A copy of this preliminary short form base shelf prospectus has been filed with the securities regulatory authorities in the provinces and territories of Canada but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form base shelf prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form base shelf prospectus is obtained from the securities regulatory authorities.

This short form base shelf prospectus has been filed under legislation in the provinces and territories of Canada that permit certain information about these securities to be determined after this short form base shelf prospectus has become final and that permits the omission from this short form base shelf prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities, except in cases where an exemption from such delivery requirements has been obtained.

PRELIMINARY BASE SHELF SHORT FORM PROSPECTUS

New Issue and Secondary Offering January 8, 2021

POPREACH CORPORATION

$150,000,000
Common Shares
Preferred Shares
Units
Debt Securities
Warrants
Subscription Receipts

PopReach Corporation (the "**Corporation**") is a mobile game publisher of *Free-to-Play* ("**FTP**") video games and game franchises. Some of the Corporation's key game franchises include War of Nations, Kitchen Scramble, Gardens of Time, City Girl Life and Smurfs' Village. The Corporation offers its games for download on a variety of platforms, including the Google Play Store, Apple App Store, Amazon App Store and Facebook website. FTP games are games that are free to download and play, and offer players the ability to pay to enhance or expand their game experience in some way by making In App Purchases ("**IAPs**").

The Corporation may, from time to time during the 25 month period that this short form base shelf prospectus (the "**Prospectus**"), including any amendments, remains valid, offer for sale and issue: (i) common shares in the capital of the Corporation (the "**Common Shares**"); (ii) preferred shares in the capital of the Corporation (the "**Preferred Shares**"); (iii) debentures, notes or other evidence of indebtedness of any kind, nature or description and which may be issuable in series (collectively, the "**Debt Securities**"); (iv) units comprised of one or more of the other Securities (as herein defined) (the "**Units**"); (v) warrants exercisable to acquire Common Shares and/or other securities of the Corporation (the "**Warrants**") and (vi) subscription receipts of the Corporation exchangeable for Common Shares and/or other securities of the Corporation (the "**Subscription Receipts**" and, together with the Common Shares, the Preferred Shares, the Units, the Debt Securities and the Warrants, collectively referred to as the "**Securities**"). The Corporation may sell up to $150,000,000 aggregate initial offering price of the Securities. The Securities may be offered for sale separately or in combination with one or more other Securities and may be sold from time to time in one or more transactions at a fixed price or prices (which may be changed) or at market prices prevailing at the time of sale, at prices determined by reference to such prevailing market prices or at negotiated prices.

The specific terms of any Securities offered will be described in one or more shelf prospectus supplements (collectively or individually, as the case may be, a "**Prospectus Supplement**"), including, where applicable: (i) in the case of Common Shares, the number of Common Shares being offered, the offering price and any other specific terms; (ii) in the case of Preferred Shares, the number of Preferred Shares being offered, the offering price and any other specific terms; (iii) in the case of Units, the number of Units offered, the offering price, the designation, number and terms of the other Securities comprising the Units and any other specific terms (iv) in the case of Debt Securities, the specific designation, the aggregate principal amount being offered, the denominations, the currency, the issue and delivery date, the maturity date, the issue price (or the manner of determination thereof if offered on a non-fixed price basis), the interest rate (either fixed or floating, and, if floating, the manner of calculation thereof), the interest payment date(s), the redemption, exchange or conversion provisions (if any), the repayment terms, the form (either global or definitive), the authorized denominations and any other specific term; (v) in the case of Warrants, the number of Warrants being offered, the offering price, the exercise price, the form, and any other specific terms; and (vi) in the case of Subscription Receipts, the number of Subscription Receipts being offered, the offering price, the procedures for the exchange of the Subscription Receipts for Common Shares or any other Securities and any other specific terms. A Prospectus Supplement may include specific variable terms pertaining to the Securities that are not within the alternatives and parameters described in this Prospectus.

All shelf information permitted under applicable laws to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus, except in cases where an exemption from such delivery requirements has been obtained. Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which the Prospectus Supplement pertains.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY ANY CANADIAN SECURITIES COMMISSION OR REGULATORY AUTHORITY NOR HAS ANY CANADIAN SECURITIES COMMISSION OR REGULATORY AUTHORITY PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

You should be aware that the acquisition of the Securities described herein may have tax consequences. You should read the tax discussion in any applicable Prospectus Supplement; however, this Prospectus or any applicable Prospectus Supplement may not fully describe these tax consequences, and you should consult your tax adviser prior to making any investment in the Securities.

The Corporation and/or any selling Shareholders may sell the Securities to or through underwriters or dealers purchasing as principals, and may also sell the Securities directly to one or more purchasers pursuant to applicable statutory exemptions or through agents. See "Plan of Distribution". The Prospectus Supplement relating to a particular offering of Securities will identify each underwriter, dealer or agent, as the case may be, engaged by the Corporation and/or any selling Shareholders in connection with such offering and sale of the Securities, and will set forth the terms of the offering of such Securities, including, to the extent applicable, any fees, discounts or any other compensation payable to underwriters, dealers or agents in connection with the offering, the method of distribution of the Securities, the initial issue price (in the event that the offering is a fixed price distribution), the proceeds that the Corporation and/or any selling Shareholders will receive and any other material terms of the plan of distribution. The Securities may be sold from time to time in one or more transactions at a fixed price or prices or at non-fixed prices. If offered on a non-fixed price basis, Securities may be offered at market prices prevailing at the time of sale, at prices determined by reference to such prevailing market prices or at negotiated prices, which prices may vary as between purchasers and during the period of distribution of the Securities.

This Prospectus may qualify an "at-the-market distribution" (as defined under applicable Canadian securities legislation).

In connection with any offering of Securities other than an "at-the-market distribution" (as defined under applicable Canadian securities laws), the underwriters, dealers or agents, as the case may be, may over allot or effect transactions which stabilize or maintain the market price of the Securities at a level above that which otherwise might prevail on the open market. Such transactions, if commenced, may be discontinued at any time. See "Plan of Distribution". No underwriter, dealer or agent involved in an "at-the-market distribution" under this Prospectus, no affiliate of such an underwriter, dealer or agent, and no person or company acting jointly or in concert with such underwriter, dealer or agent will over-allot securities in connection with such

distribution or effect any other transactions that are intended to stabilize or maintain the market price of the Securities.

The Common Shares are listed on the TSX Venture Exchange (the "**TSXV**") in Canadian dollars under the symbol "POPR". The Corporation's head office is located at 1 University Avenue, 3rd Floor, Toronto, Ontario M5J 3P1. On January 7, 2021, being the last day on which the Common Shares traded prior to the date of this Prospectus, the closing price of the Common Shares was C$1.45.

Each series or issue of Preferred Shares, Units, Debt Securities, Warrants or Subscription Receipts will be a new issue of securities with no established trading market. Unless specified in a Prospectus Supplement, Securities may not be listed on any securities or stock exchange. Accordingly, unless so specified, there may be no market through which the Securities may be sold and purchasers may not be able to resell the Securities purchased under this Prospectus. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities and the extent of issuer regulation. See "Risk Factors".

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GENERAL MATTERS

References to Canadian dollars or "**$**" are to Canadian currency. References to United States dollars or "US$" are to United States currency.

References to "management" in this Prospectus means the persons acting in the capacities of the Corporation's Chief Executive Officer, President, Chief Operating Officer, Corporate Secretary and Chief Financial Officer. Any statements in this Prospectus or incorporated in this Prospectus by reference made by or on behalf of management are made in such persons' capacities as officers of the Corporation and not in their personal capacities.

RELIANCE

A prospective investor should rely on the information contained in this Prospectus and in the documents incorporated by reference herein and is not entitled to rely on parts of the information contained in this Prospectus or documents incorporated by reference herein to the exclusion of others. The Corporation has not authorized anyone to provide investors with additional or different information. The Corporation is not offering to sell the Securities in any jurisdiction where the offer or sale of such Securities is not permitted. The information contained in this Prospectus or in the documents incorporated by reference herein is accurate only as of the date of this Prospectus or the respective date of the applicable document incorporated by reference herein, regardless of the time of delivery of this Prospectus or of any sale of the Securities. The Corporation's business, financial condition, results of operations and prospects may have changed since the date of this Prospectus.

For investors outside Canada, the Corporation has not done anything that would permit the offering of the Securities or possession or distribution of this Prospectus in any jurisdiction where action for that purpose is required, other than in Canada. Investors are required to inform themselves about, and to observe any restrictions relating to, the offering of the Securities and the possession or distribution of this Prospectus.

CAUTIONARY NOTE REGARDING FORWARD–LOOKING STATEMENTS

This Prospectus contains certain statements, which may constitute "forward-looking information" within the meaning of Canadian securities law requirements ("**forward-looking statements**"). These forward-looking statements are made as of the date of this Prospectus. The Corporation does not intend, and does not assume any obligation, to update these forward-looking statements, except as required under applicable securities legislation. Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "pipeline", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved" or the negative of these terms or comparable terminology. In this document, certain forward-looking statements are identified by words including but not limited to "may", "future", "expected", "intends" and "estimates". By their very nature forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. The Corporation provides no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Certain forward-looking statements in this Prospectus and the documents incorporated by reference herein include, but are not limited to, those in respect of the following:

- the Corporation's strategies and objectives, both generally and in respect of its existing business and planned business operations;
- the Corporation's plans to grow sales and offer new products;

- conditions in the financial markets generally, and with respect to the prospects for small capitalization commercial/technologies companies specifically;
- the expected demand for the Corporation's services;
- the Corporation's future cash requirements; and
- the completion of proposed acquisitions and/or investments in companies and businesses.

The above and other aspects of the Corporation's anticipated future operations are forward-looking in nature and, as a result, are subject to certain risks and uncertainties. In making the forward-looking statements included in this Prospectus and the documents incorporated by reference herein, the Corporation has made various material assumptions, including but not limited to in respect of: (i) general business and economic conditions; (ii) the Corporation's ability to grow and make acquisitions; (iii) the Corporation's ability to successfully execute its plans and intentions; (iv) the availability of financing on reasonable terms; (v) the Corporation's ability to attract and retain skilled staff; (vi) market competition; (vii) the products and technology offered by the Corporation's competitors; (viii) the maintenance of the Corporation's current good relationships with its suppliers, service providers and other third parties; (ix) financial results, future financial position and expected growth of cash flows; (x) business strategy, including budgets, projected costs, projected capital expenditures, taxes, plans, objectives, potential synergies and industry trends; and (xi) the effectiveness of the Corporation's products compared to its competitors' products.

Although the Corporation believes that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and the Corporation cannot assure that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties and assumptions, investors should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Corporation's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "Information Concerning the Resulting Issuer – Risk Factors" in the Filing Statement (as herein defined) and under "Risk Factors" in the Interim MD&A (as herein defined) and in this Prospectus and the other documents incorporated by reference herein, as well as the following:

- the Corporation is a development stage Corporation with a limited history of operations and the Corporation cannot assure profitability;
- the Corporation may not be able to effectively manage its growth and operations, which could materially and adversely affect its business;
- the Corporation may or may not be able to source and successfully integrate future acquisitions;
- the Corporation may be unable to obtain additional financing on acceptable terms or not at all;
- the effect of the novel coronavirus ("**COVID-19**") pandemic on the ability of the Corporation to carry on its business and generate revenues;
- the Corporation faces competition from other companies that may have a higher capitalization, more experienced management or may be more mature as a business;
- the Corporation is reliant on management and may be unable to attract and retain key personnel;
- the industry in which the Corporation operates is rapidly changing and the Corporation may not be able to adapt to evolving consumer preferences and emerging technologies;
- there can be no assurance that a market will continue to develop or exist for the Common Shares and, if such market continues to develop, there can be no assurance as to what the market price of the Common Shares will be;
- the market price for Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond the Corporation's control;
- the Corporation does not anticipate paying cash dividends; and
- future sales of Common Shares by existing shareholders could reduce the market price of the Common Shares.

The above items are not exhaustive list of the factors that may affect any of the forward-looking statements of the Corporation. If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in those forward-looking statements.

Certain statements included in this Prospectus and the documents incorporated by reference herein may be considered a "financial outlook" for purposes of applicable Canadian securities laws, and as such, the financial outlook may not be appropriate for purposes other than this Prospectus. All forward-looking statements are made as of the date of this Prospectus or the documents incorporated by reference herein, as applicable. Except as expressly required by applicable law, the Corporation assumes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. All forward-looking statements in this Prospectus and in the documents incorporated by reference herein are qualified by these cautionary statements.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The applicable Prospectus Supplement may describe certain Canadian federal income tax considerations generally applicable to investors described therein of purchasing, holding and disposing of applicable Securities.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with the applicable Securities Commissions are available at www.sedar.com and may be obtained on request without charge from the Corporation, 1 University Avenue, 3rd Floor, Toronto, Ontario M5J 3P1.

The following documents are specifically incorporated by reference into, and form an integral part of, this Prospectus:

- the audited financial statements of the Corporation, and the notes thereto for the periods ended December 31, 2019 and 2018, together with the auditors' report thereon;
- the management's discussion and analysis of financial condition and results of operations for the periods ended December 31, 2019 and 2018;
- the unaudited condensed interim consolidated financial statements of the Corporation, and the notes thereto for the three and nine months ended September 30, 2020 and 2019;
- the management's discussion and analysis of financial condition and results of operations for the three and nine months ended September 30, 2020 and 2019 ("**Interim MD&A**");
- management information circular in connection with a special meeting of Shareholders of the Corporation dated January 13, 2020;
- the material change report filed on SEDAR on July 9, 2020, with respect to the Corporation's acquisition of PopReach Incorporated ("**PopReach**");
- management information circular in connection with an annual and special meeting of Shareholders of the Corporation dated September 16, 2020;
- the material change report filed on SEDAR on September 30, 2020 with respect to the announcement of the Corporation entering into a binding agreement in respect of the New Facility (as hereinafter defined);
- the material change report filed on SEDAR on October 16, 2020 with respect to the announcement of the entering into of a binding agreement in respect of the Private Placement (as hereinafter defined);
- the material change report filed on SEDAR on November 5, 2020 with respect to the announcement of the closing of the Private Placement;
- the material change report filed on SEDAR on December 1, 2020 with respect to the closing of the November Public Offering; and
- the filing statement in respect of the qualifying transaction of the Corporation dated June 26, 2020, including the historical financial statements of the parties appended thereto (the "**Filing Statement**").

Any documents of the type described in Item 11.1 of Form 44-101F1 – *Short Form Prospectus Distributions* which are filed by the Corporation with the Securities Commissions or similar authorities in the applicable provinces and territories of Canada subsequent to the date of this Prospectus and prior to the termination of this distribution shall be deemed to be incorporated by reference in this Prospectus.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that was required to be stated or that was necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

Upon an annual information form or a new annual consolidated financial statements being filed by the Corporation with the applicable Canadian securities commissions or similar regulatory authorities in Canada during the period that this Prospectus is effective, the previous annual consolidated financial statements and all interim consolidated financial statements and in each case the accompanying management's discussion and analysis and material change reports filed prior to the commencement of the financial year of the Corporation in which the new annual information form is filed shall be deemed to no longer be incorporated into this Prospectus for purpose of future offers and sales of Securities under this Prospectus. Upon interim consolidated financial statements and the accompanying management's discussion and analysis being filed by the Corporation with the applicable Canadian securities commissions or similar regulatory authorities during the period that this Prospectus is effective, all interim consolidated financial statements and the accompanying management's discussion and analysis filed prior to such new interim consolidated financial statements and management's discussion and analysis shall be deemed to no longer be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus. In addition, upon a new management information circular for an annual meeting of shareholders being filed by the Corporation with the applicable Canadian securities commissions or similar regulatory authorities during the period that this Prospectus is effective, the previous management information circular filed in respect of the prior annual meeting of shareholders shall no longer be deemed to be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus.

A Prospectus Supplement containing the specific terms in respect of any Securities, updated disclosure of earnings interest coverage ratios (if applicable) and any additional or updated information that the Corporation may elect to include (provided that such information does not describe a material change that has not already been the subject of a material change report or a prospectus amendment) will be delivered to purchasers of such Securities, together with this Prospectus, unless an exemption from the prospectus delivery requirements has been granted or is otherwise available, and will be deemed to be incorporated into this Prospectus as of the date of such Prospectus Supplement, but only for purposes of the offering of such Securities.

BUSINESS OF THE CORPORATION

The Corporation is a mobile game publisher of FTP video games and game franchises. Some of the Corporation's key game franchises include War of Nations, Kitchen Scramble, Gardens of Time, City Girl Life and Smurfs' Village. Headquartered in Toronto, Ontario, with an office in Vancouver, British Columbia, and a live operations studio in Bangalore, India, the Corporation offers its games for download on a variety of platforms, including the Google Play Store, Apple App Store, Amazon App Store and Facebook website. FTP games are games that are free to download and play, and offer players the ability to pay to enhance or expand their game experience in some way by making IAPs. Most FTP games also include some form of advertising.

Unlike traditional and other mainstream game publishers, the Corporation's strategy is focused on acquiring, consolidating, operating, publishing and enhancing proven, profitable, FTP games and game franchises. Acquiring, integrating, operating and improving existing games is complex and requires strong coordination across all areas of the Corporation. The Corporation has built a uniquely qualified and talented team led by highly experienced industry professionals that have developed a repeatable and scalable approach to maximizing our potential for success.

Business Model

The Corporation utilizes the established relationships of its founders, including contractual relationships with professional agencies, to source game acquisition opportunities, specifically targeting acquisitions from two primary groups: (i) smaller game studios looking for funding; and (ii) larger publishers and media companies looking to divest non-core game assets.

For every game it evaluates, the Corporation looks at a number of historical metrics and key performance indicators in order to determine the purchase price. This data is entered into a financial model, and the Corporation uses an internal forecasting algorithm to assess the projected cash flows and future revenue of the game. Once a game's assets are acquired, they are transitioned to the Corporation's operational control in a multi-stage process spanning 60-120 days. During this period, the following are transferred (i) legal ownership of the game, (ii) accounts with distribution partners, ad networks and other revenue sources, (iii) all server hosting and other related accounts, (iv) all source code and other game assets, (v) all game documentation and analytics data, and (vi) all game live operations. The Corporation has extensive experience with managing technical game transitions, having successfully transferred over 25 games to date.

Upon integration of the acquired game, the Corporation implements a 3-step plan to maximize revenue and profitability:

1. Cost Reduction: The Corporation strives to reduce the server or labour costs associated with a game, with an aim of reducing the operating cost of the game by between 25 and 40%.

2. Game Optimization: To further improve the game, the Corporation focuses on improving player engagement, player monetization via IAPs and advertising, and implementing a plan to improve the onboarding of new players.

3. Game Growth: As a final step, the Corporation invests in developing additional features, driving audience growth and extending the intellectual property and brand of the game, to facilitate game growth.

Revenue Generation

Within its strategy of acquiring, consolidating, operating, publishing and enhancing proven, profitable games and game franchises, the Corporation generates revenue from its FTP games from two primary sources:

1. *In App Purchases*

The Corporation's primary source of revenue comes from IAPs. IAPs are payments from players in exchange for items or services in the game, including virtual goods like currency, items or energy, and monthly subscription fees. IAPs accounted for approximately 95% of the Corporation's revenue in fiscal 2019.

2. *Advertising*

The Corporation serves advertisements ("**ads**") within its games from third party advertisers or advertising networks, who then pay the Corporation for these advertising placements. The majority of advertising revenue is generated by rewarded video advertisements, which are video ads that players watch in exchange for some amount of virtual currency. Some of the Corporation's games also include other forms of advertising such as non-rewarded interstitial ads, that are delivered a pre-determined times in the game and don't offer rewards to players, banner ads which are clickable static image ads that are placed within the game screen, or offer walls, which let players choose an action to complete in exchange for virtual currency or goods in our games. Advertising represented approximately 4% of the Corporation's revenue in fiscal 2019. As the Corporation updates and creates new versions of its games, we expect to be able to grow advertising revenue due to the growth of rewarded video acceptance and utilization of players, as well as advancements in ad optimization technology and main stream advertisers shifting ad budgets to games.

Additional information regarding the business of the Corporation as well as its operations and assets can be found in the Filing Statement as well as the other documents incorporated by reference herein, as supplemented by the disclosure herein. See "Documents Incorporated by Reference" and "Use of Proceeds".

RECENT DEVELOPMENTS

- On July 27, 2020, the Corporation appointed Ray Sharma as a Director of the Corporation.
- On October 2, 2020, PopReach entered into a new non-revolving term facility of US$6,500,000 with a Schedule I Canadian Bank in order to refinance its prior bank credit facility and entered into an operating line of credit of US$1,000,000 with the same lender (collectively, the "**New Facility**"). The interest rate charged on the non-revolving term facility is equal to the US Base Lending Rate plus 3.50% per annum, and the interest rate charged on the operating line of credit is equal to the US Base Lending Rate plus 2.00% per annum. The New Facility matures 24 months from the closing date. PopReach, as borrower, and the Corporation, as guarantor, have agreed to secure all of PopReach's obligations under the New Facility by granting the lender a first-ranking security interest on all of their respective assets. On October 2, 2020, in conjunction with the closing of the New Facility, the Corporation retired its prior bank credit facility by paying down the entire outstanding principal balance of US$6,134,831.75, plus applicable interest, premium and legal expenses.
- On October 5, 2020, the Corporation commenced trading on the OTCQX® Best Market under the symbol "POPRF".
- On November 5, 2020, the Corporation closed a non-brokered private placement (the "**Private Placement**") of $5,000,000 with New Insight Incentive Plan Company ("**New Insight**"), a 100% owned subsidiary of eWTP Tech Innovation Fund LP, the global investment arm of Alibaba Group. As permitted by the rules of the TSXV, on November 5, 2020 the Corporation received $4.175 million of gross proceeds and issued to New Insight 5,798,611 Common Shares at a price of $0.72 per Common Share. The remaining $825,000 of gross proceeds closed in trust and was released to the Corporation on December 4, 2020 and an additional 1,145,833 Common Shares were issued to New Insight.
- On November 27, 2020, the Corporation completed a bought deal public offering of 13,800,000 common shares which were issued at a price of $1.25 per share for aggregate gross proceeds of $17,250,000, which includes the full exercise of the over- allotment option granted to the underwriters to purchase up to an additional 1,800,000 Common Shares (the "**November Public Offering**").

COVID-19 Pandemic

Following the outbreak of the COVID-19 pandemic, the Corporation has modified its business practices to help minimize the risk of the virus to employees, business partners, and the communities in which the Corporation participates, which could negatively impact the business of the Corporation. To date, the COVID-19 crisis has not materially impacted the Corporation's operations, financial condition, cash flows and financial performance. In response to the outbreak, the Corporation has instituted operational and monitoring protocols to ensure the health and safety of its employees and stakeholders, which follow the advice of local governments and health authorities where it operates. The Corporation has adopted a work from home policy where possible. The Corporation continues to operate effectively whilst working remotely. The Corporation will continue to monitor developments of the COVID-19 pandemic and continuously assess the COVID-19 pandemic's potential further impact on the Corporation's operations and business. See "Risk Factors - COVID-19 could have a significant adverse impact on the Corporation's business".

CONSOLIDATED CAPITALIZATION OF THE CORPORATION

The following table sets forth the consolidated capitalization of the Corporation as at September 30, 2020, the date of the Corporation's most recently filed financial statements, and as at the date hereof, before and after giving effect to the November Public Offering (including the full exercise of an over-allotment option granted to the underwriters of the November Public Offering) and the Private Placement. This table should be read in conjunction with the consolidated financial statements of the Corporation and the related notes and management's discussion and analysis of financial condition and results of operations in respect of those statements that are incorporated by reference in this Prospectus. **The disclosure in this Prospectus with respect to the capitalization and the outstanding securities of the Corporation is presented on a post-Consolidation and post-Qualifying Transaction basis, unless otherwise explicitly stated.**

	As at September 30, 2020	**As at September 30, 2020 (pro forma after giving effect to the November Public Offering and the Private Placement)**(1)	**As at the date hereof (pro forma after giving effect to the November Public Offering and the Private Placement)**
Indebtedness	US$6,134,832	US$6,134,832	US$6,201,773
Share Capital (Common Shares)	52,233,968	72,978,412	73,048,686

Notes:

(1) Includes the share issuances associated with the November Public Offering (13,800,000 common shares) and the Private Placement (6,944,444 common shares).

USE OF PROCEEDS

The use of proceeds from the sale of Securities will be described in a Prospectus Supplement relating to a specific issuance of Securities. The Corporation may use net proceeds from the sale of Securities to repay indebtedness outstanding from time to time, to fund acquisition and other investments, for capital expenditures, for working capital and for other general corporate purposes.

EARNINGS COVERAGE RATIOS

Earnings coverage ratios will be provided as required in the applicable Prospectus Supplement with respect to the issuance of Debt Securities pursuant to this Prospectus.

PLAN OF DISTRIBUTION

The Corporation may from time to time during the 25-month period that this Prospectus, including any amendments hereto, remains valid, offer for sale and issue the Securities. During such period, the Corporation may sell up to $150,000,000 in the aggregate, of initial offering price of Securities.

The Corporation and/or any selling Shareholders will sell the Securities to or through underwriters or dealers or purchasers directly, through applicable statutory exemptions, or through agents. The Securities may be sold from time to time in one or more transactions at a fixed price or prices, which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices, including sales in transactions that are deemed to be "at-the-market distributions" as defined in National Instrument 44-102 - Shelf Distributions, including sales made directly on the TSXV or other existing trading markets for the Securities. Any such transactions that are deemed "at-the-market-distributions" will be subject to regulatory approval. No underwriter, dealer or agent, no affiliate of such underwriter, dealer or agent and no person acting jointly or in concert with such underwriter, dealer or agent involved in an "at-the-market distribution" will over-allot Securities in connection with such distribution or effect any other transactions that are intended to stabilize or maintain the market price of the Securities.

A Prospectus Supplement will identify each underwriter, dealer or agent, as the case may be, engaged by the Corporation and/or any selling Shareholders in connection with such offering and sale of the Securities, and will set forth the terms of the offering, including the name(s) of any underwriters, dealers or agents, the purchase price(s) of the Securities, the proceeds to the Corporation and/or any selling Shareholders from the sale of Securities, any initial public offering price (or the manner of determination thereof if offered on a non-fixed price basis), any underwriting discount or commission and any discounts, concessions or commissions allowed or paid by any underwriter to other dealers. Any initial public offering price and any discounts, concessions or commissions allowed or paid to dealers may be changed from time to time.

Unless otherwise specified in the applicable Prospectus Supplement, each series or issue of Securities (other than Common Shares) will be a new issue of Securities with no established trading market. Accordingly, there is currently no market through which the Securities (other than Common Shares) may be sold and purchasers may not be able to resell such Securities purchased under this Prospectus and the applicable Prospectus Supplement. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities and the extent of issuer regulation No assurance can be given that a trading market in any of the Securities will develop or as to the liquidity of any trading market for the Securities.

Underwriters, dealers and agents who participate in the distribution of the Securities may be entitled under certain agreements to be entered into with the Corporation and/or any selling Shareholders to indemnification by the Corporation and/or any selling Shareholders against certain liabilities, including liabilities under securities legislation or to contribution with respect to payments that they may be required to make in respect thereof. Such underwriters, dealers and agents may be customers of, engage in transactions with, or perform services for the Corporation and/or any selling Shareholders in the ordinary course of business.

The Securities have not been and will not be registered under the U.S. Securities Act or any state securities laws. Accordingly, the Securities may not be offered, sold or delivered within the United States, and each underwriter or agent for any offering of Securities will agree that it will not offer, sell or deliver the Securities within the United States, except pursuant an exemption from the registration requirements of the U.S. Securities Act provided by Rule 144A thereunder ("**Rule 144A**") and in compliance with applicable state securities laws. In addition, until 40 days after the commencement of the offering of Securities, any offer or sale of such Securities within the United States by a dealer (whether or not participating in the offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with Rule144A.

This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy the Securities in the United States or to, or for the account or benefit of, U.S. persons.

DESCRIPTION OF SECURITIES

The following is a summary of the material attributes and characteristics of the Securities as at the date of this Prospectus. This summary does not purport to be complete.

Common Shares

This section describes general terms that will apply to any Common Shares that may be offered by the Corporation pursuant to this Prospectus. Common Shares may be offered separately or together with other Securities, as the case may be. For additional information respecting the Common Shares, see the Articles of Incorporation, which is available electronically at www.sedar.com.

The Corporation is authorized to issue an unlimited number of Common Shares pursuant to its Articles of Incorporation. As at January 8, 2021, there were 73,048,686 Common Shares issued and outstanding. Issued and outstanding Common Shares may be subdivided or consolidated from time to time by the board of directors (the "**Board**") without notice to or the approval of the Shareholders.

No Common Share has any preference or priority over another. Each Common Share represents a Shareholder's proportionate undivided beneficial ownership interest in the Corporation and confers the right to one vote at any meeting of Shareholders and to participate pro rata in any distributions by the Corporation, whether of net income, net realized capital gains or other amounts and, in the event of termination or winding-up of the Corporation, in the net assets of the Corporation remaining after satisfaction of all liabilities.

Common Shares will be fully paid and non-assessable when issued and are transferable. The Common Shares are redeemable at any time on demand by the holders thereof and, except as otherwise described in this Prospectus and in the documents incorporated by reference in herein, the Common Shares have no other conversion, retraction, redemption or pre-emptive rights. Fractional Common Shares may be issued as a result of an act of the Directors, but fractional Common Shares will not entitle the holders thereof to vote, except to the extent that such fractional Common Shares may represent in the aggregate one or more whole Common Shares.

Preferred Shares

This section describes general terms that will apply to any Preferred Shares that may be offered by the Corporation pursuant to this Prospectus. Preferred Shares may be offered separately or together with other Securities, as the case may be.

The Corporation is currently not authorized to issue Preferred Shares and may only do so upon an amendment to its articles of incorporation. Issued and outstanding Preferred Shares may be subdivided or consolidated from time to time by the Board without notice to or the approval of the Shareholders.

No Preferred Share will have any preference or priority over another. Each Preferred Share will represent a Shareholder's proportionate undivided beneficial ownership interest in the Corporation and will confer the right to one vote at any meeting of Shareholders and to participate pro-rata in any distributions by the Corporation, whether of net income, net realized capital gains or other amounts and, in the event of termination or winding-up of the Corporation, in the net assets of the Corporation remaining after satisfaction of all liabilities.

Preferred Shares will be fully paid and non-assessable when issued and are transferable. The Preferred Shares will be redeemable at any time on demand by the holders thereof and, except as otherwise described in this Prospectus, the Preferred Shares will have no other conversion, retraction, redemption or pre-emptive rights. Fractional Preferred Shares may be issued as a result of an act of the Directors, but fractional Preferred Shares will not entitle the holders thereof to vote, except to the extent that such fractional Preferred Shares may represent in the aggregate one or more whole Preferred Shares.

Units

This section describes general terms that will apply to any Units that may be offered by the Corporation pursuant to this Prospectus. The Units may be offered separately or together with other Securities, as the case may be.

Each Unit may be issued so that the holder of the Unit is also the holder of each Security included in the Unit. Thus, the holder of a Unit may have the rights and obligations of a holder of each included Security. Any agreement under which a Unit may be issued may provide that the Securities included in the Unit may not be held or transferred separately at any time or at any time before a specified date.

Each applicable prospectus supplement will set forth the terms and other information with respect to the Units being offered thereby, which may include, without limitation, the following (where applicable):

(a) the designation, number and terms of the Units and of the Securities comprising the Units, including;

(b) whether and under what circumstances those Securities may be held or transferred separately;

(c) any provisions for the issuance, payment, settlement, transfer or exchange of the Units or of the Securities comprising the Units;

(d) certain material Canadian tax consequences of owning the Securities comprising the Units; and

(e) any other material terms and conditions respecting the Units.

Debt Securities

This section describes the general terms that will apply to any Debt Securities that may be offered by the Corporation pursuant to this Prospectus. Debt Securities may be offered separately or together with other Securities, as the case may be.

The following sets forth certain general terms and provisions of the Debt Securities offered under this Prospectus. The specified terms and provisions of the Debt Securities offered pursuant to an accompanying Prospectus Supplement, and the extent to which the general terms described in this section apply to those Debt Securities, will be set forth in the applicable Prospectus Supplement.

The Debt Securities will be direct obligations of the Corporation and may be guaranteed by an affiliate or associate of the Corporation. The Debt Securities may be senior or subordinated indebtedness of the Corporation and may be secured or unsecured, all as described in the relevant Prospectus Supplement. In the event of the insolvency or winding up of the Corporation, the subordinated indebtedness of the Corporation, including the subordinated Debt Securities, will be subordinate in right of payment to the prior payment in full of all other liabilities of the Corporation (including senior indebtedness), except those which by their terms rank equally in right of payment with or are subordinate to such subordinated indebtedness.

The Debt Securities will be issued under one or more trust indentures (each, a "**Trust Indenture**"), in each case between the Corporation and a trustee (each, an "**Indenture Trustee**"). The statements made hereunder relating to any Trust Indenture and the Debt Securities to be issued thereunder are summaries of certain anticipated provisions thereof and do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable Trust Indenture.

Each Trust Indenture may provide that Debt Securities may be issued thereunder up to the aggregate principal amount, which may be authorized from time to time by the Corporation.

The particular terms of each issue of Debt Securities will be described in the related Prospectus Supplement. Such description will include, where applicable:

(a) the designation, aggregate principal amount and authorized denominations of such Debt Securities;

(b) the currency or currency Common Shares for which the Debt Securities may be purchased and the currency or currency unit in which the principal and any interest is payable;

(c) the percentage of the principal amount at which such Debt Securities will be issued;

(d) the date or dates on which such Debt Securities will mature;

(e) the rate or rates per annum at which such Debt Securities will bear interest (if any), or the method of determination of such rates (if any);

(f) the dates on which any such interest will be payable and the record dates for such payments;

(g) the Indenture Trustee of the Debt Security under the Trust Indenture pursuant to which the Debt Securities are to be issued;

(h) the designation and terms of any securities with which the Debt Securities will be offered, if any, and the number of Debt Securities that will be offered with each security;

(i) whether the Debt Securities are subject to redemption or call and, if so, the terms of such redemption or call provisions;

(j) whether such Debt Securities are to be issued in registered form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;

(k) any exchange or conversion terms;

(l) whether the Debt Securities will be subordinated to other liabilities of the Corporation and, if so, to what extent;

(m) the material tax consequences of owning the Debt Securities, if any; and

(n) any other material terms and conditions of the Debt Securities.

Debt Securities may be issued at various times with different maturity dates, may bear interest at different rates and may otherwise vary. A Prospectus Supplement may include specific variable terms pertaining to the Debt Securities that are not within the alternatives and parameters described in this Prospectus.

The terms on which a series of Debt Securities may be convertible into or exchangeable for our Common Shares or any of our other securities will be described in the applicable prospectus supplement. These terms may include provisions as to whether conversion or exchange is mandatory, at the option of the holder or at our option, and may include provisions pursuant to which the number of Common Shares or other securities to be received by the holders of such series of Debt Securities would be subject to adjustment.

To the extent any Debt Securities are convertible into Common Shares or other securities, prior to such conversion the holders of such Debt Securities will not have any of the rights of holders of the securities into which the Debt Securities are convertible, including the right to receive payments of dividends or the right to vote such underlying securities.

Warrants

This section describes the general terms that will apply to any Warrants that may be offered by the Corporation pursuant to this Prospectus. Warrants may be offered separately or together with other Securities, as the case may be.

The specific terms of the Warrants, and the extent to which the general terms described in this section apply to those Warrants, will be set forth in the applicable Prospectus Supplement. The Warrants will be issued under a warrant indenture. The applicable Prospectus Supplement will include the details of the warrant indenture governing the Warrants being offered.

The particular terms of each issue of Warrants will be described in the related Prospectus Supplement. Such description will include, where applicable:

(a) the number of Warrants being offered and the offering price;

(b) the designation, number and terms of the other Securities purchasable upon exercise of the Warrants;

(c) procedures that will result in the adjustment of those numbers;

(d) the Securities which are underlying the Warrants;

(e) the exercise price of the Warrants;

(f) the expiry date of the Warrants;

(g) the procedure for exercising Warrants into underlying Securities;

(h) the warrant agent of the Warrants under the warrant indenture pursuant to which the Warrants are to be issued, if applicable;

(i) the material tax consequences of owning the Warrants (if any); and

(j) any other material terms and conditions of the Warrants.

Subscription Receipts

This section describes the general terms that will apply to any Subscription Receipts that may be offered by the Corporation pursuant to this Prospectus. Subscription Receipts may be offered separately or together with other Securities, as the case may be.

The specific terms of the Subscription Receipts, and the extent to which the general terms described in this section apply to those Subscription Receipts, will be set forth in the applicable Prospectus Supplement. The Subscription Receipts will be issued under a subscription receipt agreement. The applicable Prospectus Supplement will include details of the subscription receipt agreement governing the Subscription Receipts being offered.

The particular terms of each issue of Subscription Receipts will be described in the related Prospectus Supplement. Such description will include, where applicable:

(a) the number of Subscription Receipts being offered;

(b) the price at which the Subscription Receipts will be offered;

(c) the Securities into which Subscription Receipts are exchangeable;

(d) the procedures for the exchange of the Subscription Receipts into Securities;

(e) the number of Securities that may be exchanged upon exercise of each Subscription Receipt;

(f) the designation and terms of any other Securities with which the Subscription Receipts will be offered, if any, and the number of Subscription Receipts that will be offered with each security;

(g) the material tax consequences of owning the Subscription Receipts (if any); and

(h) any other material terms and conditions of the Subscription Receipts.

SELLING SHAREHOLDERS

This Prospectus may also, from time to time, relate to the offering of Common Shares or Preferred Shares by way of a secondary offering by certain selling Shareholders. The terms under which the Common Shares or Preferred Shares will be offered by selling Shareholders will be described in the applicable Prospectus Supplement. The

Prospectus Supplement for or including any offering of the Common Shares or Preferred Shares by selling Shareholders will include, where applicable:

(a) the names of the selling Shareholders;

(b) the number of Common Shares or Preferred Shares owned, controlled or directed by each of the selling Shareholders;

(c) the number of Common Shares or Preferred Shares being distributed for the account of each selling Shareholders;

(d) the number of Common Shares or Preferred Shares to be owned, controlled or directed by the selling Shareholders whether the Common Shares or Preferred Shares are owned by the selling Shareholders both of record and beneficially, of record only or beneficially only;

(e) if a selling Shareholder purchased any of the Common Shares or Preferred Shares held by it in the 24 months preceding the date of the applicable Prospectus Supplement, the date or dates the selling Shareholder acquired the Common Shares or Preferred Shares; and

(f) if a selling Shareholder acquired the Common Shares or Preferred Shares held by it in the 12 months preceding the date of the applicable Prospectus Supplement, the cost thereof to the selling Shareholder in the aggregate on a per security basis.

DISTRIBUTION POLICY

The Corporation has not adopted a distribution policy.

PRIOR SALES

Information regarding prior sales of Securities will be provided as required in a Prospectus Supplement with respect to the issuance of Securities pursuant to such Prospectus Supplement.

TRADING PRICE AND VOLUME

Information regarding trading price and volume of the Securities will be provided as required for all of the Corporation's issued and outstanding Securities that are listed on any securities exchange, as applicable, in each Prospectus Supplement.

RISK FACTORS

Before deciding to invest in any Securities, prospective investors of the Securities should consider carefully the risk factors and the other information contained and incorporated by reference in this Prospectus and the applicable Prospectus Supplement relating to a specific offering of Securities before purchasing the Securities.

An investment in the Securities offered hereunder is speculative and involves a high degree of risk. Additional risks and uncertainties, including those that the Corporation is unaware of or that are currently deemed immaterial, may also become important factors that affect the Corporation and its business. If any such risks actually occur, the Corporation's business, financial condition and results of operations could be materially adversely affected. Prospective investors should carefully consider the risks below and the other information elsewhere in this Prospectus and the applicable Prospectus Supplement and consult with their professional advisers to assess any investment in the Corporation.

There is no guarantee that the Securities will earn any positive return in the short term or long term.

A holding of Securities is speculative and involves a high degree of risk and should be undertaken only by holders whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. A holding of Securities is appropriate only for holders who have the capacity to absorb a loss of some or all of their holdings.

Management of the Corporation will have broad discretion with respect to the application of net proceeds received by the Corporation from the sale of Securities under this Prospectus and a future Prospectus Supplement.

Management of the Corporation may spend net proceeds received by the Corporation from a sale of Securities in ways that do not improve the Corporation's results of operations or enhance the value of the Common Shares or its other securities issued and outstanding from time to time. Any failure by management to apply these funds effectively could result in financial losses that could have a material adverse effect on the Corporation's business or cause the price of the securities of the Corporation issued and outstanding from time to time to decline.

The Corporation may sell additional Common Shares or other Securities that are convertible or exchangeable into Common Shares in subsequent offerings or may issue additional Common Shares or other Securities to finance future acquisitions.

The Corporation cannot predict the size or nature of future sales or issuances of securities or the effect, if any, that such future sales and issuances will have on the market price of the Common Shares. Sales or issuances of substantial numbers of Common Shares or other Securities that are convertible or exchangeable into Common Shares, or the perception that such sales or issuances could occur, may adversely affect prevailing market prices of the Common Shares. With any additional sale or issuance of Common Shares or other Securities that are convertible or exchangeable into Common Shares, investors will suffer dilution to their voting power and economic interest in the Corporation. Furthermore, to the extent holders of convertible securities convert or exercise their securities and sell the Common Shares they receive, the trading price of the Common Shares may decrease due to the additional amount of Common Shares available in the market.

The Corporation has not declared and paid dividends in the past and may not declare and pay dividends in the future.

Any decision to declare and pay dividends in the future will be made at the discretion of the Corporation's Board and will depend on, among other things, financial results, cash requirements, contractual restrictions and other factors that the Corporation's Board may deem relevant. As a result, investors may not receive any return on an investment in the Common Shares unless they sell their Common Shares for a price greater than that which such investors paid for them.

There is currently no market through which the Securities, other than the Common Shares, may be sold.

As a consequence, purchasers may not be able to resell the Preferred Shares, Units, Debt Securities, Warrants, Subscription Receipts purchased under this Prospectus and any Prospectus Supplement. This may affect the pricing of the Securities, other than the Common Shares, in the secondary market, the transparency and availability of trading prices, the liquidity of these securities and the extent of issuer regulation. There can be no assurance that an active trading market for the Securities, other than the Common Shares, will develop or, if developed, that any such market, including for the Common Shares, will be sustained.

Shareholders of the Corporation may be unable to sell significant quantities of Common Shares into the public trading markets without a significant reduction in the price of their Common Shares, or at all. There can be no assurance that there will be sufficient liquidity of the Common Shares on the trading markets, or that the Corporation will continue to meet the listing requirements of the TSXV or any other public stock exchange.

The Debt Securities may be unsecured and will rank equally in right of payment with all of our other future unsecured debt.

The Debt Securities may be unsecured and will rank equally in right of payment with all of our other existing and future unsecured debt. The Debt Securities may be effectively subordinated to all of our existing and future secured debt to the extent of the assets securing such debt. If we are involved in any bankruptcy, dissolution, liquidation or reorganization, the secured debt holders would, to the extent of the value of the assets securing the secured debt, be paid before the holders of unsecured Debt Securities. In that event, a holder of Debt Securities may not be able to recover any principal or interest due to it under the Debt Securities.

In addition, the collateral, if any, and all proceeds therefrom, securing any Debt Securities may be subject to higher priority liens in favor of other lenders and other secured parties which may mean that, at any time that any obligations that are secured by higher ranking liens remain outstanding, actions that may be taken in respect of the collateral (including the ability to commence enforcement proceedings against the collateral and to control the conduct of such proceedings) may be at the direction of the holders of such indebtedness.

COVID-19 could have a significant adverse impact on the Corporation's business.

The Corporation's operations could be significantly adversely affected by the effects of a widespread global outbreak of a contagious disease, including the recent outbreak of respiratory illness caused by COVID-19. The Corporation cannot accurately predict the impact COVID-19 will have on its operations and the ability of others to meet their obligations with the Corporation, including uncertainties relating to the ultimate geographic spread of the virus, the severity of the disease, the duration of the outbreak, and the length of travel and quarantine restrictions imposed by governments of affected countries. Depending on the duration and severity of the current COVID-19 pandemic, it may also have the effect of heightening many of the other risks described herein and in any other disclosure documents of the Corporation including, but not limited to, those risks relating to the successful completion of growth and expansion projects, the ability to obtain any required regulatory approvals in the future, the ability to raise additional capital to meet financial obligations and support business growth, the ability to service obligations under any debt securities and other debt obligations; and complying with the covenants contained in the agreements that govern indebtedness. In addition, a significant outbreak of contagious diseases in the human population could result in a widespread health crisis that could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could further affect the Corporation's operations and ability to finance its operations. Even after the COVID-19 pandemic is over, the Corporation may continue to experience material adverse effects to its business, financial condition and prospects as a result of the continued disruption in the global economy and any resulting recession, the effects of which may persist beyond that time.

The spread of COVID-19 has caused the Corporation to modify its business practices to help minimize the risk of the virus to employees, business partners, and the communities in which the Corporation participates, which could negatively impact the business of the Corporation. To date, the COVID-19 crisis has not materially impacted the Corporation's operations, financial condition, cash flows and financial performance. In response to the outbreak, the Corporation has instituted operational and monitoring protocols to ensure the health and safety of its employees and stakeholders, which follow the advice of local governments and health authorities where it operates. The Corporation has adopted a work from home policy where possible. The Corporation continues to operate effectively whilst working remotely. The Corporation will continue to monitor developments of the COVID-19 pandemic and continuously assess the COVID-19 pandemic's potential further impact on the Corporation's operations and business.

Additionally, diversion of management focus to address the impacts of the COVID-19 pandemic could potentially disrupt the Corporation's operating plans. The extent and continued impact of the COVID-19 pandemic on the Corporation's business will depend on certain developments, including the duration and spread of the outbreak and government responses to the pandemic, all of which are uncertain and cannot be predicted.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed in this Prospectus, including the documents incorporated by reference herein, there are no material interests, direct or indirect, of the Directors or officers of the Corporation, any Shareholder that beneficially owns more than 10% of the Common Shares or any associate or affiliate of any of the foregoing persons in any transaction within the last three years or any proposed transaction that has materially affected or would materially affect the Corporation or any of its subsidiaries.

EXEMPTIONS

Pursuant to a decision of the Autorité des marchés financiers dated January 6, 2021, the Corporation was granted a permanent exemption from the requirement to translate into French this Prospectus, as well as the documents incorporated by reference herein, and any Prospectus Supplement to be filed in relation to an "at-the-market distribution". This exemption is granted on the condition that this Prospectus and any Prospectus Supplement (other than in relation to an "at-the-market distribution") be translated into French if the Corporation offers the Securities to Québec purchasers in connection with an offering other than in relation to an "at-the-market distribution".

LEGAL MATTERS

Certain legal matters relating to an offering of the Securities will be passed upon on behalf of the Corporation by Goodmans LLP, counsel to the Corporation. As of the date of this Prospectus the partners and associates of Goodmans LLP beneficially owned, directly or indirectly, less than 1% of the outstanding securities of the Corporation.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The Corporation’s auditor is MNP LLP, Chartered Professional Accountants, located at 111 Richmond Street West, Suite 300, Toronto, Ontario M5H 2G4. MNP LLP has advised the Corporation that it is independent in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of Ontario. Since the Corporation’s incorporation and until June 30, 2020, the auditor of the Corporation was McGovern Hurley LLP. McGovern Hurley LLP was independent in accordance with the Code of Professional Conduct of the Chartered Professional Accountants of Ontario during the relevant time.

The Transfer Agent and Registrar for the Common Shares of the Corporation is TSX Trust Company at its Toronto offices located at 301 – 100 Adelaide St W Toronto, ON M5H 4H1.

PURCHASER’S CONTRACTUAL RIGHTS

Original purchasers of Securities which are convertible, exchangeable or exercisable for other securities of the Corporation will have a contractual right of rescission against the Corporation in respect of the conversion, exchange or exercise of such Securities. The contractual right of rescission will entitle such original purchasers to receive, upon surrender of the underlying securities, the amount paid for the applicable convertible, exchangeable or exercisable Securities (and any additional amount paid upon conversion, exchange or exercise) in the event that this Prospectus, the applicable Prospectus Supplement or an amendment thereto contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of such Securities under this Prospectus and the applicable Prospectus Supplement; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of such Securities under this Prospectus and the applicable Prospectus Supplement. This contractual right of rescission will be consistent with the statutory right of rescission with the statutory right of rescission described under Section 130 of the *Securities Act* (Ontario) (“**Securities Act**”), and is in addition to any other right or remedy available to original purchasers under section 130 of the Securities Act or otherwise at law.

PURCHASERS' STATUTORY RIGHTS

Unless otherwise provided in a Prospectus Supplement, the following is a description of a purchaser's statutory rights. Securities legislation in certain of the provinces and territories in Canada provides purchasers with the right to withdraw from an agreement to purchase securities, which right may be exercised within two business days after receipt or deemed receipt of a prospectus, prospectus supplement and any amendment, and with remedies for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser are not sent or delivered to the purchaser. However, purchasers of Securities distributed under an at-the-market distribution by the Corporation do not have the right to withdraw from an agreement to purchase the Securities and do not have remedies of rescission or, in some jurisdictions, revisions of the price, or damages for non-delivery of the prospectus, prospectus supplement, and any amendment relating to the Securities purchasers by such purchaser because the prospectus, prospectus supplement, and any amendment relating to the Securities purchased by such purchaser will not be sent or delivered, as permitted under Part 9 of NI 44-102.

In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser contains a misrepresentation. The remedies available to a purchaser for any such failure to deliver or any misrepresentation contained in any prospectus, prospectus supplement or amendment must be exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. Any remedies under securities legislation that a purchaser of such securities distributed under an at-the-market distribution by the Corporation may have against the Corporation or its agents for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser contain a misrepresentation, will remain unaffected by the non-delivery of the prospectus referred to above. A purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal advisor.

In an offering of Securities which are convertible, exchangeable or exercisable for other securities of the Corporation, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial securities legislation, to the price at which the convertible securities are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces and territories, if the purchaser pays additional amounts upon conversion of the security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces and territories. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights and/or consult with a legal advisor.

CERTIFICATE OF THE CORPORATION

Dated: January 8, 2021

This short form prospectus, together with the documents incorporated by reference, will, as of the date of a particular distribution of Securities under this Prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus and the supplement as required by the securities legislation in each of the provinces and territories of Canada.

(signed) *"Jonathan Walsh"*	(signed) *"Gregory Donaldson"*
Jonathan Walsh, Chief Executive Officer	Gregory Donaldson, Chief Financial Officer

On Behalf Of The Board

(signed) *"Christopher Locke"*	(signed) *"Christopher Schnarr"*
Christopher Locke, Director	Christopher Schnarr, Director