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.

FINAL PROSPECTUS

INITIAL PUBLIC OFFERING **July 27, 2016**

AVANCO CAPITAL CORP.
(a capital pool company)

Offering: $500,000
5,000,000 Common Shares
Price: $0.10 per Common Share

Avanco Capital Corp. (the "**Corporation**") hereby offers through its agent (the "**Agent**"), Haywood Securities Inc., 5,000,000 common shares ("**Common Shares**") in the capital of the Corporation for sale to the public at a price of $0.10 per Common Share for gross proceeds of $500,000. The purpose of this offering (the "**Offering**") is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereinafter defined. See "Glossary" for the definitions of capitalized terms herein. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. and in the case of a Non Arm's Length Qualifying Transaction must also receive Majority of the Minority Approval, in accordance with the CPC Policy. The Corporation is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, 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".

Distribution

	Common Shares	Price to Public	Agent's Commission (1)	Proceeds to Corporation (2)
Per Common Share	1	$0.10	$0.01	$0.09
Offering	5,000,000	$500,000	$50,000	$450,000

Notes:

(1) A cash commission of 10% of the gross proceeds of the Offering will be paid to the Agent. In addition the Agent and its sub-agents, if any, will be granted Agent's Warrants to purchase 500,000 Common Shares equal to 10% of the aggregate number of Common Shares expected to be sold pursuant to the Offering, at a price of $0.10 per Common Share, for a period of 24 months from the date of listing of the Common Shares on the Exchange, which Agent's Warrants are qualified for distribution under the Prospectus. The Agent will also be paid a corporate finance fee of $10,000 (plus GST) of which $Nil (plus GST) has been paid. The Agent will be reimbursed by the Corporation for its legal fees and expenses of which $Nil has been advanced. See "Plan of Distribution – Agency Agreement and Agent's Compensation".

(2) Before deducting the additional costs of this issue estimated at $80,000 which includes legal and audit fees and other expenses of the Corporation, the Agent's corporate finance fee, the Agent's legal fees and disbursements and the listing fees payable to the Exchange. See "Use of Proceeds".

(3) The Corporation also intends on granting Incentive Stock Options to purchase 700,000 Common Shares, at a price of $0.10 per Common Share exercisable for a period of five years from the Closing Date, to the Corporation's directors

and officers in accordance with the policies of the Exchange, which options are also qualified for distribution under this Prospectus. See "Plan of Distribution", "Description of Securities Distributed" and "Options to Purchase Securities".

This Offering is made on a commercially reasonable efforts basis by the Agent and is subject to a minimum aggregate subscription of 5,000,000 Common Shares for total minimum gross proceeds to the Corporation of $500,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent subject to Exchange requirements. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement between the Corporation and the Agent. If the minimum Offering is not fully subscribed within 90 days of the issuance of a receipt for the final Prospectus or such other time as may be consented to by the Agent and the persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "Plan of Distribution".

Market for Securities

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

There is no market through which the Common Shares offered by this Prospectus may be sold and purchasers may not be able to resell the Common Shares purchased under this Prospectus. The Corporation has applied to list its Common Shares on the Exchange. Listing will be subject to the Corporation fulfilling all of the listing requirements of the Exchange.

Summary of Risk Factors

Investment in the Common Shares offered by this Prospectus is highly speculative due to the nature of the Corporation's business and its present stage of development. This Offering is suitable only to those investors who are willing to rely solely on the management of the Corporation and who are prepared to risk the loss of their entire investment. See a full discussion of "Risk Factors" below.

Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior share issuances without deduction of selling and related expenses) of $0.014 or 14% per Common Share based on the gross proceeds of the Offering, before deduction of selling commissions or related expenses of the Offering. See "Dilution".

The Corporation was only recently incorporated and does not currently own any assets other than cash. The business objective of the Corporation is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction that requires Exchange approval and in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval of the Corporation's shareholders. The Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions. Accordingly, there can be no assurance that the Corporation will successfully complete any Qualifying Transaction. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition. Where the investment or acquisition is financed by the issuance of Common Shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer significant dilution to their investment.

Investors must rely solely on the expertise of the Corporation's management for any possible return on their investment. The directors and officers of the Corporation will only devote a portion of their time to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the opportunities available to, and the activities of, the Corporation.

The Exchange may suspend from trading or delist the Common Shares where the Corporation has failed to complete a Qualifying Transaction within 24 months from the date of listing. Neither the Exchange nor any securities regulatory authority passes upon the merits of a proposed Qualifying Transaction.

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.

Since the Corporation has not placed any geographical restrictions on the location of a Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such Persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

The Corporation will be in competition with other corporations with greater resources. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. See "Capitalization", "Business of the Corporation", "Directors, Officers and Promoters", "Use of Proceeds", "Conflicts of Interest" and "Risk Factors".

Maximum Investment

This Offering is subject to the CPC Policy and the securities laws of the Provinces of British Columbia, Alberta and Ontario. Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this Prospectus or 100,000 Common Shares. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares offered under this Prospectus or 200,000 Common Shares. Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates for the Common Shares evidencing the Common Shares in definitive form will be available for delivery on the Closing Date unless the Agent elects for delivery in electronic book entry form through CDS Clearing and Depository Services Inc. (**"CDS"**) or its nominee. If delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

Haywood Securities Inc., as Agent, conditionally offers these Common Shares, on a commercially reasonable efforts basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters by Woods & Company, Barristers & Solicitors, on behalf of the Corporation and by Miller Thomson LLP on behalf of the Agent.

HAYWOOD SECURITIES INC.
Suite 700 – 200 Burrard Street
Vancouver, British Columbia V6C 3L6

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GLOSSARY

The following is a glossary of capitalized and other terms & abbreviations used frequently throughout this Prospectus.

"**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 as of July 27, 2016 between the Corporation and the Agent.

"**Agent**" means Haywood Securities Inc.

"**Agent's Warrants**" means the warrants issued by the Corporation to the Agent on completion of the Offering wherein the Agent will have the right to purchase 10% of the number of Common Shares sold pursuant to the Offering exercisable at the Offering Price, expiring 2 years from the Listing Date. For details see "Options to Purchase Securities".

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

"**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 outstanding 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 a Person or Company serves as trustee or in a similar capacity,

(d) in the case of a Person, a relative of that Person, including

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

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

but

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

"**Closing**" means the satisfaction of all conditions, and the completion of all steps and documents as required or contracted in order to effect the completion of the Offering.

"**Closing Date**" means the date the Offering is completed.

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

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

"**Completion of the Qualifying Transaction**" means the date 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 Avanco Capital Corp., a corporation incorporated under the laws of the Province of British Columbia.

"**CPC**" means a corporation:

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

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

"**CPC Policy**" means Policy 2.4 of the Corporate Finance Manual of the Exchange, as may be amended from time to time.

“**Discounted Market Price**” means the Market Price less the following maximum discounts based on closing price (and subject, notwithstanding the application of any such maximum discount, to a minimum price per share, in the case of the Corporation while it is a CPC, of $0.10):

Closing Price	Discount
up to $0.50	25%
$0.51 to $2.00	20%
Above $2.00	15%

"**Escrow Agent**" means Computershare Investor Services Inc., Vancouver, British Columbia.

"**Escrow Agreement**" means the escrow agreement among the Corporation, the Escrow Agent and the principal shareholders of the Corporation that will be effective on the Closing Date.

"**Exchange**" or the "**TSX-V**" means the TSX Venture Exchange Inc.

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

"**Final Receipt**" means written confirmation of acceptance for filing of this Prospectus received from each of the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission.

"**GST**" means the Canadian Goods and Services Tax.

"**Initial Public Offering**" or "**IPO**" means a transaction that involves an issuer issuing securities from its treasury pursuant to its first prospectus that has received a Final Receipt from the applicable regulatory authorities.

"**Incentive Stock Options**" means stock options to be issued to directors, officers and consultants of the Corporation pursuant to the terms of section 7 of the CPC Policy exercisable at prices and within time frames consistent with the terms of the CPC Policy and regulatory requirements.

"**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 a Company that is an Insider or subsidiary of the issuer;

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

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

"**Listing Date**" means the date that the Common shares of the Corporation are listed, posted and trading on the Exchange following Closing of the Offering.

"**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 Common 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.

"**Market Price**" means the last closing price of the Corporation's Common Shares on the Exchange before prescribed notice of an issuance of securities by the Corporation subject to certain exceptions as set out in the Policies of the Exchange.

"**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.

"**Member's 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.

"**NEX**" means the market on which former Exchange issuers that do not meet Exchange tier maintenance requirements for Tier 2 issuers may continue to trade.

"**Non Arm's Length Party**" means in relation to a Company, a promoter, officer, director, other insider or Control Person of that Company (including an issuer) and any Associates or Affiliates of any of such Persons. 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.

"**Policy**" means a policy issued by the Exchange.

"**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 date of 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 or Company 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 or Company that

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

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

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

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

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

"Pro Group" means:

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

(i) the Member;

(ii) employees of the Member;

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

(iv) Affiliates of the Member; and

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

(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 Member determines that:

(i) the Person is an affiliate or associate of the Member acting at arm's length of the Member;

(ii) the associate or affiliate has a separate corporate and reporting structure;

(iii) there are sufficient controls on information flowing between the Member and the associate or affiliate; and

(iv) the Member maintains a list of such excluded Persons.

"**Promoter**" has the meaning prescribed in section 1(1) of the *Securities Act* (British Columbia) and in the context of a CPC generally means a person who takes the initiative in founding, or organizing the business of the CPC.

"**Prospectus**" means this disclosure document of the Corporation required to be prepared in connection with a public offering of Common Shares, which document complies with the form and content requirements of a prospectus as promulgated under applicable securities laws.

"**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, in compliance with the CPC Policy.

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

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

"**Significant Assets**" means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the initial listing requirements of the Exchange.

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

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

"**TSX**" means the Toronto Stock Exchange.

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

SUMMARY OF PROSPECTUS

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

Business of the Corporation

The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. Until the completion of a Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses in connection with a potential Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimal amount of cash. See "Business of the Corporation".

Offering

A total of 5,000,000 Common Shares are being offered under this Prospectus at a price of $0.10 per Common Share for gross proceeds of $500,000. This Offering is being made on a commercially reasonable efforts basis by the Agent.

In addition, the Corporation will, effective on Closing of the Offering, grant the Agent's Warrants to the Agent, that will provide the Agent with the right to purchase 10% of the number of Common Shares sold pursuant to the Offering that will be equal to 500,000 Common Shares at a price of $0.10 per Common Share exercisable for a period of 24 months from the Listing Date, which Agent's Warrants are qualified for distribution under this Prospectus.

The Corporation also intends to grant Incentive Stock Options to its directors and officers to purchase in aggregate 700,000 Common Shares, which will be exercisable at $0.10 per Common Share for a period of five years from the Closing Date which options are qualified for distribution under this Prospectus. See "Plan of Distribution".

Use of Proceeds

The net proceeds to the Corporation after deduction of the Agent's cash commission, but before deduction of the expenses of the Offering, the Agent's corporate finance fee and the expenses of the Agent, will be $450,000. The net proceeds of this Offering will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating businesses or assets. See "Use of Proceeds". Until completion of the Qualifying Transaction, neither the Corporation nor any party on behalf of the Corporation will engage the services of any person to provide investor relation activities or market making services.

Directors and Officers

The directors and officers of the Corporation – and the positions held by them – are as follows. See "Directors, Officers and Promoters".

Joanne Yan - Chief Executive Officer, Chief Financial Officer and Director
Sidney Dutchak - Director
Hunter Wang - Director
Michael H. Woods – Corporate Secretary

Escrow

All of the currently issued and outstanding Common Shares of the Corporation, being 2,000,000 Common Shares have been deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "Escrowed Securities".

Risk Factors

There is currently no established market for the Common Shares. Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development.

The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction.

The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment.

The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which the directors and officers of the Corporation will be subject to in connection with the operations of the Corporation.

Assuming completion of the Offering, an investor will suffer an immediate dilution of $0.014 or 14% per Common Share. An acquisition financed by the issuance of Common Shares from treasury could result in a change in control of the Corporation and may cause the shareholder's interest in the Corporation to be further diluted. 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 "Risk Factors" below for more detailed information on the risks of an investment in the Corporation's Common Shares.

CORPORATE STRUCTURE

Name and Incorporation

The full name of the Corporation is "**Avanco Capital Corp.**"

The registered office and head office of the Corporation are located at 2110 28th Street, West Vancouver, British Columbia, Canada V7V 4M3.

The Corporation was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on April 6, 2016 under the name "Avanco Capital Corp." with authorized capital of an unlimited number of Common Shares without par value. The Corporation has no subsidiaries.

BUSINESS OF THE CORPORATION

Preliminary Expenses

The Corporation has incurred approximately $61,000 in preliminary expenses to date of which $48,500 have been incurred since April 30, 2016 (the date of the most recent balance sheet included in this Prospectus) relating to professional fees and disbursements, filing fees, and taxes with respect to the requisite steps in proceeding with the Offering. Certain proceeds from the Offering may be used to satisfy the obligations of the Corporation related to this Offering, including the expenses of its auditors, legal counsel, and the Agent's legal counsel. See "Use of Proceeds" for total estimated expenses to completion of the Offering.

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 any commercial operations. The Corporation currently intends to pursue a Qualifying Transaction in the financial services industry but there is no assurance that this will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following Completion of the Qualifying Transaction.

Until completion of a Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition. Except as described under "Restrictions on Use of Proceeds" and "Private Placements for Cash", 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 a Qualifying Transaction, the Corporation has not yet entered into an Agreement in Principle.

Method of Financing

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

Criteria for a Qualifying Transaction

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

The 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, among other things, the (a) projected rate of return;

(b) risk of loss; (c) prospects for growth; (d) skill of the management team; and (e) basic financing considerations, including the costs of the acquisition and the prospect of obtaining debt or equity financing to complete the acquisition.

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 "Trading Halts, Suspensions and Delisting". Within 75 days after issuance of such news release, the Corporation shall be required to submit for review to the Exchange either an information circular that complies with applicable corporate and securities laws or a filing statement that complies with Exchange requirements. An information circular must be submitted where there is a Non Arm's Length Qualifying Transaction. A filing statement must be submitted where the Qualifying Transaction is not a Non Arm's Length Qualifying Transaction. The information circular or filing statement, as applicable, must contain Prospectus level disclosure of the Target Company and the Corporation, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Form 3B1 or Form 3B2. 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:

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

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

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

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

Potential Qualifying Transaction

The Corporation has not, as of the date hereof, entered into negotiations respecting a potential 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 Policy 2.1 and the related Policies of the Exchange.

Trading Halts, Suspension and Delisting

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of an Agreement in Principle until all filing requirements of the Exchange have been satisfied, which includes the submission of a Sponsorship Acknowledgment Form, where the Qualifying Transaction is subject to sponsorship. In addition, personal information forms 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.

The Exchange may also impose a trading halt 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 CPC fails to file post-meeting or final documents as applicable, within the time required. A trading halt may also be imposed if a Sponsor terminates its sponsorship.

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

Refusal of Qualifying Transaction

The Exchange, in its sole discretion, may not accept 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 proceeds from the sale of Common Shares and the principal uses of such proceeds by the Corporation are as follows:

(a) gross proceeds of $100,000 from the sale of 2,000,000 Common Shares at $0.05 per Common Share prior to the date of this Prospectus;

(b) gross proceeds of $500,000 to be received by the Corporation from the sale of the Common Shares distributed under this Prospectus;

(c) approximate expenses and costs of $135,000 incurred to date and expected to be incurred in connection with the Offering. Such expenses include the Agent’s IPO commission, the Agent’s corporate finance fees, regulatory fees, legal fees, audit fees, transfer agent fees, SEDAR fees, and general expenses; and

(d) assuming the maximum proceeds are raised, the estimated funds, net of expenses and costs, to be available to the Corporation are approximately $465,000.

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

PROCEEDS AND EXPENSES	**AMOUNT**
Gross cash proceeds raised prior to this Offering (1)	$ 100,000
Gross cash proceeds to be raised pursuant to this Offering (2)	500,000
Estimated expenses and costs relating to raising the seed share proceeds (3)	-
Estimated expenses and costs relating to this Offering (4)	(135,000)
Estimated funds available on completion of the Offering	**465,000**
Estimated general and administrative expenses until Completion of the Qualifying Transaction(5)	(120,000)
Estimated Funds available for identifying and evaluating assets or business prospects (6)	**$345,000**

Notes:

(1) See "Prior Sales"

(2) In the event the Agent exercises the Agent’s Warrants, or the directors or officers exercise their options, there will be available to the Corporation a maximum of an additional $120,000 which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.

(3) No issue costs have been allocated toward the issuance of the seed shares. See "Financial Statements".

(4) Includes listing fees, Agent’s commission, Agent’s corporate finance fee, legal fees, audit fees and expenses.

(5) Such expenses cover the maximum 24 month period that the Corporation has to complete a Qualifying Transaction, and includes estimated professional fees, office overhead, filing fees and due diligence expenses.

(6) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire amount available for 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 of this Offering 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 "Restrictions on Use of Proceeds", "Private Placements for Cash" and "Prohibited Payments to Non Arm’s Length Parties", the gross proceeds realized from the sale of all securities issued by the Corporation will be used by the Corporation only to identify and evaluate businesses or assets and obtain shareholder approval for a proposed Qualifying Transaction.

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

(i) valuations or appraisals;

(ii) business plans;

(iii) feasibility studies and technical assessments;

(iv) sponsorship reports;

(v) engineering or geological reports;

(vi) financial statements, including audited financial statements;

(vii) fees for legal and accounting services; and

(viii) Agent's fees, costs and commissions

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

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

Restrictions on Use of Proceeds

Until Completion of 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" 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".

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

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

(b) deposits and similar payments.

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

Notwithstanding the above, the Corporation may reimburse a Non Arm's Length Party to the Corporation for reasonable expenses for office supplies, office rent and related utilities, equipment leases (excluding vehicle leases), and legal services (provided that neither the lawyer providing the legal services nor any member of a law firm of lawyers providing the services is a promoter of the Corporation or in the case of a law firm of lawyers (which does not include a sole practitioner), no member of the firm owns greater than 10% of the outstanding Common Shares of the Corporation), and the Corporation may also reimburse a Non Arm's Length Party to the Corporation for reasonable out-of-pocket expenses incurred in pursuing the business of the Corporation described in "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 dated as of July 27, 2016 between the Corporation and the Agent, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public of 5,000,000 Common Shares as provided in this Prospectus, at a price of $0.10 per Common Share, for gross proceeds of $500,000, subject to the terms and conditions contained in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds of the Offering. In addition, the Corporation will pay to the Agent a corporate finance fee of $10,000 plus GST and will reimburse the Agent for its reasonable legal fees and expenses.

The Corporation has also agreed to grant the Agent's Warrants to the Agent which constitute nontransferable options to purchase the equivalent of 10% of the aggregate number of Common Shares sold pursuant to the Offering, being 500,000 Common Shares, at a price of $0.10 per Common Share which Agent's Warrants may be exercised for a period of 24 months from the Listing Date. The Agent's Warrants are qualified for distribution under this Prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent's Warrants may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the 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 provided in the Agency Agreement.

Commercially Reasonable Efforts Offering

The total Offering consists of 5,000,000 Common Shares for gross proceeds of $500,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% of the Offering, being 100,000 Common Shares. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is 4% of the Offering, being 200,000 Common Shares. The funds received from the Offering will be held by the Agent and will not be released until $500,000 has been received by the Agent. Minimum subscriptions of 5,000,000 Common Shares for $500,000 must be raised within 90 days of the date a final receipt for the final prospectus is issued, or such other time as may be consented to by persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities To Be Distributed

The Corporation also proposes to grant Incentive Stock Options to the directors and officers of the Corporation to purchase 700,000 Common Shares of the Corporation as at the Closing of the Offering in accordance with the policies of the Exchange, which options and the Common Shares to be issued upon the due exercise thereof, are qualified for distribution under this Prospectus. The options are expected to be granted on the Closing Date and will be exercisable at $0.10 per Common Share for five years from the Closing Date.

Determination of Price

The offering price per Common Share was determined by negotiation between the Corporation and the Agent.

Listing Application

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

Subscriptions by and Restrictions on the Agent

The Agent has advised the Corporation that to the best of its knowledge and belief, no directors, officers, employees or contractors or any Associate or Affiliate of the Agent have subscribed for Common Shares of the Corporation as of the date of this Prospectus.

The aggregate number of Common Shares permitted to be owned directly or indirectly by such participants is 20% of the issued and outstanding Common Shares of the Corporation exclusive of Common Shares reserved for issuance at a future date.

Restrictions on Trading

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

DESCRIPTION OF THE SECURITIES DISTRIBUTED

The Corporation is authorized to issue an unlimited number of Common Shares without par value, of which 2,000,000 Common Shares are issued and outstanding as fully paid and non-assessable in the capital of the Corporation as at the date hereof. There are no other classes of shares in the capital of the Corporation.

The Corporation, through the Agent, proposes to distribute 5,000,000 Common Shares pursuant to this Prospectus. The holders of Common Shares are entitled to one vote per Common Share at meetings of the shareholders of the Corporation, are entitled to dividends, if, as and when declared by the board of directors, and, upon liquidation, 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.

500,000 Common Shares will be reserved for issuance pursuant to the Agent's Warrants and 700,000 Common Shares are expected to be reserved pursuant to Incentive Stock Options to be granted to the directors and officers of the Corporation. See "Plan of Distribution" and "Options to Purchase Securities". See also "Escrowed Securities".

CAPITALIZATION

The following table sets out the capitalization of the Corporation as at the date hereof before and after giving effect to the Offering:

Designation of Securities	**Amount authorized**	**Amount outstanding as of the date of the most recent balance sheet contained in the Prospectus(1)**	**Amount outstanding as of a date within 30 days of the Prospectus**	**Amount to be outstanding upon completion of Offering**
Common Shares	Unlimited	2,100,000	2,000,000	7,000,000(2)(3)

Notes:

(1) As at the date of the Corporation's most recent balance sheet (April 30, 2016), the Corporation had not commenced commercial operations. As mutually agreed between the Corporation and a subscriber, a 100,000 seed Common Share subscription was cancelled in May, 2016 reducing the total number of seed Shares to 2,000,000.

(2) The above figures do not include Common Shares reserved for issuance upon the exercise of the Agent's Warrants or the Incentive Stock Options. Up to 500,000 Common Shares will be reserved for issuance pursuant to the Agent's Warrants. 700,000 Common Shares are expected to be reserved for issuance pursuant to Incentive Stock Options.

(3) The proceeds from the sale of the Offering will be $500,000 before deducting the Agent's commission, corporate finance fee and expenses and the fees, expenses and other costs of the Offering estimated at $135,000.

OPTIONS TO PURCHASE SECURITIES

Agent's Warrants

As of the date hereof, the Corporation has agreed to grant the Agent's Warrants to the Agent to purchase the equivalent of 10% of the aggregate number of Common Shares sold pursuant to the Offering, as follows:

Warrant Holder	Number of Agents Warrants Each Carrying the Right to Purchase One Common Share	Exercise Price	Expiry Date
Haywood Securities Inc.	500,000	$0.10 per Common Share	24 months after the Listing Date

As of the date hereof, the Corporation intends to grant Incentive Stock Options to the directors and officers of the Corporation following the Closing of the Offering, as follows:

Optionee	Number of Common Shares Optioned (1)	Exercise Price	Expiry Date (1)
Joanne Yan	300,000	$0.10 per Common Share	Five years after the Closing Date
Sidney Dutchak	200,000	$0.10 per Common Share	Five years after the Closing Date
Hunter Wang	200,000	$0.10 per Common Share	Five years after the Closing Date
Total:	**700,000**		

Note:

(1) The Incentive Stock Options to purchase 700,000 Common Shares which the Corporation proposes to grant to the directors and officers of the Corporation upon the Closing of the Offering are qualified for distribution pursuant to the Prospectus.

The Corporation has adopted the stock option granting, pricing, exercise and other requirements of the Exchange as largely contained in section 7 of the CPC Policy. When the Incentive Stock Options are granted they will be granted pursuant to such terms. See "Stock Option Terms" below.

Stock Option Terms

The Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares of the Corporation as at the closing of the IPO, exercisable for a period of up to 10 years from the Closing Date. The exercise price of options to purchase Common Shares will be the greater of the IPO Common Share price and the Discounted Market Price. The number of Common Shares reserved for issuance to any individual optionee will not exceed five percent (5%) of the issued and outstanding Common Shares as at the closing of the IPO and the number of Common Shares reserved for issuance to all consultants will not exceed two percent (2%) of the issued and outstanding Common Shares as at the closing of the IPO. No options may be granted to investor relations service providers. Subject to the expiry date of the options held, where an optionee ceases to be a director, officer, or technical consultant, the period in which options held by such an optionee may be exercised is the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or consulting arrangement was by reason of death, the options may be exercised within 6 months after such death which in the discretion of the Board of Directors of the Corporation can be extended to 12 months. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrowed Securities".

After the Corporation has completed a Qualifying Transaction, the Corporation expects to adopt a rolling 10% stock option plan consistent with Policy 4.4 of the Exchange in modification of the above option terms.

DIVIDEND POLICY

No dividends have been paid on any of the Common Shares of the Corporation since the date of its incorporation and it is not contemplated that any dividends will be paid in the foreseeable future.

PRIOR SALES

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

Date	Number of Common Shares(1)	Issue Price per Common Share	Aggregate Issue Price	Consideration Received
April 6, 2016	1	$0.05	$0.05	$0.05 Cash
April 21, 2016	1,999,999	$0.05	$99,999.95	$99,999.95 Cash
April 21, 2016	100,000(2)	$0.05	$5,000	$5,000 Cash

Note:

(1) All above Common Shares are escrowed. See "Escrowed Securities".

(2) The subscription was effectively unwound and the allotment of the 100,000 Shares was cancelled on May 12, 2016.

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

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

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

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

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

Name and Municipality of Residence of Shareholder	Common Shares Owned	Number of Common Shares held in escrow	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to the Offering(1)
Joanne Yan Vancouver, British Columbia	800,000	800,000	40%	11.4%
Sidney Dutchak Calgary, Alberta	600,000	600,000	30%	8.6%
Hunter Wang Burnaby, British Columbia	600,000	600,000	30%	8.6%
TOTAL:	**2,000,000**	**2,000,000**	**100%**	**28.6%**

Note:
(1) The percentages in this column are calculated on an undiluted basis (do not include the exercise of any proposed stock options, warrants or other convertible securities) and on the basis that the directors do not purchase any of the Common Shares in the Offering. See "Options to Purchase Securities".

Where the Common Shares of the Corporation which are required to be held in escrow are held by a non-individual (a "**holding company**"), each holding company pursuant to the 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 which 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 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

If, upon completion of a Qualifying Transaction, the Corporation 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 Escrow Agent to immediately:

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

(b) if the Corporation is listed on NEX, either:

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

(ii) subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non Arm's Length Parties to the CPC so that the average cost of the remaining Seed Shares (as defined in the policies of the Exchange) 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 of 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, on each of the 6, 12, 18, 24, 30 and 36 month anniversaries of the Final Exchange Bulletin. In the case of a Resulting Issuer that will be a Tier 2 issuer subject to a Surplus Security Escrow Agreement, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three year escrow release mechanism with 5% of the escrowed securities releasable at the time of the Final Exchange bulletin, 5% on the date which is 6 months after the Final Exchange Bulletin, 10% on each of the dates which are 12 and 18 months after the Final Exchange Bulletin, 15% on each of the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin.

In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18 month escrow release mechanism with 25% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, with 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.

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

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

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

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

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

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

PRINCIPAL SHAREHOLDERS

The following table lists those Persons who own 10% or more of the issued and outstanding Common Shares of the Corporation ("principal shareholders") as at the date hereof:

Name and Municipality of Residence of Shareholder	**Type of Ownership**	**Number of Common Shares**	**Percentage of Common Shares Prior to Giving Effect to the Offering**	**Percentage of Common Shares After Giving Effect to the Offering (1)**
Joanne Yan Vancouver, British Columbia	direct	800,000	40%	11.4%
Sidney Dutchak Calgary, Alberta	direct	600,000	30%	8.6%
Hunter Wang Burnaby, British Columbia	direct	600,000	30%	8.6%

Notes:
(1) The figures given in this column are on an undiluted basis. On a fully diluted basis after giving effect to the Offering, the exercise of the Agent's Warrants and the exercise of the Incentive Stock Options, Joanne Yan would own 1,100,000 Common Shares or 13.4% of the issued and outstanding Shares of the Corporation, Sidney Dutchak and Hunter Wang would each own 800,000 Common shares or 9.8% of the issued and outstanding Shares of the Corporation.

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Occupation and Security Holdings

The board of directors of the Corporation consists of three (3) persons and there are two executive officers. Each director and officer holds office until the next annual meeting of shareholders or until his or her successor is elected or appointed. An audit committee has been established as a subcommittee of the board of directors. Prescribed information regarding the Corporation's directors and officers is as follows:

Name, Age, Municipality of Residence & Position with the Corporation	**Director or Officer Since**	**Number of Common Shares Owned**	**Principal Occupation**
Joanne Yan (1) Vancouver, British Columbia Chief Executive Officer, Chief Financial Officer and Director	April, 2016	800,000	President of Joyco Consulting Services Inc., a wholly owned private company, providing business consulting services particularly with respect to mergers and acquisitions, related public and private financings, as well as management of public companies.

Name, Age, Municipality of Residence & Position with the Corporation	Director or Officer Since	Number of Common Shares Owned	Principal Occupation
Sidney Dutchak [(1)] Calgary, Alberta Director	April, 2016	600,000	Independent contractor providing business consulting services, particularly with respect to oil & gas services companies. Barrister and Solicitor holding a non-practicing certificate in good standing in Saskatchewan
Hunter Wang [(1)] Burnaby, British Columbia Director	April, 2016	600,000	Certified Financial Planner and Lead Strategist at FS Financial Strategies Inc., a Vancouver, BC company that offers financial advice primarily to individuals. Mr. Wang is also an independent contractor, providing financial planning advice through Hercules Advisory Group Inc., Vancouver, BC, a private company wholly owned by Mr. Wang.
Michael Woods, West Vancouver, British Columbia Corporate Secretary	April, 2016	Nil	Barrister and Solicitor specializing in securities law.

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

In addition to any other requirements of the Exchange, the Exchange expects management of the Corporation to meet a high management standard. The directors and officers of the Corporation believe that, on a collective basis, management possesses the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset.

The directors and officers of the Corporation, as a group, own 2,000,000 Common Shares, being 100% of the issued Common Shares of the Corporation as of the date hereof, or approximately 28.6% of the issued and outstanding Shares after giving effect to the Offering. For particulars of the shareholdings of the directors and officers, see "Principal Shareholders".

Background information with respect to each member of management of the Corporation, including the individual’s principal occupation or employment during the five years prior to the date of this prospectus, is as follows:

Joanne Yan, Age 58, Chief Executive Officer, Chief Financial Officer and Director

As the CEO and CFO of the Corporation, Ms. Yan is the lead member of management of the Corporation. Ms. Yan has extensive public company experience having been a leading director, a governance committee chair and executive officer of numerous companies listed on the TSX Venture Exchange and the Toronto Stock Exchange. Ms. Yan estimates that she will devote 10% to 15% of her time to the business of the Corporation to effectively fulfill her duties thereto. Since September, 1994, Ms. Yan has been President of Joyco Consulting Services Inc., a wholly owned private Vancouver, BC company, providing business consulting services particularly with respect to mergers and acquisitions and related public and private financings. Ms. Yan is currently a director of TSX listed Hanwei Energy Services Corp., which manufactures and sells high pressure fibreglass reinforced plastic pipes for international oil & gas and infrastructure industries in addition to producing oil & gas in Canada. From June 2006 until November, 2013, Ms. Yan was the President and a director of TSX-V listed Brazil Resources Inc. (formerly, Brazilian Gold Corp.), a resource exploration company with international scope (trading symbol BRI). Ms. Yan has limited exposure in the Corporation’s proposed industry group of financial services.

Sidney Dutchak, Age 65, Director

Mr. Dutchak is a director of the Corporation and chair of the audit committee. Mr. Dutchak obtained a Bachelor of Laws degree from the University of Saskatchewan in 1973. Mr. Dutchak has been a director and executive officer of numerous companies listed on the TSX-V. Mr. Dutchak estimates that he will devote 5% of his time to the business of the Corporation to effectively fulfill his duties as a director of the Corporation. Mr. Dutchak is an unincorporated independent contractor providing business consulting services, particularly with respect to oil & gas services companies. From February, 2011 until November, 2015, he was the CEO and a director of Great Prairie Energy Services Inc., which had various businesses servicing the oil & gas industry including equipment rentals and a trucking business. It is currently in receivership. He is also a Barrister and Solicitor holding a non-practicing certificate in good standing in Saskatchewan. Mr. Dutchak has limited exposure in the Corporation's proposed industry group of financial services.

Hunter Wang, Age 31, Director

Mr. Wang is a director of the Corporation. Mr. Wang obtained a business administration degree from the University of California, Riverside in 2006. Mr. Wang estimates that he will devote 5% of his time to the business of the Corporation to effectively fulfill his duties as a director of the Corporation. He is a certified financial planner and lead strategist at FS Financial Strategies Inc., a Vancouver, BC company that offers financial advice primarily to individuals. As an independent contractor, he also provides financial planning advice through his wholly owned private company, Hercules Advisory Group Inc. Mr. Wang is also the president and a director of HWSW Holdings Inc. that provides business consulting and asset management services to private businesses. Mr. Wang has seven (7) years of experience working in the Corporation's proposed industry group of financial services.

Michael H. Woods, Age 60, Corporate Secretary

Mr. Woods is the Corporate Secretary of the Corporation. Mr. Woods obtained a Bachelor of Laws from the University of British Columbia in 1989. Mr. Woods estimates that he will devote 5% of his time to the business of the Corporation to effectively fulfill his duties as a director of the Corporation. Mr. Woods is a lawyer who works as a sole practitioner specializing in securities law at his firm, Woods & Company, in West Vancouver and Vancouver, British Columbia. Mr. Woods has been practicing law for the past 26 years, most of which has involved acting for publicly listed companies. Mr. Woods has limited exposure in the Corporation's proposed industry group of financial services.

Other Reporting Issuer Experience

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

<table>
<tr><th>Name</th><th>Name of Reporting Issuer</th><th>Name of Exchange or Market</th><th>Position</th><th>From</th><th>To</th></tr>
<tr><td rowspan="6">Joanne Yan</td><td rowspan="2">Hanwei Energy Services Corp.</td><td rowspan="2">TSX</td><td>Director</td><td rowspan="2">October 2005</td><td>Present</td></tr>
<tr><td>CEO & CFO</td><td>December 2006</td></tr>
<tr><td>New Era Minerals Inc.</td><td>TSX-V</td><td>Director</td><td>June 2014</td><td>April 2016</td></tr>
<tr><td>Archer Petroleum Corp.</td><td>TSX-V</td><td>Director</td><td>April 2013</td><td>October 2014</td></tr>
<tr><td rowspan="2">Hanfeng Evergreen Inc.</td><td rowspan="2">TSX</td><td rowspan="2">Director</td><td>February 2014</td><td>August 2014</td></tr>
<tr><td>June 2004</td><td>August 2013</td></tr>
</table>

Name	Name of Reporting Issuer	Name of Exchange or Market	Position	From	To
	Grande West Transportation Group Inc.	TSX-V	Director	November 2013	May 2014
	Brazil Resources Inc. (formerly Brazilian Gold Corp.)	TSX-V	President & Director	June 2006	November 2013
	Yalian Steel Corporation	TSX-V	Director	February 2008	February 2013
	Zongshen PEM Power Systems Corp.	TSX	Director	July 2004	December 2012
Sidney Dutchak	Great Prairie Energy Services Inc.	TSX-V	Director	February 2011	December 2015
			CEO		November 2015
Michael Woods	Bullman Minerals Inc.	TSX-V	Corporate Secretary	July 2013	Present
	Tri-River Ventures Inc.	TSX-V	Director	June 2007	April 2012
	Baikal Forest Corp.	TSX-V	Director	September 2007	March 2012

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below with respect to Joanne Yan and Sidney Dutchak, to the Corporation's knowledge no director, officer, insider or promoter of the Corporation or a shareholder holding a sufficient number of securities of the Corporation 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:

(a) was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days, or

(b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Having resigned as a director of Hanfeng Evergreen Inc. ("**Hanfeng**") in August 2013, and in an effort to assist Hanfeng during a financial and management crisis, Joanne Yan consented to being re-appointed a director of Hanfeng on February 24, 2014. Prior to the date of this re-appointment, on February 19, 2014, the Ontario Securities Commission (the "**OSC**") issued a temporary cease-trade order in respect of the shares of Hanfeng as a result of Hanfeng's failure to meet its reporting obligations under applicable securities laws and, subsequently on March 3, 2014, the OSC issued a permanent cease-trade order in respect of the shares of Hanfeng. The securities commissions of British Columbia, Quebec, Manitoba and Alberta issued cease-trade orders in respect of the shares of Hanfeng in February, March, April and June 2014, respectively. On January 15, 2014, the TSX suspended trading in Hanfeng's shares pending clarification of Hanfeng's affairs and, subsequently on June 9, 2014, the TSX delisted Hanfeng's shares as a result of the failure of Hanfeng to meet the continued listing requirements of the TSX. On August 20, 2014, Ernst & Young Inc. was appointed by the Ontario Superior Court of Justice as receiver and manager over all of the assets of Hanfeng. On this date, Joanne Yan resigned as a director of Hanfeng.

At the request of management, Sidney Dutchak joined the board of directors of Premier Exhibitions Inc. ("Premier"), a US OTCQB reporting issuer, in November, 2015 when Premier was in financial difficulties and Premier was seeking assistance from Mr. Dutchak, among others, with the restructuring of Premier's business. On June 14, 2016, Premier filed a voluntary petition for reorganization and relief under Chapter 11 of the United States Bankruptcy Code.

Penalties or Sanctions

To the Corporation's knowledge, no director, officer, insider, or promoter or a shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such person has been subject to any penalties or sanctions imposed by a court relating to securities legislation, or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

To the Corporation's knowledge no director, officer insider, or promoter or a shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such person has, within the ten years prior to the date of the Prospectus, as applicable become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement, or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold their assets.

Conflicts of Interest

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

Promoter

Joanne Yan may be considered to be the Promoter of the Corporation in that she took the initiative in organizing the business of the Corporation. As of the date hereof, Ms. Yan owns 800,000 Common Shares and will be granted 300,000 Incentive Stock Options upon the Closing of the Offering. See "Principal Shareholders", "Prior Sales" and "Options to Purchase Securities".

EXECUTIVE COMPENSATION

Except as set out below with respect to Michael Woods 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) finders fees;

  (v) loans, advances, bonuses; and

(b) deposits and similar payments.

Michael Woods, Corporate Secretary, is providing legal services through Woods & Company and is being compensated by the Corporation with respect to legal services required by the Corporation in carrying out its IPO and seeking a listing on the TSX-V. No lawyer of Woods & Company nor the firm Woods & Company own any shares of the Corporation.

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**"), which reimbursements, since incorporation, have totaled the aggregate sum of $Nil. No reimbursement may be made for any payment made to lease or buy a vehicle.

The directors and officers of the Corporation will also be granted stock options as more particularly described under the heading "Options to Purchase Securities".

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

DILUTION

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

RISK FACTORS

A purchase of Common Shares of the Corporation is highly speculative, involving a number of substantial risks. The list below outlines material risk factors, which list is not exhaustive, that should be considered by persons considering purchasing the Common Shares:

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

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

(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 Promoters" and "Conflicts of Interest";

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to the investor's investment of 14% or $0.014 per Common Share;

(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. See "Proposed Operations until Completion of a Qualifying Transaction";

(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 a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval. See "Filings and Shareholder Approval of a Non Arm's Length Qualifying Transaction";

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

(l) trading in the Common Shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required. See "Trading Halts, Suspension and Delisting";

(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. See "Trading Halts, Suspension and Delisting";

(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 or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such Persons, judgments obtained in Canadian courts;

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

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

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 actual or pending material legal proceedings to which the Corporation is or is likely to be a party or of which any of its assets are or are likely to be subject. Management of the Corporation is not currently aware of any legal proceedings contemplated against the Corporation.

RELATIONSHIP BETWEEN CORPORATION AND AGENT

Neither the Corporation nor any of its directors or officers is a "connected issuer" or a "related issuer" as those terms are defined in National Instrument 33-105, of the Agent. No member of the Pro Group related to the Agent will hold any Common Shares upon completion of the Offering.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Michael Woods, a sole legal practitioner and solicitor for the Corporation, is Corporate Secretary of the Corporation. Mr. Woods directly owns nil Common Shares. There is no beneficial interest, direct or indirect, in any securities or properties of the Corporation or of an associate or affiliate of the Corporation, held by a professional person as referred to in the CPC Policy, a responsible solicitor or any partner of a responsible solicitor’s firm nor is any such person currently or expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an associate or affiliate of the Corporation, or a promoter of the Corporation or of an associate or affiliate of the Corporation.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have acquired a total of 2,000,000 Common Shares of the Corporation and a total of 700,000 Common Shares are expected to be reserved for the management of the Corporation pursuant to Incentive Stock Options to be granted following Closing of the Offering. See "Options to Purchase Securities".

AUDITORS, TRANSFER AGENT AND REGISTRAR

Auditors

The auditors of the Corporation are MNP, LLP with an address of 2200 – 1021 West Hastings Street, Vancouver, BC V6E 0C3.

Transfer Agent and Registrar

The transfer agent and registrar of the Corporation is Computershare Investor Services Inc., 3rd Floor 510 Burrard Street, Vancouver, BC V6E 3B9.

MATERIAL CONTRACTS

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

(a) Agency Agreement between the Corporation and the Agent. See "Plan of Distribution".

(b) Escrow Agreement between the Corporation, the Escrow Agent and the Principal Shareholders. See "Escrowed Securities".

Copies of these documents will be available for inspection at the registered office of the Corporation located at 2110 28th Street, West Vancouver, British Columbia, Canada V7V 4M3, during ordinary business hours while the Common Shares offered by this Prospectus are in the course of distribution and for a period of 30 days thereafter.

ELIGIBILITY FOR INVESTMENT

In the opinion of Jonathan Wright Law Corporation, if, as and when the Common Shares are listed on a “designated stock exchange” (as defined in the Income Tax Act (Canada) (the "**Tax Act**") and the regulations thereunder), the Common Shares will be qualified investments under the Tax Act for a trust governed by a registered retirement savings plan ("**RRSP**"), registered retirement income fund ("**RRIF**"), registered education savings plan, deferred profit sharing plan, registered disability savings plan or a tax-free savings account ("**TFSA**"). Tier 1 and Tier 2 of the Exchange are currently designated stock exchanges for these purposes. Notwithstanding the foregoing, the annuitant or holder of an RRSP, RRIF or TFSA, as the case may be, will be subject to a penalty tax on such Common Shares held in the RRSP, RRIF or TFSA if such Common Shares are a "prohibited investment" for purposes of section 207.01 of the Tax Act. The Common Shares will generally be a "prohibited investment" if the annuitant of the RRSP or RRIF or the holder of the TFSA either a) does not deal at arm's length with the Corporation for purposes of the Tax Act or b) has a "significant interest" (within the meaning of that term in the Tax Act) in the Corporation. Prospective subscribers that intend to hold Common Shares in an RRSP, RRIF or TFSA are urged to consult their own tax advisors as to whether such shares would constitute a "prohibited investment" in their particular circumstances.

OTHER MATERIAL FACTS

There are no other material facts relating to the securities to be offered and not disclosed elsewhere in this Prospectus.

PURCHASERS’ STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

FINANCIAL STATEMENTS

Financial Statements of the Corporation, audited as of April 30, 2016 are attached.

Avanco Capital Corp.

A Capital Pool Company

FINANCIAL STATEMENTS

April 30, 2016

Management's Responsibility for Financial Reporting

To the Shareholders of Avanco Capital Corp.:

Management is responsible for the preparation and presentation of the accompanying financial statements, including responsibility for significant accounting judgments and estimates in accordance with International Financial Reporting Standards. This responsibility includes selecting appropriate accounting principles and methods, and making decisions affecting the measurement of transactions in which objective judgment is required.

In discharging its responsibilities for the integrity and fairness of the financial statements, management designs and maintains the necessary accounting systems and related internal controls to provide reasonable assurance that transactions are authorized, assets are safeguarded and financial records are properly maintained to provide reliable information for the preparation of financial statements.

The Board is responsible for overseeing management in the performance of its financial reporting responsibilities, and for approving the financial information included in the annual report. The Board fulfils these responsibilities by reviewing the financial information prepared by management and discussing relevant matters with management and external auditors. The Audit Committee has the responsibility of meeting with management and external auditors to discuss the internal controls over the financial reporting process, auditing matters and financial reporting issues. The Committee is also responsible for recommending the appointment of the Company's external auditors.

MNP LLP is appointed by the shareholders to audit the financial statements and report directly to them; their report follows. The external auditors have full and free access to, and meet periodically and separately with, both the Committee and management to discuss their audit findings.

July 25, 2016

Joanne Yan	Sidney Dutchak
"Joanne Yan"	*"Sidney Dutchak"*

INDEPENDENT AUDITORS' REPORT

To the Shareholders of Avanco Capital Corp.

We have audited the accompanying financial statements of Avanco Capital Corp. (the "Company"), which comprise the statement of financial position as at April 30, 2016, the statements of comprehensive loss, cash flows, and changes in equity for the period from April 6, 2016, the date of inception, to April 30, 2016 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform an 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 our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company'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 Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits 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 the Company as at April 30, 2016, and its financial performance and cash flows for the period from April 6, 2016, the date of inception, to April 30, 2016 in accordance with International Financial Reporting Standards.

MNP LLP

Vancouver, BC, Canada

July 25, 2016

Chartered Professional Accountants

Avanco Capital Corp.
(A Capital Pool Company)
Statement of Financial Position
(Expressed in Canadian dollars)

		April 30, 2016
Assets		
Current		
Cash and cash equivalents	$	87,644
Prepaid expenses		11,325
Total Assets	$	98,969
Liabilities and Shareholders' Equity		
Current		
Accounts payable and accrued liabilities	$	6,500
Shareholders' Equity		
Share capital		105,000
Deficit		(12,531)
Total Shareholders' Equity		92,469
Total Liabilities and Shareholders' Equity	$	98,969

Approved and authorized by the Board:

Joanne Yan
"Joanne Yan"

Sidney Dutchak
"Sidney Dutchak"

The accompanying notes are an integral part of these financial statements

Avanco Capital Corp.
(A Capital Pool Company)
Statement of Comprehensive Loss
(Expressed in Canadian dollars)

		From April 6, 2016 (Date of Inception) to April 30, 2016
Expenses		
General & administrative expenses	$	91
Professional fees		9,300
Transfer agent and filing fees		3,140
Net loss and comprehensive loss for the period	$	12,531
Loss per share:		
Basic and diluted	$	(0.02)
Weighted average number of common shares outstanding		
Basic and diluted		787,501

Avanco Capital Corp.

Statement of Changes in Equity
(Expressed in Canadian dollars)
For the period from April 6, 2016 to April 30, 2016

	Number of Shares	Share Capital	Deficit	Total
Balance, April 6, 2016 (Date of Inception)	-	$ -	$ -	$ -
Shares issued for cash	2,100,000	105,000	-	105,000
Net loss for the period	-	-	(12,531)	(12,531)
Balance, April 30, 2016	**2,100,000**	**$ 105,000**	**$ (12,531)**	**$ 92,469**

Avanco Capital Corp.
Statement of Cash Flows
(Expressed in Canadian dollars)

		From April 6, 2016 (Date of Inception) to April 30, 2016
Operating activities		
Net loss for the period	$	(12,531)
Net change in non-cash working capital		
Prepaid expenses		(11,325)
Accounts payable and accrued liabilities		6,500
Cash used in operating activities		(17,356)
Financing activities		
Shares issued for cash		105,000
Cash provided by financing activities		105,000
Net change in cash		87,644
Cash and cash equivalents, beginning of period		-
Cash and cash equivalent, end of period	$	87,644

The accompanying notes are an integral part of these financial statements

1. NATURE OF OPERATIONS

Avanco Capital Corp. (the "Company") was incorporated on April 6, 2016 under the *Business Corporations Act* (British Columbia) and in the process of applying for status as a capital pool company ("CPC') as defined by the policy 2.4 (the "CPC policy") of the TSX Venture Exchange (the "TSX-V").

As a capital pool company, the Company's principal business activity is the identification and evaluation of assets, properties or businesses with the objective of completing a qualifying transaction (a "Qualifying Transaction") under Exchange rules. Under these rules, a Qualifying Transaction must be entered into within 24 months of listing. As at the date of these financial statements, the Company is not yet listed on the TSX-V.

As of April 30, 2016, the Company has not generated any revenues and has incurred losses of $12,531 since inception. The Company will need to raise additional funds when an acquisition or participation is warranted. The Company's continued existence and plans for future growth depend on its ability to obtain additional capital. The Company's ability to achieve these objectives cannot be determined at this time.

	April 30, 2016
Deficit	$ (12,531)
Working capital	$ 92,469

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, with the assumption that the Company will continue in operation for foreseeable future and will be able to realize its assets and discharge its obligations in the normal course of operations. The Company's continuing operations as intended are dependent upon the Company's ability to identify, evaluate and negotiate the acquisition of an interest in properties, assets or a business, which is considered a Qualifying Transaction. Such an acquisition will be subject to regulatory approval and may be also subject to shareholder approval. In the case of a non-arm's length transaction (as defined in the CPC Policy) a majority of the minority shareholder approval must also be obtained in accordance with the CPC Policy. Should the Company fail to complete such a transaction within the timeline stipulated in the CPC Policy, its ability to raise sufficient financing to maintain operations may be impaired and accordingly the Company may be unable to realize on the carrying value of its net assets.

The head office, principal address and registered and records office of the Company are located at 2110, 28th Street, West Vancouver, BC, V7V 4M3.

The financial statements of the Company for the period from April 6, 2016 (date of inception) to April 30, 2016 were authorized for issue in accordance with a resolution of the directors on July 25, 2016.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB"). These are the Company's first financial statements and IFRS has been applied since April 6, 2016 (date of inception).

Basis of preparation

These financial statements have been prepared on the historical cost basis, except for certain financial instruments that are measured at revalued amounts or fair values, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for assets. Furthermore, these financial statements are presented in Canadian dollars which is the functional currency of the Company and all values are rounded to the nearest dollar.

Significant Accounting Judgments and Estimates

The preparation of these financial statements in conformity of IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Judgment is used mainly in determining how a balance or transaction should be recognized in the financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from these estimates.

Significant areas where management's estimates and judgments have been applied include:

<u>Judgments</u>

i.) *Going concern*

The assessment of the Company's ability to continue as a going concern involves judgment regarding future funding available for its working capital requirements.

ii.) *Deferred tax*

Deferred tax assets are recognized for all deductible temporary differences, to the extent it is probable that future taxable profit will be available against which the deductible temporary differences can be utilized. In addition, the valuation of tax credits receivable requires management to make judgments on the amount and timing of recovery.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and Cash Equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance to be cash equivalents. There were no cash equivalents as at April 30, 2016.

The proceeds raised from the issuance of share capital and from the initial public offering (the "Offering") may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of $210,000 or 30% of the gross proceeds may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until the completion of a Qualifying Transaction by the Company as defined under the policies of the TSX Venture.

Financial Instruments

Financial assets

Financial assets are classified into one of four categories:

a) Fair value through profit or loss (“FVTPL”);

b) Held-to-Maturity (“HTM”);

c) Loans and receivables; and

d) Available for sale (“AFS”).

Financial assets at fair value through profit or loss (“FVTPL”)

A financial asset is classified at fair value through profit or loss if it is classified as held for trading or is designated as such upon initial recognition. Financial assets are designated as at FVTPL if the Company manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Company’s risk management strategy. Attributable transaction costs are recognized in profit or loss when incurred. FVTPL are measured at fair value, and changes are recognized in profit or loss. The Company classified its cash and cash equivalents as FVTPL which is measured at fair value.

Held to maturity (“HTM”)

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

investment, including impairment losses, are recognized in the statement of comprehensive loss.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted on an active market. Such assets are initially recognized at fair value plus any direct attributable transaction costs. Subsequent to initial recognition loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

Available for sale ("AFS")

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

Financial liabilities

Financial liabilities are classified into one of two categories:

a) Fair value through profit or loss; and

b) Other financial liabilities

Fair value through profit or loss

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

Other financial liabilities

This category includes accounts payable and accrued liabilities, which is recognized at amortized cost.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the investments have been impacted.

For all financial assets objective evidence of impairment could include:

a) significant financial difficulty of the issuer or counterparty; or

b) default or delinquency in interest or principal payments; or

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

c) it becoming probable that the borrower will enter bankruptcy or financial re-organization.

For certain categories of financial assets, such as receivables, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. The carrying amount of financial assets is reduced by the impairment loss directly for all financial assets with the exception of receivables, where the carrying amount is reduced through the use of an allowance account. When a receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

Capital Disclosures

The Company manages its capital, consisting of shareholders' equity, in a manner consistent with the risk characteristics of the assets it holds. All sources of financing are analyzed by the management and approved by the board of directors.

The Company's objectives when managing capital are:

a) to safeguard the Company's ability to continue as a going concern;

b) to facilitate the completion of a corporate objectives.

The Company is meeting its objective of managing capital through its detailed review and performance of due diligence on all potential acquisitions, preparing short-term and long-term cash flow analysis to ensure an adequate amount of liquidity and monthly review of financial results. As disclosed previously, there are restrictions on the use of cash.

Share Capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

Basic and Diluted Loss Per Share

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

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Comprehensive Income (Loss)

Comprehensive income (loss) is the overall change in the net assets of the Company for a period, other than changes attributable to transactions with shareholders. It is made up of net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) includes gains or losses, which generally accepted accounting principles requires recognizing in a period, but excluding from net income (loss) for that period.

Income Taxes

Any income tax on profit or loss for the period presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is recognized in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted, or substantively enacted, at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously. Deferred tax is provided for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Such assets and liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets in a transaction that affects neither the taxable profit nor the accounting profit. The deferred tax provided is based on the expected realization or settlement of the carrying amount of assets and liabilities, on a non-discounted basis using tax rates at the end of the reporting period for the period of expected realization. A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Warrants

Proceeds from issuances by the Company of units consisting of shares and warrants are allocated based on the residual method, whereby the carrying amount of the warrants is determined based on any difference between gross proceeds and the estimated fair market value of the shares. If the proceeds from the offering are less than or equal to the estimated fair market value of shares issued, a nil carrying amount is assigned to the warrants. Warrants that are issued as payment for agency fees or other transactions costs are counted for as share-based payments. As at April 30, 2016, the Company has not issued any warrants.

Share-Based Payment Transactions

The stock option plan allows Company directors, officers and technical consultants to acquire shares of the Company. The fair value of share purchase options granted is recognized as an employee or consultant expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. The fair value is measured at grant date and the share based compensation is expensed based on graded vesting. When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value of the share purchase options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the share purchase options were granted. Forfeiture rates are estimated in advance and are used in the estimate of the share-based expense for the financial statement period. Equity-settled share-based payment transactions with non-employees are measured at the fair value of the goods or services received.

However, if the fair value cannot be estimated reliably, the share-based payment transaction is measured at the fair value of the equity instruments granted at the date the non-employee receives the goods or the services.

As at April 30, 2016, the Company has not granted any stock options.

Accounting Standards Issued But Not yet Effective

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

<u>New accounting standards effective January 1, 2016</u>

(i) IAS 1 – Presentation of Financial Statements

In December 2014, the IASB issued an amendment to address perceived impediments to preparers exercising their judgment in presenting their financial reports. The changes clarify that materiality considerations apply to all parts of the financial statements and the aggregation and disaggregation of line items within the financial statements. The Company does not anticipate this amendment to have a significant impact on its financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Accounting Standards Issued But Not yet Effective (continued)

Standard effective for annual periods beginning on or after January 1, 2018

(ii) IFRS 9 Financial Instruments

This is a finalized version of IFRS 9 which contains accounting requirements for financial instruments, replacing IAS 39. The standard contains requirements in the following areas:

- Classification and measurement - Financial assets are classified by reference to the business model within which they are held and their contractual cash flow characteristics. The 2014 version of IFRS 9 introduces a 'fair value through other comprehensive income' category for certain debt instruments. Financial liabilities are classified in a similar manner to under IAS 39, however there are differences in the requirements applying to the measurement of an entity's own credit risk.

- Impairment - The 2014 version of IFRS 9 introduces an 'expected credit loss' model for the measurement of the impairment of financial assets, so it is no longer necessary for a credit event to have occurred before a credit loss is recognized.

- Hedge accounting - Introduces a new hedge accounting model that is designed to be more closely aligned with how entities undertake risk management activities when hedging financial and non-financial risk exposures.

- Derecognition - The requirements for the derecognition of financial assets and liabilities are carried forward from IAS 39.

The mandatory effective date of IFRS 9 is for annual periods beginning on or after January 1, 2018 with early adoption permitted, and must be applied retrospectively with some exemptions permitted. The Company does not anticipate this amendment to have a significant impact on its financial statements.

3. SHARE CAPITAL

Authorized: Unlimited common shares without par value

Issued and outstanding common shares:

	Common shares	
	Number of Shares	Amount
Opening balance, April 6, 2016	-	-
Transactions during the period:		
Share issued for cash at $0.05 per share	1	0.05
Repurchased by the Company	(1)	(0.05)
Seed shares issued for cash at $0.05	2,100,000	$ 105,000
Balance, April 30, 2016	2,100,000	$ 105,000

The Company issued 1 incorporator's initial share for $0.05 on April 6, 2016, which was repurchased and cancelled by the Company on April 21, 2016 for $0.05. On April 21, 2016, the Company issued 2,100,000 shares at $0.05 per share for total proceeds of $105,000.

In accordance with the requirements of the TSX-V, all issued common shares will be deposited in escrow pursuant to the terms of the Escrow Agreement, the form of which is prescribed by TSX-V, and will be released from escrow in stages over a period of up to three years after the date of Final Exchange Bulletin (issued for the completion of the Qualifying Transaction).

In the event the Company becomes a Tier 2 issuer in accordance with CPC policy of the TSX-V, the release of the common shares in escrow is as follows:

3. SHARE CAPITAL (continued)

Release Dates	Percentage of Total Escrowed Securities to be Released	Total number of Escrowed Securities to be Released
Date of Final Exchange Bulletin	10%	210,000
6 months following the Final Exchange Bulletin	15%	315,000
12 months following the Final Exchange Bulletin	15%	315,000
18 months following the Final Exchange Bulletin	15%	315,000
24 months following the Final Exchange Bulletin	15%	315,000
30 months following the Final Exchange Bulletin	15%	315,000
36 months following the Final Exchange Bulletin	15%	315,000
TOTAL	100%	2,100,000

In the event the Company becomes a Tier 1 issuer in accordance with the policies of the Exchange, the release of the common shares in escrow is as follows:

Release Dates	Percentage of Total Escrowed Securities to be Released	Total number of Escrowed Securities to be Released
Date of Final Exchange Bulletin	25%	525,000
6 months following the Final Exchange Bulletin	25%	525,000
12 months following the Final Exchange Bulletin	25%	525,000
18 months following the Final Exchange Bulletin	25%	525,000
TOTAL	100%	2,100,000

4. FINANCIAL RISK MANAGEMENT

Overview

The Company has exposure to credit risk, liquidity risk and foreign exchange risk from its use of financial instruments. This note presents information about the Company's exposure to each of these risks, the Company's objectives, policies and processes for measuring and

4. FINANCIAL RISK MANAGEMENT (continued)

managing risk, and the Company's management of capital. The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

(a) Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits its exposure to credit risk on liquid financial assets through investing its cash with high credit quality financial institutions. Management believes that the Company is subject to minimal credit risk.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company ensures that there is sufficient capital in order to meet short term business requirements, after taking into account cash flows from operations and the Company's holdings of cash. The Company's cash is currently deposited in the accounts with high-credit quality financial institutions which is available on demand by the Company. As at April 30, 2016, the Company has accounts payable and accrued liabilities of $6,500. Management intends to meet the financial obligations by raising funds through the completion of the Initial Public Offering.

(c) Foreign exchange risk

The functional currency of the Company is Canadian dollar. The Company does not have exposure to currency fluctuations.

(d) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company does not have exposure to interest rate fluctuation because all of its funds is deposited in chequing account as of April 30, 2016.

(e) Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor confidence and to sustain future development of the business. The capital structure of the Company consists of equity, comprising share capital, net of accumulated deficit. The Company manages its capital structure through the preparation of operating budgets, which are approved by the Board of Directors.

5. FINANCIAL INSTRUMENTS

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value 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 that are not based on observable market data.

As at April 30, 2016, the Company's financial instruments consist of cash and cash equivalents, accounts payable and accrued liabilities. The fair values of cash and cash equivalents, accounts payable and accrued liabilities approximate their carrying values due to the relatively short-term to maturity. The fair value of cash and cash equivalents is based on level 1 inputs of the fair value hierarchy.

6. RELATED PARTY TRANSACTIONS

During the period ended April 30, 2016, all 2,100,000 seed shares were purchased by three directors and one officer at $0.05 per share. These shares are deposited in escrow.

7. INCOME TAX

The following table reconciles the expected income tax expense (recovery) at the Canadian statutory income tax rates to the amounts recognized in the statement of comprehensive loss for the period ended April 30, 2016:

		2016
Loss before income taxes	$	(12,531)
Income tax at statutory rate of 26%		(3,258)
Changes in deferred tax asset not recognized		3,258
	$	-

7. INCOME TAX (continued)

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax values. Deferred tax assets (liabilities) at April 30, 2016 are comprised of the following:

		2016
Non-capital losses carryforwards	$	3,258
		3,258
Deferred tax asset not recognized		3,258
Net deferred tax asset (liability)	$	-

The Company has non capital loss carryforwards of approximately $12,531 as of April 30, 2016 which may be carried forward to apply against future year income tax for Canadian income tax purposes, subject to the final determination by taxation authorities, expiring in 2036.

8. SUBSEQUENT EVENT

In May 2016, the Company repurchased and cancelled 100,000 seed shares at $0.05 per share.

CERTIFICATE OF THE CORPORATION

DATE: July 27, 2016

The foregoing 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.

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) "Joanne Yan"
Joanne Yan
Chief Executive Officer , Chief Financial Officer and Director

(signed) "Sidney Dutchak"
Sidney Dutchak
Director

(signed) "Hunter Wang"
Hunter Wang
Director

CERTIFICATE OF THE PROMOTER

DATE: July 27, 2016

The foregoing 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) "Joanne Yan"
Joanne Yan
Promoter

CERTIFICATE OF THE AGENT

DATE: July 27, 2016

To the best of our knowledge, information and belief, the foregoing 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.

HAYWOOD SECURITIES INC.

Per: *(signed) "Don Wong"*________________
Don Wong
Vice President, Investment Banking