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

This Prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons authorized to sell such securities. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to U.S. persons.

PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING **July 9, 2018**

Auston Capital Corp.

(a Capital Pool Company)

608 – 409 Granville Street
Vancouver, BC V6C 1T2
Telephone: 604-642-0115 **Fax: 604-642-0116**

3,000,000 Common Shares - $300,000

PRICE: $0.10 per Common Share

The purpose of this offering (the "**Offering**") is to provide Auston Capital Corp. (the "**Company**") with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as herein defined.

The Company hereby offers to the public, through its agent, Foster & Associates Financial Services Inc. (the "**Agent**"), 3,000,000 common shares (each a "**Common Share**") in the capital of the Company at a price of $0.10 per Common Share.

Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "**Exchange**") and, in the case of a Non Arm's Length Qualifying Transaction, must also receive Majority of the Minority Approval in accordance with Exchange Policy 2.4 (the "**CPC Policy**"). The Company is a Capital Pool Company (a "**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 Company 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 Company" and "Use of Proceeds".

	Price to the Public	Agent's Commission[1]	Proceeds to the Company[2][3]
Per Common Share	$0.10	**$0.01**	$0.09
Total Offering[4]	$**300,000**	**$30,000**	**$270,000**

1. The Agent has agreed to act as agent in connection with the Offering and will receive a commission equal to 10% of the gross proceeds of the Offering (the "**Agent's Commission**"). In addition, the Agent has received a non-refundable administration fee of $12,500 plus GST. The Agent has also been paid an expense retainer of $5,000 and will be reimbursed by the Company for its reasonable expenses incurred pursuant to the Offering, including legal fees, to be capped at $10,000. As additional compensation, the Company will also grant to the Agent, and to any sub-agents as the Agent may direct, non-transferable options (the "**Agent's Options**") to acquire 300,000 Common Shares of the Company (representing 10% of the total number of Common Shares sold under the Offering) at an exercise price of $0.10 per Common Share, which may be exercised for a period ending 24 months following the date of listing of the Common Shares on the Exchange (the "**Listing Date**"). The Agent's Options and the Common Shares issuable upon their exercise are qualified for distribution under this Prospectus. See "Plan of Distribution".

2. The expenses of the Offering is estimated at $95,000, which includes legal and audit fees and other expenses of the Company, the Agent's corporate finance fee and legal fees, and the listing fee payable to the Exchange. See "Use of Proceeds

3. The price per Common Share has been determined by negotiation between the Company and the Agent.

4. This Prospectus also qualifies the distribution of the Agent's Options and the Common Shares issuable thereunder. In addition, the Company intends to grant incentive options (the 'Stock Options") to its directors and officers to purchase an aggregate of 590,000 Common Shares under the Company's incentive stock option plan (the "**Option Plan**") at a price of $0.10 per Common Share, which Stock Options may be exercised for a period of five years from the date of the grant. The Stock Options and the Common Shares issuable upon exercise thereof are also qualified for distribution under this Prospectus. See "Plan of Distribution" and "Option to Purchase Securities"

This Offering is made on a commercially reasonable efforts basis by the Agent in British Columbia, Alberta and Ontario and is subject to minimum subscriptions aggregating **3,000,000** Common Shares of the Company for total gross proceeds to the Company of $**300,000**. The offering price of the Common Shares was determined by negotiation between the Company and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement (as hereafter defined). If subscriptions for an aggregate of 3,000,000 Common Shares have not been received within 90 days of the issuance of a receipt for the final prospectus, or if an amendment to such prospectus is subsequently filed and receipted within 90 days of receipt of such amended prospectus subject to a maximum of 180 days from the receipt of the final prospectus, or such other time as may be consented to by the Agent and persons or companies who subscribed for Common Shares within that period, all subscription funds will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. 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 evidencing the Common Shares in definitive form will be available for delivery at the closing of the Offering. See *"Plan of Distribution".*

Other than the initial distribution of Common Shares pursuant to this Prospectus, the grant of the Agent's Options and the grant of Stock Options, trading in all securities of the Company is prohibited during the period between the date a receipt for the preliminary Prospectus is issued by the securities commission that is designated the principal regulator pursuant to National Policy 11-202 *Process for Prospectus Reviews in Multiple Jurisdictions* and the time the Common Shares are listed for trading except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

Market for Securities

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

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

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

Risk Factors

Investment in the Common Shares offered by this Prospectus is highly speculative due to the nature of the Company's business and its present stage of development. The Company was only recently incorporated, owns no assets (other than cash) and has not conducted active business operations. The Company has not entered into an Agreement in Principle, as that term is defined in the CPC Policy. The Company has no history of earnings and has not paid any dividends as of the date hereof. It is unlikely that the Company will generate earnings or pay dividends in the immediate or foreseeable future. The business objective of the Company is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction. There is no assurance that the Company will identify assets or businesses that warrant acquisition, in whole or in part. Even if assets or businesses are identified and the acquisition of the same or an interest therein is determined to be in the best interests of the Company, the Company may not be able to finance the acquisition with its existing resources and additional funds may be required to complete the transaction, and the Company may not be able to obtain additional financing. There can be no assurance that the Company will successfully complete any Qualifying Transaction. If the Company issues shares from its treasury to finance an acquisition, control of the Company may change, and purchasers of Common Shares hereunder may suffer further dilution of their investment. The net proceeds generated from the Offering, after deducting associated costs, will be sufficient to identify and evaluate a limited number of opportunities. The officers and directors of the Company are not expected to devote their full time and attention to the business and affairs of the Company. The Company may be required to compete with others in its efforts to identify suitable assets or businesses for acquisition. **This Offering is suitable only to those investors who are prepared to risk the loss of their entire investment. See "Risk Factors".**

Maximum Investment

Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% of the total number of Common Shares offered under this prospectus, being **60,000** Common Shares ($6,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares offered under this prospectus, being **120,000** Common Shares ($12,000).

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 evidencing the Common Shares in definitive form will be available for delivery at the Closing unless the Agent elects for delivery in electronic book entry form through CDS Clearing and Depository Services Inc. ("CDS") or its nominee. If delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

Receipt of Subscriptions

The Common Shares are offered, by the Agent, as agent of the Company, on a "commercially reasonable efforts" basis, subject to prior sale, if, as and when issued by the Company, and accepted in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution" and subject to approval of certain legal matters by S. Paul Simpson Law Corporation, Vancouver, British Columbia, on behalf of the Company and by Aluvion Professional Corporation, Toronto, Ontario on behalf of the Agent.

Upon completion of the offering the Company must have a minimum of 200 shareholders with each shareholder beneficially owing at least 1,000 Common Shares free of resale restrictions, exclusive of any Common Shares held by non-arm's length parties to the Company.

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

Foster & Associates Financial Services Inc.
1100- 372 Bay Street,
Toronto, Ontario M5H 2W9
Phone: 416-369-1980
Toll Free: 1-800-559-8853
Fax: 416-6369-1070

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GLOSSARY

"**Affiliate**" means a company that is affiliated with another company as described below.

A company is an "Affiliate" of another company if:
- (a) one of them is the subsidiary of the other; or
- (b) each of them is controlled by the same Person.

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

A Person beneficially owns securities that are beneficially owned by:
- (a) a company controlled by that Person; or
- (b) an Affiliate of that Person or an Affiliate of any company controlled by that Person.

"**Agency Agreement**" means the agency agreement dated **July ***, 2018 entered into between the Company and the Agent.

"Agent" means Foster & Associates Financial Services Inc.

"**Agent's Commission"** means a cash commission of 10% of the gross proceeds of the Offering payable in cash by the Company to the Agent for their assistance in completing the Offering.

"Agent's Options" means the options that the Company will grant to the Agent to purchase up to 10% of the aggregate shares subscribed to under the Offering for an exercise price of $0.10 per share for 24 months from the Listing Date, more fully described under "Plan of Distribution".

"**Aggregate Pro Group**" has the meaning ascribed to such term in Exchange Policy 1.1 – *Interpretation*.

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

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

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

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

(a) an issuer of which the Person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to all outstanding securities of the issuer;
(b) any partner of the Person or company;
(c) any trust or estate in which the Person or company has a substantial beneficial interest or in respect of which the Person or company serves as trustee or in a similar capacity;
(d) in the case of a Person who is an individual, a relative of that person, including
    (i) that Person's spouse or child, or
    (ii) any relative of that Person or of his spouse who has the same residence as that Person;

but

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

“BCBCA” means the British Columbia Business Corporations Act, as amended from time to time.

“Closing” means the completion of the Offering.

“Common Shares” means the common shares in the capital of the Company.

“Company” means Auston Capital Corp., a corporation incorporated under the BCBCA.

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

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

“**Computershare Investor Services Inc.”** means Computershare Investor Services Inc., a trust company having an office in Vancouver, British Columbia and the Company’s registrar and transfer agent

“**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.

“CPC” or “**Capital Pool Company**” means a company:

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

"CPC Policy" means Exchange Policy 2.4 – *Capital Pool Companies*.

"Discount Seed Shares" means all of the Common Shares issued at a price less than $0.10 per Common Share prior to the Offering.

"Escrow Agreement" means the escrow agreement dated May 15, 2018, among the Company, certain shareholders of the Company and Computershare Investor Services Inc.

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

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

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

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

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

"Listing Date" means the date that the Common Shares are listed on the Exchange.

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

(a) Non Arm's Length Parties to the CPC;
(b) Non Arm's Length Parties to the Qualifying Transaction; and
(c) in the case of a Related Party Transaction (as defined in Exchange Policy 1.1 – *Interpretation*):
    (i) if the CPC holds its own shares, the CPC, and
    (ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or (b) in respect of the transaction

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

"**Member**" has the meaning ascribed to such term in Exchange Policy 1.1 – *Interpretation*.

"NEX" means the NEX trading board of the Exchange.

"**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 the 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 control the CPC and the Significant Assets which are the subject of the proposed Qualifying Transaction.

"**Offering"** means the offering of Common Shares of the Company pursuant to this Prospectus, as more fully described under "Plan of Distribution".

"Offering Price" means $0.10 per Common Share, the price at which the Shares are being offered for sale under this Prospectus.

"Person" means a company or an individual.

"Principal" means:

(a) a Person, or their respective Associates or Affiliates, who acted as a promoter of the issuer within two years before the initial public offering ("**IPO**") prospectus or Final Exchange Bulletin;

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

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

(d) a 10% holder - a Person that

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

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

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

A company, trust, partnership or other entity more than 50% held by one or more Principals are 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 any relatives of the Principal or spouse who live at the same address as the Principal are also treated as Principals and any securities of the issuer they hold will be subject to escrow requirements.

"**Prospectus"** means this preliminary prospectus dated **July 9**, 2018.

“**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.

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

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

“Seed Shares” means securities issued before an issuer’s IPO, or by a private Target Company before a Qualifying Transaction, regardless of whether the securities are subject to resale restrictions or are free trading.

“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 minimum listing requirements of the Exchange.

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

“Stock Options” means options to purchase up to 590,000 Common Shares which are intended to be granted to directors, officers, employees, advisors and consultants of the Company.

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

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

PROSPECTUS SUMMARY

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

Company:

The Company was incorporated on December 5, 2017 pursuant to the Business Corporations Act (British Columbia). See "Corporate Structure".

The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Company has not commenced commercial operations and has no assets other than cash. See "Business of the Company".

To date, the Company has not identified any potential acquisitions. An acquisition financed by the issuance of Common Shares could result in a change of control of Company and may cause shareholders' interests in the Company to be diluted.

Offering:

3,000,000 Common Shares are being offered under this Prospectus at a price of $0.10 per Common Share in the provinces of British Columbia, Alberta and Ontario for gross proceeds of $300,000. This Offering is being made on a commercially reasonable efforts basis by the Agent. In addition, on completion of the Offering, the Company will grant the Agent's Options to the Agent which will entitle the Agent to purchase up to 300,000 Common Shares (representing 10% of the total number of Common Shares sold under the Offering), at a price of $0.10 per Common Share, exercisable for a period ending 24 months following the Listing Date. The Agent's Options and the Common Shares issuable upon their exercise are qualified for distribution under this Prospectus.

The Company will also grant Stock Options to the directors and officers of the Company to purchase, in aggregate, 590,000 Common Shares at a price of $0.10 per Common Share, exercisable for a period of five years from the date of their grant, all of which Stock Options and the Common Shares issuable upon their exercise are also qualified for distribution under this prospectus. See "Use of Proceeds", "Plan of Distribution" and "Options to Purchase Securities".

Use of Proceeds:

Assuming completion of this Offering, the net proceeds thereof and prior sales of Common Shares to the Company will be $270,000 (after the deduction of the Agent's Commission for the Offering but before deduction of the expenses of the Offering estimated to be $65,000. The net proceeds of the Offering, together with the proceeds from the prior sale of Common Shares, will be used to provide the Company with funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Company may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of: (i) 30% of the gross proceeds realized by the Company in respect of the sale of its securities; and (ii) $210,000 may be used for purposes other than evaluating businesses or assets, subject to the obtaining of a waiver of the Exchange. See "Use of Proceeds", "Business of the Company", "Criteria for Qualifying Transaction" and "Risk Factors".

Directors & Officers: The directors and officers of the Company are as follows:

Zachery Dingsdale	Director, President and CEO
Iqbal Boga	Director, CFO and Secretary
Steve Smith	Director
Kenneth MacLeod	Director

Escrowed Securities: All of the currently listed and outstanding Discount Seed Shares (2,900,000) and Seed Shares which are, directly or indirectly, beneficially owned or controlled by Non-Arm's Length Parties of the CPC will be deposited in escrow pursuant to the Escrow Agreement and will be released from escrow in stages over a period of up to three years from the date of the Final Exchange Bulletin. The total number of Common Shares to be held in escrow subject to the Escrow Agreement is 2,900,000 Common Shares. See "Escrowed Securities".

Risk Factors: **There is currently no established market for the Common Shares. An investment in the Common Shares offered by this Prospectus is highly speculative due to the nature of the Company's business and its present stage of development. This Offering is suitable only to those investors who are prepared to risk the loss of their entire investment.**

The Company was only recently incorporated and has no active business or assets other than cash and other assets disclosed in the financial statements included in this Prospectus. It has not entered into an Agreement in Principle as defined in the CPC Policy and 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.

If the Company identifies a suitable business or asset, the Exchange may not approve the transaction as a Qualifying Transaction or management may determine that market conditions make the terms of the acquisition uneconomic. Furthermore, the Company may require additional financing to both secure and exploit the business or asset and there is no guarantee that such financing will be available.

If the Company fails to complete a Qualifying Transaction acceptable to the Exchange within 24 months of the date of listing on the Exchange, or if the Company fails to comply with the Exchange's listing maintenance requirements, the Common Shares may be suspended from trading or delisted.

An acquisition financed by the issuance of treasury shares could result in a change in the control of the Company and may cause the shareholders' interest in the Company to be further diluted.

Without limiting the generality of the foregoing, this Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Company and can afford to risk the loss of their entire investment. The directors and officers of the Company will only devote part of their time and attention to the affairs of the Company and there may be potential conflicts of interest to which some of the directors and officers of the Company will be subject in connection with the operations of the Company. Assuming completion of the total Offering, investors acquiring Common Shares offered under this prospectus will suffer an immediate dilution of approximately 25% or $0.025 per Common Share, based on the gross proceeds of this issue and prior issuances, before the deduction of selling commissions and costs associated with this Offering.

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

Until Completion of the Qualifying Transaction, the Company 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 Company has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Company will be able to identify or complete a suitable Qualifying Transaction. See “Corporate Structure”, “Business of the Company”, “Directors, Officers and Promoters”, “Use of Proceeds”, “Risk Factors” and “Conflicts of Interest”.

The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may, therefore, be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers or experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada.

CORPORATE STRUCTURE

The Company was incorporated pursuant to the provisions of the Business Corporations Act (British Columbia) on December 5, 2017.

The head office and the registered office of the Company is located at Suite 608-409 Granville Street, Vancouver, BC, V6C 1T2. The Company does not have any subsidiaries.

The authorized share capital of the Company consists of an unlimited number of common shares. At the date hereof, before giving effect to this Offering, the Company had 2,900,000 Common Shares issued and outstanding.

BUSINESS OF THE COMPANY

Funds raised and Preliminary Expenses

As of the date hereof, the Company has raised a total of $145,000 through the sale of 2,900,000 Common Shares at $0.05 per share, of which 2,000,000 shares were sold to its directors and officers.

The Company has to date incurred:

i) expenses related to cash proceeds raised prior to the Offering in the amount of $634 for incorporation costs of approximately $415, a bank fee of $219 and

ii) paid expenses and costs relating to the Offering, totaling $10,000 for a $5,000 on deposit on account of the Agent's expenses and $5,000 for legal fees. These same funds will be used to pay the balance of the costs related to this Offering estimated at $65,000 (not including the Agent's Commission). See "Use of Proceeds".

Certain of the proceeds of this Offering may be utilized to satisfy the obligations of the Company related to this Offering, including the expenses of its auditors, legal counsel, the Agent's legal counsel and fees of the Exchange and securities regulatory authorities. See "Use of Proceeds".

Proposed Operations Until Completion of a Qualifying Transaction

The Company is a CPC created pursuant to the CPC Policy. The Company proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm's Length Qualifying Transaction, will also be subject to Majority of the Minority Approval in accordance with the CPC Policy. The Company has not conducted commercial operations or initiated the process of identifying potential acquisitions or interests. The Company currently intends to pursue a Qualifying Transaction in either the mineral resource or energy industries but there is no assurance that either sector will, in fact, be the business sector of a proposed Qualifying Transaction or of the Company following the completion of the Qualifying Transaction.

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

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

Method of Financing Qualifying Transaction

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

Criteria for Qualifying Transaction

The Company proposes to identify acquisitions of interests in assets or businesses through discussions with various business associates and contacts of the Company's officers and directors. Once a prospective acquisition target has been identified and evaluated, the Company will proceed to negotiate the terms upon which it may acquire an interest in the asset or business. The approval of the board of directors of the Company is required for any proposed Qualifying Transaction identified by the Company. 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 Company and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The board of directors, in considering whether to approve the terms of an acquisition, is expected to consider, among other criteria, the following:

(a) the projected rate of return on the proposed investment and the risk of loss;

(b) the prospects for growth, having regard to existing or potential market share;

(c) the skill of the management team, either as it exists or as it may be supplemented as a consequence of the acquisition; and

(d) basic financial considerations including the overall cost of the acquisition and the prospects of obtaining the debt or equity financing necessary to complete the acquisition.

REGULATORY AND SHAREHOLDER APPROVAL

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

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

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

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

Unless waived by the Exchange, the Company 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 Company will no longer be considered to be a CPC upon the Exchange having issued the Final Exchange Bulletin. The Exchange will generally not issue the Final Exchange Bulletin until the Exchange has received:

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

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

Initial Listing Requirements

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

Trading Halts, Suspension and Delisting

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

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

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

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

The Exchange may suspend from trading or delist the Common Shares where the Exchange has not issued a Final Exchange Bulletin to the Company within 24 months of the Date of Listing. In the event that the Common Shares are delisted by the Exchange, within 90 days from the date of such delisting, the Company 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 Company, determine to deal with the remaining assets in some other manner. See “Filing and Shareholder Approval of a Non-Arm's Length Qualifying Transaction” and “Refusal of Qualifying Transaction”.

If the Company does not complete a Qualifying Transaction within 24 months of the date of listing, it may apply for listing on NEX (the market on which former Exchange issuers that do not meet the minimum listing requirements for Tier 2 issuers may continue to trade) rather than be delisted. In order to be eligible to list on the NEX, the Company must:

(a) either:

(i) cancel all escrowed Common Shares purchased by Non Arm’s Length Parties to the Company at a discount to the Offering price, in accordance with section 11.2(a) of the CPC Policy, as if the Company had delisted from the Exchange, or

(ii) subject to majority shareholder approval, cancel the escrowed Common Shares purchased by Non Arm’s Length Parties to the Company so that the average cost of the remaining seed shares is at least equal to the Offering price; and

(b) obtain majority shareholder approval for the transfer to NEX, exclusive of the votes of Non-Arm’s Length Parties of the Company.

If the Company lists the Common Shares on NEX it must continue to comply with all requirements and restrictions of the CPC Policy.

Refusal of Qualifying Transaction

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

(a) the Resulting Issuer fails to satisfy the applicable Initial Listing Requirements of the Exchange;

(b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:

   (i) a member firm of the Exchange;
   (ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such member firm; and
   (iii) Associates of any such person,

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

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

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

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

USE OF PROCEEDS

Available Funds and Principal Purposes

(a) The gross proceeds received by the Company from the sale of 2,900,000 Common Shares issued at a subscription price of $0.05 per Common Share prior to the date of the prospectus were $145,000.
(b) The Company has not incurred any expenses and costs with respect to the issue of Common Shares referred to in (a) above.
(c) The gross proceeds to the Company from the sale of 3,000,000 Common Shares pursuant to the Offering will be $300,000.
(d) The Company has to date paid expenses totaling $10,634 with respect to the organization of the Company, and certain legal, audit, filing fees and related costs of this Offering. The Company expects to incur approximately $84,400 in additional expenses pertaining to this Offering on or prior to Closing (including the Agent's Commission of $30,000).
(e) The estimated funds to be available to the Company from the sale of Common Shares distributed under this Prospectus and prior sales of Seed Shares, following the deduction of the expenses in (d) above, is $350,000 upon completion of the Offering.

The following table indicates the principal uses to which the Company proposes to direct the funds available to it upon the completion of the Offering:

Sources and Uses of Funds	Amount
Cash proceeds raised prior to the Offering(1)(2)	$ 145,000
Expenses and costs relating to raising the cash proceeds prior to the Offering	0
Cash proceeds to be raised pursuant to the Offering(3)	300,000

Estimated expenses and costs relating to the Offering (including listing fees, filing fees, printing costs, corporate finance fee of Agent, Agent's Commission, Agent's legal fees, and legal and audit fees of the Company)(4)	(95,000)
Net estimated funds available on completion of the Offering	**350,000**
Funds available for identifying and evaluating assets or business prospects (5)	296,000
Estimated general and administrative expenses until completion of a Qualifying Transaction(6)	54,000
Total net proceeds	**$350,000**

(1) See “Prior Sales”.

(2) The Company’s approximate working capital as at May 31, 2018 is $144,366.

(3) In the event the Agent exercises the Agent’s Options, there will be available to the Company an additional $30,000 which will be added to the working capital of the Company. In the event that all Stock Options are exercised, there will be available to the Company an additional $59,000 which will be added to the working capital of the Company. There is no assurance that any of the Agent’s Options or Incentive Stock Options will be exercised.

(4) Of which approximately, $10,634 has been incurred to date, which includes a $5,000 deposit on account of the Agent’s expense.

(5) In the event that the Company enters into an Agreement in Principle prior to spending all of the available funds on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

(6) Estimated general and administrative expenses until Completion of the Qualifying Transaction (assuming this occurs within 24 months from completion of the Offering) is based on $2,250 per month for 24 months. The maximum amount that may be used for purposes other than identifying and evaluating assets or business projects (as described under “Permitted Uses of Funds” below) which includes expenses and costs relating to the Offering and organization of the Company is the lesser of 30% of the gross proceeds raised ($133,500), and $210,000. See “Restrictions on Use of Proceeds”. Should additional funds be needed for general and administrative expenses in the future, the Company will use funds from the exercise of Agent’s options, incentive stock options, or private placement proceeds. However, there can be no assurance such additional funds will be available.

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

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

Permitted Use of Proceeds

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

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, obtaining of shareholder approval for the Company'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 Company 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, if due diligence with respect to the Qualifying Transaction is well underway and if either a Sponsor has been engaged or sponsorship has been waived. A maximum aggregate amount of $25,000 may also be advanced as a non-refundable deposit, unsecured deposit or advance to a Vendor or Target Company, as the case may be, to preserve assets without the prior acceptance of the Exchange

Restrictions on Use of Proceeds

Until Completion of the Qualifying Transaction, not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Company or $210,000, subject to receiving a waiver from the Exchange, will be used for purposes other than those described above. For greater certainty, expenditures which are not included under “Permitted Use of Proceeds” 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 Company, including:
 (i) office supplies, office rent and related utilities;
 (ii) printing costs (including the printing of this prospectus and share certificates);
 (iii) equipment leases; and

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

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

Private Placements for Cash

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Company 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 Company 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 a private placement to Non Arm's Length Parties to the Company and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non Arm's Length Parties

Except as described under "Incentive Stock Options" and "Restrictions on Use of Proceeds", the Company 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 Company or a Non Arm's Length Party to the Qualifying Transaction, or to a person engaged in investor relations activities, by any means, including:

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

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

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

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

PLAN OF DISTRIBUTION

Name of Agent and Agent's Compensation

Pursuant to the Agency Agreement, the Company has appointed Foster & Associates Financial Services Inc. (the "**Agent**") as its agent to offer for sale to the public, on a "commercially reasonable efforts" basis, 3,000,000 Common Shares, at a price of $0.10 per Common Share, for total gross proceeds to the Company of $300,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a cash commission equal to 10% of the gross proceeds of the Offering. In addition, the Company has paid to the Agent a non- refundable administration fee of $12,500 plus GST and will pay the Agent's legal and other reasonable expenses, estimated to be approximately $10,000, of which $5,000 has been advanced as a retainer.

The Company has also agreed to grant to the Agent and any sub-agents the non-transferrable Agent's Options, entitling the Agent to acquire Common Shares at a price of $0.10 per share, calculated as 10% of the number of Shares sold under the Offering (300,000 Agent's Options) which may be exercised for a period of 24 months following the Listing Date. The Agent's Options and the Common Shares issuable thereunder are qualified under this Prospectus for distribution. Not more than 50% of the Common Shares received on the exercise of the Agent's Options 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.

Other than as described in this Prospectus, there are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other Person in connection with the Offering.

The Offering will be made in accordance with the rules and policies of the Exchange and with the consent of the Exchange. The closing of the Offering will take place at such time as the Company and the Agent may agree provided that the minimum subscriptions have been received and that the withdrawal rights of the purchaser of Common Shares which are available pursuant to securities laws have expired. See "Purchasers' Statutory Rights of Withdrawal and Rescission".

The Agent has agreed to use commercially reasonable efforts to secure subscriptions for all of the Common Shares offered hereunder on behalf of the Company and may make co-brokerage arrangements with other investment dealers at no additional cost to the Company. 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 or upon the occurrence of certain events as stated in the Agency Agreement, including the non-fulfillment of conditions of closing.

Other Securities to be Distributed

The Company also proposes to grant Stock Options to purchase 590,000 Common Shares to directors and officers in accordance with the policies of the Exchange, which Stock Options and the Common Shares issuable upon their exercise are qualified for distribution under this Prospectus. See "Options to Purchase Securities".

Determination of Price

The price of the Common Shares and the Agent's Commission were determined through negotiation between the Company and the Agent.

Listing Application

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

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

Commercially Reasonable Efforts and Minimum Distribution

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

The total Offering consists of 3,000,000 Common Shares at a price of $0.10 per Common Share for total gross proceeds to the Company of $300,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% of the total number of Common Shares offered under this prospectus, being 60,000 Common Shares. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by any purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares offered under this prospectus, being 120,000 Common Shares. The funds received from the Offering will be deposited with the Agent and will not be released until the full $300,000 has been deposited. The total subscription must be raised within 90 days of the date that a receipt for the prospectus is issued or 180 days of the issuance of a receipt for the final prospectus if an amendment to such prospectus is subsequently filed, or such other time as may be consented to by the Agent and persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers, without interest or deduction, unless subscribers have otherwise instructed the Agent**.**

Other than the offering expenses and payments to be made to the Agent as disclosed elsewhere in this Prospectus, there are no payments in cash, securities or other consideration being made, or to be made, to a Promoter, finder, or any other Person in connection with the Offering. The directors, officers and other Insiders of the Company may purchase Common Shares from the Offering, provided, however, that any Common Shares so purchased will be subject to the escrow restrictions described under "Escrowed Securities"

Upon completion of the Offering, the Company must have a minimum of 200 shareholders with each shareholder beneficially owning at least 1,000 Common Shares free of resale restrictions, exclusive of any Common Shares held by Non-Arm's Length Parties to the Company.

Subscriptions by and Restrictions on the Agent

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

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the members of the Pro Group is 20% of the issued and outstanding Common Shares of the Company exclusive of Common Shares reserved for issuance at a future date. The Exchange will require that any securities issued to the Pro Group in connection with or in contemplation of the Qualifying Transaction will be required to be subject to a four-month Exchange hold period and the securities certificate(s) legended accordingly, as prescribed by Exchange Policy 3.2 *"Filing Requirements and Continuous Disclosure"*.

The Agent has advised the Company that to the best of its knowledge and belief, there are no directors, officers, employees or contractors of the Agent, or any Associate or Affiliate of the foregoing, who have subscribed for and been issued Common Shares of the Company.

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the grant of the Agent's Options and the grant of the Stock Options, no securities of the Company will be permitted to be issued during the period between the date a receipt for the preliminary Prospectus is issued by the securities commission that is designated the principal regulator pursuant to National Policy 11-202 *Process for Prospectus Reviews in Multiple Jurisdictions* and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SECURITIES DISTRIBUTED

Share Capital

The Company is authorized to issue an unlimited number of Common Shares without par value of which, as of the date hereof, 2,900,000 are issued and outstanding.

The holders of Common Shares are entitled to receive notice of and attend all meetings of the shareholders of the Company and are entitled to one vote in respect of each Common Share held at such meetings. In the event of liquidation, dissolution or winding-up of the Company, the holders of common shares are entitled to share ratably the remaining assets of the Company. The holders of Common Shares are entitled to dividends, if, as and when declared by the board of directors, to one vote per share at meetings of the shareholders of the Company and, upon dissolution, to share equally in such assets of the Company 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.

In addition, up to 300,000 Common Shares have been reserved for issuance upon the exercise of the Agent's Options and 590,000 Common Shares are reserved for issuance upon the exercise of Stock Options. See "Plan of Distribution" and "Incentive Stock Options".

As at the date of this Prospectus, the Company has no outstanding loans or other debt obligations and there has been no material change in the capital of the Company since the date of its most recent balance sheet contained in the Prospectus. See "Prior Sales" and "Options to Purchase Securities – Options Granted".

Dividend Record and Policy

The Company has not paid any dividends since incorporation and it has no plans to pay dividends. The directors of the Company will determine if and when dividends should be declared and paid in the future based on the Company's financial position at the relevant time. All of the Common Shares of the Company are entitled to an equal share in any dividends declared and paid.

CAPITALIZATION

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

Capital	Authorized Amount	Amount outstanding as of May 31, 2018 (1)(2)(4)	Amount Outstanding as of the date hereof(1)(2)(5)	Amount to be outstanding following the completion of the Offering(1)(2)(3)
Common Shares	Unlimited	$145,000 (2,900,000 shares)	$145,000 (2,900,000 Shares)	$445,000 (5,900,000 Shares)

(1) The Company has also reserved 300,000 Common Shares for issuance upon the exercise of the Agent's Options. See "Plan of Distribution".

(2) The Company has also reserved 590,000 Common Shares for issuance upon exercise of Stock Options. See "Options to Purchase Securities".

(3) Before deducting the estimated costs and expenses of the Offering estimated at $95,000. See "Use of Proceeds".

(4) As at the date of the most recent balance sheet of the Company, the Company had not commenced commercial operations.

(5) There Common Shares are subject to escrow restrictions See "Escrow Securities".

OPTIONS TO PURCHASE SECURITIES

Options Granted

On completion of the Offering, the Company intends to enter into stock option agreements granting the following Stock Options according to the following terms:

Name & Position	Number of Common Shares Under Option (1)	Exercise Price Per Share	Expiry Date
Zachery Dingsdale Director, President, CEO	150,000	$0.10	Five years from Listing Date
Iqbal Boga	150,000	$0.10	Five years from

Director, CFO, Secretary			Listing Date
Steve Smith Director	145,000	$0.10	Five years from Listing Date
Kenneth MacLeod Director	145,000	$0.10	Five years from Listing Date
Total	590,000		

(1) These options may not be exercised until completion of this Offering. In addition, in accordance with Exchange policies, all Common Shares acquired on exercise of stock options prior to Completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrowed Securities".
(2) The exercise price of the Stock Options was based on the offering price of the Common Shares under this Prospectus.

The Stock Options to be granted to directors and officers as noted above, and the Common Shares issuable upon their exercise, are qualified for distribution under this Prospectus.

Pursuant to the Agency Agreement, the Company has agreed to grant to the Agent the Agent's Options on completion of the Offering to purchase up to 300,000 Common Shares of the Company assuming completion of the Offering, at a price of $0.10 per Common Share, for a period of 24 months from the Date of Listing. See "Plan of Distribution".

There are no assurances that the Stock Options, Agent's Options or other rights described above will be exercised in whole or in part.

Stock Option Plan

The Company has adopted a stock option plan which provides that the board of directors of the Company may from time to time, in its discretion, and in accordance with Exchange requirements, grant to directors, officers and technical consultants to the eligible persons of the Company, non-transferable options to purchase Common Shares, provided that. Pursuant to the stock option plan, the number of Common Shares reserved for issuance, together with any options issued to eligible charitable organizations, will not exceed 10% of the issued and outstanding Common Shares, exercisable for a period of up to ten years from the date of grant and until completion of the Qualifying Transaction, will not exceed 590,000 Stock Options. The number of Common Shares reserved for issuance to any one person, other than a consultant or persons engaged in investor relations activities, will not exceed 5% of the issued and outstanding Common Shares as at the date of grant, unless the Company has obtained disinterested shareholder approval and the number of Common Shares reserved for issuance to any consultant will not exceed 2% of the issued and outstanding Common Shares, as at the date of grant., while the maximum number of Common Shares reserved for issuance in any 12 month period to all persons engaged in investor relations activities may not exceed 2% of the issued and outstanding number of Common Shares at the date of the grant. While the Company is a CPC, it is prohibited from granting options to any person providing investor relations activities, promotional or market–making services. The expiry date of the stock options is set by the board of directors at the time the options are granted, for a period of up to 10 years from the date of grant. Stock options may be exercised for a period of 90 days following the date the optionee ceases to be a director, officer, employee or consultant of the Corporation or its Affiliates, provided that if the cessation of such position or arrangement was by reason of death or disability, the option may be exercised within a maximum period of one year after such death or disability, subject to the expiry date of such option; and if the optionee was engaged to provide investor relations services, the optionee has 30 days from the date of cessation, subject to expiry date of the stock options. While the Company is a CPC, the CPC Policy imposes certain restrictions on the Persons eligible to be granted stock options and certain terms on the stock option plan. See "Option Terms for Options granted while the Company is a CPC" below.

Option Terms for Options Granted While the Company is a CPC

While the Company is a CPC, the board of directors of the Company may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers and technical consultants to the Company non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the total issued and outstanding Common Shares as at the closing of the Offering, are only exercisable for a period of up to 10 years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares as at the closing of the Offering and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares as at the closing of the Offering. Options may be exercised until anytime to and including the later of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Company, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow restrictions until the issuance of the Final Exchange Bulletin is issued. See "Escrowed Securities" below.

PRIOR SALES

Since the date of incorporation of the Company, 2,900,000 Common Shares have been issued as set out below.

Date	Number of Common Shares	Issue Price per Share	Aggregate Issue Price	Consideration Received
December 5, 2017	1 (1)	$0.05	$.05	Cash
April 30, 2018	2,900,000 (2)	$0.05	$145,000	Cash

(1) Initial incorporator's share which was repurchased and cancelled on April 30, 2018

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

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of Qualifying Transaction

All of the 2,900,000 Common Shares issued prior to the Offering at a price below $0.10 per Common Share and all Common Shares that may be acquired by Non-Arm's Length Parties of the Company either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by Members of the Aggregate Pro Group prior to the Offering, will be deposited with Computershare Investor Services Inc. under the Escrow Agreement.

While in escrow, the escrow shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the consent of the Exchange. The Common Shares under escrow may be transferred or transmitted upon the bankruptcy or death of a shareholder to his or her trustee in bankruptcy or personal representatives, as the case may be, however subject to the restrictions in the Escrow Agreement in the case of bankruptcy. Unless transferred, transmitted or cancelled pursuant to the Escrow Agreement, the shareholder may retain the shares, subject to the terms and conditions of the Escrow Agreement.

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

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

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

Name and Municipality of Residence of Shareholder	Number of Common Shares Held	Number of Common Shares Held in Escrow	Percentage of Common Shares Prior to Completion of the Offering	Percentage of Common Shares Following Completion of the Offering(1)
Zachery Dingsdale Cobourg, Ontario	600,000	600,000	20.70%	10.17%
Iqbal Boga Vancouver, BC	300,000	300,000	10.34%	5.08%
Steve Smith White Rock, BC	600,000	600,000	20.70%	10.17%
Kenneth MacLeod West Vancouver, BC	500,000	500,000	17.24%	8.47%
Karl Mansour Montreal, Quebec	300,000	300,000	10.34%	5.08%
Jean-Francois Meilleur St-Lambert, Quebec	300,000	300,000	10.34%	5.08%
Carl Desjardins Montreal, Quebec	300,000	300,000	10.34%	5.08%
Total	**2,900,000**	**2,900,000**	**100%**	**49.13%**

(1) Assuming no Common Shares are purchased by such persons pursuant to the Offering.

The Escrow Agreement provides that the Common Shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without prior consent of the Exchange. The Escrow Agreement provides that if the holder of the escrowed shares becomes bankrupt, the Common Shares will be transferred within escrow to the trustee in bankruptcy or to such other person as is legally entitled to the Common Shares. The Escrow Agreement further provides that upon the death of the holder of the escrowed shares, the Common Shares will be released from escrow and certificates for the Common Shares will be delivered to the legal representative of the deceased shareholder.

Where the Common Shares of the Company 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 must 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 on each of the dates which are 6 months, 12 months, 18 months, 24 months, 30 months, and 36 months following the Initial Release.

If the Resulting Issuer meets the Exchange's Tier 1 minimum 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 Company who holds escrowed Common Shares acquired at a price below the Offering Price under this prospectus has irrevocably authorized and directed Computershare Investor Services Inc., as escrow agent, to immediately cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Company, or if the Company applies for listing on NEX rather than be delisted, each Non-Arm’s Length Party to the Company must either:

(a) cancel all escrowed Common Shares purchased at a discount to the Offering Price in accordance with section 11.2(a) of the CPC Policy; or

(b) subject to majority shareholder approval, cancel an amount of the escrowed Common Shares so that the average cost of the remaining escrowed Common Shares is at least equal to the Offering Price.

Escrowed Securities on Qualifying Transaction

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are “Value Securities”, then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security agreement (the “Value Security Escrow Agreement”). “Value Securities” are securities issued pursuant to a transaction, for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value

Securities and required to be placed in escrow under a Value Security Escrow Agreement. However, if at least 75% of the securities issued pursuant to the Qualifying Transaction are not Value Securities, all securities issued pursuant to the Qualifying Transaction will be deposited into a surplus security escrow agreement (a "Surplus Security Escrow Agreement").

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

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

Escrowed Securities on Private Placement

Securities issued pursuant to a private placement to Principals of the Company 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 Company or the Resulting Issuer,

  (ii) if subscribers, other than Principals of the Company or the 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 legally or beneficially, directly or indirectly own 10% or more of the issued and outstanding Common Shares of the Company as at the date hereof:

Name and Municipality of Residence	Type of Ownership	Number of Common Shares [(3)]	Percentage of Shares Owned Before Offering	Percentage of Shares Owned After Offering [(1)(2)]
Zachery Dingsdale Cobourg, Ontario	Direct	600,000	20.70%	10.17%
Iqbal Boga Vancouver, BC	Direct	300,000	10.34%	5.08%
Steve Smith White Rock, BC	Direct	600,000	20.70%	10.17%
Kenneth MacLeod West Vancouver, BC	Direct	500,000	17.24%	8.47%
Karl Mansour Montreal, Quebec	Direct	300,000	10.34%	5.08%
Jean-Francois Meilleur St-Lambert, Quebec	Direct	300,000	10.34%	5.08%
Carl Desjardins Montreal, Quebec	Direct	300,000	10.34%	5.08%

(1) Following the completion of the Offering, the issued share capital of the Company will be 5,900,000 Common Shares. In addition, 300,000 Common Shares are reserved for issuance pursuant to the Agent's Options and 590,000 Common Shares are reserved for issuance pursuant to the Stock Options. Following the completion of the Offering, the fully-diluted share capital of the Company will be 6,790,000 Common Shares and, in such a scenario, the shareholdings of Zachery Dingsdale would be 11.05%, Iqbal Boga would be 6.63%, the shareholdings of Steve Smith would be 10.97%, the shareholdings of Kenneth MacLeod would be 9.50%, the shareholdings of Karl Mansour would be 4.42%, the shareholdings of Jean-Francois Meilleur would be 4.42%, and the shareholdings of Carl Desjardins would be 4.42%.

(2) Assuming no Common Shares are purchased by such shareholders pursuant to the Offering.

(3) These securities are subject to escrow pursuant to the policies of the Exchange. See "Escrowed Securities"

The percentage of Common Shares beneficially owned, directly or indirectly, by promoters, directors, senior officers, Insiders and Control Persons of the Company, collectively, is 100% prior to giving effect to this Offering, 49.15% (undiluted) assuming completion of the Offering, and 51.40% (fully diluted) assuming completion of the Offering and the exercise of the Agent's Options and the Options. None of these people intend to acquire any Common Shares under this Offering.

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Occupation and, Security Holdings

The following table sets out, for each of the Company's directors, officers and promoters, the person's name, municipality of residence, positions with the Company, principal occupation during the last five (5) years:

Name and Municipality of Residence and Position	Principal Occupation(s) during the Last Five Years	Common Shares Held (2)	Percentage held before Completion of Offering	Percentage held on Completion of Offering (3)
ZACHERY DINGSDALE Cobourg, Ontario Director, President, CEO and Promoter	CEO of Tangent Management Corp. since March 2001; President, CEO and Director of Taku Gold Corp. From January 2004 to December 2017; Director of Arrowhead Gold Corp. from January 2007 to August 2016; Director of Hinterland Metal Inc. from July2011 to present;	600,000	20.70%	10.17%
IQBAL BOGA(1) Vancouver, BC Director, CFO, Secretary	CFO, Secretary and Director of Taku Gold Corp. since November 2003 to August 2013; CFO, Secretary and Director of Kontrol Energy Corp. (formerly Arrowhead Gold Corp. and formerly Otish Energy Inc. and formerly Kakanda Development Corp.) from February 2010 to December 2014 CFO, Secretary and Director of Tajiri Resources Corp. (TSXV: TAJ) from April 2008 to April 2013; Director and Officer of Phoenix Gold Resources (formerly Zuri Capital Corp.) from May 2011 to July 2013	300,000	10.34%	5.08%

Name and Municipality of Residence and Position	Principal Occupation(s) during the Last Five Years	Common Shares Held (2)	Percentage held before Completion of Offering	Percentage held on Completion of Offering (3)
STEVE SMITH(1) White Rock, BC Director	Partner of Tangent Management Corp. since March 2001; Director of Kontrol Energy Corp. (formerly Arrowhead Gold Corp.) since January 15, 2007; Director of Ztest Electronics Inc since Dec 2017; Director of Taku Gold Corp. from November 2003 to Dec 2017; Director of Tajiri Resources Corp. (TSXV: TAJ) Tajiri from January 2009 to Oct 2013; Director of Phoenix Gold Resources (formerly Zuri Capital Corp.) from May 2011 to Oct 2013; CEO and Directorof Gravis Energy Corp. (formerly Sukari Ventures Inc>) from August 24, 2007 to January 2011).	600,000	20.70%	10.17%
KENNETH MACLEOD (1) West Vancouver, BC Director	President, CEO and Director of Sonoro Metals Corp. since April 2014.: Director of Chinook Tyee Industry Limited since December 2012.	500,000	17.24%	8.47%

(1) Member of Audit Committee. The Company has no other board committees. Each director holds office until the next annual meeting of shareholders.
(2) These Common Shares are subject to escrow restrictions. See “Escrowed Securities”. This does not include a total of 590,000 Stock Options to be granted to the Company's directors. See “Options to Purchase Securities”.
(3) Assumes no exercise of Agent’s Options or the Stock Options to be granted to the directors.

As of the date of this prospectus, the directors and officers of the Company, as a group, beneficially own, directly or indirectly, or exercise control or direction over 2,000,000 Common Shares (being 69% of the issued and outstanding Common Shares).

Following completion of the Offering, the directors and officers of the Company, as a group, will beneficially own, directly or indirectly, or exercise control or direction over, 34% of the then issued and outstanding Common Shares, assuming no Common Shares are purchased by such persons pursuant to the Offering.

All of the directors and officers currently have employment outside of the Company. It is anticipated that initially, Zachery Dingsdale and Iqbal Boga will devote approximately 10% of their time to the affairs of the

Company or such greater amount of time as is required by the Company. Time actually spent may vary according to the needs of the Company.

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

Each of the officers and directors will devote the time considered necessary to perform the work required in connection with the management and direction of the Company and the completion of the Qualifying Transaction. None of the officers or directors is a party to any employment, non-competition or confidentiality agreement with the Company.

Management of the Company

Set forth below is a description of the background of the management of the Company, including a description of each individual's principal occupation(s) within the past five years.

Zachery Dingsdale (Age: 45)
President, Chief Executive Officer, Director and Promoter

Mr. Dingsdale is a founder and director of Tangent Management Corp., a financial management firm that provides financial consulting and management services to publicly listed companies. Zachery is currently a Director of Hinterland Metals Corp. (TSXV: HMI). He was President, CEO and director of Taku Gold Corp. (TSXV: TAK) from November 2003 to December 2017. He has also been a director of Arrowhead Gold Corp. (TSXV: AWH), Tajiri Resources Corp. (TSXV: TAJ), and Zuri Capital Corp. (TSXV: ZUR.P), a CPC company. Mr. Dingsdale has over 20 years' experience in the capital markets and has completed the Canadian Securities Course and The Mining and Mineral Exploration Program at the British Columbia Institute of Technology.

Iqbal Boga, CPA CA (Age: 69)
CFO, Secretary and Director

Mr. Boga is a Chartered Professional Accountant. He was the CFO, Secretary and a director of Arrowhead Gold Corp. (TSXV: AWH), Taku Gold Corp. (TSXV: TAK) and Tajiri Resources Corp. (TSXV: TAJ) each of which is a mineral exploration company. He was the sole practitioner of I.J. Boga, Chartered Accountant from 1993 to August 2007. He holds a Bachelor of Science (Hons) in Chemistry from the University of London, England and a Bachelor of Commerce (Hons) from the University of Windsor, Canada.

Steve Smith (Age: 61)
Director

Mr. Smith brings over 29 years' experience in the financial markets. He is experienced in the areas of corporate management, corporate finance, public relations and administration. Mr. Smith is currently a Director of Kontrol Energy Corp., (CSE: KNR) and Ztest Electronics Inc. (CSE: ZTE). Mr. Smith has also been a director of Tajiri Resources Corp. (TSXV: TAJ), Sukari Ventures Inc. a CPC company (TSXV: SKC.P) and Zuri Capital Corp. (TSXV: ZUR.P), a CPC company. Mr. Smith was President and CEO of Arrowhead Gold Corp. (CSE: AWH). Mr. Smith obtained his Bachelor of Arts (Economics) from the University of Toronto in 1982 and has completed the Canadian Securities Course and Canadian Investment Management Course Part 1. Mr.

Smith completed The Mining and Mineral Exploration Program at the British Columbia Institute of Technology. He is a partner in Tangent Management Corp., a financial public relations firm serving public companies since 2001.

Kenneth MacLeod, (Age: 67)
Director

Mr. MacLeod is the Chief Executive Officer, President and a director of Sonoro Metals Corp., a TSXV listed company. He is also a director of Chinook Tyee Industry Limited, a TSXV listed company. Mr. MacLeod has over three decades of experience in developing resource assets in the United States, Canada, the Philippines and the Democratic Republic of Congo, mostly acting as a senior executive with Canadian-listed public companies. Previously, Mr. MacLeod was Chief Executive Officer of Pan Pacific Power Corp., a private renewable energy company with hydro-electric power and geothermal energy projects under development in Asia. From 2001 to 2009, Mr. MacLeod was President and Chief Executive Officer of Western GeoPower Corp., a TSXV listed renewable energy company with geothermal assets in California and Canada.

Aggregate Ownership of Securities

Directors and Officers

Prior to this Offering, the directors and officers of the Company, as a group, beneficially own, directly or indirectly, 2,000,000 Common Shares of the Company representing 69% of the issued and outstanding Common Shares. Upon the completion of the Offering, the directors and officers of the Company, as a group, will beneficially own, directly or indirectly, 34% of the Common Shares then issued and outstanding (assuming no exercise of the Agent's Options or the Stock Options to be granted to the Company's directors and officers and no participation by such directors and officers in the Offering).

Promoter

Zachery Dingsdale can be considered the promoter of the Company, having taken the initiative in founding and operating the Company. Upon the completion of the Offering, the promoter of the Company will own, directly or indirectly, 600,000 Common Shares of the Company representing 10.17% of the Common Shares then issued and outstanding (assuming no exercise of the Agent's Options or the Stock Options to be granted to the Company's directors and officers and no participation by Mr. Dingsdale in the Offering).

Committees

Pursuant to the provisions of the Business Corporations Act (British Columbia), Exchange Policies, and applicable securities legislation, the Company is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Company's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Company's auditor. The audit committee of the Company currently consists of Iqbal Boga, Steve Smith and Kenneth MacLeod. The Company has no other committees.

Other Reporting Issuer Experience of the Directors and Officers of the Company

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

Name	Name of Reporting Issuer	Exchange or Market	Position	From	To
Zachery Dingsdale	Taku Gold Corp.	TSXV	Director, President & CEO	January 2004	December 2017
	Hinterland Metals	TSXV	Director	July 2011	present
	Arrowhead Gold Corp.	TSXV	Director	January 2007	August 2016
	Tajiri GoldCorp.	TSXV	Director	7	May 2014
Iqbal Boga	Taku Gold Corp.	TSXV / CNSX	Director, Secretary & CFO	November, 2003	August 2013
	Tajiri Resources Corp.	TSXV	Director, Secretary & CFO	April 2008	April 2013
	Kontrol Energy Corp. (Arrowhead Gold Corp.)	TSXV / CNSX	Director & Officer	February 2010	December 2013
	Phoenix Gold Resources Corp. (Zuri Capital Corp.)	TSXV / CNSX	Director, CFO & Secretary	May 2011	July 2013
Steve Smith	Kontrol Energy Corp (formerly Arrowhead Gold Corp	TSXV	Director	January 2007	present
	Gravis Energy Inc (formerly Sukari Ventures Inc>)	TSXV	Director	August 2007	January 2011
	Taku Gold Corp.	TSXV/CSE	Director	November 2003	December 2017
	Phoenix Gold Resources Corp. (Zuri Capital Corp.)	TSXV	Director	May 2011	October 2013
	Tajiri Resources Corp.	TSXV	Director	January 2009	October 2013
	Ztest Electronics Inc	CSE	Director	December 2017	present
Kenneth MacLeod	Sonoro Metals Corp.	TSXV	Director, President & CEO	April 2014	present
	Chinook Tyee Industry Limited	TSXV	Director	December 2012	present

Corporate Cease Trade Orders or Bankruptcies

No director, officer, Insider, Control Person or promoter of the Company has, within the last 10 years, been a director, officer or promoter of any reporting issuer that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemption for a period of more than 30 consecutive days or was declared a bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Penalties or Sanctions

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

Personal Bankruptcies

None of the directors, officers, insiders, promoters of the Company or shareholders holding a sufficient number of securities of the Company to materially affect the control of the Company, or a personal holding company of any such persons, has, during the past ten years, been declared bankrupt, made a voluntary assignment in bankruptcy, made a proposal under bankruptcy or insolvency legislation or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

Indebtedness of Directors, Executive Officers, and Others

None of the directors and officers of the Company or any of their respective Associates or Affiliates has been indebted to the Company, or to another entity if the indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement provided by the Company, since the date of the Company's incorporation.

Conflicts of Interest

There are potential conflicts of interest to which some or all of the directors, officers, Insiders and Promoters of the Company will be subject to in connection with the operations of the Company. The directors and officers of the Company will not be devoting all of their time to the affairs of the Company. Some of the directors and officers of the Company are directors and officers of other companies. See “Directors, Officers and Promoters”. Some of the other companies are engaged in and will continue to be engaged in the search for properties or business prospects that may be suitable Qualifying Transactions for the Company. Accordingly, situations may arise where some or all of the directors, officers, Insiders or Promoters of the Company will be in direct competition with the Company. The directors and officers of the Company are required by law to act in the best interests of the Company. They have the same obligations to the other companies in respect of which they act as directors and officers. Discharge by the directors and officers of their obligations to the Company may result in a breach of their obligations to the other companies, and in certain circumstances this could expose the Company to liability to those companies. Similarly, discharge by the directors and officers of their obligations to the other companies could result in a breach of their obligation to act in the best interests of the Company. Such conflicting legal obligations may expose the Company to liability to others and impair its ability to achieve its business objectives. Conflicts will be subject to the procedures and remedies as provided for under the BCBCA.

EXECUTIVE COMPENSATION

Except as set out below or otherwise disclosed in this Prospectus, prior to Completion of the Qualifying Transaction, no payment of any kind has been made, or will be made, directly or indirectly, by the Company to a Non Arm's Length Party to the Company 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 Company or any Resulting Issuer by any means, including:

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

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

The directors, officers and consultants of the Company will be granted Stock Options. See “Options to Purchase Securities”.

Following Completion of the Qualifying Transaction, the Company may pay compensation to its directors and officers. However, no payment other than the Permitted Reimbursements, will be made by the Company or by any party on behalf of the Company, after Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred prior to or in connection with the Qualifying Transaction. See “Use of Proceeds”.

DILUTION

Assuming completion of the Offering, purchasers of Common Shares under this Prospectus will suffer an immediate dilution of approximately 25% or $0.025 per Common Share, before the deduction of selling commissions and costs associated with this Offering. Dilution has been computed on the basis of total gross proceeds to be raised pursuant to the Offering and from sales of securities prior to filing this Prospectus, and assuming no exercise of the Agent’s Options or Stock Options. If the Company issues treasury shares for financing purposes, control of the Company may change and subscribers may suffer additional dilution.

	Offering
Offering Gross proceeds of prior share issues	$145,000
Gross proceeds of this Offering	300,000
Total gross proceeds after this Offering	$445,000
Offering price per share	$0.10
Proceeds per share after this Offering	$0.075
Dilution per share to subscriber	$0.025
Percentage of dilution in relation to offering price	25%

RISK FACTORS

Investment in the Common Shares involves a high degree of risk, and investors should not invest unless they can afford to lose their entire investment. In addition to the other information contained in this Prospectus, prospective investors should consider carefully the following factors before making a decision to purchase Common Shares:

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

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

(c) the directors and officers of the Company will only devote a portion of their time to the business and affairs of the Company 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;

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 25% or $0.025 per Common Share;

(e) there can be no assurance that an active and liquid market for the Company'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 Company is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;

(g) the Company has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company 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 Company 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;

(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 Company of fair value for the Common Shares;

(k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Company 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 Company 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 Company completing the proposed Qualifying Transaction;

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

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

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

(o) in the event that management of the Company resides outside of Canada or the Company 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 Company 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 Company; and

(q) subject to prior Exchange acceptance, the Company 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 Company will be able to recover that loan.

As a result of these factors, this Offering is suitable only to investors who are willing to rely solely on the management of the Company 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 Company is not party to any legal proceedings, nor to the best of its knowledge are any legal proceedings threatened or pending.

RELATIONSHIP BETWEEN THE COMPANY AND THE AGENT

The Agent for the Offering is Foster and Associates Financial Services Inc. The employees, officers and directors of the Agent do not own any Common Shares. Legal counsel to the Agent is Aluvion Professional Corporation.

The Offering price of the Common Shares was determined by negotiation between the Company and the Agent, however the Agent was not involved in the decision by the Company to offer the Common Shares pursuant to this Prospectus. The Offering was not required or suggested by the Agent.

The Company is not a "related issuer" or "connected issuer" of the Agent for the purposes of National Instrument 33-105 - *Underwriting Conflicts*. The Agent was not involved in the decision by the Company to distribute Common Shares pursuant to the Offering, nor was the Offering requested or suggested to the Company by the Agent. The Agent, through its corporate finance department was involved in the determination of the terms of the Offering in its capacity as agent for the sale of the Common Shares on a "commercially reasonable efforts" basis. The Agent does not, prior to completion of the Offering, own directly or indirectly, any securities of the Company and the only proceeds of the Offering to be received by it is the remuneration to be paid to it in connection with the sale of the Common Shares, which includes the Agent's commission, the administration fee payable to it and the Agent's Options. See "Plan of Distribution".

Members of the Aggregate Pro Group currently own, on an aggregate basis, no Common Shares of the Corporation.

RELATIONSHIP BETWEEN THE COMPANY AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by S. Paul Simpson Law Corporation, on behalf of the Company, and by Aluvion Professional Corporation, Suite 1460, 70 University Avenue, Toronto, Ontario on behalf of the Agent.

No Person whose profession or business gives authority to a statement made by such Person and who is named in this Prospectus has received or shall receive a direct or indirect interest in the property of the Company or any Associate or Affiliate of the Company. Except as described herein, as at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Company or its Associates and Affiliates. In addition, except as described herein, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Company or of an Associate or Affiliate of the Company, or a Promoter of the Company or of an Associate or Affiliate of the Company.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Company is De Visser Gray LLP, Chartered Professional Accountants, of 401 – 905 West Pender Street, Vancouver, BC.

Computershare Investor Services Inc. located at 510 Burrard Street, 3rd Floor, Vancouver, British Columbia, V6C 3B9 is the transfer agent and registrar for the Common Shares.

MATERIAL CONTRACTS

The Company has not entered into any contracts material to investors in the Common Shares since incorporation of the Company that are outstanding as of the date of this Prospectus, other than the following:

1. Agency Agreement dated [July *], 2018, between the Company and the Agent. See "Plan of Distribution";
2. Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated [May 9, 2018], between the Company and Computershare Investor Services Inc. See "Auditor, Transfer Agent and Registrar";
3. Stock Option Plan of the Company; and
4. Escrow Agreement dated May 15, 2018, among the Company, Computershare Investor Services Inc. and certain shareholders of the Company. See "Escrowed Securities"

Copies of these agreements will be available for inspection at Suite 608, 409 Granville Street, Vancouver, British Columbia at any time during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have all acquired Common Shares and will be granted Stock Options to purchase Common Shares. See "Directors, Officers and Promoters" and "Options to Purchase Securities". Save and except for their interest in the subscription for treasury shares, management has no interests in any material transactions of the Company.

OTHER MATERIAL FACTS

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

PROMOTER

Zachery Dingsdale an took the initiative in founding and organizing the Company and is therefore considered to be the promoter of the Company. See also "Principal Shareholders" and "Directors, Officers and Promoters".

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in British Columbia, Alberta and Ontario provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission, or damages, if this 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.

ELIGIBILITY FOR INVESTMENT

In the opinion of S. Paul Simpson Law Corporation, counsel to the Company, based on the current provisions of the *Income Tax Act (Canada)* (the "**ITA**"), counsel's understanding of the current administrative policies and practices of the Canada Revenue Agency and all specific proposals to amend the ITA publicly announced by, or on behalf of, the Minister of Finance (Canada) prior to the date hereof, provided that (i) the Common Shares are listed on a "designated stock exchange" for the purposes of the ITA (which currently includes Tier 1 and Tier 2 of the Exchange), or (ii) the Company is a "public corporation" (as that term is defined in the ITA), the Common Shares will be "qualified investments" under the ITA for trusts governed by registered retirement savings plans ("RRSP"), registered retirement income funds ("RRIF"), deferred profit sharing plans, registered education savings plans and tax free savings accounts ("TFSA") (collectively, "Plans").

If the Common Shares are not listed on the Exchange at the time of issuance, the Company has advised its counsel that it will file an election (the "Election") to be a "public corporation", in the manner and within the limits prescribed by the ITA. Provided that the Company validly files the Election, the Company will be deemed to have been a "public corporation" from its date of incorporation such that the Common Shares will be "qualified investments" for Plans at the time of issuance.

Notwithstanding that the Common Shares may be a "qualified investment", a holder of a TFSA, or an annuitant of an RRSP or a RRIF, (each a "Plan Holder") will be subject to a penalty tax in respect of Common Shares held in the TFSA, RRSP or RRIF, as the case may be, if such Common Shares are a "prohibited investment" for the purposes of the ITA. A "prohibited investment" includes a share of a corporation with which a Plan Holder does not deal at arm's length (for purposes of the Tax Act) or in which the Plan Holder has a "significant interest" (as defined in the ITA). Plan Holders should consult with their own tax advisors with respect to whether Common Shares would be "prohibited investments" for their TFSAs, RRSPs, or RRIFs and the tax consequences of Common Shares being acquired or held by such Plans.

FINANCIAL STATEMENTS

Attached to and forming part of this prospectus are audited financial statements of the Company for the period from the date of incorporation to December 5, 2017. The Company's fiscal year end is May 31.

Financial Statements
(Expressed in Canadian dollars)

AUSTON CAPITAL CORP.

Period from incorporation on December 5, 2017 to May 31, 2018

DeVISSER GRAY LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

401-905 West Pender St
Vancouver BC V6C 1L6
t 604.687.5447
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INDEPENDENT AUDITOR'S REPORT

To the Directors of Auston Capital Corp.:

We have audited the accompanying financial statements of Auston Capital Corp. which comprise the statement of financial position as at May 31, 2018 and the statements of comprehensive loss, cash flows and changes in shareholders' equity for the period from incorporation on December 5, 2017 to May 31, 2018, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, 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 the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Auston Capital Corp. as at May 31, 2018 and its financial performance and its cash flows for the period from incorporation on December 5, 2017 to May 31, 2018 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC
July __, 2018

AUSTON CAPITAL CORP.
Statement of financial position
As at May 31, 2018

	Notes	2018
ASSETS		
Current assets		
Cash and cash equivalents		$ 139,366
Prepaids		5,000
TOTAL ASSETS		**$ 144,366**
SHAREHOLDERS' EQUITY		
Share capital	4	$ 145,000
Deficit		(634)
TOTAL SHAREHOLDERS' EQUITY		**$ 144,366**

Nature and continuance of operations (Note 1)
Subsequent events (Note 9)

APPROVED ON BEHALF OF THE BOARD:

Director: "Iqbal Boga"
Iqbal Boga

Director: "Zachery Dingsdale"
Zachery Dingsdale

AUSTON CAPITAL CORP.
Statement of comprehensive loss
For the period from incorporation on December 5, 2017 to May 31, 2018

	Notes		2018
EXPENSES			
Office and miscellaneous		$	634
			634
LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD		S	(634)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING			
BASIC			521,349
DILUTED			521,349
LOSS PER COMMON SHARE - BASIC AND FULLY DILUTED	4	$	(0.00)

AUSTON CAPITAL CORP.
Statement of changes in shareholders' equity
For the period from incorporation on December 5, 2017 to May 31, 2018

	Notes	Share capital		Deficit	Total
		Number of shares	Amount		
Shares Issued					
Issuance of incorporation share		1	$ 1	$ -	$ -
Repurchase and cancellation of incorporation shares		(1)	(1)	-	-
Proceeds from shares issued private placement	4	2,900,000	145,000	-	145,000
Comprehensive loss		-	-	(634)	(634)
Balance at May 31, 2018		**2,900,000**	**$ 145,000**	**$ (634)**	**$ 144,366**

AUSTON CAPITAL CORP.
Statement of cash flows
For the period from incorporation on December 5, 2017 to May 31, 2018

		2018
Operating activities		
Loss for the period from operations	$	(634)
Changes in non-cash working capital items:		
Prepaids		(5,000)
Net cash used in operating activities		(5,634)
Financing activities		
Proceeds on issuance of common shares		145,000
Net cash generated by financing activities		145,000
Increase in cash and cash equivalents for the period		139,366
Cash and cash equivalents, beginning of period		-
Cash and cash equivalents, ending of period	**$**	**139,366**

1. Nature and continuance of operations

Auston Capital Corp. (the "Company") was incorporated on December 5, 2017 pursuant to the Business Corporations Act of British Columbia and is applying to be classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. The principal business of the Company is the identification and evaluation of assets or a business and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

The head office, principal address and records office of the Company are located at 409 Granville Street, Suite 608, Vancouver, British Columbia, Canada.

These financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company's continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses within 24 months of listing on the TSX-V. Such a transaction will be subject to regulatory approval and may be subject to shareholder approval. There is no assurance that the Company will complete a transaction within twenty-four months from the date the Company's shares are listed on the TSX-V, at which time the TSX-V may suspend or de-list the Company's shares from trading.

The Company has no source of operating revenue, has incurred net losses since inception and as at May 31, 2018 has a deficit of $634. Its continued existence will be dependent on the receipt of related party debt or equity financing on terms which are acceptable to the Company.

2. Summary of significant accounting policies

These financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC") for the Company's reporting period ended May 31, 2018.

The financial statements of the Company for the period ended May 31, 2018 were reviewed by the audit committee and approved and authorized for issue by the Board of Directors on July __ 2018.

The following is a summary of significant accounting policies used in the preparation of these financial statements.

Basis of preparation

The financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The financial statements are presented in Canadian dollars, functional currency of the Company.

Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

2. Summary of significant accounting policies (cont'd)

Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments applying to the Company's financial statements include:

i) The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

ii) The determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood or utilizing tax carry-forwards. Changes in these assumptions could materially affect the recorded amounts, and therefore do not necessarily provide certainty as to their recorded values.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at banks, or held in trust, and short term deposits with an original maturity of three months or less, which are readily convertible into a known amount of cash. There were no cash equivalents at May 31, 2018.

Share-based payments

Share-based payments to employees (including directors and senior executives) of the Company may receive a portion of their remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions"). The costs of equity-settled transactions with employees are measured by reference to the fair value of the equity instruments at the date on which they are granted.

In situations where equity instruments are issued to non-employees for goods or services, the transaction is measured at the fair value of the goods or services received by the entity. When the value of the goods or services cannot be specifically identified, they are measured at the fair value of the share-based payment.

The costs of equity-settled transactions are recognized, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("vesting date"). The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. The profit or loss charge or credit for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and the corresponding amount is represented in share option reserve.

No expense is recognized for awards that do not ultimately vest, except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, the minimum expense recognized is the expense as if the terms had not been modified. An additional amount is recognized on the same basis as the amount of the original award for any modification which increases the total fair value of the equity settled transactions or is otherwise beneficial to the employee as measured at the date of modification.

2. Summary of significant accounting policies (cont'd)

Income taxes

Current income tax:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the country where the Company operates and generates taxable income

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax:

Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

The carrying amount of deferred income tax assets is reviewed at the date of each statement of financial position and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax assets to be utilized. Unrecognized deferred income tax assets are reassessed at the date of each statement of financial position and are recognized to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the date of the statement of financial position.

Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of loss and comprehensive loss.

Deferred income tax assets and deferred income tax liabilities are offset if, and only if, a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend to either settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

2. Summary of significant accounting policies (cont'd)

Loss per share

Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

Basic and diluted loss per share has not been presented as all of the Company's common shares have been excluded from the weighted average shares calculation because they are contingently returnable.

Financial instruments

i) Financial assets

The Company classifies its financial assets into one of the following categories as follows: Fair value through profit or loss - This category comprises derivatives and financial assets acquired principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss. The Company classifies cash as fair value through profit or loss.

Loans and receivables: These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost using the effective interest method less any provision for impairment.

Held-to-maturity investments: 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 cost using the effective interest method less any provision for impairment.

Available-for-sale: 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 in other comprehensive income (loss). 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 accumulated other comprehensive income (loss) and recognized as a profit or loss.

All financial assets except those measured at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is objective evidence of impairment as a result of one or more events that have occurred after initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

ii) Financial liabilities

The Company classifies its financial liabilities into one of two categories as follows:

Fair value through profit or loss: This category comprises derivatives and financial liabilities incurred principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

Other financial liabilities: This category consists of liabilities carried at amortized cost using the effective interest method, and includes accounts payable and accrued liabilities.

As at May 31, 2018, the Company does not have any derivative financial assets and liabilities.

2. Summary significant accounting policies (cont'd)

Interest income

Interest income from financial assets is accrued by reference to the principal outstanding and at the applicable effective interest rate.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. Any increase in a provision due solely to passage of time is recognized as interest expense.

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 or common significant influence, 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. Related party transactions that are in the normal course of business and have commercial substance are measured at the exchange amount.

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.

3. Accounting standards and interpretations issued but not yet effective

Certain new accounting standards and interpretations have been published that are not mandatory for the May 31, 2018 reporting period. The Company has not early adopted the following new and revised standards, amendments and interpretations that have been issued but are not yet effective:

- IAS 12 Income Taxes (effective after January 1, 2018)

The Company anticipates that the application of the above new and revised standards, amendments and interpretations will have no material impact on its results and financial position.

4. Share capital

(i) Authorized

Unlimited number of common shares without par value.

(ii) Issued and outstanding

During the period ended May 31, 2018, the Company issued 2,900,000 common shares at a price of $0.05 per share for total proceeds of $145,000.

The Company has appointed an agent to offer for sale to the public on a commercially reasonable-effort basis, 3,000,000 common shares at a price of $0.10 per common share, for gross proceeds of $300,000 (the "Offering"). The agent engaged in connection with the Offering of the common shares will be paid a commission of 10% of the gross proceeds. In addition, the Company will pay the agent a Corporate Finance Fee of $12,500 and will reimburse the agent for its expenses, including legal fees up to a maximum of $10,000 incurred pursuant to the Offering $5,000 paid subsequent to May 31, 2018).

Refer to Note 9.

(iii) Escrowed shares

It is expected that immediately prior to listing on the TSX-V as a Capital Pool Company, an escrow agreement (the "Escrow Agreement") between the Company and certain shareholders of the Company will be completed resulting in 2,900,000 common shares (the "Escrowed Shares"), being all of the issued and outstanding common shares prior to the completion of the Offering, being deposited in escrow. Pursuant to the Escrow Agreement, the Escrowed Shares shall be released pro-rata to the shareholders as to 10% upon issuance of notice of final acceptance of a Qualifying Transaction by the TSX-V and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months. These Escrowed Shares may not be transferred, assigned or otherwise dealt without the consent of the regulatory authorities.

(iv) Basic and diluted loss per share

The calculation of basic and diluted loss per share for the period ended May 31, 2018 was based on the loss attributable to common shareholders of $634 and the weighted average number of common shares outstanding of 2,900,000.

	May 31, 2018
Net (loss) income	$ 634
Denominator	
Weighted average number of common shares (basic)	521,349
Dilutive effect of share options	-
Dilutive effect of warrants	-
Weighted average number of common shares (diluted)	521,349
Basic and diluted (loss) income per common share	$ (0.00)

4. Share capital (cont'd)

(v) Stock option plan

It is expected that immediately prior to listing on the TSX-V as a Capital Pool Company, the Company will adopt an incentive stock option plan in accordance with the policies of the TSX-V (the "Stock Option Plan") which will provide that the Board of Directors of the Company may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Company non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance under the Stock Option Plan shall not exceed ten percent (10%) of the then issued and outstanding common shares. The options will be exercisable for a period of up to ten (10) years. In addition, the number of common shares reserved for issuance to any one person shall not exceed five percent (5%) of the issued and outstanding common shares and the number of common shares reserved for issuance to any one consultant will not exceed two percent (2%) of the issued and outstanding common shares. The Board of Directors will determine the price per common share and the number of common shares which may be allocated to each director, officer, employee and consultant and all other terms and conditions of the option, subject to the rules of TSX-V. No options have been issued to date

Concurrent with the completion of the Offering, the Company will grant to the officers and directors of the Company an aggregate of 590,000 options to purchase common shares of the Company at $0.10 per share, exercisable for a period of five years from the date of the listing of the common shares on the Exchange.

(vi) Share purchase warrants

On completion of the Offering, the Company will also grant to its agent warrants to acquire up to 10% of the common shares issued under the Offering at a price of $0.10 per share for a period of 24 months from the closing date of the Offering, being up to 300,000 common shares.

5. Financial instruments

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Credit risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accrued liabilities are due within the current operating period. The Company has a sufficient cash balance to settle current liabilities.

Market risk

Foreign exchange risk is the risk that the fair value of future cash flows will fluctuate as a result of changes in foreign exchange rates. As at May 31, 2018, all of the Company's cash is held in Canadian dollars, the Company's functional currency. The Company has no operations in foreign jurisdictions outside of Canada at this time and as such has no currency risk associated with its operations.

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company is not exposed to market risk.

5. Financial instruments (cont'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 is exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on call with financial institutions and management actively negotiates favourable market related interest rates.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accrued liabilities are due within the current operating period. The Company has a sufficient cash balance to settle current liabilities.

6. Capital disclosure and management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to pursue the completion of a Qualifying Transaction ("QT") as defined in TSX-V Policy 2.4. Therefore, the Company monitors the level of risk incurred in its expenditures relative to its capital structure.

The Company considers its capital structure to include shareholders' equity. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the potential underlying assets. To maintain or adjust the capital structure, the Company may issue new equity if available on favourable terms and approved by the TSX-V.

As a CPC, the Company will be subject to externally imposed capital requirements as outlined in the TSX-V Policy 2.4 and summarized below:

i) No salary, consulting, management fees or similar remuneration of any kind may be paid directly or indirectly to a related party of the Company or a related party of a QT;
ii) Gross proceeds realized from the sale of all securities issued by a CPC may only be used to identify and evaluate assets or businesses and obtain shareholder approval for a QT;
iii) No more than the lesser of $210,000 and 30% of the gross proceeds from the sale of securities issued by a CPC may be used for purposes other than to identify and evaluate QT;

After the completion of its IPO and until the completion of a QT, a CPC may not issue any securities unless written acceptance of the TSX-V is obtained before the issuance of the securities.

There were no changes in the Company's approach to capital management during the period ended May 31, 2018

7. Segmented Information

At May 31, 2018 the Company has one reportable operating segment being the identification and evaluation of assets or a business and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities. All of the Company's assets are located in Canada.

An operating segment is defined as a component of the Company:

- that engages in business activities from which it may earn revenues and incur expenses;
- whose operating results are reviewed regularly by the entity's chief operating decision maker;
- for which discrete financial information is available.

8. Income Taxes

Tax expense differs from the amount computed by applying the combined Canadian federal and provincial income tax rates, applicable to the Company. The reconciliation of the income tax provision computed at statutory rates to the reported income tax provision is as follows:

		May 31, 2018
Loss for the period	$	(634)
Total expected income tax recovery at statutory rates		(170)
Unrecognized benefits of income tax losses		170
Actual income tax recovery	$	-

There are no deferred tax assets or liabilities presented in the statement of financial position.

This potential future tax benefit has been offset entirely by a valuation allowance and has not been recognized in these financial statements. The non-capital loss carry-forwards expire according to the following schedule:

		Non-capital losses
2038	$	634

The deferred tax assets have not been recognized because at this stage of the Company's development it is not determinable that future taxable profit will be available against which the Company cannot utilize such deferred tax assets.

9. Subsequent events

In connection with its proposed Offering, the Company filed a preliminary prospectus in the Provinces of Alberta, British Columbia and Ontario on July 9, 2018.

CERTIFICATE OF THE COMPANY

Dated: **July 9**, 2018

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 and the regulations thereunder.

"Zachery Dingsdale"	*"Iqbal Boga"*
Zachery Dingsdale President & Chief Executive Officer	Iqbal Boga Corporate Secretary & Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Steve Smith"	*"Kenneth MacLeod"*
Steve Smith Director	Kenneth MacLeod Director

CERTIFICATE OF THE PROMOTER

Dated: **July 9**, 2018

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 and the regulations thereunder.

"Zachery Dingsdale"

Zachery Dingsdale
Promoter

CERTIFICATE OF THE AGENT

Dated: **July 9**, 2018

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 preliminary prospectus as required by the securities legislation of British Columbia, Alberta and Ontario and the regulations thereunder.

Foster & Associates Financial Services Inc.

Per: *"Christopher Foster"*

Christopher Foster
Chief Executive Officer

Acknowledgement - Personal Information
Acknowledgement by CPC

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

(a) the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B) pursuant to the prospectus; and

(b) the collection, use and disclosure of Personal Information by the Exchange for the purposes described on Appendix 6B or as otherwise identified by the Exchange, from time to time.

Dated: **July 9**, 2018
Auston Capital Corp.

Per:

"Zachery Dingsdale"
____
Director, President & Chief Executive Officer