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

PROSPECTUS

Initial Public Offering **December 18, 2015**

BRASSNECK CAPITAL CORP.

(a capital pool company)

MINIMUM OFFERING: $200,000 (2,000,000 COMMON SHARES)

MAXIMUM OFFERING: $575,000 (5,750,000 COMMON SHARES)

Price: $0.10 per Common Share

Brassneck Capital Corp. (the "**Corporation**") hereby qualifies for distribution, through its agent, PI Financial Corp. (the "**Agent**"), a minimum of 2,000,000 common shares ("**Minimum Offering**") and a maximum of 5,750,000 common shares ("**Maximum Offering**") in the share capital of the Corporation (the "**Common Shares**") at an issuance price of $0.10 per Common Share for aggregate gross proceeds of a minimum of $200,000 and a maximum of $575,000 (the "**Offering**"). The purpose of this Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "**Exchange**") and, in the case of a Non Arm's Length Qualifying Transaction, as hereafter defined, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 - *Capital Pool Companies* (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"), as such term is defined in the CPC Policy. 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 hereafter defined, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See *"Business of the Corporation"* and *"Use of Proceeds"*.

	Common Shares (#)	**Price to Public**	**Agent's Commission(1)**	**Net Proceeds to the Corporation(2)**
Per Common Share	1	$0.10	$0.01	$0.09
Minimum Offering	2,000,000	$0.10	$20,000	$180,000
Maximum Offering	5,750,000	$0.10	$57,500	$517,500

Notes:

(1) A cash commission of 10% of the gross proceeds of the Offering will be paid to the Agent (the "**Agent's Commission**") upon closing of the Offering. The Agent was paid a non-refundable corporate finance fee of $10,000 (plus applicable taxes) (the "**Corporate Finance Fee**") and will be reimbursed by the Corporation for its reasonable expenses, including legal fees, taxes and disbursements for which the Corporation has provided the Agent with a retainer of $10,000 to be applied against such anticipated expenses (the "**Retainer**"). In addition, the Agent and its designated sub-agents, if any, will be granted the Agent's Option, as hereafter defined. See *"Plan of Distribution - Agency Agreement and Agent's Compensation"*.

(2) Before deducting the costs of this issue estimated at $79,190 (exclusive of the Agent's Commission) which includes legal and audit fees and other expenses of the Corporation estimated at $36,500, the Corporate Finance Fee, the Retainer and the listing fee of $15,000 (plus GST) payable to the Exchange and estimated filing fees payable of $7,690. See *"Use of Proceeds"*.

This Offering is made on a "commercially reasonable" efforts basis by the Agent and is subject to the completion of a minimum subscription of 2,000,000 Common Shares up to a maximum subscription of 5,750,000 Common Shares for gross proceeds to the Corporation of a minimum of $200,000 up to a maximum of $575,000. 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 an agency agreement between the Corporation and the Agent (the "**Agency Agreement**"). If the minimum subscription is not completed within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the regulatory authorities and the Agent and persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent and its designated sub-agents, if any, will be granted a non-transferable option (the "**Agent's Option**") which will entitle the holder to purchase up to a number of Common Shares equal to ten percent (10%) of the total number of Common Shares issued pursuant to the Offering, at a price of $0.10 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares are listed on the Exchange. This prospectus qualifies the Agent's Option. See *"Plan of Distribution"* and *"Options to Purchase Securities"*.

This prospectus also qualifies for distribution options to be granted to directors and officers of the Corporation (the "**Directors' and Officers' Options**") at the Closing. The Directors' and Officers' Options will entitle the holders to purchase an aggregate of 8.33% of the number of Common Shares that will be outstanding immediately after Closing (516,667 Common Shares in the event of the Minimum Offering and 829,208 in the event of the Maximum Offering) at a price of $0.10 per Common Share and such options may be exercised for a period of 10 years from the date of grant. See *"Plan of Distribution"* and "*Options to Purchase Securities*".

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

The Exchange has conditionally accepted the listing application of the Corporation's Common Shares on December 16, 2015. Listing is subject to the Corporation fulfilling all of the requirements of the Exchange.

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

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

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

The Agent conditionally offers these Common Shares on a "commercially reasonable efforts" agency basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "*Plan of Distribution*" and subject to the approval of certain legal matters by Borden Ladner Gervais LLP, Calgary, Alberta, on behalf of the Corporation, and by McMillan LLP, Vancouver, British Columbia, on behalf of the Agent.

Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this prospectus, or 40,000 Common Shares ($4,000) in the event of the Minimum Offering, and 115,000 Common Shares ($11,500) in the event of the Maximum Offering. 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, or 80,000 Common Shares ($8,000) in the event of the Minimum Offering and 230,000 Common Shares ($23,000) in the event of the Maximum Offering. Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that one or more global certificates that represent the aggregate number of Common Shares subscribed for under this prospectus will be issued in registered form as directed by the Agent. Purchasers of Common Shares will receive only a customer confirmation from the Agent as to the number of Common Shares subscribed for. Certificates representing the Common Shares in registered and definitive form will be issued in certain limited circumstances.

PI Financial Corp.
1560-300 5th Avenue SW
Calgary, Alberta T2P 3C4
Telephone: (403) 543-2900
Facsimile: (403) 543-2900

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GLOSSARY

"**Affiliate**" means a Company that is affiliated with another Company as described below:

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

(a) one of them is the subsidiary of the other, or

(b) each of them is controlled by the same Person.

A Company is "controlled" by a Person if:

(a) voting securities of the Company are held, other than by way of security only, by or for the benefit of that Person, and

(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Company.

A Person beneficially owns securities that are beneficially owned by:

(a) a company controlled by that Person, or

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

"**Agency Agreement**" means the agency agreement dated December 18, 2015 between the Corporation and the Agent.

"**Agent**" means PI Financial Corp., at its office in the City of Calgary, in the Province of Alberta.

"**Agent's Option**" means the non-transferable option to be granted by the Corporation to the Agent and its designated sub-agents, if any, entitling the Agent and any sub-agents to purchase up to ten percent (10%) of the total number of Common Shares issued pursuant to the Offering at a price of $0.10 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares are listed on the Exchange.

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

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

(a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute 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 or Company, means:

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

(b) any partner of the Person or Company;

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

(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 that Person or of his spouse who has the same residence as that Person;

but

(e) where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D.1.00 of the TSX Venture Exchange Rule Book and Policies with respect to that Member firm, Member corporation or holding company.

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

"**Commissions**" means the Ontario Securities Commission, the British Columbia Securities Commission and the Alberta Securities Commission.

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

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

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

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

"**Corporation**" means Brassneck Capital Corp., a corporation incorporated under the *Business Corporations Act* (Alberta), having its registered office in the City of Calgary, in the Province of Alberta.

"**CPC**" means a corporation:

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

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

"**CPC Policy**" means Policy 2.4 - *Capital Pool Companies* of the Exchange.

"**Directors' and Officers' Options**" means options to be granted at Closing to directors and officers of the Corporation which options will entitle the holders to purchase up to a number of Common Shares equal to 8.33% of the number of Common Shares that will be outstanding immediately after the Closing (516,667 Common Shares in the event of the Minimum Offering and 829,208 in the event of the Maximum Offering), at a price of $0.10 per Common Share and which options may be exercised for a period of 10 years from the date of grant.

"**Escrow Agreement**" means the escrow agreement dated December 18, 2015 among the Corporation, the Transfer Agent and certain shareholders of the Corporation.

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

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

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

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

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

(a) a director or senior officer of the Issuer;

(b) a director or senior officer of the Company that is an Insider or subsidiary of the Issuer;

(c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the Issuer; or

(d) the Issuer itself if it holds any of its own securities.

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

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

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

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

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

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

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

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

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

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

“**Minimum Offering**” means a minimum of 2,000,000 Common Shares issued pursuant to the Offering.

“**Maximum Offering**” means a maximum of 5,750,000 Common Shares issued pursuant to the Offering.

“**Non Arm’s Length Party**” means:

(a) in relation to a Company, a Promoter, officer, director, other Insider or Control Person of that Company (including an Issuer) and any Associates or Affiliates of any of such Persons; and

(b) in relation to an individual, means any Associate of the individual or any Company of which the individual is a Promoter, officer, director, Insider or Control Person.

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

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

“**Offering**” means the offering of Common Shares in accordance with the terms of this prospectus.

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

“**Principal**” means:

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

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

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

(d) a “10% holder” – a Person that:

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

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

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

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

"**Pro Group**" means:

(a) Subject to subparagraphs (b), (c) and (d), "Pro Group" shall include, either individually or as a group:

(i) the Member;

(ii) employees of the Member;

(iii) partners, officers and directors of the Member;

(iv) Affiliates of the Member; and

(v) Associates of any parties referred to in subparagraphs (i) through (iv).

(b) The Exchange may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is not acting at arm's length to the Member;

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

(d) The Member may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the 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.

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

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

"**Related Party Transaction**" has the meaning ascribed to that term under *Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions*, and includes a related party transaction that is determined by the Exchange, to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non Arm's Length Parties, or other circumstances exist which may compromise the independence of the Issuer with respect to the transaction.

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

"Seed Shares" means securities issued before an Issuer's IPO, or by a private Target Company before a reverse take-over bid, change of business or Qualifying Transaction, regardless of whether the securities are subject to resale restrictions or are free trading.

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

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

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

"**Sponsor Report**" means the report to be provided to the Exchange by the Sponsor.

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

"**Transfer Agent**" means Equity Financial Trust Company, a trust corporation having an office in the City of Calgary, in the Province of Alberta.

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

PROSPECTUS SUMMARY

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

The Corporation:	The Corporation was incorporated under the *Business Corporations Act* (Alberta) on June 18, 2015 and has its registered office located at 1900, 520 – 3rd Avenue SW, Calgary, Alberta, T2P 0R3. The Corporation is a CPC under CPC Policy.
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. To date, the Corporation has not yet identified Significant Assets for a potential Qualifying Transaction. Furthermore, the Corporation has not entered into an Agreement in Principle. See *"Business of the Corporation - Proposed Operations until Completion of a Qualifying Transaction"*.
Offering:	A minimum of 2,000,000 Common Shares and a maximum of 5,750,000 Common Shares are being offered and qualified under this prospectus at a price of $0.10 per Common Share. Under the Agency Agreement, the Corporation will grant as commission to the Agent and its designated sub-agents, if any, the Agent's Option to purchase up to a number of Common Shares equal to 10% of the number of Common Shares issued under the Offering (200,000 Common Shares in the event of the Minimum Offering and 575,000 Common Shares in the event of the Maximum Offering), at a price of $0.10 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares are listed on the Exchange. The Agent's Option is qualified for distribution under this prospectus. This prospectus also qualifies for distribution the Directors' and Officers' Options to be granted at the Closing which entitle the holders to purchase up to a number of Common Shares equal to 8.33% of the number of Common Shares that will be outstanding immediately following the Closing (516,667 Common Shares in the event of the Minimum Offering and 829,208 Common Shares in the event of the Maximum Offering), at a price of $0.10 per Common Share and which options may be exercised for a period of 10 years from the date of grant. See *"Plan of Distribution"* and *"Options to Purchase Securities"*.
Use of Proceeds:	The total Net Proceeds to the Corporation, accounting for total cash proceeds raised prior to this Offering and total proceeds of this Offering, net of all Offering expenses and other expenses of the Corporation, will be approximately a minimum of $100,810 up to a maximum of $438,310. The net funds available 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 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating businesses or assets. See *"Use of Proceeds"*.
Directors and Management:	The following are the directors and officers of the Corporation:

Connor Cruise	-	Director, Chief Executive Officer and Chief Financial Officer
William C. Guinan	-	Director and Corporate Secretary
Frederic Leigh Jr.		Director
Michael J. Saliken	-	Director

Connor Cruise can be considered the Promoter of the Corporation. See *"Promoter"*.

Escrow Securities:	An aggregate of 2,150,000 of the currently issued and outstanding Common Shares were issued at a price of $0.05 per share or are directly or indirectly, beneficially owned or controlled by Non-Arm's Length Parties of the CPC, and 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. An aggregate of 2,050,000 of the currently issued and outstanding Common Shares were issued at a price of $0.10 per share and are not directly or indirectly beneficially owned or controlled by Non-Arm's Length Parties of the CPC, and will not be subject to Escrow in accordance with the CPC Policy. See *"Escrowed Securities"*.
Financial Statements:	The audited financial statements of the Corporation are included in this Prospectus. See "*Financial Statements*".
Risk Factors:	Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment (based on the gross proceeds from this Offering and prior issuances without deduction of selling and related expenses) of $0.017 per Common Share or 17% in the event of the Minimum Offering and $0.011 per Common Share or 11% in the event of the Maximum Offering. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction. The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. See *"Business of the Corporation"*, *"Directors, Officers and Promoter - Conflicts of Interest"*, *"Capitalization"*, *"Dilution"* and *"Risk Factors"*.

THE CORPORATION

The Corporation was incorporated on June 18, 2015, by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (Alberta). On November 19, 2015, the Corporation amended its articles to remove the restrictions against the transfer of securities.

The registered and records office of the Corporation is located at 1900, 520 – 3rd Avenue SW, Calgary, Alberta T2P 0R3. The head office of the Corporation is located at 1900, 520 – 3rd Avenue SW, Calgary, Alberta T2P 0R3.

BUSINESS OF THE CORPORATION

Preliminary Expenses

The Corporation paid to the Agent an initial amount of $10,000 (plus applicable taxes) as a Corporate Finance Fee and the Retainer of $10,000 to be applied towards the Agent's reasonable expenses, including legal fees, taxes and disbursements. The Corporation has also paid $15,000 (plus applicable taxes) to the Exchange as part of its listing fees and paid $7,690 with respect to filing fees incurred in connection with filing its preliminary prospectus. The Corporation has also incurred approximately $36,500 in professional fees for organizational expenses. Certain of the Offering proceeds will be utilized to satisfy the obligations of the Corporation related to the Offering, including the expenses of its auditor and legal fees, the fees of the Exchange, the Agent's Commission, fees and expenses and the fees of the securities regulatory authorities. See *"Use of Proceeds"*.

Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests. The Corporation has not selected a business sector or industry in which to primarily pursue a Qualifying Transaction.

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

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

Method of Financing

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

Criteria for a Qualifying Transaction

The Corporation will consider acquisitions of assets or businesses operated or located both inside and outside of Canada, as permitted by the CPC Policy. All potential acquisitions will be screened initially by management of the Corporation to determine their economic viability. Approval of acquisitions will be made by the board of directors. The board of directors will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of the directors. The board of directors of the Corporation must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a proposed Qualifying

Transaction, the directors will act honestly and in good faith having regard to the best interests of the Corporation and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

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

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

(a) file the filing statement on SEDAR at least seven business days prior to closing of the Qualifying Transaction, and issue a news release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the filing statement is available on SEDAR; or

(b) mail the information circular and related proxy material to its shareholders in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval, at a meeting of shareholders.

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

(a) in the case of a Non Arm's Length Qualifying Transaction, confirmation of Majority of Minority Approval of the Qualifying Transaction;

(b) confirmation of closing of the Qualifying Transaction; and

(c) all post-meeting or final documentation, as applicable, otherwise required to be filed with the Exchange pursuant to the CPC Policy.

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

Initial Listing Requirements

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

Trading Halts, Suspensions and Delisting

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

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

(a) the unacceptable nature of the business of the Resulting Issuer; or

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

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

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

  (ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such Member firm; and

(iii) Associates of any such person,

collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;

(c) the Resulting Issuer will be a financial institution, finance company, finance issuer or mutual fund, as defined in the securities legislation;

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

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to be received by the Corporation from the sale of the Common Shares offered by this prospectus will be $200,000 pursuant to the Minimum Offering and $575,000 pursuant to the Maximum Offering. The gross proceeds received by the Corporation from the sale of Common Shares prior to the date of this prospectus was $315,000. The expenses and costs of this issue, including legal, accounting, audit, printing, regulatory fees and the Agent's Commission, fees and expenses, estimated in the aggregate to be approximately $99,190 in the event of the Minimum Offering and $136,690 in the event of the Maximum Offering, will be deducted from the aggregate gross proceeds of the sales of Common Shares prior to and pursuant to the Offering. The Corporation estimates that $100,810 in the event of the Minimum Offering and $438,310 in the event of the Maximum Offering will be available to the Corporation from the sale of Common Shares distributed by this prospectus and prior sales of Common Shares.

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

Item	**Total Minimum Offering**	**Total Maximum Offering**
Gross cash proceeds raised prior to this Offering (seed shares and pre-IPO private placement) (1)	$315,000	$315,000
Expenses and costs relating to raising seed share proceeds and pre-IPO private placement proceeds	Nil(2)	Nil(2)
Gross cash proceeds to be raised pursuant to this Offering	$200,000	$575,000
Estimated expenses and costs relating to the Offering (3)	$99,190	$136,690
Estimated funds available on completion of the Offering (4)	**$415,810**	**$753,310**
Funds available for identifying and evaluating assets or business prospects (5)	$365,810	$703,310
Estimated general and administrative expenses until Completion of a Qualifying Transaction	$50,000	$50,000
Total Net Proceeds	**$415,810**	**$753,310**

Notes:

(1) See *"Prior Sales"*.

(2) No issue costs have been allocated towards the issuance of these shares. See the Corporation's statement of financial position as at October 31, 2015.

(3) Includes listing and filing fees, the Agent's Commission, Corporate Finance Fee, the Retainer and expenses, the Corporation's legal fees, audit fees and other expenses.

(4) In the event the Agent exercises the Agent's Option and the Directors' and Officers' Options are exercised, there will be available to the Corporation a maximum of an additional $71,666.70 (for the Minimum Offering) and a maximum of an additional $140,420.80

(for the Maximum Offering) which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.

(5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire $365,810 up to the maximum of $703,310 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

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

Permitted Use of Funds

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

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

(i) valuations or appraisals;

(ii) business plans;

(iii) feasibility studies and technical assessments;

(iv) sponsorship reports;

(v) engineering or geological reports;

(vi) financial statements, including audited financial statements;

(vii) fees for legal and accounting services; and

(viii) Agent's fees, costs and commissions,

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

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

Restrictions on Use of Proceeds

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

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

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

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

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

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

  (iii) equipment leases; and

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

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

Private Placements for Cash

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

Prohibited Payments to Non Arm's Length Parties

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

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

(b) deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale to the public on a "commercially reasonable efforts" basis, a minimum of 2,000,000 Common Shares and a maximum of 5,750,000 Common Shares at a price of $0.10 per Common Share for aggregate gross proceeds of $200,000 in the event of the Minimum Offering and $575,000 in the event of the Maximum Offering, subject to the terms and conditions in the Agency Agreement. The Agent will receive in aggregate a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares pursuant to the Offering. In addition, the Corporation paid the Agent a non-refundable Corporate Finance Fee of $10,000 (plus applicable taxes) and will pay the Agent's legal fees **(**plus disbursements and applicable taxes) and any other reasonable expenses of the Agent, for which the Corporation has paid the Retainer of $10,000 to be applied against such anticipated expenses.

The Corporation has also agreed to grant to the Agent, and any sub-agents, as directed by the Agent, a non-transferable Agent's Option which entitles the Agent and any sub-agents to purchase ten percent (10%) of the total number of Common Shares issued pursuant to the Offering at a price of $0.10 per Common Share and which may be exercised for a period of 24 months from the day the Common Shares are listed on the Exchange. The Agent's Option is qualified under this prospectus for distribution. Not more than 50% of the aggregate number of Common Shares which can be acquired on the exercise of the entire 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.

Commercially Reasonable Efforts Offering and Maximum Subscriptions

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

The total Offering is for a minimum of 2,000,000 Common Shares up to a maximum of 5,750,000 Common Shares at a price of $0.10 per Common Share for total gross proceeds of a minimum of $200,000 up to a maximum of $575,000. Under the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares in the Offering, or 40,000 Common Shares in the event of the Minimum Offering and 115,000 Common Shares in the event of the Maximum Offering. 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 the purchaser, is 4% of the total number of Common Shares in the Offering, or 80,000 Common Shares in the event of the Minimum Offering and 230,000 Common Shares in the event of the Maximum Offering. The funds received from the Offering will be deposited with the Agent, and will not be released until the Offering has closed. The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by the Agent and 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 Being Distributed

The Corporation also proposes to grant the Directors' and Officers' Options at the Closing of the Offering in accordance with the policies of the Exchange, which options are qualified for distribution pursuant to this prospectus. The Directors' and Officers' Options entitle the holders to purchase an aggregate of 516,667 Common Shares in the event of the Minimum Offering and 829,208 Common Shares in the event of the Maximum Offering at a price of $0.10 per Common Share and such options may be exercised for a period of 10 years from the date of grant. See *"Plan of Distribution"* and *"Options to Purchase Securities"*.

Determination of Price

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

Listing Application

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

Subscriptions by and Restrictions on the Agent

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

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the members of the Pro Group cannot exceed 20% of the issued and outstanding Common Shares exclusive of Common Shares reserved for issuance at a future date. The Exchange will require that any securities issued to the Pro Group in connection with or in contemplation of the Qualifying Transaction will be required to be subject to a four month Exchange hold period and the securities certificate(s) legended accordingly, as prescribed by Exchange Policy 3.2 "*Filing Requirements and Continuous Disclosure*".

The Agent has advised the Corporation that to the best of its knowledge and belief, no directors, officers, employees or contractors of the Agent or any Associate or Affiliate of the foregoing have subscribed for Common Shares under this Offering. Prior to the date of this prospectus an employee of the Agent purchased 50,000 Common Shares at a price of $0.10 per share, and the TSXV has advised the Corporation that these Common Shares will not be subject to the escrow under CPC Policy.

Restrictions on Trading

Other than the Initial Public Offering of the Common Shares pursuant to this prospectus, the grant of the Agent's Warrant and the grant of the Directors' and Officers' 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 securities commission that is designated the principal regulator pursuant to MI 11-102 and NP 11-202 and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 4,200,000 are issued and outstanding as fully paid and non-assessable, a minimum of 2,000,000 Common Shares and a maximum of 5,750,000 Common Shares will be issued under this prospectus, ten percent (10%) of the total number of Common Shares issued pursuant to the Offering will be reserved for issuance pursuant to the Agent's Option and 516,667 Common Shares in the event of the Minimum Offering and 829,208 Common Shares in the event of the Maximum Offering will be reserved for issuance pursuant to the Directors' and Officers' Options to be granted at the Closing. See "*Plan of Distribution*".

The holders of Common Shares are entitled to dividends, if, as and when declared by the board of directors, to one vote per share at meetings of the shareholders of the Corporation and, upon dissolution, to share equally in such assets of the Corporation as are distributable to the holders of Common Shares. All Common Shares to be outstanding after completion of this Offering will be fully paid and non-assessable.

Preferred Shares

The Corporation is authorized to issue Preferred Shares without nominal or par value. The Preferred Shares may be issued from time to time in one or more series, each consisting of a number of Preferred Shares as determined by the board of directors of the Corporation which also may fix the designations, rights, privileges, restrictions and conditions attaching to the shares of each series of Preferred Shares. There are no Preferred Shares issued and outstanding. The Preferred Shares of each series shall, with respect to payment of dividends and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, rank on a parity with the Preferred Shares of every other series and shall be entitled to preference over the Common Shares and the shares of any other class ranking junior to the Preferred Shares. The holders of Preferred Shares are not entitled to receive notice or, attend or vote at any meetings of the shareholders of the Corporation.

CAPITALIZATION

Designation of Security	**Amount Authorized**	**Amount Outstanding as of October 31, 2015[1]**	**Amount Outstanding as of the Date Hereof[1]**	**Amount Outstanding After Giving Effect to: Minimum[2][3] Offering**	**Amount Outstanding After Giving Effect to: Maximum[2][4] Offering**
Common Shares	Unlimited	$315,000 (4,200,000 Common Shares)	$315,000 (4,200,000 Common Shares)	$515,000 (6,200,000 Common Shares)	$890,000 (9,950,000 Common Shares)
Preferred Shares	Unlimited	Nil	Nil	Nil	Nil

Notes:

(1) As at October 31, 2015 and as of the date hereof, the Corporation had not commenced commercial operations.

(2) The Corporation has reserved up to a maximum of 575,000 Common Shares pursuant to the Offering at $0.10 per share for issuance upon exercise of the Agent's Option. The Corporation has reserved up to a maximum of 829,208 Common Shares pursuant to the Offering at $0.10 per share for issuance upon exercise of the Directors' and Officers' Options to be granted at the Closing. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

(3) Based on the gross proceeds of the Minimum Offering of $200,000 and before deducting the Agent's Commission, fees and expenses and the other costs of this Offering, estimated at $99,190.

(4) Based on the gross proceeds of the Maximum Offering of $575,000 and before deducting the Agent's Commission, fees and expenses and the other costs of this Offering, estimated at $136,690.

OPTIONS TO PURCHASE SECURITIES

The Corporation has adopted an incentive stock option plan (the "**Option Plan**") which provides that the board of directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares. Such options will be exercisable for a period of up to 10 years from the date of grant. In connection with the foregoing, the number of Common Shares reserved for issuance to any individual director or officer will not exceed 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. Options granted to any optionee that does not continue as a director, officer, technical consultant or employee of the Resulting Issuer, have a maximum term of the later of 12 months after Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to 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*".

As at this date, the Corporation has reserved up to a maximum of 829,208 Common Shares pursuant to the Directors' and Officers' Options. The Directors' and Officers' Options will be granted at Closing, are qualified for distribution pursuant to this prospectus and are expected to be allocated on the following basis:

Optionee	Number of Common Shares Reserved Under Option under: Minimum Offering	Maximum Offering	Exercise Price	Expiry Date
Connor Cruise	310,000	497,525	$0.10	10 Years from the Date of Grant
William C. Guinan	103,339	165,842	$0.10	10 Years from the Date of Grant
Michael Saliken	51,669	82,921	$0.10	10 Years from the Date of Grant
Frederic Leigh Jr.	51,669	82,921	$0.10	10 Years from the Date of Grant
Total	516,667	829,208		

Pursuant to the terms of the Agency Agreement, upon closing this Offering, the board of directors of the Corporation intends to grant the Agent's Option to the Agent and its designated sub-agents, if any.

Optionee	Number of Common Shares Reserved Under Option under: Minimum Offering	Maximum Offering	Exercise Price	Expiry Date
PI Financial Corp.	200,000	575,000	$0.10	24 Months from the Date of Grant
Total	200,000	575,000		

The Directors' and Officers' Options are to be granted immediately after closing this Offering and the Agent's Option (subject to regulatory approval) are all qualified for distribution pursuant to this prospectus.

PRIOR SALES

Since the date of incorporation of the Corporation, 4,200,000 Common Shares have been issued as follows:

Date	Number of Common Shares	Issue Price Per Share	Aggregate Issue Price	Consideration Received
September 4, 2015	2,100,000[(1)]	$0.05	$105,000	Cash
October 6, 2015	2,100,000	$0.10	$210,000	Cash

Notes:
(1) These Common Shares will be held in escrow. See "*Escrowed Securities*".

ESCROWED SECURITIES

2,150,000 of the currently issued and outstanding Common Shares that were issued at a price lower than the IPO price or are directly or indirectly, beneficially owned or controlled by Non-Arm's Length Parties of the CPC, and all Common Shares that may be acquired from treasury of the Corporation by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction will be deposited with the Transfer Agent under the Escrow Agreement. An aggregate of 2,050,000 of the currently issued and outstanding Common Shares were issued at a price of $0.10 per share and are not directly or indirectly beneficially owned or controlled by Non-Arm's Length Parties of the CPC, and will not be subject to Escrow in accordance with the CPC Policy.

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

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

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

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

Name and Municipality of Residence of Shareholder	Number of Escrowed Common Shares	Percentage of Common Shares Prior to Giving Effect to the Offering	Percentage of Common Shares After Giving Effect to the Offering(1): Minimum Offering	Maximum Offering
Connor Cruise *Vancouver, BC*	1,200,000	28.57%	19.35%	12.06%
William C. Guinan *Calgary, AB*	400,000	9.52%	6.45%	4.02%
Michael Saliken *Calgary, AB*	200,000	4.76%	3.23%	2.01%
Frederic Leigh Jr. *North Vancouver, BC*	100,000	2.38%	1.61%	1.01%
0930201 BC Ltd. (2) *North Vancouver, BC*	150,000	3.57%	2.42%	1.51%
Murray Hinz *Calgary, AB*	100,000	2.38%	1.61%	1.01%
Total	**2,150,000**	51.18%	34.67%	21.62%

Notes:
(1) Assuming no Common Shares are purchased by these persons under the Offering.
(2) 0930201 BC Ltd. is wholly owned by Frederic Leigh Jr.

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

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

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

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

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

(a) cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares; or

(b) if the Corporation lists on NEX, either:

(i) cancel all Seed Shares purchased by Non Arm's Length Parties to the Corporation at a discount from the IPO price, in accordance with section 11.2(a) of the CPC Policy, or

(ii) subject to majority shareholder approval, cancel an amount of 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.

Escrowed Securities on Qualifying Transaction

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

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the time period for release of securities from escrow. In the case of a Resulting Issuer that will be a Tier 2 Issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities being releasable every 6 months thereafter until the date which is 36 months after the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 issuer subject to a Surplus Security Escrow Agreement, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a 3 year release mechanism with 5% of the escrowed securities releasable at the time of the Final Exchange bulletin, 5% on the date which is 6 months after the Final Exchange Bulletin, 10% on each of the dates which are 12 and 18 months after the Final Exchange Bulletin, 15% on each of the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin.

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

Escrowed Securities on Private Placement

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

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

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

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

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

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

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares	Percentage of Common Shares Owned Prior to Giving Effect to the Offering	Percentage of Common Shares Owned After Giving Effect to the Offering(1)(2)	
				Minimum Offering	**Maximum Offering**
Connor Cruise *Vancouver, BC*	Direct	1,200,000	28.57%	19.35%	12.06%

Notes:
(1) Assuming that no Common Shares are purchased by any of the principal shareholders under the Offering.
(2) On a fully diluted basis, assuming the exercise of the Agent's Option and the Directors' and Officers' Options, Connor Cruise will be the registered holder of 1,510,000 Common Shares in the event of the Minimum Offering (constituting 21.83% of the outstanding Common Shares on a fully-diluted basis) or 1,697,525 Common Shares in the event of the Maximum Offering (constituting 14.95% of the outstanding Common Shares on a fully-diluted basis).

DIRECTORS, OFFICERS AND PROMOTERS

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

Name & Municipality of Residence	Positions and Offices Held	Common Shares Held	Percentage of Shares Owned Before Offering	Percentage of Shares Owned After Minimum Offering(1)(2)	Percentage of Shares Owned After Maximum Offering(1)(2)
Connor Cruise(3)(5) *Vancouver, BC*	Chief Executive Officer, Chief Financial Officer and Director	1,200,000	28.57%	19.35%	12.06%
William C. Guinan *Calgary, AB*	Corporate Secretary and Director	400,000	9.52%	6.45%	4.02%
Michael Saliken(5) *Calgary, AB*	Director	200,000	4.76%	3.23%	2.01%
Frederic Leigh Jr.(4)(5) *North Vancouver, BC*	Director	200,000(3)	4.76%	3.23%	2.01%

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

(2) All of the listed individuals will be granted Directors' and Officers' Options to purchase an aggregate of 8.33% of the number of Common Shares that will be outstanding immediately after Closing (516,667 Common Shares in the event of the Minimum Offering and 829,208 Common Shares in the event of the Maximum Offering). See "*Options to Purchase Securities*".
(3) Connor Cruise may be considered to be the Promoter of the Corporation in that he took the initiative in founding and organizing the Corporation. Connor Cruise will be granted 310,000 Directors' and Officers' Options in the event of the Minimum Offering and 497,525 Directors' and Officers' Options in the event of the Maximum Offering pursuant to the Option Plan.
(4) 100,000 Common Shares held through 0930201 BC Ltd., which is wholly owned by Frederic Leigh Jr.
(5) A member of the audit committee.

In addition to any other requirements of the Exchange, the Exchange expects management of the Corporation to meet a high management standard. The directors and officers of the Corporation believe that, on a collective basis, management possesses the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset. Each of the officers and directors will devote the time considered necessary to perform the work required in connection with the management and direction of the Corporation and completion of the Qualifying Transaction. As a group, directors and officers of the Corporation own 2,000,000 Common Shares being 47.6% of the issued and outstanding Common Shares prior to the completion of the Offering and 32.3% of the issued and outstanding Common Shares in the event of the Minimum Offering and 20.1% of the issued and outstanding Common Shares in the event of the Maximum Offering (prior to the exercise of the Agent's Warrants and any Directors' and Officers' Options).

Connor Cruise, Chief Executive Officer, Chief Financial Officer and Director

Mr. Cruise has been a financial industry professional for 8 years holding positions in retail sales, private equity and venture capital. In addition to heading up Brassneck, Mr. Cruise does financial consulting for ARHT Media (TSX-V: ART) and prior to that was an Investment Advisor with PI Financial Corp, a leading Canadian Investment Dealer with a focus on special situations and energy. He holds a Bachelor of Business from Bond University and has completed numerous securities licensing courses in Canada and the U.S.

Mr. Cruise will devote the time necessary to perform the work required in connection with the management of the Corporation and completion of a Qualifying Transaction

William C. Guinan, Corporate Secretary and Director

Mr. Guinan is a partner at the law firm of Borden Ladner Gervais LLP, Calgary, Alberta, where he specializes in securities law, oil and gas and banking, with a focus on both private and public offerings, mergers and acquisitions and corporate governance. Mr. Guinan has served as a director and officer of a number of public and private corporations. Currently he serves as a director and Corporate Secretary of Kelt Exploration Ltd., an oil and gas exploration and production company, CERF Incorporated, an equipment rental and waste management company and Ikkuma Resources Corp., an oil and gas exploration and production company. Mr. Guinan received a Bachelor of Business Administration degree from Acadia University in 1977 and a Master of Business Administration and Bachelor of Laws degrees from Dalhousie University in 1982.

Mr. Guinan will devote the time necessary to perform the work required in connection with the management of the Corporation and completion of a Qualifying Transaction

Michael Saliken, Director

Mr. Saliken is lawyer at the law firm Borden Ladner Gervais LLP, Calgary, Alberta, where he specializes in corporate and securities law with a focus on both private and public offerings and mergers and acquisitions. Mr. Saliken received a Bachelor of Commerce degree, from the Haskayne School of Business at the University of Calgary in 2005 and a Bachelor of Laws degree from the University of Alberta in 2008.

Mr. Saliken will devote the time necessary to perform the work required in connection with the management of the Corporation and completion of a Qualifying Transaction.

Frederic Leigh Jr., Director

Mr. Frederic Leigh Jr. is the principal of a private British Columbia company providing fundraising, investor relations and advisory services. He has over 10 years of experience with companies in the mining and technology sectors worldwide, acting in an investor relations and advisory role for a number of publically listed companies.

Mr. Leigh will devote the time necessary to perform the work required in connection with the management of the Corporation and completion of a Qualifying Transaction

Other Corporate Information

Pursuant to the provisions of the *Business Corporations Act* (Alberta), the Corporation is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Corporation's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Corporation's auditor. The audit committee of the Corporation currently consists of Connor Cruise, Frederic Leigh Jr. and Michael Saliken. Michael Saliken is the chairman of the audit committee.

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.

Other Reporting Issuer Experience

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

Name of Director, Officer or Promoter	Name of Reporting Issuer	Exchange	Position	Term
William C. Guinan	Ikkuma Resources Corp.	TSXV	Director and Corporate Secretary	May 2014 to Present
	Kelt Exploration Ltd.	TSX	Director and Corporate Secretary	October 2012 to Present
	Amarok Energy Inc.(1)	TSXV	Director and Corporate Secretary	August 2012 to May 2014
	CERF Incorporated(2)	TSXV	Director and Corporate Secretary	October 2011 to Present
	Black Sparrow Capital Corp.	TSXV	Director and Corporate Secretary	June 2011 to May 2014
	Celtic Exploration Ltd.	TSX	Director and Corporate Secretary	April 2002 to February 2013
	Drako Capital Corp.	TSXV	Director and Corporate Secretary	February 2012 to August 2012
	Emerge Oil & Gas Inc.	TSX	Director and Corporate Secretary	January 2009 to January 2012
	Canadian Equipment Rental Fund Limited Partnership	TSXV	Corporate Secretary of CERF GP Corp.	October 2007 to October 2011
	Desco Energy Ltd.	TSXV	Director and Corporate Secretary	May 2005 to January 2011

Notes:

(1) Formerly known as Drako Capital Corp.
(2) Formerly known as Canadian Equipment Rental Fund Limited Partnership.

Corporate Cease Trade Orders or Bankruptcies

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

Penalties or Sanctions

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

Personal Bankruptcies

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

Conflicts of Interest

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

Executive Compensation

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

(a) remuneration, which includes but is not limited to:

  (i) salaries;

  (ii) consulting fees;

  (iii) management contract fees or directors' fees;

  (iv) finder's fees;

  (v) loans, advances, bonuses; and

(b) deposits and similar payments.

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

The directors and officers of the Corporation will also be granted the Directors' and Officers' Options. See *"Plan of Distribution"* and *"Options to Purchase Securities"*.

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

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of $0.017 per Common Share or 17% in the event of the Minimum Offering or $0.011 per Common Share or 11% in the event of the Maximum Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to the filing of this prospectus, without deduction of commissions or related expenses incurred by the Corporation, as set forth below:

Item	**Total Minimum Offering ($)**	**Total Maximum Offering ($)[(1)]**
Gross proceeds of prior share issues	$315,000	$315,000
Gross proceeds of this Offering	$200,000	$575,000
Total gross proceeds after this Offering	**$515,000**	**$890,000**
Offering price per share	$0.10	$0.10
Proceeds per share after this Offering	$0.083	$0.09
Dilution per share to subscriber	$0.017	$0.010
Percentage of dilution in relation to offering price	17%	10%

RISK FACTORS

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

(a) the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;

(b) investment in the Common Shares offered by this prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development;

(c) the directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See *"Directors, Officers and Promoter - Conflicts of Interest"*;

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of $0.017 per Common Share or 17% per Common Share in the event of the Minimum

Offering and \$0.011 per Common Share or 11% per Common Share in the event of the Maximum Offering;

(e) there can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell its Common Shares;

(f) until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;

(g) the Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Corporation will be able to identify a suitable Qualifying Transaction;

(h) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;

(i) completion of the Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and, in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval;

(j) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares;

(k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction;

(l) trading in the Common Shares may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required;

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

(n) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;

(o) in the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service of notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;

(p) If the Corporation does not make an election to be a public corporation in the manner contemplated in this prospectus, the purchasers may be penalized by the Canada Revenue Agency with respect to any Common Shares held in RRSP, RRIF, TFSA (as hereafter defined under the heading "*Eligibility For Investment*"), deferred profit sharing plans and registered education savings plans;

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

(r) subject to prior acceptance by the Exchange, the Corporation may be permitted to loan or advance up to an aggregate of $250,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan.

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

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Corporation is not a "related issuer" or "connected issuer" of the Agent for the purposes of National Instrument 33-105 - *Underwriting Conflicts*.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Borden Ladner Gervais LLP, Calgary, Alberta on behalf of the Corporation and by McMillan LLP, Vancouver, British Columbia, on behalf of the Agent.

Mr. Guinan, who is a partner with the law firm of Borden Ladner Gervais LLP, holds 400,000 Common Shares. Mr. Guinan is expected to be granted 103,339 Directors' and Officers' Options in the event of the Minimum Offering and 165,842 Directors' and Officers' Options in the event of the Maximum Offering. Mr. Saliken, who is an associate with the law firm of Borden Ladner Gervais LLP, holds 200,000 Common Shares. Mr. Saliken is expected to be granted 51,669 Directors' and Officers' Options in the event of the Minimum Offering and 82,921 Directors' and Officers' Options in the event of the Maximum Offering. The Directors' and Officers' Options are expected to be granted pursuant to the Option Plan and will be subject to the policies of the Exchange.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is Kenway Mack Slusarchuk Stewart LLP, Chartered Accountants, at Calgary, Alberta. Such firm is independent of Corporation in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of Alberta.

Equity Financial Trust Company, at its office located at 10th Floor, 300 – 5th Avenue SW, Calgary, Alberta T2P 3C4, is the transfer agent and registrar for the Corporation's Common Shares.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have all acquired Common Shares. In addition, each of the directors and officers of the Corporation will be granted the Directors' and Officers' Options. Except as disclosed elsewhere herein, none of the directors, officers or principal shareholders of the Corporation, and no Associate or Affiliate of any of them, has or has had any material interest in any transaction that materially affects the Corporation. See *"Options to Purchase Securities"*, *"Escrowed Securities"* and *"Principal Shareholders*".

MATERIAL CONTRACTS

The Corporation has not entered into any contracts material to investors in the Common Shares hereunder within the two years prior to the date hereof, other than the following:

1. Agency Agreement dated as of December 18, 2015 between the Corporation and the Agent. See *"Plan of Distribution"*.

2. Escrow Agreement dated as of December 18, 2015 among the Corporation, the Transfer Agent and those shareholders that executed such agreement. See *"Escrowed Securities"*.

3. Transfer Agency and Registrar and Disbursing Agent Agreement dated as of November 13, 2015 between the Corporation and the Transfer Agent.

Copies of these agreements will be available for inspection at the registered office of the Corporation located at the offices of Borden Ladner Gervais LLP, solicitors of the Corporation, located at 1900, 520 – 3rd Avenue SW, Calgary, Alberta T2P 0R3, 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.

DIVIDEND POLICY

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

PROMOTER

Connor Cruise is considered to be the Promoter of the Corporation in that he took the initiative in founding and organizing the Corporation. See *"Prior Sales" and "Principal Shareholders"*.

PURCHASERS' STATUTORY RIGHTS

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

ELIGIBILITY FOR INVESTMENT

Based on the provisions of the *Income Tax Act* (Canada) and the regulations thereunder in force as of the date hereof (the "**Tax Act**") and the proposed amendments to the Tax Act publicly announced by, or on behalf of, the Minister of Finance (Canada) prior to the date hereof, in the opinion of Borden Ladner Gervais LLP, counsel to the Corporation, if on or before the Corporation's filing-due date for its first taxation year, the Common Shares are listed on a designated stock exchange and the Corporation elects in its return of income for the year in the manner and within the limits prescribed by the Tax Act to be a "public corporation", as that term is defined in the Tax Act, then the Corporation will be deemed to have been a public corporation from the beginning of its first taxation year, and the Common Shares distributed under the offering will be "qualified investments" under the Tax Act for trusts governed by registered retirement savings plans ("**RRSP**"), registered retirement income funds ("**RRIF**"), registered disability savings plans, deferred profit sharing plans, registered education savings plans and tax free savings accounts ("**TFSA**") on Closing. The Corporation has provided a covenant in the Agency Agreement that it will make the election to be a public corporation as contemplated in this paragraph.

However, the holder of a TFSA or an annuitant under a RRSP or RRIF (hereafter, a "**Registered Holder**") that holds Common Shares will be subject to a penalty tax if such Common Shares are a "prohibited investment" for the purposes of the Tax Act. Common Shares will generally be a "prohibited investment" if the Registered Holder does not deal at arm's length with the Corporation for the purposes of the Tax Act or has a "significant interest" (within the meaning of the Tax Act) in the Corporation or a corporation, partnership or trust with which the Corporation does not deal at arm's length for the purposes of the Tax Act. **Prospective purchasers should consult their own tax advisors regarding their particular circumstances.**

CERTIFICATE OF THE CORPORATION

DATE: December 18, 2015

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.

"*Connor Cruise*" (signed)
Connor Cruise
Chief Executive Officer and Chief Financial Officer

ON BEHALF OF THE BOARD

"*William C. Guinan*" (signed)	"*Michael J. Saliken*" (signed)
William C. Guinan	**Michael J. Saliken**
Director	Director

CERTIFICATE OF THE PROMOTER

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.

"*Connor Cruise*" (signed)
Connor Cruise

CERTIFICATE OF THE AGENT

DATE: December 18, 2015

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 Alberta, British Columbia and Ontario.

PI FINANCIAL CORP.

Per: "*Blake Corbet*" (signed)

Blake Corbet
Managing Director, Investment Banking

Audited Financial Statements of

BRASSNECK CAPITAL CORP.

For the period from June 18, 2015 (date of incorporation)
to October 31, 2015

(Expressed in Canadian Dollars)

Management's Report

The information in this report, including the financial statements, are the responsibility of management. The financial statements have been prepared in accordance with International Financial Reporting Standards.

Brassneck Capital Corp. (the "Corporation") maintains appropriate systems of internal control to provide reasonable assurance that the financial records provide relevant, reliable and accurate information.

The Board of Directors is responsible for ensuring that management fulfills its responsibility for internal control and financial reporting. The Directors exercise this responsibility through the Audit Committee. This committee, which is comprised of employee and non-employee Directors, meets with management to satisfy itself that management has properly performed its financial reporting responsibilities and to review the financial statements before they are presented to the Directors for approval. These financial statements have been approved by the Board of Directors as recommended by the Audit Committee.

Kenway Mack Slusarchuk Stewart LLP, an independent firm of Chartered Accountants, has been engaged to audit the financial statements in accordance with Canadian Generally Accepted Auditing Standards and provide their auditors' report thereon.

Signed "Connor Cruise"

Connor Cruise
Chief Executive Officer and Chief Financial Officer

Calgary, Canada

December 2, 2015

Kenway Mack Slusarchuk Stewart LLP
CHARTERED ACCOUNTANTS

Independent Auditors' Report

To: The Directors of **Brassneck Capital Corp.**

We have audited the accompanying financial statements of Brassneck Capital Corp., which comprise the statement of financial position as at October 31, 2015 and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from the date of incorporation on June 18, 2015 to October 31, 2015, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of **Brassneck Capital Corp.** as at October 31, 2015, and its financial performance and cash flows for the period from the date of incorporation on June 18, 2015 to October 31, 2015, in accordance with International Financial Reporting Standards.

December 2, 2015

Kenway Mack Slusarchuk Stewart LLP

Calgary, Alberta

Chartered Accountants

BRASSNECK CAPITAL CORP.

Statement of Financial Position

As at	October 31, 2015
	$
ASSETS	
CURRENT	
Cash	299,750
Deferred financing costs	36,500
	336,250
LIABILITIES	
CURRENT	
Accounts payable and accrued liabilities	26,500
SHAREHOLDERS' EQUITY	
Share capital (Note 6)	315,000
Deficit	(5,250)
	309,750
	336,250

Nature of operations (Note 1)
Subsequent event (Note 10)

Approved on behalf of the Board:

Signed: "Connor Cruise"

Connor Cruise, Director

Signed: "Michael Saliken"

Michael Saliken, Director

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BRASSNECK CAPITAL CORP.

Statement of Loss and Comprehensive Loss

For the period from June 18, 2015 (date of incorporation) to October 31, 2015

	$
Expenses	
Listing fees	5,250
Total expenses	5,250
Net and comprehensive loss	(5,250)
Basic and diluted net loss per common share (Note 8)	($0.014)

The accompanying notes are an integral part of these financial statements

BRASSNECK CAPITAL CORP.

Statement of Cash Flows

For the period from June 18, 2015 (date of incorporation) to October 31, 2015

	$
Cash flows from the following activities:	
Operating activities	
Net loss and comprehensive loss	(5,250)
Changes in non-cash working capital items:	
Deferred financing costs	(36,500)
Accounts payable and accrued liabilities	26,500
Change in cash	(15,250)
Financing activities	
Issuance of share capital	315,000
Change in cash	299,750
Cash, beginning of period	-
Cash, end of period	299,750

BRASSNECK CAPITAL CORP.

Statement of Changes in Shareholders' Equity

	Share Capital			
	Common Shares	Amount $	Deficit $	Total $
Common shares issued for cash September 4, 2015	2,100,000	105,000		105,000
Common shares issued for cash October 6, 2015	2,100,000	210,000		210,000
Net loss for the period			(5,250)	(5,250)
Balance as at October 31, 2015	4,200,000	315,000	(5,250)	309,750

The accompanying notes are an integral part of these financial statements

1. Incorporation and Nature of Business

Brassneck Capital Corp. (the "Corporation") was incorporated pursuant to the provisions of the Business Corporations Act (Alberta) on June 18, 2015. The Corporation maintains its head office and registered office at 1900, 520 – 3rd Avenue SW, Calgary, Alberta T2P 0R3. The Corporation is a Capital Pool Company ("CPC") as defined pursuant to Policy 2.4 of The TSX Venture Exchange (the "TSXV").

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

The Corporation's continuing operations are dependent upon its ability to evaluate and negotiate an agreement to acquire an interest in a material asset or business within twenty-four months of listing on the Exchange. Where an acquisition or participation is warranted, additional funding may be required. The ability of the Corporation to fund its potential future operations and commitments is dependent upon its ability to obtain additional financing. Such an acquisition will be subject to regulatory approval and, if required, shareholder approval.

2. Basis of presentation

Statement of Compliance

These financial statements were prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") in effect on October 31, 2015.

These financial statements were authorized for issue by the Corporation's Board of Directors on December 2, 2015.

Basis of measurement

The financial statements have been prepared on the historical cost basis and are presented in Canadian dollars, which is the Corporation's functional and reporting currency.

2. Basis of presentation (continued)

Use of estimates and judgements

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

3. Significant accounting policies

Cash and cash equivalents

Cash equivalents are held by a financial institution and consists of redeemable term deposits maturing in three months or less.

Deferred financing costs

Costs incurred relating to the proposed issuance of shares are deferred. Deferred costs consist primarily of professional and Agent fees. Costs will be charged to share capital upon the issuance of shares. In the event that the share issuance does not occur, costs will be charged to income in the period.

Income taxes

Income taxes are calculated using the liability method of tax allocation accounting. Temporary differences arising from the difference between the tax basis of an asset or liability and its carrying value on the statement of financial position are used to calculate deferred income tax liabilities or assets. Deferred income tax liabilities or assets are calculated using tax rates anticipated to apply in the periods that the temporary differences are expected to reverse. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Financial instruments

The Corporation's financial assets and liabilities are classified and measured as follows:

Cash and cash equivalents are recorded at fair value through profit and loss. Such assets are recognized initially at fair value. Subsequent to initial recognition, changes in fair value are recognized in profit or loss.

Accounts payable and accrued liabilities are classified as other liabilities and are initially measured at fair value and if there are subsequent material or significant changes in fair value, they are subsequently measured at amortized cost using the effective interest rate method.

3. Significant accounting policies (continued)

Earnings per share

Basic loss per share is computed by dividing the net loss applicable to common shares by the weighted average number of common shares (other than contingently returnable shares) outstanding for the relevant period.

Diluted loss per share is computed by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares (other than contingently returnable shares) issued and outstanding and all additional common shares that would have been outstanding if potentially dilutive instruments were converted.

Share based payments

The Corporation has a stock-based compensation plan. The Corporation accounts for its stock option plan using the fair value method. Under this method, the Corporation estimates the fair value of stock options using the Black-Scholes option pricing model on the date of grant. Based on the value of the option granted, stock-based compensation expense and an offsetting credit to contributed surplus is recorded over the vesting period. When options are exercised, the amortized portion of the value of the option is transferred from the contributed surplus account to the share capital account.

Application of new and revised International Financial Reporting Standards

The Corporation has reviewed new and revised accounting pronouncements that have been issued but are not yet effective and determined that the following may have an impact on the Corporation:

IFRS 9 “Financial Instruments”

The IASB aims to replace IAS 39, Financial Instruments Recognition and Measurement, in its entirety. The replacement standard (IFRS 9) is being issued in phases. Under IFRS 9 all financial instruments would be classified into one of two basic categories; those measured at amortized cost or those measured at fair value. The classification of financial assets is based on both the characteristics of the instrument and the business model under which it is managed. At initial recognition, an organization may irrevocably designate a financial asset as measured at fair value through profit or loss ("FVTPL"). IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The restatement of comparative period financial statements will not be required for the initial classifications and measurement requirements, but will require modified disclosures upon transition.

The Corporation is currently evaluating the impact of adopting this standard on its financial statements.

There are additional new standards that have not been discussed as they are not expected to impact the Corporation.

4. Capital management

The Corporation's capital currently consists of common shares. The Corporation defines capital as total equity which was $309,750 at October 31, 2015. Its principal source of cash is from the issuance of common shares. The Corporation's capital management objectives are to safeguard its ability to continue as a going concern and to have sufficient capital to be able to identify, evaluate and then acquire an interest in a business or assets.

The Corporation does not have any externally imposed capital requirements to which it is subject other than the restriction on the use of cash as referred to in Note 1.

The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Corporation may attempt to issue new shares.

5. Financial instruments

Fair Value

The carrying amount of cash and cash equivalents, and accounts payable and accrued liabilities approximates their fair value due to their short term nature.

IFRS requires disclosures about the inputs to fair value measurements for financial assets and liabilities recorded at fair value, including their classification within a hierarchy that prioritizes the inputs to fair value measurement. The three levels of hierarchy are:

Level 1**-** Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2**-** Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly; and

Level 3**-** Inputs for the asset or liability that are not based on observable market data.

The Corporation's cash and cash equivalents are the only financial assets or liabilities measured using fair value. Cash and cash equivalents are categorized as Level 1 since there are quoted prices in an active market for the instruments.

Credit Risk

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

5. Financial instruments (continued)

Interest Rate Risk

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

Liquidity Risk

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

6. Share capital

Authorized Capital

The authorized share capital of the Corporation consists of an unlimited number of common shares without nominal or par value and an unlimited number of preferred shares, issuable in series.

Issued and Outstanding Common Shares

	Number of Shares	Amount ($)
Issuance of common shares for cash - September 4, 2015	2,100,000	105,000
Issuance of common shares for cash - October 6, 2015	2,100,000	210,000
Balance at October 31, 2015	4,200,000	315,000

Share Issuance Detail

On September 4, 2015, the Corporation issued 2,100,000 shares at a price of $0.05 per common share for total proceeds of $105,000.

On October 6, 2015, the Corporation issued 2,100,000 shares at a price of $0.10 per common share for total proceeds of $210,000.

6. Share capital (continued)

Escrowed shares

All of the 2,100,000 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 the Completion of the Qualifying Transaction, will be deposited with the Transfer Agent under the Escrow Agreement.

All common shares acquired on exercise of stock options prior to the Completion of a Qualifying Transaction, must also be deposited in escrow and will be subject to escrow.

In addition, all common shares of the Corporation acquired in the secondary market prior to the completion of a Qualifying Transaction by any person or company who becomes a Control Person, as defined in the policies of the Exchange, 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.

Stock Options

The Corporation has adopted an incentive stock option plan in accordance with the policies of the TSXV (the "Stock Option Plan") which provides that the Board of Directors of the Corporation may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance under the Stock Option Plan shall not exceed ten percent (10%) of the issued and outstanding common shares exercisable for the period of up to ten (10) years from the date of grant. In addition, the number of common shares reserved for issuance to any one person shall not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to any one consultant will not exceed two percent (2%) of the issued and outstanding common shares. Options may be exercised from the later of 12 months after completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any common shares acquired pursuant to the exercise of options prior to Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

The Board of Directors determines the price per common share and the number of common shares which may be allocated to each director, officer, employee and consultant and all other terms and conditions of the option, subject to the rules of the TSXV.

As at October 31, 2015 there has been no stock options granted.

7. Earnings per share

Basic and diluted earnings per share have been calculated based on the net loss divided by the weighted average number of common shares outstanding. The weighted average number of common shares outstanding during the period was 388,889.

The weighted average outstanding calculation excludes the 2,100,000 shares held in escrow.

8. Income taxes

As at October 31, 2015, the Corporation has accumulated non-capital losses of $5,250 for income tax purposes which can be carried forward and applied against future taxable income until 2035 taxation year.

Deferred tax assets have not been recognized in respect of the loss carryforwards as it is not probable that future taxable profits will be available against which the Corporation can utilize the benefits.

9. Subsequent event

The Corporation intends to file a prospectus with the securities regulatory authorities in the provinces of Alberta, British Columbia and Ontario. In connection with the prospectus, the Corporation intends to enter into an Agency Agreement (the "Agency Agreement") with PI Financial Corp. (the "Agent"), and intends to offer a minimum of 2,000,000 and maximum of 5,750,000 Common Shares at $0.10 (the “Offering”) per share to the public for total estimated proceeds of between $200,000 and $575,000 (before transaction costs). The Agent has been paid a corporate finance fee of $10,000, plus GST and will be reimbursed by the Corporation for its expenses. Cash commission payable to the Agent is based on 10% of the gross proceeds. In addition, the Agent will be granted the option to purchase up to 10% of the Common Shares subscribed to under the Offering at a price of $0.10 per Common Share. This option expires 24 months from the date that the Common Shares are listed for trading on the Exchange. The Agent also has the right of first refusal to act as the Corporation’s lead agent with a minimum syndicate participation of 50% on any further equity financing in connection with the Corporation’s qualifying transaction. In addition, the Agent has a right of first refusal to act as the Corporation’s sponsor in connection with the qualifying transaction, which right is to be upon mutually agreeable terms.

The Corporation also intends to grant share options to purchase an aggregate of up to 829,208 Common Shares to directors and officers under the Corporation’s share option plan.

CERTIFICATE OF THE CORPORATION

DATE: December 18, 2015

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.

(Signed) "*Connor Cruise*"
Connor Cruise
Chief Executive Officer and Chief Financial Officer

ON BEHALF OF THE BOARD

(Signed) "*William C. Guinan*"	(Signed) "*Michael J. Saliken*"
William C. Guinan	**Michael J. Saliken**
Director	Director

CERTIFICATE OF THE PROMOTER

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.

(Signed) "*Connor Cruise*"
Connor Cruise

CERTIFICATE OF THE AGENT

DATE: December18, 2015

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 Alberta, British Columbia and Ontario.

PI FINANCIAL CORP.

Per: (Signed) "*Blake Corbet*"

Blake Corbet
Managing Director, Investment Banking