering <sup>(1)</sup>	\$400,000
Expenses and costs incurred by the Corporation relating to prior issuances of Common Shares, which costs will be paid out of the proceeds of the Offering.	Nil
Cash proceeds to be raised pursuant to the Offering <sup>(2)</sup>	\$200,000
Expenses and costs relating to the Offering (including listing fees, Agent's Commission, legal fees and audit fees and expenses) <sup>(3)</sup>	(\$74,000)
<b>Estimated funds available (on completion of Offering)</b>	<b>\$526,000</b>
Funds available for identifying and evaluating assets or business prospects <sup>(4)</sup>	<b>\$476,000</b>
Estimated general and administrative expenses until Completion of a Qualifying Transaction <sup>(5)</sup>	\$50,000
<b>Total net proceeds</b>	<b>\$526,000</b>

**Notes:**

- (1) See "Prior Sales".
- (2) In the event the Agent exercises the Agent's Option in full, there will be available to the Corporation an additional \$14,000, which will be added to the working capital of the Corporation. In the event that all 1,000,000 Incentive Stock Options are exercised, there will be available to the Corporation an additional \$100,000, which will be added to the working capital of the Corporation. There is no assurance that all, or part of, the Agent's Option or Incentive Stock Options will be exercised.
- (3) The expenses and costs of the Offering are estimated in the aggregate to be \$74,000 plus H.S.T., which includes the Agent's Commission of \$14,000, corporate finance fee of \$10,000 plus H.S.T., legal fees of the Agent which are estimated at \$10,000 plus disbursements and H.S.T., legal and auditor's fees of the Corporation estimated at \$15,000 plus disbursements and H.S.T., Exchange listing fee of \$15,000 plus H.S.T and filing fees of approximately \$10,000.
- (4) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire \$526,000 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the

- Qualifying Transaction.
- (5) The maximum amount that may be used for purposes other than those described under “Permitted Use of Proceeds” below is the lesser of (i) 30% of the gross proceeds of the sale of all securities issued by the Corporation or (ii) \$210,000. See “**Restrictions on Use of Proceeds**”.

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 the 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 Proceeds**

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.

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

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

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

In addition, with the prior acceptance of the Exchange, up to an aggregate of \$225,000 may be advanced as a refundable deposit or secured loan by the Corporation to a Vendor or Target Company, as the case may be, for a proposed arm’s length Qualifying Transaction that has been publicly announced at least 15 days prior to the date of such advance, due diligence with respect to the Qualifying Transaction is well underway and either a Sponsor has been engaged or sponsorship has been waived. 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 under “**Permitted Use of Funds**” may include:

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

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

### **Private Placements for Cash**

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the Exchange generally will not accept a private placement by the Corporation where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed \$2,000,000. The only securities issuable pursuant to such a private placement will be Common Shares. Subject to certain limited exceptions, any Common Shares issued pursuant to a 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 “**Incentive Stock Options**” and “**Restrictions on Use of Proceeds**”, the Corporation has not made, and until the Completion of the Qualifying Transaction will not make, any payment of any kind, directly or indirectly, to a Non-Arm’s Length Party to the Corporation or a Non-Arm’s Length Party to the Qualifying Transaction, or to a person engaged in investor relations activities, by any means, including:

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

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

Notwithstanding the above, the Corporation may reimburse a Non Arm’s Length Party to the Corporation for reasonable expenses for office supplies, office rent and related utilities, equipment leases (excluding vehicle leases) and legal services (provided that neither the lawyer providing the legal services nor any member of the law firm providing the services is a promoter of the Corporation or in the case of a law firm, no member of the firm owns greater than 10% of the outstanding Common Shares of the Corporation or subject to Exchange approval), 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 Proceeds**”.

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

## **PLAN OF DISTRIBUTION**

### **Agent and Agent's Compensation**

Pursuant to the Agency Agreement, the Corporation will appoint the Agent as its agent to offer for sale to the public in British Columbia, Alberta and Ontario, on a commercially reasonable efforts basis, a total of 2,000,000 Common Shares at a price of \$0.10 per Common Share for total gross proceeds to the Corporation of \$200,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission equal to 7% of the gross proceeds of the Offering, being an amount equal to \$14,000. In addition, the Corporation will pay to the Agent a corporate finance fee of \$10,000 plus H.S.T. and the Agent's reasonable expenses incurred pursuant to the Offering, including legal fees, estimated to be \$10,000 plus disbursements and H.S.T.

The Corporation has also agreed to grant to the Agent, or any sub-agents, the Agent's Option to purchase an aggregate of 140,000 Common Shares at a price of \$0.10 per Common Share, which may be exercised for a period of 24 months from the date the Common Shares are listed on the Exchange. The Agent's Option is qualified under this prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its discretion 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.

### **Offering and Minimum Distribution**

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

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

The Corporation also proposes to grant the Incentive Stock Options to purchase, in aggregate, 1,000,000 Common Shares to directors and officers of the Corporation in accordance with the policies of the Exchange, which Incentive Stock Options are qualified for distribution under this prospectus. See **"Incentive Stock Options"**.

### **Determination of Price**

The price of the Common Shares offered pursuant to the Offering was determined by negotiation between the Corporation and the Agent and in accordance with the CPC Policy.

### **Listing Application**

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

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

The Agent has advised the Corporation that to the best of its knowledge and belief no director, officer, employee or contractor or any Associate or Affiliate of the foregoing has subscribed for Common Shares of the Corporation. The aggregate number of Common Shares permitted to be owned directly or indirectly by a

member of the Pro Group is 20% of the issued and outstanding Common Shares of the Corporation exclusive of Common Shares reserved for issuance at a future date.

### Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus and the grant of the Agent’s Option and Incentive Stock Options, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for this prospectus is issued by the applicable securities regulatory authority 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 SECURITIES DISTRIBUTED

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of special shares (“**Special Shares**”), issuable in series, of which, as of the date hereof, 8,000,000 Common Shares and no Special Shares are issued and outstanding as fully-paid and non-assessable.

### Common Shares

The holders of Common Shares are entitled to receive notice of and attend all meetings of the shareholders of the Corporation and are entitled to one vote in respect of each Common Share held at such meetings. In the event of liquidation, dissolution or winding-up of the Corporation, the holders of Common Shares are entitled to share ratably the remaining property or assets of the Corporation.

In addition, 140,000 Common Shares are reserved for issuance upon the exercise of the Agent’s Option and 1,000,000 Common Shares are reserved for issuance upon the exercise of the Incentive Stock Options. See “**Plan of Distribution**” and “**Incentive Stock Options**”.

### Special Shares

The Special Shares may be issued from time to time in one or more series, each series consisting of the number of shares and having the designation, rights, privileges, restrictions and conditions which the board of directors of the Corporation determines in accordance with the articles of the Corporation prior to the issue thereof.

## CAPITALIZATION

The following table sets forth the information respecting the capitalization of the Corporation as at August 31, 2018 and the date hereof before and after giving effect to the Offering.

Capital	Authorized	Amount outstanding as of August 31, 2018 (date of balance sheet) <sup>(1)(2)(4)</sup>	Amount outstanding as of date of preliminary prospectus <sup>(1)(2)</sup>	Amount to be outstanding following the completion of the Offering <sup>(1)(2)(3)</sup>
Common Shares	Unlimited	\$400,000 (8,000,000 Common Shares)	\$400,000 (8,000,000 Common Shares)	\$600,000 (10,000,000 Common Shares)
Special Shares	Unlimited	Nil	Nil	Nil

#### Notes:

- (1) The Corporation has reserved 140,000 Common Shares for issuance upon the exercise of the Agent’s Option. See “**Plan of Distribution**”.
- (2) The Corporation has reserved 1,000,000 Common Shares for issuance upon exercise of the Incentive Stock Options. See “**Incentive Stock Options**”.
- (3) Before deducting the costs and expenses of the Offering and in connection with the previous issuance of Common Shares which in the aggregate are estimated to be \$74,000 (exclusive of H.S.T.). See “**Use of Proceeds**”.
- (4) As of the date hereof the Corporation had not yet commenced commercial operations.

## INCENTIVE STOCK OPTIONS

The board of directors of the Corporation may from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, senior officers and technical consultants, non-transferable and non-assignable options to purchase Common Shares, exercisable for a period of up to ten years from the date of grant, provided that the number of Common Shares reserved for issuance does not exceed ten percent (10%) of the then issued and outstanding Common Shares. The number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares at the closing of the IPO.

Options may be exercised the later of 12 months after the Completion of the Qualifying Transaction and 90 days following the cessation of an optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of 12 months after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "**Escrowed Securities**".

Subject to regulatory approval, Incentive Stock Options to purchase 1,000,000 Common Shares are to be granted on closing of the Offering to directors and officers and such options are qualified for distribution pursuant to this prospectus. The table below outlines the options to be granted to directors and officers of the Corporation as well as the Common Shares to be issued upon exercise of the Incentive Stock Options:

Name and Position	Number of Common Shares Under Option	Exercise Price	Expiry Date
Adam Parsons Director	50,000	\$0.10	Five (5) years from date of grant
David D'Onofrio Chief Executive Officer, Chief Financial Officer, Secretary and Director	450,000	\$0.10	Five (5) years from date of grant
Pat DiCapo Director	500,000	\$0.10	Five (5) years from date of grant
<b>Total</b>	<b>1,000,000</b>		

The Incentive Stock Options to purchase, in aggregate, 1,000,000 Common Shares issued to directors and officers of the Corporation are qualified for distribution under this prospectus.

## PRIOR SALES

Since the date of incorporation of the Corporation, 8,000,000 Common Shares have been issued and are outstanding as follows:

Date	Number of Shares	Issue Price per Share	Aggregate Issue Price	Consideration Received
August 30, 2018	8,000,000 <sup>(1)</sup>	\$0.05	\$400,000	Cash

**Note:**

(1) All of the 8,000,000 Common Shares issued at a price of \$0.05 will be held in escrow. See "**Escrowed Securities**".

## ESCROWED SECURITIES

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

All of the 8,000,000 Common Shares issued prior to the Offering at a price below \$0.10 per Common Share and 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 will be deposited with the Escrow Agent under the Escrow Agreement.

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

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

The following table sets out, as at the date hereof, the number of securities of the Corporation, which are currently held in escrow.

<u>Name and Municipality of Residence of Shareholder</u>	<u>Number of Common Shares Held in Escrow</u>	<u>Percentage of Common Shares Prior to Completion of the Offering</u>	<u>Percentage of Common Shares Following Completion of the Offering</u>
1999611 Ontario Inc. Toronto, Ontario	150,000	1.9%	1.5%
1999609 Ontario Inc. Toronto, Ontario	150,000	1.9%	1.5%
2180447 Ontario Inc. Toronto, Ontario	700,000	8.7%	7.0%
PowerOne Capital Corp. Toronto, Ontario	7,000,000	87.5%	70.0%
<b>TOTAL</b>	<b>8,000,000</b>	<b>100%</b>	<b>80.0%</b>

Where the securities of the Corporation which are required to be held in escrow are held by a non-individual (a "**holding company**"), each holding company pursuant to the 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 each of the dates which are 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 TSX Trust to immediately: (a) cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Corporation; or (b) if the Corporation lists on NEX board of the Exchange, either (i) cancel all Common Shares purchased by Non-Arm's Length Parties to the Corporation at a discount to the offering price under this prospectus, in accordance with section 11.2(a) of the CPC Policy, or (ii) subject to majority shareholder approval, cancel that number of Common Shares purchased by Non-Arm's Length Parties to the CPC so that the average cost of the remaining Common Shares purchased by Non-Arm's Length Parties to the Corporation 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 (a "**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 3 year escrow release mechanism with: 5% of the escrowed securities releasable at the time of the Final Exchange bulletin, 5% on the date which is 6 months after the Final Exchange Bulletin, 10% on each of the dates which are 12 and 18 months after the Final Exchange Bulletin, 15% on each of the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin.

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

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

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

Exchange; or

- (b) the private placement is announced concurrently with the Agreement in Principle and
- (i) at least 75% of the proceeds from the private placement are not from Principals of the Corporation or 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 of the Corporation as at the date hereof:

<u>Name and Municipality of Residence</u>	<u>Type of Ownership</u>	<u>Number of Common Shares</u>	<u>Percentage Owned Prior to Completion of Offering</u>	<u>Percentage to be Owned Following Completion of Offering <sup>(1)</sup></u>
PowerOne Capital Corp. <sup>(2)</sup> (Toronto, Ontario)	Direct	7,000,000	87.5%	70.0%

**Notes:**

- (1) Following the completion of the Offering, the issued and outstanding share capital of the Corporation will be 10,000,000 Common Shares. Pursuant to the Agent's Option, 140,000 Common Shares are reserved for issuance. In addition, 1,000,000 Common Shares are reserved for issuance upon the exercise of the Incentive Stock Options. Following the completion of the Offering, the fully-diluted share capital of the Corporation will be 11,140,000 Common Shares, and the holdings of PowerOne Capital Corp. on a fully-diluted basis will be 7,500,000 or approximately 67.3%, assuming that PowerOne Capital Corp. purchases no Common Shares under the Offering.
- (2) The sole shareholder of PowerOne Capital Corp. is Pat DiCapo.

### DIRECTORS, OFFICERS AND PROMOTERS

The following table sets out, for each of the Corporation's directors and officers, the person's name, municipality of residence, positions with the Corporation, principal occupation and, if a director, the month and year in which the person became a director.

<u>Name and Municipality of Residence</u>	<u>Position(s) with the Corporation</u>	<u>Principal Occupation</u>	<u>Director Since</u>
Adam Parsons <sup>(1)</sup> Toronto, Ontario	Director	Investment Banking Analyst, PowerOne Capital Markets Limited	August 30, 2018
David D'Onofrio <sup>(1)</sup> Toronto, Ontario	Chief Executive Officer, Chief Financial Officer, Secretary and Director	Chief Financial Officer, PowerOne Capital Markets Limited	August 30, 2018
Pat DiCapo <sup>(1)</sup> Toronto, Ontario	Director	Founder and Chief Executive Officer of PowerOne Capital Markets Limited	August 30, 2018

**Note:**

- (1) Member of the Audit Committee of the Corporation.

Prior to the completion of the Offering, the directors and officers of the Corporation directly or indirectly collectively hold 7,850,000 Common Shares or 98% of the issued and outstanding Common Shares of the Corporation. Following the completion of the Offering, the directors and officers of the Corporation will collectively hold 7,850,000 Common Shares or approximately 78.5% of the issued and outstanding Common Shares of the Corporation (approximately 70.5% of a fully diluted basis), assuming the directors and officers purchase no Common Shares under the Offering. In addition, following completion of the Offering, the directors and officers will collectively hold 1,000,000 Incentive Stock Options.

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.

All of the directors currently have employment outside the Corporation. Each of the directors of the Corporation has agreed to devote as much of his time to the business and affairs of the Corporation as necessary to complete the Corporation's Qualifying Transaction. See "**Management of the Corporation**" below.

### **Management of the Corporation**

Set forth below is a description of the background of the directors and officers of the Corporation, including a description of each individual's principal occupation(s) within the past five years. For further information, see "**Reporting Issuer Experience of the Directors and Officers of the Corporation**".

#### ***Adam Parsons, Director***

Mr. Parsons is an Investment Banking Analyst at PowerOne Capital Markets Limited, where he supports corporate finance, due diligence, research and valuations for a range of industries including natural resources, technology and health care. Prior to joining PowerOne Capital Markets Limited, he held various engineering roles in the natural resource & technology industries. Mr. Parsons holds a Bachelor of Engineering from Memorial University.

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

#### ***David D'Onofrio, Chief Executive Officer, Chief Financial Officer, Secretary and Director***

Mr. D'Onofrio is the Chief Financial Officer of PowerOne Capital Markets Limited, a merchant bank headquartered in Toronto, Ontario. As the Chief Financial Officer, Mr. D'Onofrio is active in advising and structuring corporate finance transactions and conducting due diligence. Mr. D'Onofrio is a chartered accountant who has acted in both audit and international taxation advisory roles with two Toronto based public accounting firms where he worked extensively with small/medium sized private and public companies, with a specific focus on early-stage resource, technology and health science companies, both foreign and domestic. Mr. D'Onofrio is also a member of the Institute of Corporate Directors and has acted as a corporate director, officer and advisor to several publicly listed companies in the past. Prior to joining PowerOne, worked at Collins Barrow LLP and Deloitte & Touche LLP in senior advisory roles.

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

#### ***Pat DiCapo, Director***

Mr. DiCapo is a founder of PowerOne Capital Markets Limited. Since founding PowerOne Mr. DiCapo has been involved in over 300 transactions involving emerging private and public companies with a total value in excess of \$2.5 billion. Prior to founding PowerOne, Mr. DiCapo worked at Smith Lyons LLP (now Gowlings LLP) in Toronto and with Goodwin Procter LLP in Boston, MA. Mr. DiCapo is a graduate of Osgoode Hall Law School and a member of the Ontario Bar Association and the Law Society of Upper Canada. Mr. DiCapo is also very passionate about supporting numerous charitable organizations, as well as assisting with the continued development of PowerOne's industry by acting as a Member of the TSX-V Ontario Advisory Committee.

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

### Reporting Issuer Experience of the Directors and Officers of Corporation

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

<u>Name</u>	<u>Name of Reporting Issuer</u>	<u>Exchange</u>	<u>Position</u>	<u>From</u>	<u>To</u>
Adam Parsons	POCML 4 Inc.	TSXV	Director	September 2017	Present
David D'Onofrio	Mason Graphite Inc, (formerly POCML 1 Inc.)	TSXV	Director and Officer	July 2011	October 2012
	Lithium Americas Corp.	TSX	Director	July 2009	June 2014
	Bedrocan Cannabis Corp. (formerly POCML 2 Inc.)	TSXV	Director and Officer	April 2013	August 2014
	Neo Lithium Corp. (formerly POCML 3 Inc.)	TSXV	Director and Officer	July 2014	July 2016
	Rio2 Limited	TSXV	Officer	March 2017	June 2017
	White Gold Corp. (formerly G4G Resources Ltd.)	TSXV	Director and Officer	July 2015	Present
	POCML 4 Inc.	TSXV	Director and Officer	January 2017	Present
	9 Capital Corp.	TSXV	Director	March 2017	Present
Pat DiCapo	Mason Graphite Inc, (formerly POCML 1 Inc.)	TSXV	Director	July 2011	October 2012
	Petrolifera Petroleum Ltd.	TSXV	Director	May 2009	March 2011
	Bedrocan Cannabis Corp. (formerly POCML 2 Inc.)	TSXV	Director	April 2013	August 2014
	Neo Lithium Corp. (formerly POCML 3 Inc.)	TSXV	Director	July 2014	July 2016
	Firm Capital American Reality Partners	TSXV	Director	July 2016	Present
	POCML 4 Inc.	TSXV	Director	September 2017	Present

### Corporate Cease Trade Orders or Bankruptcies

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

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

### Penalties or Sanctions

No director, officer, insider or promoter of the Corporation, or a shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, has:

- (a) 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
- (b) been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

### **Personal Bankruptcies**

No director, officer, insider or promoter of the Corporation, or a shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such persons has, within the 10 years before the date of the 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

### **Indebtedness of Directors and Officers**

None of the directors or officers of the Corporation or any of their respective Associates or Affiliates has been indebted to the Corporation since the date of the Corporation's incorporation.

### **Conflicts of Interest**

There may be potential conflicts of interest to which the directors, officers and Insiders of the Corporation may be subject in connection with the operations of the Corporation. The directors, officers and Insiders may be engaged in corporations or businesses which may be in competition with the search by the Corporation for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may arise where a director, officer or Insider will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Canada Business Corporations Act*.

## **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 or indirectly, by the Corporation to a Non-Arm's Length Party to the Corporation or a Non-Arm's Length Party to the Qualifying Transaction, or to any person engaged in investor relations activities in respect of the securities of the Corporation or any Resulting Issuer by any means, including:

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

However, the Corporation may reimburse Non-Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("**Permitted Reimbursements**"). 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. See "**Incentive Stock Options**".

Following Completion of the Qualifying Transaction, the Corporation may 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 in connection with the Qualifying Transaction. See "**Relationship Between the Corporation and Professional Persons**".

## DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of at least 40% or \$0.06 per Common Share on the basis of there being 10,000,000 Common Shares of the Corporation issued and outstanding following completion of this Offering (not including Common Shares issuable upon exercise of the Agent's Option). Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales securities prior to filing of this prospectus, without deduction of commissions or related expenses incurred by the Corporation.

## RISK FACTORS

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

The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. It has no history of earnings and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Corporation has not identified a potential asset or business for acquisition or participation and has not entered into an Agreement in Principle as defined in the CPC Policy. 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. There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell its Common Shares. See "**Business of the Corporation**".

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. See "**Directors, Officers and Promoters**".

Assuming completion of the Offering, investors acquiring Common Shares under this prospectus will suffer an immediate dilution of approximately 40% or \$0.06 per Common Share, before the deduction of selling commissions and related expenses incurred by the Corporation. See "**Dilution**".

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. Further, even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to complete the transaction. 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 investors, which dilution may be significant and which may also result in a change of control of the Corporation. Subject to prior Exchange approval, the Corporation may be permitted to loan or advance up to an aggregate of \$25,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan. See "**Business of the Corporation**" and "**Use of Proceeds**".

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 Minority Approval. Unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other applicable 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 other entitlement to payment by the Corporation of fair value for the Common Shares.

Upon public announcement of a proposed Qualifying Transaction, trading in Common Shares of the Corporation will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Corporation will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction. Trading of the Common Shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required. The Exchange will generally suspend trading of the 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. Neither the Exchange, nor any securities regulatory authority, passes upon the merits of the proposed Qualifying Transaction. See "**Business of the Corporation**".

In the event that the 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.

**As a result of these factors, this Offering is suitable only to investors who are willing to rely solely on the 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.**

### **ELIGIBILITY FOR INVESTMENT**

In the opinion of Irwin Lowy LLP, counsel to the Corporation, provided that the Common Shares are listed on a designated stock exchange (which currently includes the Exchange) on the date of Closing and subject to the provisions of any particular plan, the Common Shares offered hereby will, on the date of Closing, constitute qualified investments under the Tax Act and the regulations thereto (in effect on the date hereof) for trusts governed by RRSPs, RRIFs, deferred profit sharing plans, registered education savings plans, registered disability savings plans and TFSAs. Notwithstanding that the Common Shares will be a qualified investment for a RRSP, RRIF or TFSA, the annuitant under a RRSP or RRIF and the holder of a TFSA will be subject to a penalty tax if the Common Shares are a prohibited investment in respect of such RRSP, RRIF or TFSA. The Common Shares will not be a prohibited investment provided that the annuitant or holder (as the case may be) deals at arm's length with the Corporation for the purposes of the Tax Act and does not have a "significant interest" (as defined in the Tax Act) in the Corporation or any corporation, partnership or trust that does not deal at arm's length with the Corporation for the purposes of the Tax Act. However, the Common Shares will generally not be a prohibited investment for a RRSP, RRIF or TFSA provided that the annuitant or holder (as the case may be) deals at arm's length with the Corporation and does not have a "significant interest" (as defined in the Tax Act) in the Corporation.

### **LEGAL PROCEEDINGS**

The Corporation is not party to any legal proceedings, nor to the best of its knowledge are there any legal proceedings threatened or pending.

### **RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT**

The Corporation is not a "related issuer" or "connected issuer" of the Agent for the purposes of National Instrument 33-105 - Underwriting Conflicts. 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" basis. The Agent does not, prior to completion of the Offering, own directly or indirectly, any securities of the Corporation and the only proceeds of the Offering to be received by it 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 Option. See "**Plan of Distribution**".

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

Certain legal matters relating to this Offering will be passed upon by Irwin Lowy LLP, on behalf of the Corporation, and by Burstall Winger Zammit LLP, on behalf of the Agent.

The partners and associates of Irwin Lowy LLP and Burstall Winger Zammit LLP collectively do not own any of the Common Shares as at the date hereof. Additionally, the partners and associates of Irwin Lowy LLP and Burstall Winger Zammit LLP may subscribe for additional Common Shares pursuant to the Offering.

### **AUDITOR, TRANSFER AGENT AND REGISTRAR**

The auditor of the Corporation is MNP LLP, located at 111 Richmond St W #300, Toronto, ON M5H 2G4.

TSX Trust Company, Suite #301 - 100 Adelaide Street West, Toronto, ON, M5H 4H1, is the transfer agent and registrar for the Common Shares.

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

Certain directors and officers of the Corporation have acquired Common Shares of the Corporation in the seed capital phase of the Corporation. In addition, each of the directors and officers of the Corporation will be granted options to purchase Common Shares pursuant to the Corporation's Option Plan. See "**Incentive Stock Options**".

## **MATERIAL CONTRACTS**

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

1. the Escrow Agreement dated [●], 2018 among the Corporation, TSX Trust and certain shareholders of the Corporation. See "**Escrowed Securities**";
2. the Agency Agreement dated [●], 2018 between the Corporation and the Agent. See "**Plan of Distribution**"; and
3. the Transfer Agent, Registrar and Disbursing Agent Agreement dated [●], 2018 between the Corporation and TSX Trust. See "**Auditor, Transfer Agent and Registrar**".

Copies of these agreements will be available for inspection at the offices of the Corporation, at any time 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.

## **OTHER MATERIAL FACTS**

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

## **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 this 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.

**FINANCIAL STATEMENTS**

**(Financial statements attached)**

## **CERTIFICATE OF CORPORATION**

Dated: September 13, 2018

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

*“David D’Onofrio” (signed)*

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By: David D’Onofrio  
Chief Executive Officer, Chief Financial Officer,  
Secretary and Director

### **ON BEHALF OF THE BOARD OF DIRECTORS**

*“Adam Parsons” (signed)*

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By: Adam Parsons  
Director

*“Pasquale (Pat) DiCapo” (signed)*

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By: Pasquale (Pat) DiCapo  
Director

## CERTIFICATE OF AGENT

Dated: ●, 2018

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

### INDUSTRIAL ALLIANCE SECURITIES INC.

*“G. Trevor Conway” (signed)*

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By: G. Trevor Conway  
Managing Director, Investment Banking