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

FINAL PROSPECTUS

INITIAL PUBLIC OFFERING December 5, 2018

DANACORE INDUSTRIES INC.

(a capital pool company)

MINIMUM OFFERING - $250,000 (2,500,000 Common Shares)

MAXIMUM OFFERING - $750,000 (7,500,000 Common Shares)

PRICE: $0.10 per Common Share

The purpose of this offering (the "**Offering**") is to provide Danacore Industries Inc. (the "**Corporation**") with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange (the "**Exchange**") and in the case of a Non-Arm's Length Qualifying Transaction, as hereafter defined, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 (the "**CPC Policy**"). The Corporation 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, as hereafter defined, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "*Business of the Corporation*" and "*Use of Proceeds*".

This Offering is made on a commercially reasonable efforts basis by Canaccord Genuity Corp. (the "**Agent**") and is subject to a minimum subscription of 2,500,000 common shares of the Corporation (each a "**Common Share**" and collectively, "**Common Shares**") for total gross proceeds to the Corporation of $250,000 and a maximum subscription of 7,500,000 Common Shares for total gross proceeds to the Corporation of $750,000. See "Plan of Distribution"

	Common Shares	Price to the Public	Agent's Commission[(1)]	Net Proceeds to the Corporation[(2)]
Per Common Share	1	$0.10[(3)]	$0.01	$0.09
Minimum Offering [(4)]	2,500,000	$250,000	$25,000	$225,000
Maximum Offering [(4)]	7,500,000	$750,000	$75,000	$675,000

Notes:

(1) A commission equal to 10% of the gross proceeds of the Offering will be paid to the Agent (the "**Agent's Commission**"). The Agent will be reimbursed for its reasonable costs and disbursements, including the Agent's legal expenses, which are estimated at $15,000. The Corporation will also pay the Agent a corporate finance fee of $15,000 of which all $15,000 has been paid to the Agent by the Corporation as of the date hereof. As additional compensation, the Corporation will also grant to the Agent compensation options (the "**Agent's Warrants**") to acquire Common Shares in an amount equal to 10% of the number of Common Shares sold under the offering, being 250,000 Common Shares if the Minimum Offering is attained or 750,000 Common Shares if the Maximum Offering is attained, at an exercise price of $0.10 per Common Share for a period of 24 months from the date of listing of the Common Shares on the Exchange. The Agent's Warrants are qualified under this prospectus. See "*Plan of Distribution*".

(2) Before deducting the expenses of the Offering estimated at $107,399 if the Minimum Offering is attained, or $157,399 if the Maximum Offering is attained, which includes legal, audit fees and other expenses of the Corporation, the Agent's corporate finance fee, the Agent's costs and disbursements, including legal expenses, the filing fees payable to the applicable securities commissions and the listing fee payable to the Exchange. See "*Use of Proceeds*".

(3) The Offering price of the Common Shares was determined by negotiation between the Corporation and the Agent.

(4) A total of 2,500,000 Common Shares are offered pursuant to the Minimum Offering and 7,500,000 Common Shares are offered pursuant to the Maximum Offering hereunder, not including the Common Shares issuable upon the exercise of the Agent's Warrants or Incentive Stock Options. See "*Plan of Distribution*" and "*Incentive Stock Options*".

There is no market through which the Common Shares offered by this prospectus may be sold and purchasers may not be able to dispose of them on a timely basis. Investment in the Common Shares offered by this prospectus is highly speculative due to the nature of the Corporation's business and its present stage of development. This

offering is suitable only to those investors who are prepared to risk the loss of their entire investment. See "*Risk Factors*".

All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement (as defined herein) between the Corporation and the Agent and referred to under "*Plan of Distribution*". If the Minimum Offering is not raised within 90 days of the issuance of a receipt for the final prospectus, or such other time as may be consented to by persons or companies who subscribed for Common Shares within that period, all subscription funds will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "*Plan of Distribution*".

Under the Agency Agreement, the Agent will be granted the Agent's Warrants. The Agent's Warrants are qualified under this prospectus for distribution.

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

Other than the initial distribution of the Common Shares under this prospectus, the grant of the Agent's Warrants and Incentive Stock Options (which are qualified for distribution under this prospectus), trading in all securities of the Corporation is prohibited during the period between the date a receipt for the preliminary prospectus is issued by the securities regulatory authorities 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.

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

The Corporation was only recently incorporated and does not currently own any assets other than cash. The business objective of the Corporation is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction approved by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction, as hereinafter defined, the Majority of the Minority Approval, as hereinafter defined; however, there can be no assurance that the Corporation will successfully complete a Qualifying Transaction. Although the Corporation has commenced the process of identifying potential acquisitions, the Corporation has yet to enter into any negotiations with respect to such potential acquisitions and may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic. The Corporation has not entered into an Agreement in Principle, as defined in this prospectus. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition and additional funds may be required to meet such obligations. Since the Corporation has not placed any geographical restrictions on the location of a Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such persons or companies, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws of Canada. Where the investment or acquisition is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment.

The Corporation will be in competition with other corporations with greater resources. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Exchange may suspend from trading or delist the Common Shares where the Corporation has failed to complete a Qualifying Transaction within 24 months of the date of listing. The applicable securities regulatory authority may issue a cease trade order against the Corporation's securities if the Common Shares of the Corporation are suspended or delisted from trading on the Exchange. In addition, delisting of the Common Shares will result in the cancellation of all of the Common Shares of the Corporation owned by Insiders, as hereinafter defined, issued prior to the Offering.

Investors must rely solely on the expertise of the Corporation's directors and officers for any possible return on their investment. The Corporation's directors, officers and Control Persons, and their Associates and Affiliates, as a group, beneficially own or control, directly or indirectly 3,000,000 Common Shares, which represents 50% of the issued and outstanding Common Shares before giving effect to the Offering and approximately 35.3% (undiluted) if the Minimum Offering is attained and 22.2% (undiluted) if the Maximum Offering is attained, assuming that no Common Shares are purchased by these persons under the Offering. The directors and officers of the Corporation will only devote part of their time to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. See "*Dilution*", "*Business of the Corporation*", "*Directors and Officers*", "*Use of Proceeds*" and "*Risk Factors*".

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 50,000 Common Shares if the Minimum Offering is attained and 150,000 Common Shares if the Maximum Offering is attained. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates, as hereinafter defined, of that purchaser, is 4% offered under this prospectus, being 100,000 Common Shares if the Minimum Offering is attained and 300,000 Common Shares if the Maximum Offering is attained.

Upon completion of the Offering, the Corporation 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, as hereinafter defined, to the Corporation.

The Agent conditionally offers the Common Shares on a commercially reasonable basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement and subject to the approval of certain legal matters by Watson Goepel LLP, on behalf of the Corporation and by Miller Thomson LLP, on behalf of the Agent.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates evidencing the Common Shares in definitive form will be available for delivery at the closing of the Offering unless the Agent elects for delivery in electronic book 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.

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.

CANACCORD GENUITY CORP.
2200 – 609 Granville Street
Vancouver, BC V7Y 1H2

Telephone: (604) 643-7300
Fax: (604) 643-7606

TABLE OF CONTENTS

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 Shares of the company are held, other than by way of security only, by or for the benefit of that Person; and

(b) the Voting Shares, if voted, entitle the Person to elect a majority of the directors of the company;

a Person beneficially owns securities that are beneficially owned by:

(a) a company controlled by that Person; or

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

"**Agency Agreement**" means the agency agreement dated December 5, 2018 between the Corporation and the Agent;

"**Agent**" means Canaccord Genuity Corp. at its office in Vancouver, British Columbia;

"**Agent's Commission**" means the cash commission payable by the Corporation to the Agent equal to 10% of the gross proceeds of the Offering.

"**Agent's Warrants**" means the non-transferable warrants in an amount equal to 10% of the number of Common Shares sold under the Offering to be granted by the Corporation to the Agent, being 250,000 Common Shares if the Minimum Offering is attained and 750,000 if the Maximum Offering is attained, at a price of $0.10 per Common Share for a period of 24 months from the Listing Date;

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

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

(a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;

(b) identifies the parties to the Qualifying Transaction;

(c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and

(d) identifies the conditions to any further formal agreements to complete the transaction, and

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

"**Associate**" when used to indicate a relationship with a Person, means:

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

(b) any partner of the Person;

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

(d) in the case of a Person who is an individual, a relative of that Person including:

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

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

but

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

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

"**Common Shares**" means the common shares without par value in the capital of the Corporation;

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

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

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

"**Corporation**" means Danacore Industries Inc., a corporation incorporated under the laws of the Province of British Columbia;

"**CPC**" means a corporation:

(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 Policy 2.4 of the Exchange;

"**Escrow Agreement**" means the escrow agreement dated December 5, 2018 among the Corporation, the Trustee and certain shareholders of the Corporation;

"**Exchange**" or "**TSX-V**" means the TSX Venture Exchange;

"**Final Exchange Bulletin**" means the Exchange bulletin that 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;

"**Incentive Stock Options**" means non-transferable options to purchase Common Shares;

"**Initial Listing Requirement**" 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 a company that is itself an Insider or subsidiary of the issuer;

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

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

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

"**Maximum Offering**" means the maximum subscription pursuant to the Offering of 7,500,000 Common Shares, for aggregate proceeds of $750,000.

"**Minimum Offering**" means the minimum subscription pursuant to the Offering of 2,500,000 Common Shares, for aggregate proceeds of $250,000.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

"**Person**" means a company or individual;

"**Principal**" means:

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

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

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

(d) a 10% holder - a Person that:

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

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

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

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

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

"**Pro Group**" means:

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

(i) the Member;

(ii) employees of the Member;

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

(iv) Affiliates of the Member; and

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

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

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

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

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

(ii) the Associate or Affiliate has a separate corporate and reporting structure;

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

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

"**promoter**" has the meaning specified in section 1(1) of the *Securities Act* (British Columbia);

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

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

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

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

"**Seed Shares**" means securities issued before an issuer's IPO, or by a private Target Company before a reverse take-over, change of business or 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 Initial Listing Requirements of the Exchange;

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

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

"**Trustee**" means Computershare Investor Services Inc.;

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

"**Voting Shares**" means a security of an issuer that:

(a) is not a debt security; and

(b) carries a voting right either under all circumstances or under some circumstances that have occurred and are continuing.

PROSPECTUS SUMMARY

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

The Corporation: Danacore Industries Inc.

Business of the Corporation: The Corporation is a CPC under the policies of the Exchange. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. See "*Business of the Corporation*".

Offering: A minimum of 2,500,000 Common Shares and a maximum of 7,500,000 Common Shares are being offered under this prospectus at a price of $0.10 per Common Share in the province of British Columbia. In addition, the Corporation will grant the Agent's Warrants to the Agent to purchase such number of Common Shares as is equal to 10% of the number of Common Shares sold pursuant to the Offering at a price of $0.10 per Common Share, exercisable for a period of 24 months from the Listing Date. The issuance of the Incentive Stock Options concurrent with closing of the Offering, which have been granted as of April 30, 2018 to the directors and officers of the Corporation entitling the purchase of an aggregate 500,000 Common Shares, exercisable for a period of 10 years from April 30, 2018, shall also be qualified under this prospectus. This prospectus qualifies the grant of Agent's Warrants. See "*Plan of Distribution*" and "*Incentive Stock Options*".

Directors and Management:

Mark Orsmond – President, Chief Executive Officer, Secretary and Director

Vincent Cummings – Director and Chairman

Matthew Henderson – Director

Hamed Shahbazi – Director

Brian Levinkind – Chief Financial Officer

See "*Directors and Officers*".

Use of Proceeds: The net proceeds to the Corporation from prior issuances of Common Shares and the Offering, after the payment of the Agent's Commission and all other costs and expenses relating thereto, are estimated to be $442,601 if the Minimum Offering is attained and $892,601 if the Maximum Offering is attained. The net proceeds to the Corporation will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating business or assets. See "*Use of Proceeds*", "*Business of the Corporation - Method of Financing*" and "*Risk Factors*".

Escrowed Securities: All of the currently issued and outstanding Common Shares of the Corporation, being 6,000,000 Common Shares, will be deposited in escrow under the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "*Escrowed Securities*".

Risk Factors:

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, investors acquiring Common Shares offered under this prospectus will suffer an immediate dilution of approximately 35% or $0.035 per Common Share if the Minimum Offering is attained and approximately 22% or $0.022 per Common Share if the Maximum Offering is attained, on the basis of there being 8,500,000 Common Shares of the Corporation issued and outstanding upon completion of Minimum Offering and 13,500,000 Common Shares of the Corporation. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, if ever, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction. If a Qualifying Transaction is completed, the Corporation cannot be certain and provides no guarantee that the business acquired will be profitable or ultimately benefit the Corporation and its shareholders. The loss of any member of management or any director could have a material adverse effect upon the business and prospectus of the Corporation.

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

THE CORPORATION

The Corporation was incorporated by articles of incorporation under the name "Danacore Industries Inc." pursuant to the *Business Corporations Act* (British Columbia) on January 10, 2018. The head office of the Corporation is located at 30-8291 General Currie Road, Richmond, BC V6Y 1L9 and the registered office of the Corporation is located at 1200 – 1075 West Georgia Street, Vancouver, BC V6E 3C9.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As at September 30, 2018, the Corporation had incurred $58,399 in preliminary expenses comprised of accounting expenses, consulting fees, legal fees, and general office expenses. From September 30, 2018 to the date of this prospectus, the Corporation has incurred additional expenses of approximately $350 related to bookkeeping.

A portion of the proceeds of the Offering will be used to satisfy the obligations of the Corporation related to the Offering, including the expenses of its auditor, legal fees, fees of the Agent and its legal counsel and fees of the Exchange and securities regulatory authorities. See "*Use of Proceeds*".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy.

To date, the Corporation has not conducted commercial operations of any kind and efforts have been limited to organizational activities. The Corporation does not have any business combination or Qualifying Transaction under consideration, nor has the Corporation had any discussion with any target business regarding a potential Qualifying Transaction. The Corporation currently intends to pursue a Qualifying Transaction in the commercial, industrial or technology sector; but there is no assurance that any of these will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following Completion of the Qualifying Transaction.

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

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

Method of Financing

The Corporation may use cash, bank financing, the issuance of treasury shares, private or public debt or equity financing or any 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 of control of the Corporation and may cause the shareholders' interest in the Corporation to be further diluted.**

Criteria for a Qualifying Transaction

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

Process of Identification of a Qualifying Transaction

The Corporation proposes to identify acquisitions of interests in assets or businesses through discussions with various business associates and contacts of the Corporation's directors. Once a prospective acquisition target has been identified and evaluated, the Corporation will proceed to negotiate the terms upon which it may acquire an interest in the asset or business.

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

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

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

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

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

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

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

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

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

Initial Listing Requirements

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

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

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

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

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

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

Refusal of Qualifying Transaction

The Exchange, in its sole discretion, may not approve 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 finance company, financial institution, finance issuer, or mutual fund, as defined in applicable securities legislation;

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

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to the Corporation from the Seed Shares, and the sale of Common Shares pursuant to the Offering, will be $550,000 if the Minimum Offering is attained and $1,050,000 if the Maximum Offering is attained. The gross proceeds received by the Corporation from the sale of the Seed Shares was $300,000. The Corporation incurred expenses and costs totalling $58,399 with respect to the organization of the Corporation and the issuance of the Seed Shares. The expenses and costs of the Offering incurred to date and expected to be incurred total approximately $49,000 upon completion of the Minimum Offering and $99,000 upon complete of the Maximum Offering including listing fees, anticipated taxes, Agent's commission, corporate finance fee, disbursements including legal costs the Agent may incur, and the Corporation's audit fees and expenses.

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

	Minimum Offering	Maximum Offering
Cash proceeds raised prior to the Offering[(1)]	$300,000	$300,000
Approximate expenses and costs incurred by the Corporation relating to the incorporation of the Corporation, raising the cash proceeds prior to the Offering, issuance of Seed Shares (including legal fees and disbursements) and preparation for the year-end audit	$(58,399)	$(58,399)
Cash proceeds to be raised under the Offering[(2)]	$250,000	$750,000
Estimated expenses and costs relating to the Offering (including legal, audit fees and other expenses of the Corporation, the Agent's Commission, the Agent's corporate finance fee, the Agent's costs and disbursements, including legal expenses, the filing fees payable to the applicable securities commissions and the listing fee payable to the Exchange)	$(49,000)	$(99,000)
Estimated funds available (on completion of the Offering)	**$442,601**	**$892,601**
Funds available for identifying and evaluating assets or business prospects[(3)]	$390,601	$840,601
Estimated general and administrative expenses until Completion of a Qualifying Transaction (for a period of 24 months from completion of the Offering) [(4)]	$52,000	$52,000
Total Net Proceeds	**$442,601**	**$892,601**

Notes:

(1) See "*Prior Sales*".

(2) If the Agent exercises the Agent's Warrants, there will be available to the Corporation up to an additional $25,000 if the Minimum Offering is attained and $75,000 if the Maximum Offering is attained, which will be added to the working capital of the Corporation. In the event that all Incentive Stock Options are exercised, there will be available to the Corporation up to an additional $50,000, which will be added to the working capital of the Corporation. There is no assurance that all, or part of, the Agent's Warrants and the Incentive Stock Options will be exercised.

(3) If the Corporation enters into an Agreement in Principle prior to spending the entire amount of $390,601 if the Minimum Offering is attained, or $840,601 if the Maximum Offering is attained, 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.

(4) See "*Restrictions on Use of Proceeds*". Until completion of its Qualifying Transaction, no more than the lesser of 30% of the gross proceeds from the sale of securities issued by a CPC and $210,000 may be used for purposes such as listing and filing fees (including SEDAR fees), legal and audit fees relating to the preparation and filing of the CPC prospectus and general and administrative expenses.

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

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

Permitted Use of Funds

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

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

(a) valuations or appraisals;

(b) business plans;

(c) feasibility studies and technical assessments;

(d) sponsorship reports;

(e) scientific consultants' report or intellectual property opinions;

(f) financial statements, including audited financial statements;

(g) fees for legal and accounting services; and

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

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

In addition, with the prior acceptance of the Exchange, up to an aggregate of $225,000 may be advanced as a refundable deposit or secured loan by the Corporation to a Vendor or Target Company, as the case may be, for a proposed arm's length Qualifying Transaction, provided that:

(a) the Qualifying Transaction has been publicly announced;

(b) due diligence with respect to the Qualifying Transaction is well underway;

(c) either a Sponsor has been engaged or sponsorship has been waived; and

(d) the advance has been announced in a news release at least 15 days prior to the date of any such advance.

A maximum aggregate amount of $25,000 may also be advanced as a non-refundable deposit, unsecured deposit or advance to a Vendor or Target Company, as the case may be, to preserve assets without the prior acceptance of the Exchange.

Restrictions on Use of Proceeds

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

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

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

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

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

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

    (iii) equipment leases; and

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

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

Private Placements for Cash

After the Closing and until the Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the Exchange generally will not accept a private placement by the Corporation where the gross proceeds raised from the issuance of securities both prior to and under 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 under the private placement to Non-Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non-Arm's Length Parties

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

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

(b) deposits and similar payments.

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

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

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

PLAN OF DISTRIBUTION

Agent and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale on a "commercially reasonable" basis to the public, a minimum of 2,500,000 Common Shares and a maximum of 7,500,000 Common Shares, at a price of $0.10 per Common Share, for total gross proceeds to the Corporation of $250,000 if the Minimum Offering is attained and $750,000 if the Maximum Offering is attained, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. The Agent will also receive a corporate finance fee of $15,000 of which $15,000 been paid to the Agent by the Corporation as of the date hereof. In addition, the Corporation will pay the Agent's costs and disbursements, including legal expenses (estimated to be $15,000), and other expenses incurred under the Offering.

The Corporation has also agreed to grant the Agent's Warrants to the Agent, which are non-transferable warrants in an amount equal to 10% of the number of Common Shares sold under the Offering, with each warrant entitling the holder to acquire one Common Share at an exercise price of $0.10 per share, expiring 24 months from the date of listing of the Common Shares on the Exchange. The Agent's Warrants are qualified under this prospectus and may be exercised by the Agent at any time and from time to time within the 24 month period. Not more than 50% of the Common Shares received on the exercise of the Agent's Warrants may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

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

Commercially Reasonable Efforts Offering and Minimum Distribution

The Minimum Offering consists of 2,500,000 Common Shares for total gross proceeds to the Corporation of $250,000, and the Maximum Offering consists of 7,500,000 Common Shares for total gross proceeds to the Corporation of $750,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2%, being 50,000 Common Shares if the Minimum Offering is attained and 150,000 Common Shares if the Maximum Offering is attained. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is 4%, being 100,000 Common Shares if the Minimum Offering is attained and 300,000 Common Shares if the Maximum Offering is attained. The funds received from the Offering will be deposited with the Agent, and will not be released until a minimum of $250,000 has been deposited. The total subscription must be raised within 90 days of the date a receipt for the final prospectus is issued, or such other time as may be consented to by the principal regulator 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.

Upon completion of the Offering, the Corporation 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 Corporation.

Other Securities to be Distributed

The Corporation also proposes to grant Incentive Stock Options at Closing in accordance with the policies of the Exchange, which are qualified for distribution under this prospectus. The Incentive Stock Options will entitle the holders thereof to purchase an aggregate 500,000 Common Shares at a price of $0.10 per Common Share exercisable for a period of 10 years from April 30, 2018. See "*Incentive Stock Options*".

Determination of Price

The price of the Common Shares has been determined through negotiation between the Corporation and the Agent and in accordance with the CPC Policy.

Listing Application

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

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

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 the Offering; and (ii) together with any Associates or Affiliates purchase more than 4% of the total Common Shares offered under the 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 under 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 Corporation exclusive of Common Shares reserved for issuance at a future date. The Exchange will require that any securities issued to the Pro Group in connection with or in contemplation of the Qualifying Transaction will be required to be subject to a four-month Exchange hold period and the securities certificate(s) legended accordingly, as prescribed by Exchange Policy 3.2 – *Filing Requirements and Continuous Disclosure*.

The Agent has advised the Corporation that to the best of its knowledge and belief, members of the Aggregate Pro Group currently own no Common Shares of the Corporation.

Restrictions on Trading

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

DESCRIPTION OF THE SECURITIES

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value. As at the date of this prospectus, there are 6,000,000 Common Shares issued and outstanding as fully paid and non-assessable. In addition, up to 7,500,000 Common Shares are reserved for issuance under this prospectus. The Corporation has also reserved an additional 750,000 Common Shares pursuant to the Agent's Warrants and 500,000 Common Shares for issuance, subject to regulatory approval, for the Incentive Stock Options. See "*Plan of Distribution*" and "*Incentive Stock Options*".

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

CAPITALIZATION

Designation of Security	Amount Authorized	Amount Outstanding as at September 30, 2018(1)	Amount Outstanding as at the date hereof(1)	Amount to be Outstanding after giving effect to the Offering (3)(4)(5)
Common Shares	Unlimited	\$300,000 (6,000,000 Common Shares)(2)	\$300,000 (6,000,000 Common Shares)(2)	Minimum Offering: \$550,000 (8,500,000 Common Shares) Maximum Offering: \$1,050,000 (13,500,000 Common Shares)

Notes:

(1) As at September 30, 2018 and as at the date hereof, the Corporation had not commenced commercial operations**.**

(2) All of these Common Shares are subject to escrow restrictions. See "*Escrowed Securities*".

(3) Not included in the calculation of the Common Shares outstanding is the Corporation reservation under the Minimum Offering of 250,000 Common Shares and under the Maximum Offering of 750,000 Common Shares, at an exercise price of \$0.10 per Common Share that expire 24 months from the date of listing of the Common Shares on the Exchange, pursuant to the Agent's Warrants. See "*Plan of Distribution*".

(4) Not included in the calculation of the Common Shares outstanding are the Incentive Stock Options granted to directors and officers of the Corporation. See "*Incentive Stock Options*".

(5) Before deducting the costs and expenses of the Offering plus expenses and costs incurred by the Corporation relating to incorporation of the Corporation, prior issuances of Common Shares (including legal fees and disbursements) and preparation for the year-end audit, estimated to be \$107,399 under the Minimum Offering, or \$157,399 under the Maximum Offering. See "*Use of Proceeds – Proceeds and Principal Purposes*".

INCENTIVE STOCK OPTIONS

The Corporation has granted Incentive Stock Options to each director and officer of the Corporation as of April 30, 2018. In accordance with the Exchange requirements, the number of Common Shares reserved for issuance will not exceed ten percent (10%) of the issued and outstanding Common Shares, and the number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares, and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. The Incentive Stock Options may be exercised the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the Incentive Stock Option may be exercised within a maximum period of one year after such death, subject to the expiry date of such Incentive Stock Option. In addition, the Incentive Stock Options are exercisable for a period of up to ten (10) years from the date of grant. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "*Escrow Securities*".

There are additional restrictions contained in the Incentive Stock Options which apply while the Corporation remains a CPC. In particular, so long as the Corporation remains a CPC, the following shall apply:

(a) options under the Incentive Stock Options or any other plan of the Corporation shall only be granted to directors, officers and technical consultants of the Corporation;

(b) options granted under the Incentive Stock Options or any other plan of the Corporation shall only entitle the holder to Common Shares;

(c) the number of Common Shares reserved for issuance to all technical consultants under the Option Plan or any other plan of the Corporation shall not exceed 2% of the issued and outstanding Common Shares;

(d) the Corporation is prohibited from granting options to any person providing investor relations activities, promotional or market-making services; and

(e) options granted to any person that does not continue as a director, officer or employee of the Resulting Issuer have a maximum term of the later of 12 months after the Completion of the Qualifying Transaction and 90 days after such person ceases to become a director, officer or employee of the Resulting Issuer.

The Corporation has granted, effective as of April 30, 2018, Incentive Stock Options according to the following terms:

Optionee	**Number of Common Shares Reserved Under Option**(1)	**Exercise Price Per Common Share**	**Expiry Date**
Mark Orsmond(1) *President, Chief Executive Officer, Secretary and Director*	100,000	$0.10	10 years from April 30, 2018
Hamed Shahbazi *Director*	100,000	$0.10	10 years from April 30, 2018
Vincent Cummings *Director and Chairman*	100,000	$0.10	10 years from April 30, 2018
Matt Henderson *Director*	100,000	$0.10	10 years from April 30, 2018
Brian Levinkind *Chief Financial Officer*	100,000	$0.10	10 years from April 30, 2018
TOTAL	**500,000**		

Note:

(1) As at Closing. In accordance with Exchange policies, all Common Shares acquired on exercise of Incentive Stock Options prior to Completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "*Escrowed Securities*".

The Incentive Stock Options to purchase, in aggregate, 500,000 Common Shares granted to directors and officers of the Corporation effective as of the date of the completion of the Offering (subject to regulatory approval) are qualified for distribution under this prospectus.

PRIOR SALES

Since the date of incorporation, the Corporation has issued 6,000,000 Common Shares as follows:

Date	Number of Common Shares	Issue Price per Share	Aggregate Issue Price	Nature of Consideration Received
January 10, 2018	1[(1)]	$0.01	$0.01	Cash
January 10, 2018	2,100,000[(2)]	$0.05	$105,000	Cash
January 22, 2018	1,400,000[(2)]	$0.05	$70,000	Cash
January 25, 2018	900,000[(2)]	$0.05	$45,000	Cash
February 8, 2018	700,000[(2)]	$0.05	$35,000	Cash
February 26, 2018	300,000[(2)]	$0.05	$15,000	Cash
March 23, 2018	600,000[(2)]	$0.05	$30,000	Cash

Note:

(1) This Common Share was repurchased by the Corporation on January 10, 2018 for $0.01. This Common Share was cancelled.
(2) These Common Shares are subject to escrow restrictions. See "*Escrowed Securities*".

ESCROWED SECURITIES

Escrowed Securities Prior to the Completion of the Qualifying Transaction

All of the 6,000,000 Common Shares issued prior to the Offering at a price below $0.10 per Common Share and all Common Shares that may be acquired by Non-Arm's Length Parties to the Corporation 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 will be deposited with the Trustee under the Escrow Agreement.

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

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

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

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

Name and Municipality of Residence of Shareholder	Number of Common Shares held in Escrow	Percentage of Shares Before Giving Effect to the Offering[(1)]	Percentage of Shares After Giving Effect to the Minimum Offering[(1)]	Percentage of Shares After Giving Effect to the Maximum Offering[(1)]
Mark Orsmond[(2)] *North Vancouver, BC*	700,000	11.7%	8.2%	5.2%
Hamed Shahbazi[(3)] *Vancouver, BC*	700,000	11.7%	8.2%	5.2%
Vincent Cummings[(4)] *West Vancouver, BC*	700,000	11.7%	8.2%	5.2%
Matthew Henderson[(5)] *West Vancouver, BC*	700,000	11.7%	8.2%	5.2%
Brian Levinkind[(6)] *Richmond, BC*	200,000	3.3%	2.4%	1.5%

Qing Li *Surrey, BC*	700,000	11.7%	8.2%	5.2%
Zhilan Luo *Surrey, BC*	700,000	11.7%	8.2%	5.2%
John Ross McArthur *North Vancouver, BC*	300,000	5%	3.5%	2.2%
Michael H. Ong *Burnaby, BC*	500,000	8.3%	5.9%	3.7%
Avrum Miller *North Vancouver, BC*	400,000	6.7%	4.7%	3%
Frank Ong *Burnaby, BC*	200,000	3.3%	2.4%	1.5%
Philip Kar Wai Der *Vancouver, BC*	200,000	3.3%	2.4%	1.5%
TOTAL	**6,000,000**	**100%**	**70.5%**	**44.6%**

Notes:

(1) Assuming the shareholders who are a party to the Escrow Agreement do not purchase any Common Shares under the Offering. The percentages have been calculated without including any Common Shares that may be issued upon the exercise of the Incentive Stock Options.

(2) Mark Orsmond is the President, Chief Executive Officer, Secretary and a Director of the Corporation. Mr. Orsmond holds Common Shares indirectly through Mercantile Consulting Limited, a corporation controlled by him.

(3) Hamed Shahbazi is a Director of the Corporation.

(4) Vincent Cummings is Chairman and Director of the Corporation.

(5) Matthew Henderson is a Director of the Corporation.

(6) Brian Levinkind is the Chief Financial Officer of the Corporation. Mr. Levinkind holds Common Shares indirectly through Argentum Consulting Inc., a corporation controlled by The (2013) Levinkind Family Trust, of which Mr. Levinkind is a Trustee.

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

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

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

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

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

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

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

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

  (ii) subject to majority shareholder approval, cancel an amount of the Seed Shares purchased by Non-Arm's Length Parties to the Corporation so that the average cost of the remaining Seed Shares is at least equal to the IPO price.

Escrowed Securities on Qualifying Transaction

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are "Value Securities", then all the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow under 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 month 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.

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

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

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

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

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

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

Escrowed Securities on Private Placement

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

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

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

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

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

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

PRINCIPAL SHAREHOLDERS

The following table lists those persons who beneficially own, directly or indirectly, or exercise control or direction over, more than 10% of the issued Common Shares as of the date of this prospectus.

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares Held	Percentage of Shares Before Giving Effect to the Offering[(1)]	Percentage of Shares After Giving Effect to the Minimum Offering[(1)]	Percentage of Shares After Giving Effect to the Maximum Offering[(1)]	Percentage of Shares After Giving Effect to the Minimum Offering (Fully Diluted)
Mark Orsmond North Vancouver, BC	Beneficial[(2)]	700,000	11.7%	8.2%	5.2%	8.7%[(3)] 5.4%[(4)]
Hamed Shahbazi Vancouver, BC	Direct	700,000	11.7%	8.2%	5.2%	8.7%[(3)] 5.4%[(4)]
Vincent Cummings West Vancouver, BC	Direct	700,000	11.7%	8.2%	5.2%	8.7%[(3)] 5.4%[(4)]
Matt Henderson West Vancouver, BC	Direct	700,000	11.7%	8.2%	5.2%	8.7%[(3)] 5.4%[(4)]

Qing Li Surrey, BC	Direct	700,000	11.7%	8.2%	5.2%	7.6%[(3)] 4.7%[(4)]
Zhilan Lou Surrey, BC	Direct	700,000	11.7%	8.2%	5.2%	7.6%[(3)] 4.7%[(4)]

Notes:

(1) Assuming these shareholders do not purchase any Common Shares under the Offering. The percentages have been calculated without including any Common Shares that may be issued upon the exercise of the Agent's Warrants and Incentive Stock Options.

(2) Mr. Orsmond holds Common Shares indirectly through Mercantile Consulting Limited, a corporation controlled by him.

(3) Assuming the sale of Common Shares pursuant to the Minimum Offering, and the exercise of 250,000 Agent's Warrants and 500,000 Incentive Stock Options, the Corporation will have 9,250,000 Common Shares outstanding. For the purposes of this calculation, each director and officer is assumed to have exercised all options held by such director and officer.

(4) Assuming the sale of Common Shares pursuant to the Maximum Offering and exercise of 750,000 Agent's Warrants and 500,000 Incentive Stock Options, the Corporation will have 14,750,000 Common Shares outstanding. For the purposes of this calculation, each director and officer is assumed to have exercised all options held by such director and officer.

DIRECTORS AND OFFICERS

Name, Address, Occupation, Security Holding and Involvement with other Reporting Issuers

The following table sets out the names of the current directors and officers of the Corporation, their municipalities of residence, their current positions with the Corporation, their principal occupations during the past five years and the number of shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised.

Name, Municipality of Residence and Position	Principal Occupation or Employment in Past Five Years	Common Shares Held (Number and Percentage of Common Shares before Closing)[(2)]	Number and Percentage of Common Shares Beneficially Owned Directly or Indirectly Upon Closing of the Minimum Offering[(3)]	Number and Percentage of Common Shares Beneficially Owned Directly or Indirectly Upon Closing of the Maximum Offering [(3)]
Mark Orsmond[(1)] *President, Chief Executive Officer, Secretary and Director* North Vancouver, BC	President and Director of Mercantile Consulting Limited to present; former Chief Financial Officer of All-Sea Enterprises Ltd. from June, 2008 to July, 2018.	700,000 Common Shares (11.7%)	700,000 Common Shares 100,000 Options (8.2%)	700,000 Common Shares 100,000 options (5.2%)
Hamed Shahbazi[(1)] *Director* Vancouver, BC	Director and CEO of TIO Networks and President of Impactreneur Capital Corp from June 1997 to July 2017. Director and CEO of WELL Health Technologies Ltd. from May 2018 to Present.	700,000 (11.7%)	700,000 Common Shares 100,000 Options (8.2%)	700,000 Common Shares 100,000 options (5.2%)
Vincent Cummings *Chairman and Director* West Vancouver, BC	President of 540559 B.C. Ltd. from March, 2017 to present; Former President and CEO of All-Sea Enterprises Ltd. from April, 1980 to March,	700,000 (11.7%)	700,000 Common Shares 100,000 Options (8.2%)	700,000 Common Shares 100,000 options (5.2%)

	2017.			
Matthew Henderson[(1)] *Director* West Vancouver, BC	Consultant with Ernst &Young LLP from February, 2018 to present; former Director of Business Development at Ernst & Young LLP from March,1999 to December, 2017	700,000 (11.7%)	700,000 Common Shares 100,000 Options (8.2%)	700,000 Common Shares 100,000 options (5.2%)
Brian Levinkind *Chief Financial Officer* Richmond, BC	President and Director of Argentum Consulting Inc. CFO at WELL Health Technologies Corp. from November 2010 to Present.	200,000 (3.3%)	200,000 Common Shares 100,000 Options (2.4%)	200,000 Common Shares 100,000 Options (1.5%)

Notes:

(1) Members of the Corporation's audit committee. The Corporation does not have any other committees of its Board of Directors. Each director holds office until the next annual meeting of shareholders.

(2) These Common Shares are subject to escrow restrictions. See "*Escrowed Securities*".

(3) Assuming that no Common Shares are purchased by any of the above directors and officers of the Corporation under the Offering. The percentages have been calculated without including any Common Shares that may be issued upon the exercise of the Agent's Warrants or the Incentive Stock Options.

All of the directors and officers currently have employment outside of the Corporation and will devote such time as is required to the affairs of the Corporation. Initially, it is expected that Mark Orsmond will devote 10% of his time and Brian Levinkind will devote 10% of his time to the affairs of the Corporation. Time actually spent may vary according to the needs of the Corporation.

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

The number and percentage of Common Shares beneficially owned, directly or indirectly, by directors, senior officers and Control Persons of the Corporation, and their Associates and Affiliates, collectively, is 3,000,000 Common Shares, representing 50% of the issued and outstanding Common Shares of the Corporation before giving effect to the Offering; which will represent 35.3% of the issued and outstanding Common Shares upon completion of the Minimum Offering or 22.2% of the issued and outstanding Common Shares upon completion of the Maximum Offering. For particulars of the shareholdings of the directors and officers, please see "Principal Shareholders".

Mark Orsmond (Age: 50) – President, Chief Executive Officer and Director

Mr. Orsmond holds his Chartered Professional Accountant designation and has a Bachelor of Commerce degree from the University of South Africa.

Mr. Orsmond was President of Mercantile Consulting from September 2001 to January 2018. From June 2008 to July 2018, Mr. Orsmond worked as Chief Financial Officer for All-Sea Enterprises Ltd. He was also the President of Movarie Capital Corp. from May 2012 to March 2016, the Chief Financial Officer of Hedger Capital from March 2006 to January 2010, and a Director of Keegan Resources from October 2007 to August 2008.

To Mr. Orsmond's knowledge, all of his employers during the last five years are carrying on business as of the date of this prospectus.

Mr. Orsmond intends to devote approximately 10% of his working time to the affairs of the Corporation.

Hamed Shahbazi (Age: 43) –Director

Mr. Shahbazi holds a Bachelor of Applied Science Degree from the University of British Columbia.

Mr. Shahbazi was the founder, Director and Chief Executive Officer of TIO Networks Corp. from June 1997 to May 2018. He was a Director of Aequus Pharmaceuticals Inc. from March 2015 to July 2017. Mr. Shahbazi is currently the Chief

Executive Officer and Chairman of WELL Health Technologies Corp. (formerly Movarie Capital Corp., Wellness Lifestyles Inc.) from May 2018. He also serves as a Director of RiseTech Capital Corp. from October 2018.

To Mr. Shahbazi's knowledge, all of his employers during the last five years are carrying on business as of the date of this prospectus.

Mr. Shahbazi intends to devote approximately 10% of his working time to the affairs of the Corporation.

Vincent Cummings (Age: 64) – Chairman and Director

Mr. Cummings was the founder, President and Chief Executive Officer of All-Sea Enterprises Ltd. from August 1980 to March 2017.

To Mr. Cummings's knowledge, his former employer carries on business as of the date of this prospectus.

Mr. Cummings intends to devote approximately 10% of his working time to the affairs of the Corporation.

Matthew Henderson (Age: 60) – Director

Mr. Henderson worked as a Director of Business Development for Ernst & Young LLP from March 1999 to December 2017. He currently works as a consultant for Ernst & Young LLP from February 2018.

To Mr. Henderson's knowledge, his former employer carries on business as of the date of this prospectus.

Mr. Henderson intends to devote approximately 10% of his working time to the affairs of the Corporation.

Brian Levinkind (Age: 53) – Chief Financial Officer

Mr. Levinkind obtained his Chartered Professional Accountant designation in June 1995. He worked at Grant Thornton LLP from November 2001 to November 2010. Mr. Levinkind is currently the Chief Financial Officer of WELL Health Technologies Corp. from November 2010, and was a Director of Movarie Capital Corp. (now WELL Health Technologies Corp.) from November 2010 to March 2016. He also works as a consultant for Argentum Consulting Inc. from October 2010 to present.

To Mr. Levinkind's knowledge, all of his employers during the last five years are carrying on business as of the date of this prospectus.

Mr. Levinkind intends to devote approximately 10% of his working time to the affairs of the Corporation.

Audit Committee

Under the provisions of the *Business Corporations Act* (British Columbia), the Corporation is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Corporation's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Corporation's auditor. The audit committee of the Corporation currently consists of Mr. Orsmond, Mr. Henderson and Mr. Shahbazi. Once the Corporation has obtained a receipt for its CPC prospectus from the securities regulatory authorities, the Corporation will also be subject to the requirements of National Instrument 52-110 – *Audit Committees*.

Other Reporting Issuer Experience

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

Name	Name of Reporting Issuer	Name of Exchange or Market[(1)]	Position	Period
Mark Orsmond	Movarie Capital Corp. (now WELL Health Technologies Corp.)	TSX-V	President, Director, Promoter	May 2012 - March 2016
Hamed Shahbazi	Movarie Capital Corp. (now WELL Health Technologies Corp.)	TSX-V	Chief Executive Officer Chairman	May 2018-Present April 2018 - Present
	TIO Networks Corp.	TSXV	Director, Chief Executive Officer	June 1997 – July 2017
	Aequus Pharmaceuticals Inc.	TSXV	Director	March 2015 – July 2017
	RiseTech Capital Corp.	TSXV	Director	October 2018 - Present
Brian Levinkind	Movarie Capital Corp. (now WELL Health Technologies Corp.)	TSX-V	Chief Financial Officer Director	2010 - Present 2010 - 2016

Corporate Cease Trade Orders or Bankruptcies

No director, officer, Insider, or Control Person of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation has, within the last 10 years, been a director, officer or promoter of any 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 or Control Person of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulating authority that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

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

Conflicts of Interest

There are potential conflicts of interest to which some of the directors, officers, and Insiders of the Corporation will be subject in connection with the operations of the Corporation. Some of the directors, officers and Insiders are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the search by the

Corporation for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may arise where some of the directors, officers, and Insiders will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Business Corporations Act* (British Columbia).

Executive Compensation

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

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

- (i) salaries;
- (ii) consulting fees;
- (iii) management contract fees or directors' fees;
- (iv) finder's fees; and
- (v) loans, advances, bonuses, and

(b) deposits and similar payments.

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

The directors and officers of the Corporation will also be granted stock options. See "*Incentive Stock Options*".

After Completion of the Qualifying Transaction, the Corporation may pay remuneration to its officers if the directors feel the Corporation is able to do so. Except for stock options, no remuneration is anticipated to be paid to directors in their capacity as directors in the foreseeable future. No payment other than the Permitted Reimbursements, will be made by the Corporation or by any party on behalf of the Corporation, after Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction.

DILUTION

Assuming completion of the Offering, purchasers of Common Shares offered under this prospectus will suffer an immediate dilution of approximately 35% or $0.035 per Common Share if the Minimum Offering is attained and approximately 22% or $0.022 per Common Share if the Maximum Offering is attained, on the basis of there being 8,500,000 Common Shares of the Corporation issued and outstanding upon completion of Minimum Offering and 13,500,000 Common Shares of the Corporation issued and outstanding upon completion of the Maximum 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 without deduction of commissions or related expenses incurred by the Corporation, and assuming no exercise of the Agent's Warrants or the Incentive Stock Options.

RISK FACTORS

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The following is a list of risk factors that a prospective investor should consider before subscribing for Common Shares, which list is not exhaustive.

Recent Incorporation

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

Nature of Business

Investment in the Common Shares is highly speculative given the proposed nature of the Corporation's business and its present stage of development.

Conflicts of Interest

The directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See "*Directors and Officers*".

Dilution

Assuming completion of the Offering, investors acquiring Common Shares under this prospectus will suffer an immediate dilution of approximately 35% or $0.035 per Common Share if the Minimum Offering is attained and approximately 22% or $0.022 per Common Share if the Maximum Offering is attained, before the deduction of selling commissions and related expenses incurred by the Corporation. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation and assuming no exercise of the Agent's Warrants or the Incentive Stock Options. If the Corporation issues treasury shares for financing purposes, control of the Corporation may change and subscribers may suffer additional dilution. See "*Dilution*".

Absence of Liquid Market

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

Limitations on Business

Until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions.

Limited Funds

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

Completion of Qualifying Transaction

Even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction. 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.

Furthermore, the Corporation cannot be certain and provides no guarantee that, if a Qualifying Transaction is completed, the business acquired pursuant to the Qualifying Transaction will be profitable or ultimately benefit the Corporation and its shareholders. The Qualifying Transaction may also result in additional dilution to the Corporation's shareholders or increased debt. Any failure to successfully integrate a business acquired pursuant to a Qualifying Transaction or a failure of such business to benefit the Corporation could have a material adverse effect on the Resulting Issuer's business and results of operations.

Dependence on Management and Directors

The Corporation is relying solely on the past business success of its directors and officers to identify, negotiate and complete a Qualifying Transaction. The loss of any member of management or a director could have a material adverse effect upon the business and prospects of the Corporation. See "*Directors and Officers*".

Absence of right to Dissent

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

Halts in Trading

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

Trading in the Common Shares may be halted at other times for other reasons, including without limitation, for failure by the Corporation to submit documents to the Exchange in the time periods required.

Suspension of Trading or Delisting

The Exchange will generally suspend trading in the Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the date of listing.

Merits of the Qualifying Transaction

Neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction.

Foreign Business

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

Dilution upon Qualifying Transaction

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

Recovery of Loans

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

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

RELATIONSHIP BETWEEN CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to the Offering will be passed upon by Watson Goepel LLP, on behalf of the Corporation, and by Miller Thomson LLP, 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 will receive a direct or indirect interest in the property of the Corporation or any Associate or Affiliate of the Corporation. As at the date of this prospectus, no other Persons beneficially own, directly or indirectly, any securities of the Corporation or its Associates and Affiliates. In addition, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a promoter of the Corporation or of an Associate or Affiliate of the Corporation.

AUDITORS

The auditors of the Corporation are Charlton & Company, Suite 1735, Two Bentall Centre, 555 Burrard Street, Vancouver, BC V7X 1M9.

REGISTRAR AND TRANSFER AGENT

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

MATERIAL CONTRACTS

The following are the material contracts of the Corporation entered into since the date of its incorporation:

(a) Transfer Agent, Registrar and Dividend Disbursing Agreement dated July 1, 2018 between the Corporation and the Trustee;

(b) Escrow Agreement dated December 5, 2018 among the Corporation, the Trustee and certain shareholders of the Corporation (see "*Escrowed Securities*"); and

(c) Agency Agreement dated December 5, 2018 between the Corporation and the Agent (see "*Plan of Distribution*").

Copies of the material contracts described above may be inspected at the office of Watson Goepel LLP, counsel to the Corporation, located at 1200 – 1075 West Georgia Street, Vancouver, British Columbia, during normal business hours during the period of the distribution of the Common Shares under this prospectus and are also available electronically under the Corporation's profile at www.sedar.com.

ELIGIBILITY FOR INVESTMENT

In the opinion of Watson Goepel LLP, based on the provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the "Tax Act") in force as of the date hereof and any proposal to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, the Common Shares issued pursuant to the Offering, if issued on the date hereof, will be qualified investments for a trust governed by a registered retirement savings plan ("RRSP"), a registered retirement income fund ("RRIF"), a registered education savings plan ("RESP"), a deferred profit sharing plan, a registered disability savings plan ("RDSP") and a tax-free savings account ("TFSA") as each of those terms is defined in the Tax Act (collectively, the "Plans"), provided that, on the date hereof, the Common Shares are listed on a "designated stock exchange" within the meaning of Tax Act, which includes the Exchange, or the Company is a "public corporation" as defined in the Tax Act.

The Common Shares are not currently listed on a "designated stock exchange" and the Company is not currently a "public corporation", as those terms are defined in the Tax Act. The Corporation has applied to the Exchange to have the Common Shares listed on the Exchange before the Closing of the Offering in order to have the Common Shares listed prior to the issuance of the Common Shares on the Closing of the Offering. If the Common Shares are not listed on the Exchange at the time of their issuance on the Closing of the Offering, and the Corporation is not a "public corporation" at that time, the Common Shares will not be qualified investments for the Plans at that time.

Notwithstanding that the Common Shares may be a qualified investment for a RRSP, RRIF, TFSA, RDSP, or RESP (each a "Registered Plan"), the annuitant of the RRSP or the RRIF, the subscriber under the RESP or the holder of the TFSA or the RDSP, as the case may be, (the "Controlling Individual") will be subject to a penalty tax in respect of the Common Shares held in the Registered Plan if the Common Shares are a "prohibited investment" (as defined in the Tax Act) for the particular Registered Plan. The Common Shares will be a "prohibited investment" for a Registered Plan if the Controlling Individual (i) does not deal at arm's length with the Company for purposes of the Tax Act, or (ii) has a "significant interest" (as defined in subsection 207.01(4) of the Tax Act) in the Company. Generally, a Controlling Individual will not be considered to have a "significant interest" in the Company provided that the Controlling Individual, together with persons with whom the Controlling Individual does not deal at arm's length, does not own (and is deemed not to own pursuant to the Tax Act), directly or indirectly, 10% or more of the issued shares of any class of the Company or of any corporation related to the Company (for purposes of the Tax Act).

In addition, the Common Shares will not be a "prohibited investment" if the Common Shares are "excluded property" as defined in the Tax Act for a Registered Plan.

Purchasers of Common Shares should consult their own advisors to ensure the Common Shares would not be a prohibited investment in their particular circumstances.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

Danacore Industries Inc.
(A Capital Pool Company)

INTERIM FINANCIAL STATEMENTS

Period ended September 30, 2018

p | 604.683.3277
f | 604.684.8464

SUITE 1735, TWO BENTALL CENTRE
555 BURRARD STREET
BOX 243
VANCOUVER, BC V7X 1M9

charlton

charlton & company
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To: the Directors of
Danacore Industries Inc.

We have audited the interim financial statements of Danacore Industries Inc., which comprise the statement of financial position as at September 30, 2018 and the statements of loss and comprehensive loss, changes in equity and cash flows for the period from date of incorporation January 10, 2018 to September 30, 2018, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Interim Financial Statements

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

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the interim financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the interim financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the interim financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the interim 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, these interim financial statements present fairly, in all material respects, the financial position of Danacore Industries Inc. at September 30, 2018 and its financial performance and cash flows for the period from date of incorporation January 10, 2018 to September 30, 2018 in accordance with IFRS.

Emphasis of Matters

Without qualifying our opinion, the accompanying interim financial statements have been prepared assuming the Company will continue as a going concern. As more fully described in Note 1 to these interim financial statements, the Company has not generative revenues to date. This condition raises doubt about the Company's ability to continue as a going concern. The interim financial statements do not include any adjustments to reflect possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from the outcome of this uncertainty.

Charlton & Company

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, BC
November 27, 2018

DANACORE INDUSTRIES INC.
(CAPITAL POOL COMPANY)
STATEMENT OF FINANCIAL POSITION
AS AT September 30, 2018
(Expressed in Canadian dollars)

	September 30, 2018 $
ASSETS	
Cash	245,955
Prepaid expenses	15,000
Total assets	260,955
LIABILITIES	
Accounts payable and accrued liabilities (Note 8)	18,521
Total liabilities	18,521
SHAREHOLDERS' EQUITY	
Share capital (Note 5)	300,000
Contributed surplus (Note 5)	21,436
Deficit	(79,002)
Total shareholders' equity	242,434
Total liabilities and shareholders' equity	260,955

Nature of Operations and Going Concern (note 1)

Approved by the Board of Directors on November 27, 2018

"Mark Orsmond" ***"Vincent Cummings"***

Director ***Director***

The accompanying notes form an integral part of these interim financial statements.

STATEMENT OF LOSS AND COMPREHENSIVE LOSS
FOR THE PERIOD FROM DATE OF INCORPORATION JANUARY 10, 2018 to SEPTEMBER 30, 2018
(Expressed in Canadian dollars)

	Three months ended September 30, 2018 $	**Period from date of incorporation January 10, 2018 to September 30, 2018 $**
Expenses		
Accounting and audit fees (Note 8)	5,600	11,300
Bank charges	22	73
Consulting fees	-	15,000
Filing fees	8,732	8,732
Legal fees	-	22,500
Office expenses	794	794
Share-based compensation (Note 5)	21,436	21,436
Total Expenses	(36,584)	(79,835)
Other Items		
Interest income	458	833
Net loss and comprehensive loss for the period	(36,126)	(79,002)
Net loss per share		
Basic and diluted	(36,126)	(79,002)
Weighted average number of common shares outstanding (basic and diluted)	1	1

The accompanying notes form an integral part of these interim financial statements.

(Expressed in Canadian dollars)

	Number of Outstanding Shares	**Share capital $**	**Contributed surplus $**	**Deficit $**	**Total $**
Balance, January 10, 2018 (date of incorporation)	1	1	-	-	1
Repurchase of incorporation share	(1)	(1)	-	-	(1)
Common shares issued for cash	6,000,000	300,000	-	-	300,000
Share-based compensation	-	-	21,436	-	21,436
Net loss for the period	-	-	-	(79,002)	(79,002)
September 30, 2018	**6,000,000**	**300,000**	**21,436**	**(79,002)**	**242,434**

The accompanying notes form an integral part of these interim financial statements.

DANACORE INDUSTRIES INC.
(CAPITAL POOL COMPANY)
STATEMENTS OF CASH FLOWS
FOR THE PERIOD FROM DATE OF INCORPORATION JANUARY 10, 2018 to SEPTEMBER 30, 2018
(Expressed in Canadian dollars)

	Three months ended September 30, 2018 $	Period from date of incorporation January 10, 2018 to September 30, 2018 $
Cash flows provided by (used in)		
Operating Activities		
Net loss	(36,126)	(79,002)
Items not involving cash:		
Share-based compensation	21,436	21,436
	(14,690)	(57,566)
Changes in non-cash working capital:		
Prepaid expenses	7,500	(15,000)
Accounts payable and accrued liabilities	(6,705)	18,521
Net cash used in operating activities	(13,895)	(54,045)
Financing Activities		
Shares issued for cash	-	300,000
Change in cash for the period	(13,895)	245,955
Cash - beginning of period	259,850	-
Cash - end of period	245,955	245,955

The accompanying notes form an integral part of these interim financial statements.

1. Nature of operations and going concern

Nature of operations

Danacore Industries Inc. (the "Company" or "Danacore") was incorporated under the Canada Business Corporations Act on January 10, 2018. The Company is classified as a Capital Pool Company as defined in the TSX Venture Exchange (the "Exchange") Policy 2.4. The principal business of the Company is the identification and evaluation of a Qualifying Transaction ("QT") 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 registered office of the Company are located at 30-8291 General Currie Road, Richmond, BC, Canada V6Y 1L9.

Going concern

These interim financial statements have been prepared on a going concern basis. The going concern basis of presentation assumes that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company has no operations at this time which will generate revenue, and there is no assurance that the Company will identify a QT under the policies of the Exchange. If a QT is not completed, the Company will need to identify other sources of finance to remain as a going concern. These circumstances have resulted in a material uncertainty that may cast significant doubt about the ability of the Company to continue as a going concern. The Company has incurred losses from inception, has a working capital surplus of $242,434, and has an accumulated deficit of $79,002 as at September 30, 2018.

The interim financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis was not appropriate for these interim financial statements, then adjustments would be necessary to the carrying values of assets and liabilities.

2. Basis of presentation and significant accounting policies

Statement of Compliance

These interim financial statements have been prepared in accordance with International Financial Reporting Standard (IAS) 34, Interim Financial Reporting, International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

Basis of Presentation

These interim financial statements have been prepared on a historical cost basis, except for any financial assets and liabilities held at fair value, as explained in the accounting policies set out below. The interim financial statements are presented in Canadian Dollars, which is also the Company's functional currency.

Significant accounting policies

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

2. Basis of presentation and significant accounting policies (continued)

Classification

The Company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through Other Comprehensive Income ("OCI"), or through profit or loss), and

- Those to be measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are either recorded in profit or loss or OCI.

At present, the Company classifies all financial assets as held at amortized cost.

Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss. Financial assets are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Subsequent measurement of financial assets depends on their classification. There are three measurement categories under which the Company classifies its debt instruments:

- Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest rate method.

- Fair value through OCI ("FVOCI"): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these financial assets is included as finance income using the effective interest rate method.

- Fair value through profit or loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net as revenue in the Statement of Loss and Comprehensive Loss in the period in which it arises.

Financial liabilities

The Company classifies its financial liabilities into the following categories: financial liabilities at FVTPL and amortized cost.

A financial liability is classified as at FVTPL if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. The fair value changes to financial liabilities at FVTPL are presented as follows: the amount of change in the fair value that is attributable to changes in the credit risk of the liability is presented in OCI; and the remaining amount of the change in the fair value is presented in profit or loss. The Company does not designate any financial liabilities at FVTPL.

2. Basis of presentation and significant accounting policies (continued)

Other non-derivative financial liabilities, are initially measured at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortized cost using the effective interest method.

Income (loss) per share

Basic income (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding during the period. The computation of diluted income (loss) per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on income (loss) per share. For this purpose, the treasury stock method is used for the assumed proceeds upon the exercise of stock options and warrants that are used to purchase common shares at the average market price during the period.

Income Taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used are those that are substantively enacted by the end of the reporting date.

Deferred income tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting. The change in the net deferred income tax asset or liability is included in income except for deferred income tax relating to equity items which is recognized directly in equity. The income tax effects of differences in the periods when revenue and expenses are recognized, in accordance with Company's accounting practices, and the periods they are recognized for income tax purposes are reflected as deferred income tax assets or liabilities. Deferred income tax assets and liabilities are measured using the substantively enacted statutory income tax rates which are expected to apply to taxable income in the years in which the assets are realized or the liabilities settled. A valuation allowance is recorded against any deferred tax asset if it is not probable to be utilized against future taxable profit.

Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to offset current tax assets against liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity and are intended to be settled on a net basis.

The determination of current and deferred taxes requires interpretations of tax legislation, estimates of expected timing of reversal of deferred tax assets and liabilities, and estimates of future earnings.

Share-based payments and compensation

The Company has applied estimates with respect to the valuation of shares issued for non-cash consideration. Shares are valued at fair value of the equity instruments granted at the date the Company receives the goods or services.

Share issuance costs

Costs directly attributable to the raising of capital are charged against the related share capital. Costs related to shares not yet issued are recorded as deferred share issuance costs. These costs are deferred until the issuance of the shares to which the costs relate, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

Changes in accounting standards

There were no new standards effective January 1, 2018 that had any impact on these interim financial statements or are expected to have a material effect in the future. The following standards and interpretations have been issued but are not yet effective as of September 30, 2018.

2. Basis of presentation and significant accounting policies (continued)

Leases

In January 2016, the IASB issued IFRS 16 – Leases ("IFRS 16") which replaces IAS 17 – Leases and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15. The Company has assessed the impact of IFRS 16 and has concluded that it is not expected to have a significant impact on its interim financial statements.

3. Significant Accounting Estimates and Judgments

The preparation of interim financial statements in conformity with IFRS requires management to make estimates and assumptions that affect amounts reported in the interim financial statements and accompanying notes. Management believes the estimates and assumptions used in these interim financial statements are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

The Company’s significant accounting judgments and estimates have been applied in these interim financial statements:

Judgments

The measurement of deferred income tax assets and liabilities.

Estimations

The evaluation of the Company’s ability to continue as a going concern.

Share-based payment transactions:

The Company measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they were granted. Estimating the fair value of share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

4. Taxation

The Company is subject to Canadian federal and provincial tax for the estimated assessable profit for the period ended September 30, 2018 at a rate of 27.00%. The Company had no assessable profit in Canada for all periods disclosed.

Expressed in Canadian dollars unless otherwise stated

4. Taxation (continued)

The tax expense at statutory rates for the Company can be reconciled to the reported loss for the period per the Statement of Loss and Comprehensive Loss as follows:

	For the period from incorporation January, 10, 2018 to September 30, 2018 $
Net loss before income taxes	**79,002**
Statutory income tax rate	**27.00%**
Income tax recovery	**21,331**
Non-deductible expenses	**(5,788)**
Change in unrecognized deferred tax asset	**(15,543)**
Total income tax expense	**-**

Deferred Income Taxes

	2018 $
Deferred Income Tax Asset	
Non-capital loss available for future periods	**15,543**
Deferred Income Tax Asset Not Recognized	**15,543**

As at September 30, 2018, the Company had non-capital tax losses of approximately $57,566, available for carry-forward to reduce future years' taxable income. These non-capital losses expire in 2038.

5. Share Capital and Reserves

a) Authorized:

The Company is authorized to issue an unlimited number of common shares without par value.

b) Issued and Outstanding:

During the period ended September 30, 2018 the Company issued 6,000,000 shares at a price of $0.05 per share for gross proceeds of $300,000. As of September 30, 2018 these shares are held in escrow.

c) Stock options and share-based payments:

As at September 30, 2018 the following stock options were outstanding and exercisable:

Expiry Date	Exercise Price $	Outstanding	Exercisable
30-Apr-28	0.10	500,000	-

Expressed in Canadian dollars unless otherwise stated

5. Share Capital and Reserves (continued)

During the period ended September 30, 2018:

On April 30, 2018, the Company issued 500,000 stock options to purchase common shares to directors and officers of the Company. The options have an exercise price of $0.10 per share and are exercisable for a period of ten years from the date of grant. The options were assigned a value of $21,436 using the Black-Scholes pricing model.

The options outstanding as at September 30, 2018 have a remaining contractual life of 9.56 years. Stock option activity is as follows:

	Options outstanding	**Exercise Price $**
Balance, January 10, 2018 (incorporation)	-	-
Issued	500,000	0.10
Balance, September 30, 2018	500,000	0.10

The fair value of share based awards is determined using the Black-Scholes Option Pricing Model. The model utilizes certain subjective assumptions including the expected life of the option and expected future stock price volatility. Changes in these assumptions cam materially affect the estimated fair value of the Company's stock options. The Company used the Black-Scholes Option Pricing Model for its stock options grants in 2018.

The assumptions used in the Black-Scholes Option Pricing Model were:

	September 30, 2018
Expected volatility	**100%**
Risk free interest rate	**2.30%**
Expected life in years	**10 years**
Grant date fair value per share	**$0.05**
Forfeiture rate	**0.00%**

6. Financial Instruments

As at September 30, 2018, the Company's financial instruments consist of cash and accounts payable. The Company classifies cash as loans and receivables and is held at amortized cost. The Company classifies accounts payable as other financial liabilities and is held at amortized cost.

All of the Company's financial instruments are considered to be Level 1 within the fair value hierarchy (as discussed below).

Level 1– fair values based on unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – fair values based on inputs that are observable for the asset or liability, either directly or indirectly; and

Level 3 – fair values based on inputs for the asset or liability that are not based on observable market data.

The Company's policy for determining when a transfer occurs between levels in the fair value hierarchy is to assess the impact at the date of the event or the change in circumstances that could result in a transfer. There were no transfers between the levels during 2018.

6. Financial Instruments (continued)

The risk exposure arising from these financial instruments is summarized as follows:

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a loss for the other party by failing to discharge an obligation. As of September 30, 2018, the Company's exposure to credit risk is minimal.

(b) Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company's ability to continue to meet its liabilities when due, beyond the current cash balance, is dependent on future support of shareholders through public or private equity offerings. Refer to note 1, Nature of Operations and Going Concern.

(c) Market risk

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 value of its holdings or financial instruments. The Company's activities have only been transacted in Canadian dollars since incorporation; in addition, the Company carries no interest-bearing debt. As such, the Company has minimal market risks facing it at present.

7. Capital management

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the identification and evaluation of a QT and continue as a going concern. The Company considers capital to be all accounts in equity. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. Additional funds may be required to finance the Company's QT. In accordance with Policy 2,4 of the Exchange, the proceeds raised from the sale of securities may only be used to identify and evaluate assets or businesses, and obtain shareholder approval for a QT, with the exception that up to the lesser of 30% of the gross proceeds realized by the Company in respect of the sale of its securities, or $210,000, may be used for purposes other than such identification and evaluation of businesses or assets. These restrictions apply until completion of a QT by the Company as defined under Policy 2.4 of the Exchange. The Company is required to complete its QT on or before two years from the date the Company receives regulatory approval to list its shares on the Exchange.

8. Related Party Transactions

During the period ended September 30, 2018, the Company incurred $1,050 for accounting fees provided by a family member of the CFO, of which $700 was included in accounts payable and accrued liabilities.

The Company has $6,029 owing to a director included in accounts payable and accrued liabilities.

On April 30, 2018, the Company issued 400,000 stock options to directors of the Company and 100,000 stock options to the CFO (Note 5).

CERTIFICATE OF THE CORPORATION

Dated: December 5, 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 and the regulations thereunder.

"Mark Orsmond"	*"Brian Levinkind"*
Mark Orsmond Chief Executive Officer	Brian Levinkind Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

"Vincent Cummings"	*"Matthew Henderson"*
Vincent Cummings Director	Matthew Henderson Director

CERTIFICATE OF THE AGENT

Dated: December 5, 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 prospectus as required by securities legislation of British Columbia and the regulations thereunder.

CANACCORD GENUITY CORP.

"Frank G. Sullivan"

Frank G. Sullivan
Vice President, Sponsorship, Investment Banking