

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

PROSPECTUS

Initial Public Offering

May 29, 2019

**PKS CAPITAL CORP.
(a Capital Pool Company)**

Offering: \$250,000 or 2,500,000 Common Shares

Price: \$0.10 per Common Share

PKS Capital Corp. (the “**Corporation**”) hereby offers for distribution on a commercially reasonable basis, through its agent, Richardson GMP Limited (the “**Agent**”), 2,500,000 Common Shares (as hereinafter defined) in the share capital of the Corporation for gross proceeds of \$250,000 (the “**Offering**”). The purpose of this Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the “**Exchange**”) and, in the case of a Non Arm’s Length Qualifying Transaction, as hereafter defined, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 - Capital Pool Companies (the “**CPC Policy**”). The Corporation is a Capital Pool Company (“**CPC**”). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, as hereafter defined, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See “Business of the Corporation” and “Use of Proceeds”.

	Common Shares	Price to Public	Agent's Commission⁽¹⁾⁽³⁾	Net Proceeds to the Corporation⁽²⁾
Per Common Share	1	\$0.10	\$0.01	\$0.09
Total Offering	2,500,000	\$250,000	\$25,000	\$225,000

Notes:

- (1) A cash commission of 10% of the gross proceeds of the Offering will be paid to the Agent (the “**Agent’s Commission**”). The Agent has been paid a corporate finance fee of \$15,000 plus GST (the “**Corporate Finance Fee**”). The Corporation has also paid to the Agent a \$10,000 retainer, which will be applied towards the Agent’s legal fees, expenses and other costs it incurs, including disbursements and taxes. In addition, the Agent will be granted the Agent’s Option (as hereafter defined). The Agent’s Option entitles the Agent to purchase up to 250,000 Common Shares (the “**Agent’s Option Shares**”) at a price of \$0.10 per Agent’s Option Share and is exercisable for a period of 24 months from the Listing Date (as hereafter defined). The Agent’s Option is qualified for distribution under this prospectus. See “Plan of Distribution - Agency Agreement and Agent’s Compensation”.
- (2) Before deducting the costs of this issue estimated at \$78,690 for the Offering, which includes legal and audit fees and other expenses of the Corporation, the Corporate Finance Fee, fees and expenses payable to the Agent, filing fees and the listing fee payable to the Exchange. See “Use of Proceeds”.
- (3) In addition to the qualification of 2,500,000 Common Shares pursuant to the Offering, this Prospectus also qualifies for distribution the Agent’s Option and the Directors’ and Officers’ Options (as defined herein).

This Offering is made on a “commercially reasonable efforts” agency basis by the Agent in the Provinces of British Columbia, Alberta and Ontario and is subject to the completion of a minimum subscription of 2,500,000 Common Shares for gross proceeds to the Corporation of \$250,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement (as hereafter defined). If the minimum subscription is not completed within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the regulatory authorities and the Agent and persons or companies who subscribed within that period, and in any case not later than 180 days after the date of the receipt for the final

prospectus, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent and any sub-agents will be granted non-transferable option (the “**Agent’s Option**”) to purchase up to 250,000 Agent’s Option Shares, at a price of \$0.10 per Agent’s Option Share for a period of 24 months from the Listing Date (as defined herein). The Agent’s Option is qualified for distribution under this prospectus. See “Plan of Distribution - Agency Agreement and Agent’s Compensation”.

Market For Securities

There is currently no market through which these securities may be sold. The Exchange has conditionally accepted the listing of the Corporation’s Common Shares. Listing will be subject to the Corporation fulfilling all of the requirements of the Exchange.

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent’s Option and the grant of the Directors’ and Officers’ Options, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to Multilateral Instrument 11-102 (“**MI 11-102**”) and National Policy 11-202 (“**NP 11-202**”) and the Listing Date 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 grants a discretionary order. See “Plan of Distribution”.

Risk Factors

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

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.

The Agent conditionally offers these Common Shares on a “commercially reasonable efforts” basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under “Plan of Distribution” and subject to the approval of certain legal matters by Miller Thomson LLP, on behalf of the Corporation, and by DLA Piper (Canada) LLP, on behalf of the Agent.

Maximum Investment

Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this prospectus, or 50,000 Common Shares (\$5,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares offered under this prospectus, or 100,000 Common Shares (\$10,000).

Receipt of Subscriptions

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 the Common Shares sold under the Offering will be issued in electronic book entry form through CDS Clearing and Depository Services Inc. (“CDS”) or its nominee. Consequently, purchasers of Common Shares will receive a customer confirmation from the registered dealer that is a CDS participant from or through which the Common Shares were purchased and no certificate evidencing the Common Shares will be issued. Registration will be made through the depository services of CDS. A purchaser of Common Shares will receive only a customer confirmation from the registered

dealer from or through which the Common Shares were purchased as to the number of Common Shares subscribed for.

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GLOSSARY

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

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

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

A Company is “controlled” by a Person if:

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

A Person beneficially owns securities that are beneficially owned by:

- (c) a Company controlled by that Person, or
- (d) an Affiliate of that Person or an Affiliate of any Company controlled by that Person.

“**Agency Agreement**” means the agency agreement dated May 29, 2019, between the Corporation and the Agent.

“**Agent**” means Richardson GMP Limited at its office in the City of Vancouver, in the Province of British Columbia.

“**Agent’s Commission**” means the cash commission equal to 10% of the gross proceeds of the Offering payable by the Corporation to the Agent on Closing of the Offering.

“**Agent’s Option**” means the non-transferable option granted by the Corporation to the Agent and any sub-agents entitling the Agent and any sub-agents to purchase up to 250,000 Agent’s Option Shares at a price of \$0.10 per Agent’s Option Share for a period of 24 months from the Listing Date.

“**Agent’s Option Shares**” means the Common Shares that may be purchased by the Agent on exercise of the Agent’s Option.

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

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

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

- (b) identifies the parties to the Qualifying Transaction;
- (c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and
- (d) identifies the conditions to any further formal agreements to complete the transaction; and

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

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

- (a) an Issuer of which the Person 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 an individual, a relative of that Person, including:
 - (i) that Person's spouse or child, or
 - (ii) any relative of that Person or of his spouse who has the same residence as that Person;
- but
- (e) where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D with respect to that Member firm, Member corporation or holding company.

“Closing” means the completion of the Offering.

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

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

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

“Control Person” means any Person or Company that holds or is one of a combination of Persons or Companies that holds a sufficient number of any of the securities of an Issuer so as to affect materially the control of that Issuer, or that holds more than 20% of the outstanding voting securities of an Issuer except

where there is evidence showing that the holder of those securities does not materially affect the control of the Issuer.

“**Corporate Finance Fee**” means the corporate finance fee of \$15,000 plus GST previously paid by the Corporation to the Agent.

“**Corporation**” means PKS Capital Corp., a corporation incorporated under the *Business Corporations Act* (British Columbia) and having its registered office in the City of Vancouver, in the Province of British Columbia.

“**CPC**” means a company:

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

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

“**Directors’ and Officers’ Options**” means options to be granted at the Closing of the Offering to directors and officers of the Corporation, which options entitle the holders to purchase an aggregate of 515,000 Common Shares at a price of \$0.10 per Common Share if the Offering is subscribed for. These options may be exercised for a period of 5 years from the date of such grant.

“**Escrow Agreement**” means the escrow agreement dated May 29, 2019 among the Corporation, the Trustee, and certain shareholders of the Corporation.

“**Exchange**” means the TSX Venture Exchange Inc.

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

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

“**Initial public offering**” or “**IPO**” means a transaction that involves an Issuer issuing securities from its treasury pursuant to its first prospectus.

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

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

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

“Listing Date” means the day that the Corporation’s Common Shares are listed for trading on the Exchange.

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

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

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

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

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

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

- (b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;
- (c) a “20% holder” – a Person that holds securities carrying more than 20% of the voting rights attached to the Issuer’s outstanding securities immediately before and immediately after the Issuer’s IPO or immediately after the Final Exchange Bulletin for non IPO transactions;
- (d) a “10% holder” – a Person that:
 - (i) holds securities carrying more than 10% of the voting rights attached to the Issuer’s outstanding securities immediately before and immediately after the Issuer’s IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and
 - (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Issuer or any of its material operating subsidiaries.

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

A Company, trust, partnership or other entity 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 applicable securities laws.

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

"Related Party Transaction" has the meaning ascribed to that term under Exchange Policy 5.9 incorporating by reference Ontario Securities Commission Rule 61-501, 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 bid, 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.

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

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

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

"Trustee" means Computershare Investor Services Inc., a trust corporation having an office in the City of Vancouver, in the Province of British Columbia.

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

PROSPECTUS SUMMARY

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

The Corporation:	PKS Capital Corp.
Business of the Corporation:	The Corporation is a CPC. 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. The Corporation has commenced the process of identifying potential acquisitions. To date, the Corporation has not yet identified a company or assets for a potential Qualifying Transaction. Furthermore, the Corporation has not entered into an Agreement in Principle. See “Business of the Corporation - Proposed Operations until Completion of a Qualifying Transaction”.
Offering:	2,500,000 Common Shares are being offered and qualified under this prospectus at a price of \$0.10 per Common Share. In addition, the Corporation will grant to the Agent the Agent’s Option to purchase up to 250,000 Agent’s Option Shares at a price of \$0.10 per Agent’s Option Share. The Agent’s Option may be exercised for a period of 24 months from the Listing Date. The Agent’s Option and the Directors’ and Officers’ Options are qualified for distribution under this prospectus. See “Plan of Distribution” and “Options to Purchase Securities”.
Use of Proceeds:	Under the Offering, the net proceeds to the Corporation, after deducting the Agent’s Commission of \$25,000, will be \$225,000. The net proceeds of this Offering, along with the proceeds from the prior sale of Common Shares, will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or \$210,000 may be used for purposes other than evaluating businesses or assets. See "Use of Proceeds," "Business of the Corporation" and "Risk Factors".
Directors and Management:	<ul style="list-style-type: none"> • Hari Varshney (Chief Executive Officer, Chief Financial Officer, Director and Promoter) • Peeyush Varshney (Director) • Mervyn Pinto (Director) • Debbie Lew (Secretary) <p>See “Directors, Officers and Promoter”.</p>

Escrow Securities:	All of the currently issued and outstanding 2,650,000 Common Shares of the Corporation issued at \$0.05 per Common Share will be deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See “Escrowed Securities”.
Risk Factors:	Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation’s business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote only part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment (based on the gross proceeds from this and prior issuances without deduction of selling and related expenses) per Common Share of 0.026 or 26%. There can be no assurance that an active and liquid market for the Corporation’s Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction. The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. Adverse tax consequences may arise if the Corporation does not list the Common Shares on the Exchange prior to the Closing in the manner contemplated under “Eligibility for Investment”. See “Business of the Corporation”, “Directors, Officers and Promoters - Conflicts of Interest”, “Capitalization”, “Dilution” and “Risk Factors”.

THE CORPORATION

The Corporation was incorporated on January 29, 2019, by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name “PKS Capital Corp.”

The head office of the Corporation is located at Suite 2050 - 1055 West Georgia Street, Vancouver, BC, V6E 3P3.

The registered and records office of the Corporation is located at 400 - 725 Granville Street, Vancouver, BC, V7Y 1G5.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As at February 28, 2019, the Corporation had accrued liabilities and accounts payable for auditing and legal fees in the amount of \$13,159 and paid a retainer of \$5,000 to its legal counsel, and incurred general administrative costs of \$1,321. Since that date and to the date hereof, the Corporation has incurred additional expenses of approximately \$38,841 and paid a retainer of \$10,000 to the Agent. Certain of the Offering proceeds will be utilized to satisfy the obligations of the Corporation related to the Offering, including the expenses of its auditor and legal fees, the fees of the Exchange, the Agent's Commission, the Corporate Finance Fee, the Agent's expenses and fees, and expenses and the fees of the securities regulatory authorities. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests. The Corporation currently intends to primarily pursue a Qualifying Transaction in the technology or industrial sector but there is no assurance that these will, in fact, be the business sectors of a proposed Qualifying Transaction or of the Corporation following the 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 pursuant to this Offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

The Corporation has commenced the process of identifying potential acquisitions. To date, the Corporation has not yet identified a company or assets for a potential Qualifying Transaction. Furthermore, the Corporation has not entered into an Agreement in Principle.

Method of Financing

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

Criteria for a Qualifying Transaction

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

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

Filings and Shareholder Approval of the Qualifying Transaction

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

- (a) file the filing statement on SEDAR at least seven business days prior to closing of the Qualifying Transaction, and issue a news release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the filing statement is available on SEDAR; or
- (b) mail the information circular and related proxy material to its shareholders in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval, at a meeting of shareholders.

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

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

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

Initial Listing Requirements

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

Trading Halts, Suspensions and Delisting

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

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

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

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

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

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

- (a) obtain majority shareholder approval for the transfer to NEX exclusive of the votes of Non Arm's Length Parties of the Corporation; and
- (b) either:
 - (i) cancel all Seed Shares purchased by Non Arm's Length Parties to the Corporation at a discount to the IPO price, in accordance with section 11.2(a) of the CPC Policy, as if the Corporation had delisted from the Exchange, or

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

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

Refusal of Qualifying Transaction

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

- (a) the Resulting Issuer fails to satisfy the applicable Initial Listing Requirements of the Exchange;
- (b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:
 - (i) a Member firm of the Exchange;
 - (ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such Member firm; and
 - (iii) Associates of any such person,collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;
- (c) the Resulting Issuer will be a financial institution, finance company, finance issuer or mutual fund, as defined in the securities legislation;
- (d) the majority of the directors and senior officers of the Resulting Issuer are not residents of Canada or the United States or are individuals who have not demonstrated positive association as directors or officers with public companies that are subject to a regulatory regime comparable to the companies listed on a Canadian exchange; or
- (e) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Net Proceeds

The gross proceeds to be received by the Corporation from the sale of the Common Shares offered by this prospectus will be \$250,000. The gross proceeds received by the Corporation from the sale of Common Shares prior to the date of this prospectus are equal to \$132,500. No issue costs were allocated towards the issuance of these prior issued Common Shares. From the aggregate gross proceeds of \$250,000, will be deducted the expenses and costs of this issue, including legal, accounting, audit and printing costs, regulatory fees and the Agent's Commission, the Corporate Finance Fee, the Agent's fees and expenses and all applicable taxes, estimated in the aggregate to be approximately \$103,690. The Corporation estimates that \$274,714 will be available to the Corporation from the sale of Common Shares distributed by this prospectus and prior sales of Common Shares.

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

Item	Offering
Gross cash proceeds raised prior to this Offering (seed shares) ⁽¹⁾	\$132,500
Expenses and costs relating to raising seed share proceeds	Nil ⁽²⁾
Gross cash proceeds to be raised pursuant to this Offering	\$250,000
Administrative costs of the Corporation paid to date	(\$4,097)
Estimated expenses and costs relating to the Offering ⁽³⁾	(\$103,690)
Estimated funds available on completion of the Offering ⁽⁴⁾	\$274,713
Funds available for identifying and evaluating assets or business prospects ⁽⁴⁾⁽⁵⁾	\$221,140
Estimated general and administrative expenses until Completion of a Qualifying Transaction ⁽⁶⁾	\$53,573
Total Net Proceeds	\$274,713

Notes:

- (1) See "Prior Sales".
- (2) No issue costs have been allocated towards the issuance of these shares. See the Corporation's balance sheet as at February 28, 2019.
- (3) Includes listing and filing fees, the Agent's Commission, the Corporate Finance Fee and the Agent's fees and expenses, the Corporation's legal fees, audit fee, the Agent's legal fees and other expenses.
- (4) In the event the Agent exercises the Agent's Option and the Directors' and Officers' Options are exercised there will be available to the Corporation a maximum of an additional \$76,500 which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.
- (5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire \$221,140 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.
- (6) The Corporation has entered into a rent and administrative services agreement with Varshney Capital Corp. effective February 1, 2019 (the "**Rent and Administrative Services Agreement**") pursuant to which the Corporation will pay \$1,250 per month plus applicable taxes. As of the date hereof, the Corporation has paid \$5,000 plus applicable taxes to Varshney Capital Corp. pursuant to the Rent and Administrative Services Agreement. Hari Varshney and Peeyush Varshney are also directors of Varshney Capital Corp. See "Material Contracts", "Executive Compensation", and "Interests of Management and Others in Material Transactions".

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

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

Permitted Use of Funds

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

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

- (i) valuations or appraisals;

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

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

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

Restrictions on Use of Proceeds

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

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

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

Private Placements for Cash

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

Prohibited Payments to Non Arm's Length Parties

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

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

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

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

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

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale to the public on a "commercially reasonable efforts" agency basis 2,500,000 Common Shares, at \$0.10 per Common Share for aggregate gross proceeds of \$250,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive the Agent's Commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. The Corporation has previously paid the Agent the Corporate Finance Fee of \$15,000 plus GST. In addition, the Corporation will pay the Agent's

reasonable legal fees, plus disbursements and taxes, and any other reasonable expenses of the Agent estimated to be \$15,000 plus GST.

The Corporation has also agreed to grant to the Agent, and any sub-agents, the non-transferable Agent's Option which entitles the Agent and any sub-agents to purchase up to 250,000 Agent's Option Shares at \$0.10 per Agent's Option Share, which may be exercised for a period of 24 months from the Listing Date. All of the Agent's Option is qualified for distribution under this prospectus. Not more than 50% of the Agent's Option Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the completion of the Qualifying Transaction.

The Corporation has granted the Agent a right of first refusal (the "**ROFR**"), for a period of one (1) year from the date of Closing, whereby the Agent will have the exclusive right and opportunity to lead any offering of securities of the Corporation to be issued and sold to the public in Canada by private placement or public offering or to provide professional, sponsorship or advisory services performed (or normally performed) by a broker or investment dealer. The ROFR is to be exercised pursuant to certain conditions as stated in the Agency Agreement.

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

Commercially Reasonable Efforts Offering and Minimum Distribution

This Offering is made on a "commercially reasonable efforts" basis by the Agent and is subject to the completion of 2,500,000 Common Shares for gross proceeds to the Corporation of \$250,000. Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the total Common Shares offered under this prospectus, or 50,000 Common Shares (\$5,000). In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% of the total number of Common Shares offered under this prospectus, or 100,000 Common Shares (\$10,000). Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. The funds received from the Offering will be deposited with the Agent, and will not be released until proceeds of \$250,000 have 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 Agent and Persons or Companies who subscribed within that period, and in any event not later than 180 days from the date of a receipt for the final prospectus, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities Being Distributed

The Corporation also proposes to grant the Directors' and Officers' Options at the Closing of the Offering in accordance with the policies of the Exchange, which options are qualified for distribution pursuant to this prospectus. The Directors' and Officers' Options entitle the holders thereof to purchase an aggregate of 515,000 Common Shares at a price of \$0.10 per Common Share. Such options may be exercised for a period of 5 years from the date of such grant. See "Plan of Distribution" and "Options to Purchase Securities".

Determination of Price

The offering price of the Common Shares hereunder was determined by negotiation between the Corporation and the Agent in accordance with the CPC Policy.

Listing Application

There is currently no market through which these securities may be sold. The Exchange has conditionally accepted the listing of these Common Shares. Listing will be subject to the Corporation fulfilling all the listing 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.

Subscriptions by and Restrictions on the Agent

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

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the members of the Pro Group is 20% of the issued and outstanding Common Shares of the 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 pursuant to this prospectus, the grant of the Agent's Option and the grant of the Directors' and Officers' Options, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to MI 11-102 and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 2,650,000 are issued and outstanding as fully paid and non-assessable. The Corporation has reserved 2,500,000 Common Shares for issuance under this prospectus. The Corporation has also reserved an additional 250,000 Common Shares for issuance pursuant to the

Agent’s Option and 515,000 Common Shares for issuance, subject to regulatory approval, for the Directors’ and Officers’ Options.

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

CAPITALIZATION

Designation of Security	Amount Authorized	Amount Outstanding as of February 28, 2019 ⁽¹⁾	Amount Outstanding as of the Date Hereof ⁽¹⁾	Amount Outstanding After Giving Effect to the Offering ⁽²⁾⁽³⁾
Common Shares	Unlimited	\$132,500 (2,650,000 Common Shares)	\$132,500 (2,650,000 Common Shares)	\$382,500 (5,150,000 Common Shares)

Notes:

- (1) As at February 28, 2019 and as of the date hereof, the Corporation had not commenced commercial operations.
- (2) 250,000 Common Shares are reserved for issuance pursuant to the Agent’s Option at \$0.10 per Agent’s Option Share and 515,000 Common Shares are reserved for issuance pursuant to the Directors’ and Officers’ option at \$0.10 per Common Share. See “Plan of Distribution” and “Options to Purchase Securities”.
- (3) Based on gross proceeds of the Offering of \$250,000 and before deducting the Agent’s Commission, filing fees, the Corporate Finance Fee and expenses and the other costs of this Offering, estimated at \$103,690.

OPTIONS TO PURCHASE SECURITIES

The Corporation’s stock option plan (the “**Stock Option Plan**”) was approved on March 11, 2019.

The Directors’ and Officers’ Options to purchase 515,000 Common Shares, to be granted to the directors and officers of the Corporation at Closing, are qualified for distribution pursuant to this prospectus.

The Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the Stock Option Plan and Exchange requirements, grant to directors, officers, and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that until the completion of the Qualifying Transaction: (a) the total number of Common Shares reserved for issuance may not exceed 10% of the issued and outstanding Common Shares as at the Closing, (b) options granted to a director or an officer individually may not exceed five percent (5%) of the issued and outstanding Common Shares as at the Closing, and (c) options granted to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares as at the Closing. Additionally, no options may be granted to investor relations service providers and the exercise price cannot be less than the greater of the IPO price and the discounted market price. 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 option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See “Escrow Securities”.

The Directors’ and Officers’ Options will be granted at the Closing of the Offering, are qualified for distribution pursuant to this prospectus and are expected to be allocated on the following basis:

Optionee	Number of Common Shares Reserved Under Option under the Offering	Exercise Price	Expiry Date
Hari Varshney	257,500	\$0.10	5 Years from the date of grant
Peeyush Varshney	100,000	\$0.10	5 Years from the date of grant
Mervyn Pinto	100,000	\$0.10	5 Years from the date of grant
Debbie Lew	57,500	\$0.10	5 Years from the date of grant
Total:	515,000		

PRIOR SALES

Since the date of incorporation of the Corporation, 2,650,000 Common Shares have been issued as follows:

Date	Number of Common Shares ⁽¹⁾	Issue Price Per Share	Aggregate Issue Price	Consideration Received
January 29, 2019	1 ⁽²⁾	\$1.00	\$1.00	Cash
January 29, 2019	2,650,000	\$0.05	\$132,500	Cash

Notes:

- (1) These Common Shares will be held in escrow. See “Escrowed Securities”.
- (2) This Common Share was issued to the incorporator of the Corporation and has been repurchased and cancelled.

ESCROWED SECURITIES

An aggregate of 2,650,000 Common Shares issued prior to this Offering (which were issued at a price of \$0.05 per Common Share) and all Common Shares that may be acquired from treasury of the Corporation by Non Arm’s Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with the Trustee under the Escrow Agreement.

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

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

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

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

Name and Municipality of Residence of Shareholder	Number of Common Shares Held Prior to Offering	Number of Escrowed Common Shares	Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering	Percentage of Common Shares of the Corporation After Giving Effect to the Offering ⁽¹⁾⁽²⁾
Hari Varshney Vancouver, BC	1,350,000	1,350,000	50.94%	26.21%
Peeyush Varshney Vancouver, BC	1,100,000	1,100,000	41.51%	21.36%
Mervyn Pinto Surrey, BC	100,000	100,000	3.77%	1.94%
Debbie Lew Vancouver, BC	100,000	100,000	3.77%	1.94%
Total	2,650,000	2,650,000	100%	51.46%

Notes:

- (1) Assuming no Common Shares are purchased by these persons under the Offering.
(2) Assuming the Directors' and Officers' Options and the Agent's Option have not been exercised.

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 that could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any control person of the holding company not to transfer the shares of that company.

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

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

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

If a Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement, each Non Arm's Length Party to the Corporation who holds escrowed Common Shares acquired at a price below the Offering price under this prospectus has irrevocably authorized and directed the 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 pursuant to a value security agreement (the "**Value Security Escrow Agreement**"). "Value Securities" are securities issued pursuant to a transaction for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement. However, if at least 75% of the securities issued pursuant to the Qualifying Transaction are not Value Securities, all securities issued pursuant to the Qualifying Transaction will be deposited into a surplus security escrow agreement (a "**Surplus Security Escrow Agreement**").

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

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

Escrowed Securities on Private Placement

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

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

- (b) the private placement is announced concurrently with the Agreement in Principle and
- (i) at least 75% of the proceeds from the private placement are not from Principals of the Corporation or the proposed Resulting Issuer,
 - (ii) if subscribers, other than Principals of the Corporation or the proposed Resulting Issuer, will obtain securities subject to hold periods, then in addition to any resale restrictions under applicable securities legislation, any securities issued to such Principals will be subject to a four month hold period, and
 - (iii) none of the proceeds of the private placement are allocated to pay compensation or to settle indebtedness owing to Principals of the Resulting Issuer.

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares	Percentage of Common Shares Owned Prior to Giving Effect to the Offering	Percentage of Common Shares Owned After Giving Effect to the Offering ⁽¹⁾⁽²⁾
Hari Varshney ⁽³⁾ Vancouver, BC	Direct and Beneficial	1,350,000	50.94%	26.21%
Peeyush Varshney ⁽³⁾ Vancouver, BC	Direct and Beneficial	1,100,000	41.51%	21.36%

Notes:

- (1) Assuming no Common Shares are purchased by these persons under the Offering.
- (2) Assuming no Common Shares are purchased by these persons under the Offering and assuming full exercise of the Agent's Option and the Directors' and Officers' Options; on a fully diluted basis under the Offering, Hari Varshney will hold 1,607,500 Common Shares (27.18%) and Peeyush Varshney will hold 1,200,000 Common Shares (20.29%), of the then 5,915,000 issued and outstanding Common Shares.
- (3) Hari Varshney is the father of Peeyush Varshney and they are Associates as a result of their relationship.

DIRECTORS, OFFICERS AND PROMOTERS

The following are the names and municipalities of residence of the directors, officers and Promoters of the Corporation, their positions and offices with the Corporation and their principal occupations during the last five years:

Name, Municipality of Residence and Position	Director/ Officer Since	Principal Occupation for Past Five Years	Common Shares Held (Percentage and Number of Common Shares before the Closing of the Offering)	Number and Percentage of Common Shares Beneficially Owned Directly or Indirectly Upon Completion of the Offering ⁽¹⁾
Hari Varshney ⁽²⁾ Vancouver, BC <i>Chief Executive Officer, Chief Financial Officer, Director, and Promoter</i>	January 29, 2019	Principal with Varshney Capital Corp., from 1999 to present; director and/or executive officer of various publicly traded companies.	1,350,000 Common Shares (50.94%)	1,350,000 Common Shares (26.21%)
Peeyush Varshney ⁽²⁾ Vancouver, BC <i>Director</i>	January 29, 2019	Principal of Varshney Capital Corp. from November 1999 to present; director and/or executive officer of various publicly traded companies.	1,100,000 Common Shares (41.51%)	1,100,000 Common Shares (21.36%)
Mervyn Pinto ⁽²⁾ Surrey, BC <i>Director</i>	January 29, 2019	President and CEO of Minaean SP Construction Corp.; director and executive officer of various publicly traded companies.	100,000 Common Shares (3.77%)	100,000 Common Shares (1.94%)
Debbie Lew Vancouver, BC <i>Secretary</i>	January 29, 2019	Finance and Administration Manager of Varshney Capital Corp. since July 2006; Officer of various publicly traded companies.	100,000 Common Shares 3.77%	100,000 Common Shares (1.94%)

Notes:

- (1) Assuming that no Common Shares are purchased by these persons under the Offering.
(2) Denotes a member of the Audit Committee of the Corporation.

The term of the directors expire annually at the time of the Corporation's annual general meeting. The term of office of the officers expire at the discretion of the Corporation's directors.

Hari Varshney- Age: 76 - Chief Executive Officer, Chief Financial Officer, Director, and Promoter

Mr. Varshney is the Chief Executive Officer, Chief Financial Officer and a director of the Corporation and has served in this position since January 29, 2019.

Hari Varshney, a Chartered Accountant since 1971, was elected a Fellow of the Institute of Chartered Accountants in 2004. He obtained his B. Comm (1960) and M. Comm (1962) from Agra University in India. Since 1999 he has focused on the capital markets through Varshney Capital Corp., a merchant banking, venture capital and corporate advisory firm in which he is a director and cofounder. He is currently a director and/or officer of several public companies listed on the TSX Venture Exchange. Mr. Varshney has been involved in various businesses including solar powered energy, mining and technology. See "Other Reporting Issuer Experience".

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

Peeyush Varshney- Age: 52 - Director

Mr. Varshney is a director of the Corporation and has served in this position since January 29, 2019.

Mr. Varshney obtained a Bachelor of Commerce Degree (Finance) in 1989 and a Bachelor of Laws in 1993, both from the University of British Columbia. He has been a member of the Law Society of British Columbia since September 1994. Mr. Varshney worked as an associate lawyer at the law firm of Campney & Murphy, of Vancouver, British Columbia, from September 1994 to July 1996, primarily in corporate and securities law. Mr. Varshney has been actively involved in the capital markets since 1996 and is a director of Varshney Capital Corp., a private merchant banking, public venture capital and corporate advisory firm. He is currently a director or officer of several public companies listed on the TSX Venture Exchange and the Toronto Stock Exchange. He is also a director of The Varshney Family Charitable Foundation and is a past member of the Business Families Center Advisory Board at the Sauder School of Business. See “Other Reporting Issuer Experience”.

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

Mervyn Pinto– Age: 69 –Director

Mr. Pinto is a director of the Corporation and has served in this position since January 29, 2019.

Mr. Pinto has been the President and CEO of Minean SP Construction Corp. since 2003. He is an entrepreneur and was an owner-operator of a shipping company operating out of India and the Middle East. He is also the founder and promoter of Minean SP Construction Corp. Mr. Pinto received his Masters at LBS Nautical College. See “Other Reporting Issuer Experience”.

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

Debbie Lew – Age: 39 - Secretary

Ms. Lew is the Secretary of the Corporation and has served in this position since January 29, 2019.

Ms. Lew has been with Varshney Capital Corp., a Vancouver-based merchant banking, venture capital and corporate advisory services firm, for over 18 years and took on the management role in finance and administration in 2006. Ms. Lew obtained her designation as a CPA, CGA in 2007. Ms. Lew is an officer of various publicly traded companies. See “Other Reporting Issuer Experience”.

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

Other Corporate Information

Pursuant to 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 Hari Varshney, Peeyush Varshney and Mervyn Pinto.

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.

Prior to this Offering, the directors and officers beneficially own, directly or indirectly, or have control or direction over, an aggregate of 2,650,000 Common Shares, representing 100% of the issued and outstanding Common Shares as at the date hereof and 51.46% assuming completion of the Offering.

Other Reporting Issuer Experience

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

Name of Director, Officer or Promoter	Name of Reporting Issuer	Market⁽¹⁾	Position	Term From - To
Hari Varshney	Blissco Cannabis Corp. (formerly Trigen Resources Inc.)	CSE	Director	January 2017 – February 2018
			President	January 2017 – February 2018
	Margaret Lake Diamonds Inc. (formerly JDV Capital Corp.)	TSXV	Director	February 2011 – March 2014
			President, CEO	June 2011 – April 2014
	Minaean SP Construction Corp.	TSXV	Director	August 2013 – Present
			CFO	August 2015 – Present
Open Gold Corp.	TSXV	Director CEO, President	August 2009 – March 2017 July 2013 – March 2017	
Voti Detection Inc. (formerly Steamsand Capital Corp.)	TSXV	Director	May 2017 – November 2018	
		CEO, CFO, Secretary	May 2017 – November 2018	
Westbay Ventures Inc. (formerly Afrasia Mineral Fields Inc. and currently Cryptanite Blockchain Technologies Corp.)	CSE	Director	January 2017 - March 2018	
Peeyush Varshney	betterU Education Corp.	TSXV	Director	August 2009 – March 2017
	Blissco Cannabis Corp. (formerly Trigen Resources Inc.)	CSE	Director	June 2002 – January 2017
			President, CEO	May 2008 – January 2017
	Broome Capital Inc.	TSXV	Director	August 2012 – July 2016
	Cryptanite Blockchain Technologies Corp. (formerly Westbay Ventures Inc.)	CSE	Director	November 1998 – January 2017
	E3 Metals Corp. (formerly Savannah Gold Corp.)	TSXV	Director	May 2017 – Present
			President, CEO	July 2007 – January 2017
	Margaret Lake Diamonds Inc. (formerly JDV Capital Corp.)	TSXV	Director	June 2011 – June 2017
	Minaean SP Construction Corp.	TSXV	Director	March 1999 – August 2015
	Mountain Province Diamonds Inc.	TSX	Director	April 2007 – Present
Voti Detection Inc. (formerly Steamsand Capital Corp.)	TSXV	Director	May 2017 – November 2018	
ZincX Resources Corp (formerly Canada Zinc Metals Corp.)	TSXV	Director	November 2004 - Present	
		President	October 2009 - Present	

Name of Director, Officer or Promoter	Name of Reporting Issuer	Market ⁽¹⁾	Position	Term From - To
			CEO	September 2007 – Present
Mervyn Pinto	Blisso Cannabis Corp. (formerly Trigen Resources Inc.)	CSE	Director	November 2012– February 2018
	Cryptanite Blockchain Technologies Corp. (formerly Westbay Ventures Inc.)	CSE	Director	August 2010 – November 2017
	E3 Metals Corp. (formerly Savannah Gold Corp.)	TSXV	Director	July 2007 – May 2017
	Genview Capital Corp.	TSXV	Director	November 2012 – April 2016
	Kepler Acquisition Corp.	TSXV	Director President, CEO, CFO, and Secretary	June 2018 – Present June 2018 – Present
	Minaean SP Construction Corp.	TSXV	Director President, CEO	April 2003 – Present April 2003 – Present
Debbie Lew	AAJ Capital 2 Corp.	TSXV	Secretary	January 2019 – Present
	Blisso Cannabis Corp. (formerly Trigen Resources Inc.)	CSE	CFO Secretary	July 2007 – February 2018 November 2006 – February 2018
	Crypanite Blockchain Technologies Corp. (formerly Westbay Ventures Inc.)	CSE	Secretary Director	July 2006 – March 2018 March 2015 – March 2018
	E3 Metals Corp. (formerly Savannah Gold Corp.)	TSXV	Secretary, CFO	July 2007 – June 2018
	Margaret Lake Diamonds Inc. (formerly JDV Capital Corp.)	TSXV	CFO, Secretary	April 2014 –November2018
	Minaean SP Construction Corp.	TSXV	Secretary	July 2006 – Present
	Open Gold Corp.	TSXV	CFO, Secretary	August 2009 – March 2017
	PharmaCielo Ltd. (formerly AAJ Capital 1 Corp.)	TSXV	Secretary	July 2017 – January 2019
	ZincX Resources Corp (formerly Canada Zinc Metals Corp.)	TSXV	Secretary	July 2006 – Present

Notes:

(1) “CSE” is the Canadian Securities Exchange, the “NEX” is a separate board on the Exchange for listed companies that no longer meet the Exchange’s ongoing listing standards and the “TSXV” is the TSX Venture Exchange.

Corporate Cease Trade Orders or Bankruptcies

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

Penalties or Sanctions

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

Personal Bankruptcies

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

Conflicts of Interest

There are potential conflicts of interest to which the directors, officers, Insiders and Promoters of the Corporation may be subject in connection with the operations of the Corporation. All of the directors, officers, Insiders and Promoters are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the search by the Corporation for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may arise where the directors, officers, Insiders and Promoters will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Business Corporations Act* (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 or indirectly, by the Corporation to a Non Arm's Length Party to the Corporation or a Non Arm's Length Party to the Qualifying Transaction, or to any person engaged in investor relations activities in respect of the securities of the Corporation or any Resulting Issuer by any means, including:

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

Although 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**"). As of the date hereof, the Corporation has paid \$5,000 plus applicable taxes to Varshney Capital Corp. pursuant to the Rent and Administrative Services Agreement. No reimbursement may be made for any payment made to lease or buy a vehicle.

Following Completion of the Qualifying Transaction, it is anticipated that the Corporation shall pay compensation to its officers and may compensate its directors in addition to granting additional incentive

stock options pursuant to the Stock Option Plan. However, no payment other than the Permitted Reimbursements, will be made by the Corporation or by any party on behalf of the Corporation, after Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction.

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of \$0.026 per Common Share or 26% on the basis of there being 5,150,000 Common Shares of the Corporation issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to the filing of this prospectus, without deduction of commissions or related expenses incurred by the Corporation, as set forth below:

Item	Total Offering under Minimum Offering(\$)
Gross proceeds of prior share issues	132,500
Gross proceeds of this Offering	<u>250,000</u>
Total gross proceeds after this Offering	<u>382,500</u>
Offering price per share	0.10
Proceeds per share after this Offering	<u>0.074</u>
Dilution per share to subscriber	<u>0.026</u>
Percentage of dilution in relation to offering price	<u>26%</u>

RISK FACTORS

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

- (a) the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;
- (b) investment in the Common Shares offered by this Prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development;
- (c) the directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See "Directors, Officers and Promoter - Conflicts of Interest";
- (d) the Corporation is relying solely on its past business experience of its directors and officers to identify a Qualifying Transaction of merit. The success of the Corporation is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Corporation. In such event, the Corporation will seek satisfactory replacements but there can be no guarantee that appropriate personnel may be found.

- (e) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of \$0.026 per Common Share or 26%;
- (f) there can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell its Common Shares;
- (g) 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;
- (h) 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. The Corporation will also be in competition with other corporations with greater resources;
- (i) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;
- (j) Completion of the Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and, in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval;
- (k) 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;
- (l) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Corporation will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Corporation will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction;
- (m) trading in the Common Shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required;
- (n) the Exchange will generally suspend trading in the Corporation's Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the Listing Date;
- (o) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- (p) in the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service of notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;

- (q) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation; and
- (r) subject to prior acceptance by the Exchange, the Corporation may be permitted to loan or advance up to an aggregate of \$250,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan; and
- (s) if the Corporation does not list the Common Shares on the Exchange prior to the time of closing in the manner contemplated under the heading “Eligibility for Investment”, adverse tax consequences may arise with respect to any Common Shares held in RRSPs, RRIFs, TFSA or other deferred plans.

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

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

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

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

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Miller Thomson LLP, on behalf of the Corporation, and by DLA Piper (Canada) LLP, on behalf of the Agent.

The partners and associates of Miller Thomson LLP and DLA Piper (Canada) LLP collectively do not own any of the Common Shares as at the date hereof. Additionally, the partners and associates of Miller Thomson LLP and DLA Piper (Canada) LLP may subscribe for additional Common Shares pursuant to the Offering.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The independent auditor of the Corporation is Smythe LLP, 1700 – 475 Howe Street, Vancouver, British Columbia, Canada V6C 2B3. Smythe LLP is independent of the Corporation, in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

Computershare Investor Services Inc., at its Vancouver office located at 2nd Floor, 510 Burrard Street, Vancouver, BC V6C 3B9, is the transfer agent and registrar for the Corporation's Common Shares.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers of the Corporation have all acquired Common Shares prior to the Offering and are expected to receive the Directors' and Officers' Options.

As of the date hereof, the Corporation has paid \$5,000 plus applicable taxes to Varshney Capital Corp. pursuant to the Rent and Administrative Services Agreement. Hari Varshney and Peeyush Varshney are also directors of Varshney Capital Corp. See "Executive Compensation".

Except as disclosed elsewhere herein, none of the directors, officers or principal shareholders of the Corporation, and no Associate or Affiliate of any of them, has or has had any material interest in any transaction that materially affects the Corporation. See "Options to Purchase Securities", "Escrow Securities" and "Principal Shareholders".

MATERIAL CONTRACTS

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

1. Agency Agreement dated as of May 29, 2019 between the Corporation and the Agent. See "Plan of Distribution".
2. Escrow Agreement dated as of May 29, 2019 among the Corporation, the Trustee and those shareholders that executed such agreement. See "Escrowed Securities".
3. Rent and Administrative Services Contract dated as of February 1, 2019 between the Corporation and Varshney Capital Corp.
4. Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated as of February 11, 2019 between the Corporation and the Trustee.
5. Stock Option Plan adopted by the Board of Directors.

Copies of these agreements will be available for inspection at the head office of the Corporation located at Suite 2050 – 1055 West Georgia Street, Vancouver, BC V6E 3P3, during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter. Copies of these agreements will also be available on the Corporation's SEDAR profile at www.sedar.com.

OTHER MATERIAL FACTS

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

DIVIDEND POLICY

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

PROMOTERS

Hari Varshney, the Chief Executive Officer, Chief Financial Officer, and a director of the Corporation may be considered to be the promoter of the Corporation in that he took the initiative in organizing the business of the Corporation. As of the date hereof, Mr. Varshney is the direct owner of 1,350,000 Common Shares, and has been granted 257,500 stock options exercisable at a price of \$0.10 per Common Share pursuant to the Stock Option Plan. See “Options to Purchase Securities”, “Escrowed Securities”, “Principal Shareholders” and “Directors, Officers and Promoters”.

PURCHASERS’ STATUTORY RIGHTS

Securities legislation in the province of British Columbia provides purchasers with the right to withdraw from an agreement to purchase securities. The right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission 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 any applicable provisions of the securities legislation of the purchaser’s province for the particulars of these rights or consult with a legal adviser.

ELIGIBILITY FOR INVESTMENT

In the opinion of Miller Thomson LLP, counsel to the Corporation, based on the provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the “**Tax Act**”) in force on the date hereof, provided the Common Shares are listed on a “designated stock exchange” (as such term is defined in the Tax Act and which currently includes the Exchange) or the Corporation is otherwise a “public corporation” (as that term is defined in the Tax Act) at the particular time, the Common Shares will at that time be a “qualified investment” under the Tax Act for a trust governed by a “registered retirement savings plan” (“**RRSP**”), “registered retirement income fund” (“**RRIF**”), “tax-free savings account” (“**TFSA**”), “registered education savings plan” (“**RESP**”), “deferred profit sharing plan” and “registered disability savings plan” (“**RDSP**”), as those terms are defined in the Tax Act (collectively, the “**Plans**”). **Holders who intend to hold Common Shares in a Plan should consult their own tax advisors regarding whether such securities are a “qualified investment” at the relevant time for such Plan.**

The Common Shares are not currently listed on a “designated stock exchange” and the Corporation is not currently a “public corporation”, as those terms are defined in the Tax Act. It is counsel’s understanding that the Corporation has applied to list the Common Shares on the Exchange as of the day before Closing, followed by an immediate halt in trading of the Common Shares in order to allow the Corporation to satisfy the conditions of the Exchange and to have the Common Shares listed and posted for trading prior to the issuance of the Common Shares on Closing. The Corporation must rely on the Exchange to list the Common Shares on the Exchange and have them posted for trading prior to the issuance of the Common Shares on Closing and to otherwise proceed in such manner as may be required to result in the Common Shares being listed on the Exchange at the time of their issuance on Closing. If the Common Shares are not listed on a “designated stock exchange” (which currently includes the Exchange) at the time of their issuance on Closing and the Corporation is not otherwise a “public

corporation” at that time, the Common Shares will not be “qualified investments” for the Plans at that time.

Notwithstanding that a Common Share may be a qualified investment for a TFSA, RRSP, RRIF, RDSP or RESP (a “**Registered Plan**”), the holder, subscriber or annuitant of the Registered Plan, as the case may be, will be subject to a penalty tax as set out in the Tax Act in respect of the Common Shares if such Common Shares are a “prohibited investment” for the Registered Plan for purposes of the Tax Act. The Common Shares will generally be a “prohibited investment” for a Registered Plan if the holder, subscriber or annuitant, as the case may be, does not deal at arm’s length with the Corporation for the purposes of the Tax Act or has a “significant interest” (as defined in the Tax Act) in the Corporation. In addition, the Common Shares generally will not be a prohibited investment if the Common Shares are “excluded property” within the meaning of the Tax Act for the Registered Plan. **Holders, subscribers or annuitants who intend to hold Common Shares in a Registered Plan should consult their own tax advisors in regard to the application of these rules in their particular circumstances.**

SCHEDULE "A"- FINANCIAL STATEMENTS

Financial Statements of the Corporation, audited for the period from Incorporation to year ended February 28, 2019.

PKS CAPITAL CORP.

Financial Statements

For the Period from the Date of Incorporation (January 29, 2019) to February 28, 2019

Expressed in Canadian Dollars

PKS CAPITAL CORP.

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INDEPENDENT AUDITORS' REPORT

TO THE BOARD OF DIRECTORS OF PKS CAPITAL CORP.

Opinion

We have audited the financial statements of PKS Capital Corp. (the "Company"), which comprise the statement of financial position as at February 28, 2019 and the statements of changes in equity, loss and comprehensive loss and cash flows for the period from incorporation on January 29, 2019 to February 28, 2019, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at February 28, 2019 and its financial performance and its cash flows for the period from incorporation on January 29, 2019 to February 28, 2019 in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that the Company incurred a net loss during the period from incorporation on January 29, 2019 to February 28, 2019. As stated in note 1, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in the Prospectus dated May 29, 2019 ("Prospectus").

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained the Prospectus prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ♦ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ♦ Obtain an understanding of internal control relevant to the audit 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.
- ♦ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ♦ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ♦ Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

The engagement partner on the audit resulting in this independent auditors' report is Kevin Yokichi Nishi.

Smythe LLP

Chartered Professional Accountants

Vancouver, British Columbia
May 29, 2019

PKS CAPITAL CORP.

Statement of Financial Position
(Expressed in Canadian Dollars)

	Notes	February 28, 2019
Assets		
Current assets:		
Cash		\$ 132,492
Prepaid expenses		5,000
		\$ 137,492
Liabilities and Shareholders' Equity		
Current liabilities:		
Accrued liabilities and accounts payable		\$ 13,159
Due to related parties	5	6,313
		19,472
Shareholders' equity:		
Share capital	4	132,500
Deficit		(14,480)
		118,020
		\$ 137,492

Approved on behalf of the board of directors:

"Hari Varshney" (signed)

Hari Varshney, Director

"Peeyush Varshney" (signed)

Peeyush Varshney, Director

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

PKS CAPITAL CORP.

Statement of Changes in Equity
(Expressed in Canadian Dollars)

		Share capital			
	Note	Shares	Amount	Deficit	Total Equity
Balance, January 29, 2019 (Date of Incorporation)		1	\$ -	\$ -	-
Repurchase and cancellation of incorporation share		(1)	-	-	-
Common shares issued for cash	4	2,650,000	132,500	-	132,500
Net loss for the period		-	-	(14,480)	(14,480)
Balance, February 28, 2019		2,650,000	\$ 132,500	\$ (14,480)	118,020

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

PKS CAPITAL CORP.

Statement of Loss and Comprehensive Loss

For the Period from the Date of Incorporation (January 29, 2019) to February 28, 2019

(Expressed in Canadian Dollars)

	Note		2019
Expenses:			
Administrative fees	5	\$	1,313
Bank charges			8
Professional fees			13,159
Net and comprehensive loss		\$	(14,480)
Loss per common share			
- basic and diluted		\$	(0.01)
Weighted average number of common shares outstanding			
- basic and diluted			2,650,000

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

PKS CAPITAL CORP.

Statement of Cash Flows

For the Period from the Date of Incorporation (January 29, 2019) to February 28, 2019
(Expressed in Canadian Dollars)

	2019
Cash provided by (used in):	
Operating activities	
Net loss for the period	\$ (14,480)
Changes in non-cash working capital:	
Prepaid expenses	(5,000)
Accrued liabilities and accounts payable	13,159
Due to related parties	6,313
	(8)
Financing activity	
Issuance of common shares	132,500
Change in cash	132,492
Cash, beginning of period	–
Cash, ending of period	\$ 132,492

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

PKS CAPITAL CORP.

Notes to the Financial Statements

For the Period from the Date of Incorporation (January 29, 2019) to February 28, 2019

(Expressed in Canadian Dollars)

1. NATURE OF BUSINESS AND GOING CONCERN

PKS Capital Corp. (the “Company”) was incorporated under the laws of the Province of British Columbia on January 29, 2019. The Company was formed for the primary purpose of completing an Initial Public Offering (“IPO”) on the TSX Venture Exchange (“Exchange”) as a Capital Pool Corporation (“CPC”) as defined in Policy 2.4 of the Exchange. The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction (“QT”). The Company has not commenced operations and has no assets other than cash and prepaid legal expenses. The Company’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and in the case of a non-arms’ length transaction, of the majority of the minority shareholders.

The Company’s head office and principal address is Suite 2050-1055 West Georgia Street, PO Box 11121, Royal Centre, Vancouver, BC V6E 3P3. The registered and records office is Suite 400, 725 Granville Street, Vancouver, BC V7Y 1G5.

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. There are material uncertainties that may cast significant doubt about the appropriateness of the going concern assumption as the Company has not generated any revenues. The Company’s continuing operations as intended are dependent upon the Company’s ability to complete a QT as discussed above. Should the Company fail to complete a Qualifying Transaction, its ability to raise sufficient financing to maintain operations may be impaired, and accordingly, the Company may be unable to realize the carrying value of its net assets.

Subsequent to February 28, 2019, the Company is in the process of applying to list its common shares on the Exchange and completing a public offering of common shares. Please see Note 9.

2. BASIS OF PRESENTATION

These financial statements were authorized for issue on May 29, 2019 by the directors of the Company.

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”) and Interpretations issued by the International Financial Reporting Interpretations Committee (“IFRIC”).

PKS CAPITAL CORP.

Notes to the Financial Statements

For the Period from the Date of Incorporation (January 29, 2019) to February 28, 2019

(Expressed in Canadian Dollars)

2. BASIS OF PRESENTATION (cont'd)

Basis of presentation

The financial statements of the Company have been prepared on an accrual basis, except for cash flow information and are based on historical costs, modified where applicable. These financial statements are presented in Canadian dollars unless otherwise noted.

Significant estimates and assumptions

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

Estimates and assumptions where there is significant risk of material adjustments to assets and liabilities in future accounting periods include the fair value measurements for financial instruments and the recoverability and measurement of deferred tax assets.

Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments in applying the Company's financial statements include the assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.

3. SIGNIFICANT ACCOUNTING POLICIES

Share capital

Common shares issued for non-monetary consideration are recorded at their fair value on the measurement date and classified as equity. The measurement date is defined as the earliest of the date at which the commitment for performance by the counterparty to earn the common shares is reached or the date at which the counterparty's performance is complete.

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

PKS CAPITAL CORP.

Notes to the Financial Statements

For the Period from the Date of Incorporation (January 29, 2019) to February 28, 2019

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Earnings (loss) per share

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

Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.

Share-based payments

The Company records all share-based payments at fair value. Where equity instruments are granted to employees, they are recorded at the fair value of the equity instrument granted at the grant date. The grant date fair value is recognized through profit or loss over the vesting period, described as the period during which all the vesting conditions are to be satisfied.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model.

Options and warrants issued as consideration in connection with common share placements are recorded at their fair value on the date of issuance as share issuance costs. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options expected to vest. On the exercise of stock options, agent options and warrants, share capital is recorded for the consideration received and for the fair value amounts previously recorded to share-based payments reserve. The Company uses the Black-Scholes option pricing model to estimate the fair value of share-based payments.

PKS CAPITAL CORP.

Notes to the Financial Statements

For the Period from the Date of Incorporation (January 29, 2019) to February 28, 2019

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Income taxes

Income tax expense is comprised of current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity. Current tax expense is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is recorded using the asset and liability method, providing for temporary differences, between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Temporary differences are not provided for relating to goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting or taxable loss, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a deferred tax asset will be recovered, it provides a valuation allowance against that excess.

Financial instruments – recognition and measurement

The Company classifies all financial instruments as fair value through profit or loss (“FVTPL”), financial assets at fair value through other comprehensive income (“FVTOCI”), loans and receivables or other financial liabilities through amortized cost. Management determines the classification of its financial assets and liabilities at initial recognition.

Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in profit or loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in profit or loss in the period in which they arise. The Company classifies cash as FVTPL.

Financial assets at amortized cost are initially recognized at fair value plus transaction costs and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date.

Financial assets carried at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently, they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the de-recognition of the financial asset.

PKS CAPITAL CORP.

Notes to the Financial Statements

For the Period from the Date of Incorporation (January 29, 2019) to February 28, 2019

(Expressed in Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

Financial instruments – recognition and measurement (cont'd)

Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred. Gains and losses on de-recognition of financial assets classified as FVTPL or amortized cost are recognized in profit or loss. Gains or losses on financial assets classified as FVTOCI remain within accumulated other comprehensive income.

4. SHARE CAPITAL

a. Authorized

Unlimited number of common shares without par value.

b. Issued and outstanding

During the period ended February 28, 2019, the Company issued 2,650,000 common shares at a price of \$0.05 per common share for gross proceeds of \$132,500. All of the 2,650,000 common shares will be placed into escrow following the Company's initial public offering (note 9). These shares will be released pro rata to the shareholders as to 10% upon issuance of the Final Exchange Bulletin in accordance with Policy 2.4 and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months. These shares have been excluded from the calculation of loss per share.

c. Stock options

The Company has adopted an incentive stock option plan (the "Equity Incentive Plan") (approved on March 11, 2019), which provides that the board of directors of the Company may from time to time, in its discretion, grant to directors, officers, employees and consultants non-transferable options to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares at the time of the grant. Such options will be exercisable for a period of up to 10 years from the date of grant. Under the Equity Incentive Plan, options are required to have an exercise price not less than the closing market price of the Company's shares prevailing on the day that the option is granted less applicable discount, if any, permitted by the policies of the Exchange. Pursuant to the Equity Incentive Plan, the board of directors of the Company may from time to time authorize the issue of options to directors, officers, employees and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries. The number of shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares on a yearly basis or an aggregate maximum of 2% if the optionee is engaged in investor relations activities or if the optionee is a consultant, no more than 2% per consultant. The Equity Incentive Plan contains no vesting requirements other than those that will apply to options granted to investor relations service providers, but permits the board of directors of the Company to specify a vesting schedule in its discretion.

There were no stock options granted during the period ended February 28, 2019.

PKS CAPITAL CORP.

Notes to the Financial Statements

For the Period from the Date of Incorporation (January 29, 2019) to February 28, 2019

(Expressed in Canadian Dollars)

5. RELATED PARTY TRANSACTIONS

On February 1, 2019, the Company entered into a rent and administrative services agreement with Varshney Capital Corp. ("VCC"), a company with two directors in common, for office rent and administrative services provided to the Company on a month to month basis in exchange for a monthly fee of \$1,250 plus taxes.

During the period ended February 28, 2019, the Company accrued \$1,313 for rent and administrative fees to VCC.

As at February 28, 2019, \$1,313 was due to VCC, and \$5,000 was due to a director and an officer of the Company for reimbursement of the legal retainer paid on behalf of the Company. The amounts totalling \$6,313 were paid subsequent to February 28, 2019.

6. INCOME TAXES

A reconciliation of income taxes at statutory rates with the reported taxes is as follows:

	2019
Loss for the period	\$ (14,480)
Statutory rate	27%
Expected income tax recovery at statutory rate	(3,910)
Change in unrecognized benefit of non-capital loss	3,910
Income tax recovery	\$ -

The Company has accumulated non-capital losses of approximately \$14,000, which may be deducted in the calculation of taxable income in future years. The losses expire in 2039.

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at February 28, 2019, the fair value of cash held by the Company was based on level 1 inputs of the fair value hierarchy.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company believes it has no significant credit risk. The Company's cash is held in an account with a major Canadian financial institution. The funds may be withdrawn at any time without penalty.

PKS CAPITAL CORP.

Notes to the Financial Statements

For the Period from the Date of Incorporation (January 29, 2019) to February 28, 2019

(Expressed in Canadian Dollars)

7. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd)

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash and seeking equity financing when needed.

As at February 28, 2019, the Company had cash on hand of \$132,492, which is sufficient to settle its current liabilities of \$19,472.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(a) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Company is not exposed to significant interest rate risk.

(b) Foreign currency risk

The Company does not have assets or liabilities in a foreign currency and therefore is not exposed to foreign currency risk.

(c) Price risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potentially adverse impact on the Company's ability to obtain equity financing due to movements in individual equity prices or general movements in the level of the stock market. The Company is not exposed to significant price risk.

8. CAPITAL MANAGEMENT

The Company is actively looking to acquire an interest in a business or assets and this involves a high degree of risk. The Company has not determined whether it will be successful in its endeavours and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of common shares. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid.

PKS CAPITAL CORP.

Notes to the Financial Statements

For the Period from the Date of Incorporation (January 29, 2019) to February 28, 2019

(Expressed in Canadian Dollars)

9. SUBSEQUENT EVENT

The Company is in the process of applying to list its common shares on the Exchange and is in the process of filing a prospectus with the intent of completing a public offering of 2,500,000 common shares at a price of \$0.10 per share for gross proceeds of \$250,000 (the "Offering"). The Company entered into an engagement agreement with Richardson GMP Limited (the "Agent") dated January 28, 2019 to, on a commercially reasonable basis, act as agent for the Company for the Offering. The Company will pay a commission equal to 10% of the total gross proceeds raised in the Offering. The Company also agreed to reimburse the Agent's reasonable expenditures related to the Offering and pay the Agent a non-refundable corporate finance fee of \$15,000 plus sales taxes for administrative services upon closing of the offering. The Company advanced \$25,750 to the Agent in March 2019.

In addition, the Company agreed to issue the Agent non-transferable warrants (the "Agent's Warrants") to purchase up to 250,000 common shares at a price of \$0.10 per common share for a period of 24 months from the date that the common shares of the Company are listed for trading on the Exchange.

Pursuant to the policies of the Exchange, the proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or \$210,000 may be used to cover prescribed costs of issuing the common shares or for administrative and general expenses. These restrictions apply until completion of the Company's Qualifying Transaction as defined by Exchange Policy 2.4.

DATE: May 29, 2019

CERTIFICATE OF THE CORPORATION

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 in British Columbia, Alberta and Ontario and the regulations thereunder.

“Hari Varshney”

HARI VARSHNEY

Chief Executive Officer, Chief Financial Officer, Director and Promoter

ON BEHALF OF THE BOARD

“Peeyush Varshney”

PEEYUSH VARSHNEY

Director

“Mervyn Pinto”

MERVYN PINTO

Director

DATE: May 29, 2019

CERTIFICATE OF THE PROMOTER

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 in British Columbia, Alberta and Ontario and the regulations thereunder.

“Hari Varshney”

HARI VARSHNEY

DATE: May 29, 2019

CERTIFICATE OF THE AGENT

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 in British Columbia, Alberta and Ontario and the regulations thereunder.

RICHARDSON GMP LIMITED

Per: “Nargis Sunderji”
Nargis Sunderji
Vice President, Private Client Capital Markets

DATE: May 29, 2019

ACKNOWLEDGEMENT - PERSONAL INFORMATION

“Personal Information” means any information about an identifiable individual, and includes the information contained in any Items in the attached prospectus that are analogous to Items 4.2, 6.7, 11.1, 13.1, 14, 15 and 21 of this Form, as applicable.

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

- (a) the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B) pursuant to the prospectus; and
- (b) the collection, use and disclosure of Personal Information by the Exchange for the purposes described on Appendix 6B or as otherwise identified by the Exchange, from time to time.

ON BEHALF OF THE BOARD

“Hari Varshney”

HARI VARSHNEY

Chief Executive Officer, Chief Financial Officer, Director and Promoter