PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING **May 7, 2021**

A-LABS CAPITAL V CORP.
(a Capital Pool Company)

Minimum Offering: $200,000 or 2,000,000 Common Shares
Maximum Offering: $500,000 or 5,000,000 Common Shares
Price: $0.10 per Common Share

The purpose of this offering (the "**Offering**") is to provide A-Labs Capital V Corp. (the "**Issuer**") with a minimum amount of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction. See "*Glossary*" for the definitions of capitalized terms herein. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "**Exchange**") and, in the case of a Non-Arm's Length Qualifying Transaction, must also receive Majority of the Minority Approval in accordance with Exchange Policy 2.4 – *Capital Pool Companies* (the "**CPC Policy**"). The Issuer is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash as further set out in this Prospectus. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Issuer 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 Issuer*" and "*Use of Proceeds*".

The Issuer hereby offers through its agent, Haywood Securities Inc. (the "**Agent**"), a minimum of 2,000,000 common shares in the capital of the Issuer ("**Common Shares**") for gross proceeds of $200,000 ("**Minimum Offering**") and a maximum of 5,000,000 Common Shares for gross proceeds of $500,000 ("**Maximum Offering**"), at a price of $0.10 per Common Share.

	Number of Common Shares	Price to Public	Agent's Commission (1)	Net Proceeds to Issuer (2)
Per Common Share	1	$0.10	$0.01	$0.09
Minimum Offering(3)	2,000,000	$200,000	$16,000	$184,000
Maximum Offering(3)	5,000,000	$500,000	$40,000	$460,000

Notes:

(1) Pursuant to the Agency Agreement, the Agent will receive a cash commission (the "**Agent's Commission**") equal to 8% of the gross proceeds of the Offering, payable at the closing of the Offering. In addition, upon closing of the Offering, the Agent will be: (i) paid a corporate finance fee (the "**Corporate Finance Fee**") through the issuance of 100,000 Common Shares at a deemed price of $0.10 per Common Share, representing a fee equal to $10,000 (applicable taxes will be payable in cash); (ii) granted non-transferable options (the "**Agent's Warrants**") to purchase such number of Common Shares as is equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering, at a price of $0.10 per Common Share, for a period of 60 months from the Listing Date; and (iii) reimbursed for its legal fees, incurred pursuant to this Offering, estimated to be $7,500, plus applicable taxes and disbursements. See "*Name of Agent and Agent's Compensation*".

(2) Before deducting the costs of this Offering, including listing and filing fees, the Agent's expenses and legal fees, the Corporation's legal fees, audit fees and expenses, estimated at $55,000, excluding the Agent's Commission, expenses incurred by the Issuer prior to this Offering and applicable taxes and disbursements. See "*Use of Proceeds*".

(3) This Prospectus qualifies the distribution of a minimum of 2,000,0000 Common Shares and a maximum of 5,000,000 Common Shares, the Agent's Warrants and the CPC Stock Options (as defined below). See "*Plan of Distribution*". Pursuant to the CPC Policy, no more than 50% of the aggregate number of Common Shares that may be acquired pursuant to the Agent's Warrants may be sold prior to the completion of the Qualifying Transaction and the remaining 50% may only be sold after completion of the Qualifying Transaction.

This Offering is made on a commercially reasonable efforts basis by the Agent in the provinces of Ontario, Alberta, British Columbia and is subject to receipt by the Issuer of a minimum subscription of 2,000,000 Common Shares for total gross proceeds to the Issuer of $200,000. The Offering price of the Common Shares was determined by negotiation between the Issuer and the Agent. All funds received from subscriptions for the Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement and will not be released until a minimum of $200,000 has been deposited and the Agent deems as satisfied all conditions to such release pursuant to the terms of the Agency Agreement. If the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be agreed upon by Persons who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "*Plan of Distribution*" and "*Name of Agent and Agent's Compensation*".

This Prospectus also qualifies for distribution incentive stock options (the "**CPC Stock Options**") to be granted to the directors and senior officers of the Issuer immediately following the completion of the Offering, provided such directors and senior officers are resident in a jurisdiction in which this Prospectus is filed. The CPC Stock Options are exercisable to purchase up to 600,128 Common Shares in the event the Minimum Offering is completed and up to 900,128 Common Shares in the event the Maximum Offering is completed. 156,051 of such CPC Stock Options will be exercisable to purchase Common Shares at a price of $0.05 and the balance of 444,077 CPC Stock Options, assuming the Minimum Offering, or 744,077 CPC Stock Options, assuming the Maximum Offering, will be exercisable at $0.10 for a period of 10 years following the date of grant. The CPC Stock Options are qualified for distribution under this Prospectus. See "*Options to Purchase Securities*".

Market for Securities

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

The Issuer has applied to list its Common Shares (including the Common Shares issuable upon the exercise of the Agent's Warrants) on the Exchange. Listing will be subject to the Issuer fulfilling all of the listing requirements of the Exchange and the approval of the Exchange.

As at the date of the Prospectus, the Issuer 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, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the grant of the Agent's Warrants, the issuance of the Common Shares in satisfaction of the Corporate Finance Fee and the grant of the CPC Stock Options to the directors, senior officers and technical consultants of the Issuer, trading in all securities of the Issuer 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 - *Passport System* and National Policy 11-202 - *Process for Prospectus Reviews in Multiple Jurisdictions* and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under Securities Legislation or where the applicable securities commissions grant a discretionary order.

Summary of Risk Factors

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

The Issuer has not commenced commercial operations and has no assets other than cash. It has no history of earnings and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. Until Completion of the Qualifying Transaction, the Issuer is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions. The Issuer may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic. The Issuer may find that even if the terms of a potential acquisition are economic, the Issuer may not be able to finance such acquisition and additional funds may be required. Where the investment or acquisition is financed by the issuance of shares from the Issuer's treasury, control of the Issuer may change, and shareholders may suffer further dilution of their investment. The Issuer will be in competition with other entities with greater resources. See "*Corporate Structure*", "*Business of the Issuer*" and "*Use of Proceeds*".

The directors and officers of the Issuer will only devote a portion of their time to the business and affairs of the Issuer 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. Potential conflicts of interest may result from the ordinary course of business of the Issuer and of the directors and the officers of the Issuer. The directors and the officers, as a group, beneficially own and control 2,301,281 Common Shares, which represents 59% of the issued and outstanding Common Shares before giving effect to this Offering. Such Common Shares will represent 38.35% of the issued and outstanding Common Shares upon completion of the Minimum Offering and 25.57% of the issued and outstanding Common Shares upon completion of the Maximum Offering, assuming no Common Shares are purchased by the directors and the officers under the Offering, and before the exercise of the Agent's Warrants and CPC Stock Options. See "*Business of the Issuer*", "*Directors, Officers and Promoters*", "*Conflicts of Interest"* and "*Name of the Agent and Agent's Compensation*".

There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell the Common Shares. Investors acquiring the Common Shares offered by this Prospectus will suffer an immediate dilution on investmentof approximately 33% or $0.033 per Common Share, assuming completion of the Minimum Offering, and approximately 22% or $0.022 per Common Share, assuming completion of the Maximum Offering, based on total gross proceeds to be raised under this Prospectus and from sales of Common Shares prior to filing this Prospectus, before deduction of selling commissions or related expenses of these issuances. See "*Capitalization*" and "*Dilution*".

The Issuer has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Issuer will be able to identify a suitable Qualifying Transaction. Further, even if a proposed Qualifying Transaction is identified, there can be no assurance that the Issuer will be able to complete the transaction. The Qualifying Transaction may be financed in whole, or in part, by the issuance of additional securities by the Issuer and this may result in further dilution to investors. See "*Use of Proceeds*".

A Qualifying Transaction financed by the issue of Common Shares could result in a change in the control of the Issuer and shareholders may suffer further dilution of their investment. The Issuer will be in competition with other entities with greater resources. See "*Corporate Structure*", "*Business of the Issuer*" and "*Use of Proceeds*".

The Issuer may incur additional expenses or delays due to capital market uncertainty and business disruptions caused by the COVID-19 global pandemic. The future impact of the outbreak is highly uncertain and cannot be predicted. There can be no assurance that such disruptions, delays and expenses will not have a material adverse impact on the Issuer's ability to complete the Offering or identify and successfully complete a proposed Qualifying Transaction. See "*Risk Factors".*

In the event that management, directors or Promoters of the Issuer reside outside of Canada or the Issuer identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management, director or Promoter 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. See "*International Promoters*" and "*Directors, Officers and Promotors*".

As a result of these factors, the Offering is suitable only to investors who are willing to rely solely on the management of the Issuer 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. See "*Business of the Issuer*", "*Directors, Officers and Promoters*", "*Use of Proceeds*" and "*Risk Factors*".

Maximum Investment

Pursuant to the CPC Policy, 75% of the total number of Common Shares offered under this Prospectus or 1,500,000 Common Shares, assuming completion of the Minimum Offering, and 3,750,000 Common Shares, assuming completion of the Maximum Offering, are subject to the following limits:

(a) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser pursuant to the Offering is 2% of the total number of Common Shares offered under this Prospectus or 40,000 Common Shares, in the case of the Minimum Offering, and 100,000 Common Shares, in the case of the Maximum Offering; and

(b) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser, together with that purchaser's Associates and Affiliates, is 4% of the total number of Common Shares offered under this Prospectus or 80,000 Common Shares, in the case of the Minimum Offering, and 200,000 Common Shares in the case of the Maximum Offering.

International Promoters

A-Labs Finance and Advisory Ltd. ("**A-Labs Advisory**") and Rita Alter, being Promoters to the Issuer, is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada. A-Labs Advisory and Ms. Alter have appointed the following agent for service of process:

Name of Person or Company	Name and Address of Agent
A-Labs Finance and Advisory Ltd.	Oziel Law Professional Corporation 5255 Yonge Street, Suite 1110, Toronto, Ontario, Canada, M2N 6P4
Ms. Rita Alter	Oziel Law Professional Corporation 5255 Yonge Street, Suite 1110, Toronto, Ontario, Canada, M2N 6P4

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any Person that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

Receipt of Subscriptions

The Common Shares are conditionally offered for sale on behalf of the Issuer on a "commercially reasonable efforts" basis without nominal or par value at a price of $0.10 per Common Share, subject to prior sale, if, as and when issued and delivered by the Issuer, and in accordance with the conditions contained in the Agency Agreement referred to under "*Plan of Distribution*" and subject to the approval of certain legal matters by Oziel Law Professional Corporation, on behalf of the Issuer, and by Dunton Rainville LLP, on behalf of the Agent.

Subscriptions will be received subject to rejection or allotment in whole or in part and the Issuer reserves the right to close the subscription books at any time without notice. The Common Shares will be issued and deposited in electronic form with the CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee. Purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

Haywood Securities Inc.
Waterfront Centre
Suite 700, 200 Burrard Street,
Vancouver, BC V6C 3L6

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GLOSSARY

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

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

A Company is an "**Affiliate**" of another Company if:

(a) one of them is the subsidiary of the other, or

(b) each of them is controlled by the same Person.

A Company is "**controlled**" by a Person if:

(a) Voting Shares of the Company are held, other than by way of security only, by or for the benefit of that Person, and

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

A Person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that Person, or

(b) an Affiliate of that Person or an Affiliate of any Company controlled by that Person.

"**Agency Agreement**" means the agency agreement dated as of [•], 2021 between the Issuer and the Agent.

"**Agent**" means Haywood Securities Inc. at its office in the City of Toronto, in the Province of Ontario.

"**Agent's Commission**" means the cash commission payable to the Agent and its sub-agents, if any, equal to 8% of the gross proceeds of the Offering.

"**Agent's Warrants**" means the non-transferable option to purchase Common Shares to be granted to the Agent in accordance with section 5.2(c) of the CPC Policy, entitling the Agent and any sub-agents to purchase Agent's Shares in an amount equal to 10% of the number of Common Shares sold pursuant tothe Offering at an exercise price of $0.10 per Agent's Share, expiring 60 months from the Listing Date.

"**Agent's Shares**" means Common Shares acquired upon exercise of the Agent's Warrants.

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

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

(e) 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;

(f) any partner of the Person;

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

(h) in the case of a Person who is an individual:

    (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

(i) 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.1.00 of the TSX Venture Exchange Rule Book and Policies with respect to that Member firm, Member corporation or holding company.

"**Commissions**" mean the Ontario Securities Commission, the British Columbia Securities Commission and the Alberta Securities Commission.

"**Common Shares**" means the issued, fully-paid, non-assessable common shares in the capital of the Issuer.

"**Company**" means, unless specifically indicated otherwise, 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 QT Exchange Bulletin is issued by the Exchange.

"**Concurrent Financing**" has the meaning ascribed to that phrase in section 9.5 of the CPC Policy.

"**Conditional Acceptance Documents**" has the meaning ascribed to that phrase in section 11.5 of the CPC Policy.

"**Control Person**" means any Person that holds or is one of a combination of Persons 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 Agent's corporate finance fee equal to $10,000 to be satisfied through the issuance of 100,000 Common Shares at closing of the Offering at a deemed price of $0.10 per Common Share, exclusive of applicable taxes which are payable in cash.

"**CPC**" or "**Capital Pool Company**" means a corporation or trust:

(a) that has filed and obtained a receipt for a preliminary CPC Prospectus from one or more of the Commissions compliance with the CPC Policy; and

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

"**CPC Filing Statement**" means a filing statement prepared in accordance with Form 3B2 – *Information Required in a Filing Statement for a Qualifying Transaction*, which provides full, true and plain disclosure of all material facts relating to the Issuer and the Significant Assets.

"**CPC Information Circular**" means an information circular prepared in accordance with applicable Securities Laws and Form 3B1 – *Information Required in an Information Circular for a Qualifying Transaction*, which provides full, true and plain disclosure of all material facts relating to the Issuer and the Significant Assets.

"**CPC Policy**" means Policy 2.4 – *Capital Pool Companies* of the Exchange effective January 1, 2021.

"**CPC Stock Options**" means the incentive stock options of the Issuer to be granted to the directors and senior officers of the Issuer immediately following the completion of the Offering, exercisable to purchase up to 600,128 Common Shares in the event the Minimum Offering is completed or up to 900,128 Common Shares, including 156,051 CPC Stock Options a price of $0.05 per Common Share and 444,077 Stock Options, assuming the Minimum Offering, or 744,077 CPC Stock Options, assuming the Maximum Offering, in each case, at a price of $0.10 per Common Share for a period of 10 years following the date of grant.

"**Disclosure Document**" means the CPC Filing Statement or the CPC Information Circular, as the case may be, or the Prospectus if required by section 11.1(f) of the CPC Policy.

"**Eligible Charitable Organization**" means:

(a) any Charitable Organization or Public Foundation which is a Registered Charity but is not a Private Foundation; or

(b) a Registered National Arts Service Organization.

as such terms are defined in the Tax Act, as amended, from time to time.

"**Escrow Agreement**" means the escrow agreement dated as of [•], 2021 among the Issuer, the TSX Trust Company and certain shareholders of the Issuer.

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

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

"**Initial Public Offering**" or "**IPO**" means the transaction which involves the Issuer issuing securities from its treasury pursuant to its first Prospectus.

"**Insider**" if used in relation to the Issuer, means:

(a) a director or senior officer of the Issuer;

(b) a director or senior officer of a Company that is an Insider or subsidiary of the Issuer;

(c) a Person that beneficially owns or controls, directly or indirectly, Voting Shares carrying morethan 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-Labs Capital V Corp., a corporation incorporated under the *Canada Business Corporations Act* with a registered office located in Toronto, in the province of Ontario.

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

"**Majority of the Minority Approval**" means the approval by the majority of the votes cast at a meeting of the shareholders of the CPC, or by the written consent of shareholders of the CPC holding more than 50% of the issued listed shares of the CPC, provided that the votes attached to listed shares of the CPC held by the following Persons and their Associates and Affiliates are excluded from the calculation of any such approval or written consent:

(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.

"**Maximum Offering**" means the maximum Offering of 5,000,000 Common Shares at a price of $0.10 per Common Share for aggregate gross proceeds of $500,000, pursuant to this Prospectus.

"**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.

"**Minimum Offering**" means the minimum Offering of 2,000,000 Common Shares at a price of $0.10 per Common Share for aggregate gross proceeds of $200,000, pursuant to this Prospectus.

"**NEX**" means the market on which former Exchange and Toronto Stock Exchange issuers that do not meet Exchange continued listing requirements for Tier 2 issuers may continue to trade.

"**Non-Arm's Length Party**" means:

(a) in relation to a Company:

  (i) a Promoter, officer, director, other Insider or Control Person of that Company and anyAssociates or Affiliates of any of such Persons; or

  (ii) another entity, or an Affiliate of that entity, if that entity or its Affiliate have the same Promoter, officer, director, Insider or Control Person as the Company; and

(b) in relation to an individual, 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 to be the subject of the proposed Qualifying, Transaction.

"**Offering**" means the offering of a minimum of 2,000,000 Common Shares and a maximum of 5,000,000 Common Shares at a price of $0.10 per Common Share, in accordance with the terms of this Prospectus.

"**Person**" means a Company or individual.

"**Principal**" means:

(a) a Person who acted as a Promoter of the Issuer within two years before the IPO Prospectus or Final QT 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 QT 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 QT Exchange Bulletin for non-IPO transactions; and

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

  (i) holds securities carrying more than 10% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final QT 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.

"**Pro Group**"

(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 Exchange 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 Exchange 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 definition prescribed by Securities Laws.

"**Prospectus**" means a disclosure document required to be prepared in connection with a public offering of securities and which complies with the form and content requirements of a prospectus as described 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.

"**Qualifying Transaction Agreement**" means any agreement or other similar commitment respecting the Qualifying Transaction which identifies the fundamental terms upon which the parties agree or intend to agree, including:

(a) the Significant Assets and/or Target Company;

(b) the parties to the Qualifying Transaction;

(c) the value of the Significant Assets and/or Target Company and the consideration to be paid orotherwise identifies the means by which the consideration will be determined; and

(d) the conditions to any further formal agreements or completion of the Qualifying Transaction.

"**Regulation Services Provider**" has the meaning ascribed to it in National Instrument 21-101 - *Marketplace Operation* and refers to the Investment Industry Regulatory Organization of Canada or any successor retained by the Exchange.

"**Related Party Transaction**" has the meaning, ascribed to it under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions*, 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, which exists upon issuance of the Final QT Exchange Bulletin.

"**Securities Laws**" means securities legislation, securities regulation and securities rules, as amended, and the policies, notices, instruments and blanket orders in force from time to time that are applicable to the Issuer.

"**Seed Shares**" means securities issued before the Issuer's IPO.

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

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

"**Sponsor**" means a Member that meets the criteria specified in 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**" has the meaning ascribed to it in Exchange Policy 2.2 – *Sponsorship and Sponsorship Requirements*.

"**Sponsorship Acknowledgement Form**" has the meaning ascribed to it in Exchange Policy 2.2 – *Sponsorship and Sponsorship Requirements*.

"**Stock Option Plan**" means the stock option plan of the Issuer as same may be amended or supplemented from time to time. See "*Options to Purchase Securities*".

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

"**Tax Act**" means the *Income Tax Act* (Canada) and the regulations thereunder.

"**Transfer Agent**" means TSX Trust Company.

"**UMIR**" means the Universal Market Integrity Rules adopted by the Exchange and as may be amended from time to time and administered and enforced by the Exchange or any Regulation Services Provider retained by the Exchange.

"**Vendor(s)**" means one or all of the beneficial owners of the Significant Assets and/or Target Company.

"**Voting Share**" means a security of the Issuer: (i) that is not a debt security; and (ii) carries a voting right either under all circumstances or, under some circumstances, that have occurred and are continuing.

PROSPECTUS SUMMARY

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

ISSUER:

A-Labs Capital V Corp., a corporation incorporated on November 29, 2018 pursuant to the *Canada Business Corporations Act*. See "*Name and Incorporation"*.

BUSINESS OF THE ISSUER:

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

OFFERING:

A minimum of 2,000,000 Common Shares and a maximum of 5,000,000 Common Shares are being offered under this Prospectus at a price of $0.10 per Common Share for gross proceeds of a minimum of $200,000 and a maximum of $500,000. This Offering is being made on a commercially reasonable efforts basis by the Agent on behalf of the Issuer.

In addition, the Issuer will grant to the Agent's Warrants to the Agent to purchase the equivalent of 10% of the aggregate number of Common Shares sold pursuant to this Offering, being 200,000 Common Shares in the case of the Minimum Offering or 500,000 Common Shares in the case of the Maximum Offering, at a price of $0.10 per Common Share, which will be exercisable for a period of 60 months from the Listing Date. Upon completion of the Offering, pursuant to the Agency Agreement, the Issuer will issue an additional 100,000 Common Shares to the Agent in satisfaction of the Corporate Finance Fee, representing $10,000 with each Common Share having a deemed price of $0.10. See "*Name of the Agent and Agent's Compensation*".

The Issuer also intends to grant CPC Stock Options to the directors and senior officers of the Issuer to purchase up to 600,128 Common Shares in the event the Minimum Offering is completed or up to 900,128 Common Shares, including 156,051 CPC Stock Options at a price of $0.05 per Common Share and 444,077 CPC Stock Options, assuming the Minimum Offering, or 744,077 CPC Stock Options, assuming the Maximum Offering, at a price of $0.10 per Common Sharen for a period of 10 years following the date of grant. The Agent's Warrants and the CPC Stock Options held by directors and officers, who are resident in a jurisdiction in which this Prospectus is filed, are qualified for distribution under this Prospectus. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

USE OF PROCEEDS:

Assuming completion of this Offering, the total net proceeds to the Issuer, accounting for total cash proceeds raised and expenses incurred prior to this Offering, will be approximately $236,436 in the case of the Minimum Offering and approximately $512,436 in the case of the Maximum Offering (after deduction of the Agent's Commission and the issue expenses and costs of this Offering). The net proceeds of this Offering plus the proceeds from the prior sales of Common Shares will be used to provide the Issuer 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 Issuer may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until the Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, general and administrative expenses of the Issuer may not exceed, in the aggregate, $3,000 per month. See "*Use of Proceeds*" for details of the restrictions and prohibitions on the Issuer's user of funds and "*Risk Factors*".

DIRECTORS AND MANAGEMENT:	The following persons are the directors and officers of the Issuer: Rita Alter — Chief Executive Officer, Secretary and Director Yosef Shemesh — Chief Financial Officer and Director Jason Saltzman — Director Hillar Lilles — Director Wayne Miller — Director Ms. Alter and A-Labs Advisory are Promoters of the Issuer. See "*Directors, Officers and Promoters*".
ESCROW:	All of the currently issued and outstanding Common Shares of the Issuer, being 3,901,281 Common Shares, and all of the CPC Stock Options, being 600,128 CPC Stock Options, assuming the Minimum Offering, and 900,128 CPC Stock Options, assuming the Maximum Offering, 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 18 months from the date of the Final Exchange QT Bulletin. See "*Escrowed Securities*".
RISK FACTORS:	**There is no established market for the Common Shares. Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Issuer's business and its present stage of development.** The Issuer was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Issuer and can afford to risk the loss of their entire investment. The directors and the officers of the Issuer will only devote part of their time and attention to the affairs of the Issuer and there are potential conflicts of interest to which some of the directors and the officers of the Issuer will be subject in connection with the operations of the Issuer. An investor will suffer an immediate dilution on investment of approximately 33% or $0.033 per Common Share, assuming completion of the Minimum Offering, and approximately 22% or $0.022 per Common Share, assuming completion of the Maximum Offering (based on the total gross proceeds to be raised under this Prospectus and from sales of securities prior to filing this Prospectus, without deduction of the Agent's Commission, the Corporate Finance Fee or related expenses incurred by the Issuer). There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Issuer 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 Issuer has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Issuer will be able to identify or complete a suitable Qualifying Transaction. The global pandemic caused by COVID-19 may result in additional expenses and delays to the Issuer, the impact of which is uncertain on the Issuer at this time. A Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. In the event that the Issuer identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management, directors or experts resident outside of Canada or upon the foreign business or the Resulting Issuer and may find it difficult or

impossible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada.

See "*Risk Factors*" for more detailed information on the risks of an investment in the Issuer's Common Shares. Also see "*Corporate Structure*", "*Directors, Officers and Promoters*", "*Business of the Issuer", "Conflicts of Interest"* and "*Use of Proceeds*".

CORPORATE STRUCTURE

Name, Incorporation and Place of Business

The Issuer was incorporated pursuant to the provisions of the *Canada Business Corporations Act* on November 29, 2018 under the name "A-Labs Capital V Corp." with authorized share capital of an unlimited number of Common Shares without par value. The Issuer has no subsidiaries.

The registered office and head office of the Issuer are located at 5255 Yonge Street, Suite 1110, Toronto, Ontario, Canada, M2N 6P4.

The Issuer's By-Law No. 1 includes an advance notice requirement for nominations by shareholders in certain circumstances. The advance notice requirement fixes a deadline by which holders of record of Common Shares must submit director nominations to the Secretary of the Issuer prior to any annual meeting of shareholders (or any special meeting of shareholders if one of the purposes for which the special meeting is called is the election of one or more directors) and sets forth the specific information that a nominating shareholder must include in the written notice to the Secretary of the Issuer for a nomination to be valid.

BUSINESS OF THE ISSUER

Preliminary Expenses

To date the Issuer has raised $195,064 through the sale of 3,901,281 Common Shares. See "*Prior Sales*" and "*Capitalization*". As of December 31, 2020, the Issuer has incurred preliminary expenses with respect to auditing costs, legal fees, filing fees and on-going continuous disclosure compliance fees of approximately $87,128 in the aggregate. The Issuer previously filed a final prospectus dated January 28, 2020 in connection with an initial public offering that was not completed as a result of the market conditions related to COVID-19. As a result of such filing, the Issuer became a reporting issuer in the provinces of Ontario, British Columbia and Alberta. The foregoing fees are primarily comprised of expenses related to that prospectus offering and compliance costs for maintaining its reporting issuer status.

Since December 31, 2020, the Issuer has incurred approximately $8,554 in fees related to legal and auditing fees and has paid a deposit of $5,000 (plus applicable taxes) to the Exchange towards the initial listing fee and expenses. Part of the net proceeds from the Offering will be utilized to satisfy the obligations of the Issuer related to this Offering, including the expenses of its auditors, legal counsel, the Agent's legal counsel, the listing fees of the Exchange and the filing fees of the Commissions. See "*Use of Proceeds*" for total estimated expenses to completion of the Offering.

Proposed Operations until Completion of the Qualifying Transaction

The Issuer proposes to identify and evaluate businesses and assets with a view to completing a Qualifying, Transaction. Any 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. As of the date hereof, the Issuer has not conducted commercial operations.

Until Completion of the Qualifying Transaction, the Issuer 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*" and "*Permitted Use of Funds*", the funds raised pursuant to this Offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

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

Method of Financing

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

Criteria for a Qualifying Transaction

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

The Target Company will be screened initially by management of the Issuer to determine the economic viability. Approval of acquisitions will be made by the board of directors of the Issuer after examination of the proposed acquisitions having regard to, among other things, the (a) projected rate of return; (b) risk of loss; (c) prospects for growth; (d) skill of the management team; and (e) basic financing considerations, including the costs of the acquisition and the prospect of obtaining debt or equity financing to complete the proposed transaction.

Filings and Shareholder Approval of a Qualifying Transaction

Upon the Issuer reaching a Qualifying Transaction Agreement, the Issuer must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Common Shares until the filing requirements of the Exchange have been satisfied as set forth under "*Trading Halts, Suspensions and Delisting*". Within 75 calendar days after issuance of such news release, the Issuer shall be required to submit for review to the Exchange a Disclosure Document that complies with Exchange requirements containing prospectus level disclosure of the Significant Assets and the Issuer, assuming Completion of the Qualifying Transaction. Where the proposed Qualifying Transaction is a Non-Arm's Length Qualifying Transaction, the Issuer must obtain Majority of the Minority Approval of the Qualifying Transaction. Where the proposed Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction, the Exchange will not require the Issuer to obtain shareholder approval of the Qualifying Transaction provided that it files the applicable Disclosure Document.

Once the Conditional Acceptance Documents have been accepted for filing, the Exchange will advise the Issuer that it is cleared to file the final Disclosure Document on SEDAR and:

(a) where shareholder approval of the Qualifying Transaction is not required, the Issuer must file the final CPC Filing Statement or Prospectus on SEDAR at least 7 business days prior to:

    (i) the resumption of trading in the securities of the Resulting Issuer following the Completion of the Qualifying Transaction, if the securities of the Issuer are halted from trading; or

    (ii) the Completion of the Qualifying Transaction, if the securities of the Issuer are not halted from trading;

(b) where shareholder approval is required and is to be obtained at a meeting of shareholders, the Issuer will file on SEDAR and mail to its shareholders the notice of meeting, CPC Information Circular and form of proxy, together with any other required documents; and

(c) where shareholder approval is required and is to be obtained by written consent, the Issuer will file on SEDAR the final Disclosure Document.

If required by the Exchange, the Issuer will retain a Sponsor, who must be a Member of the Exchange or a participating organization of the Toronto Stock Exchange, and who will be required to submit to the Exchange a Sponsor Report prepared in accordance with the policies of the Exchange. The Issuer will no longer be considered to be a CPC upon the

Exchange having issued the Final QT Exchange Bulletin. The Exchange will generally not issue the Final QT Exchange Bulletin until the Exchange has received:

(a) confirmation of shareholder approval of the Qualifying Transaction, if required;

(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 QT Exchange Bulletin, the CPC Policy will generally cease to apply, with the exception of the escrow provisions of the CPC Policy.

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 a Qualifying Transaction Agreement 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, all individuals who may be directors, senior officers, Promoters, or Insiders of the Resulting Issuer must file a Form 2A – *Personal Information Form* or, if applicable, a Form 2C1 – *Declaration 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 Issuer fails to file the supporting documents relating to the Qualifying Transaction within a period of 75 calendar days after public announcement of the Qualifying Transaction Agreement or if the Issuer 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.

In the event that the Common Shares of the Issuer are delisted by the Exchange, within 90 days from the date of such delisting, the Issuer 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 Issuer, determine to deal with the remaining assets in some other manner. See "*Filings and Shareholder Approval of a Non-Arm's Length Qualifying Transaction*" above.

Refusal of Qualifying Transaction

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

(a) the Resulting Issuer fails to satisfy the applicable initial listing requirements of the Exchange;

(b) the Resulting Issuer will be a mutual fund, as defined under Securities Laws; or

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

USE OF PROCEEDS

Proceeds and Principal Purposes

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

PROCEEDS TO THE ISSUER	MINIMUM OFFERING	MAXIMUM OFFERING
(a) Gross cash proceeds received by the Issuer from the sale of Common Shares prior to this Offering (1)	$195,064	$195,064
(b) Less: Expenses and costs relating to raising the cash proceeds referred to in (a) above as well as on-going compliance costs, audit and legal fees related to the Issuer's prior prospectus offering (2)	($87,128)	($87,128)
(c) Plus: Gross cash proceeds to be raised by the Issuer from the sale of the Common Shares distributed pursuant to this Offering (3)	$200,000	$500,000
(d) Less: Expenses and costs relating to the Offering referred to in (c) above, incurred to date and expected to be incurred (4)	($71,500)	($95,500)
(e) Estimated funds available on completion of the Offering	**$236,436**	**$512,436**
USE OF PROCEEDS		
Funds available for identifying and evaluating assets or business prospects (5)	$186,436	$462,436
Estimated general and administrative expenses until Completion of the Qualifying Transaction (6)	($50,000)	($50,000)
TOTAL NET PROCEEDS	**$236,436**	**$512,436**

Notes:

(1) Includes the issuance of 200,000 Common Shares at $0.05 per Common Share in satisfaction of fees in the amount of $10,000 for legal services previously rendered to the Issuer. See "*Capitalization*" and "*Prior Sales*".

(2) The expenses primarily pertain to the Issuer's prior listing application on the Exchange and include the Exchange listing fee deposit, auditing costs, legal fees, filing fees and on-going continuous disclosure compliance fees, including applicable taxes and disbursements. See "*Preliminary Expenses*".

(3) In the event the Agent exercises the Agent's Warrants and the directors or officers exercise their CPC Stock Options, there will be available to the Issuer an additional $72,210 in the case of the Minimum Offering or $132,210 in the case of the Maximum Offering, which will be added to the working capital of the Issuer. There is no assurance that any of the Agent's Warrants or Incentive Stock Options will be exercised.

(4) Expenses include, the Agent's Commission of $16,000, in the case of the Minimum Offering, or $40,000, in the case of the Maximum Offering, together with costs and expenses of this issue, including the listing fee payable to the Exchange (of which $5,000 plus applicable taxes has been paid) and to the Commissions, expenses and legal costs of the Agent, fees of the Issuer's legal counsel, auditor and other expenses associated with the Offering such as printing costs, excluding any applicable taxes and disbursements.

(5) In the event that the Issuer enters into a Qualifying Transaction Agreement prior to spending the entire $186,436, assuming the Minimum Offering, or $462,436, assuming the Maximum Offering, being the amount available for identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of, or participation in, the Significant Assets or for working capital after Completion of the Qualifying Transaction.

(6) Such expenses cover the 24-month period following the Listing Date and includes estimated professional fees, filing fees and due diligence expenses.

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

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

Permitted Use of Funds

Until the Completion of the Qualifying Transaction and except as otherwise specifically provided by the CPC Policy and described in "*Prohibited Payments to Non-Arm's Length Parties*" and "*Private Placements for Cash*" the gross proceeds realized from the sale of all securities issued by the Issuer will be used by the Issuer only to identify and evaluate assets or businesses and obtain shareholder approval, if applicable, for a proposed Qualifying Transaction, including expenses such as:

(a) reasonable expenses relating to the Issuer's IPO, including:

  (i) fees for legal services and audit services relating to the preparation and filing of this Prospectus;
  (ii) Agent's fees, costs and commissions; and
  (iii) printing costs, including printing of this Prospectus and share certificates;

(b) reasonable general and administrative expenses of the Issuer (not exceeding in aggregate $3,000 per month), including:

  (i) office supplies, office rent and related utilities;
  (ii) equipment leases;
  (iii) fees for legal services; and
  (iv) fees for accounting and advisory services;

(c) reasonable expenses relating to a proposed Qualifying Transaction, including:

  (i) valuations or appraisals;
  (ii) business plans;
  (iii) feasibility studies and technical assessments;
  (iv) Sponsor Reports;
  (v) engineering or geological reports;
  (vi) financial statements, including audited financial statements; and
  (vii) fees for legal and accounting services;

(d) agents' and finders' fees, costs and commissions;
(e) assurance and audit fees of the Issuer;
(f) escrow agent and transfer agent fees of the Issuer; and
(g) regulatory filing fees of the Issuer.

In addition, a maximum aggregate amount of $25,000 may be advanced as a non-refundable deposit or unsecured loan to a Target Company or Vendor(s), as the case may be, without the prior acceptance of the Exchange. Any proposed deposit, advance or loan of funds from the Issuer to the Target Company or a Vendor(s) in excess of such $25,000 maximum aggregate may only be made as a secured loan with the prior acceptance of the Exchange where all of the following conditions are satisfied:

(a) the Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction;
(b) the Qualifying Transaction has been announced in a comprehensive news release;
(c) due diligence with respect to the Qualifying Transaction is well underway;
(d) if applicable, a Sponsor has been engaged or the sponsorship requirement has been waived;
(e) the loan has been announced in a news release at least 15 days prior to the date of any such loan; and
(f) the total amount of all deposits, advances and loans from the Issuer does not exceed a maximum of $250,000 in aggregate unless the aggregate amount advanced from the Issuer to the Target Company or the Vendor(s) does not represent more than 20% of the working capital of the Issuer.

Prohibited Payments to Non-Arm's Length Parties

Except as described under "*Other Securities to be Distributed*", "*Name of Agent and Agent's Compensation*", "*Options to Purchase Securities*" and "*Permitted Use of Funds*" the Issuer 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 Issuer or to a Non-Arm's Length Party to the Qualifying Transaction, or to a person engaged in investor relations activities, promotional or market-making services in respect of the Issuer or the securities of the Issuer or any Resulting Issuer, by any means, including:

(a) remuneration, which includes but is not limited to salaries, consulting fees, management contract fees or directors' fees, finders' fees (except as permitted under the CPC Policy), loans, advances and bonuses, and

(b) deposits and similar payments.

Further, no such payment will be made by the Issuer or by any other Person after the Completion of the Qualifying Transaction if such payment relates to services rendered or obligations incurred before or in connection with the Qualifying Transaction.

Notwithstanding the above, the Issuer may pay or reimburse a Non-Arm's Length Party to the Issuer for reasonable general and administrative expenses of the Issuer (including office supplies, office rent and related utilities, equipment leases, fees for legal services and fees for accounting and advisory services) not exceeding in aggregate $3,000 per month, and for fees for legal services relating to a proposed Qualifying Transaction, and the Issuer may also reimburse a Non-Arm's Length Party to the Issuer for reasonable out-of-pocket expenses incurred in pursuing the business of the Issuer described in "*Permitted Use of Funds*".

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

Private Placements for Cash

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Issuer 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 Issuer 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 $10,000,000. Generally, the only securities issuable pursuant to such a private placement will be Common Shares and Agent's Warrants.

Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non-Arm's Length Parties to the Issuer and to Principals of the Resulting Issuer will be subject to escrow.

Finder's Fees

Upon Completion of the Qualifying Transaction, the Issuer and Target Company may pay finder's fees in aggregate pursuant to Exchange Policy 5.1 – *Loans, Loan Bonuses, Finder's Fees and Commissions*:

(a) to a Person that is not a Non-Arm's Length Party to the Issuer; and

(b) to a Non-Arm's Length Party to the Issuer, provided that:

    (i) the Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction;

    (ii) the Qualifying Transaction is not a transaction between the Issuer and an existing public company;

    (iii) the finder's fee is payable in the form of cash, Listed Shares and/or Warrants only;

    (iv) the amount of any Concurrent Financing is not included in the value of the measurable benefit used to calculate the finder's fee; and

(v) approval of the finder's fee is obtained by ordinary resolution at a meeting of shareholders of the Issuer or by the written consent of shareholders of the Issuer holding more than 50% of the issued Common Shares, provided that the votes attached to the Common Shares held by the recipient of the finder's fee and its Associates and Affiliates are excluded from the calculation of any such approval or written consent.

PLAN OF DISTRIBUTION

Name of Agent and Agent's Compensation

Pursuant to the Agency Agreement, the Issuer will appoint the Agent as its agent to offer for sale, on a commercially reasonable efforts basis to the public, a minimum of 2,000,000 Common Shares and a maximum of 5,000,000 Common Shares, as provided in this Prospectus, at a price of $0.10 per Common Share for minimum gross proceeds of $200,000 and maximum gross proceeds of $500,000, subject to the terms and conditions of the Agency Agreement. This Prospectus qualifies the distribution of a minimum of 2,000,000 Common Shares and maximum of 5,000,000 Common Shares pursuant to the Offering.

The Agent will receive the Agent's Commission equal to 8% of the aggregate gross proceeds of the Offering, representing $16,000 in the event of the Minimum Offering being completed and $40,000 in the event of the Maximum Offering being completed. The Issuer will pay the Agent's expenses and legal fees, plus disbursements and applicable taxes. In addition, the Issuer will issue 100,000 Common Shares at the closing of the Offering in satisfaction of the Agent's Corporate Finance Fee, representing $10,000, excluding applicable taxes, which are payable in cash. Such Common Shares will be subject to a four-month hold period pursuant to applicable Exchange policies and Securities Laws.

The Issuer has also agreed to grant to the Agent and its sub-agents, if any, the non-transferable Agent's Warrants to purchase the equivalent of 10% of the aggregate number of Common Shares sold pursuant to the Offering, being 200,000 Common Shares in the event of the Minimum Offering being completed and 500,000 Common Shares in the event of the Maximum Offering being completed, at a price of $0.10 per Common Share, which warrant may be exercised for a period of 60 months from the Listing Date. This Prospectus qualifies the distribution of the Agent's Warrants. Not more than 50% of the Common Shares received on the exercise of the Agent's Warrant may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

The Agent has agreed to use commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Issuer and may make co-brokerage arrangements with other investment dealers at no additional cost to the Issuer. 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.

The Offering will be made in accordance with the rules and policies of the Exchange and with the consent of the Exchange. The closing of the Offering will take place at such time as the Issuer and the Agent may agree, provided that the minimum subscriptions have been received.

Commercially Reasonable Efforts Offering and Minimum Distribution

The Minimum Offering consists of 2,000,000 Common Shares for total gross proceeds of $200,000 and the Maximum Offering consists of 5,000,000 Common Shares for total gross proceeds of $500,000. Pursuant to the CPC Policy, 75% of the total number of Common Shares offered under this Prospectus, being 1,500,000 Common Shares assuming the completion of the Minimum Offering and 3,750,000 assuming the completion of the Maximum Offering, are subject to the following limits:

(a) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser pursuant to the Offering is 2% of the total number of Common Shares offered under this Prospectus, representing 40,000 Common Shares ($4,000) in the event of the Minimum Offering being completed and 100,000 Common Shares ($10,000) in the event of the Maximum Offering being completed; and

(b) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser, together with that purchaser's Associates and Affiliates, is 4% of the total number of Common Shares offered under this Prospectus, representing 80,000 Common Shares ($8,000) in the event of the Minimum Offering being completed and 200,000 Common Shares ($20,000) in the event of the Maximum Offering being completed.

The funds received from the Offering will be deposited with the Agent and will not be released until a minimum of $200,000 has been deposited and the Agent consents to the release thereof. Minimum subscriptions of 2,000,000 Common Shares for total gross proceeds of $200,000 must be raised within 90 calendar days of the issuance of a final receipt for this Prospectus, or such other time as may be consented to by the Persons who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

In accordance with the policies of the Exchange, the Issuer also proposes to grant CPC Stock Options to directors and seniors officers of the Issuer at the closing of the Offering to purchase that number of Common Shares equal to 10% of the aggregate number of Common Shares outstanding upon the closing of the Offering, representing a total of 600,128 Common Shares, in the event of the Minimum Offering being completed, and 900,128 Common Shares, in the event of the Maximum Offering being completed, which options are qualified for distribution under this Prospectus provided that the option holder resides in a jurisdiction in which this Prospectus is filed. The CPC Stock Options are exercisable a price of $0.05 or $0.10 per Common Share and such options may be exercised for a period of 10 years from the Listing Date. See "*Options to Purchase Securities*" and "*Plan of Distribution*".

Determination of Price

The Offering price of $0.10 per Common Share was determined by negotiation between the Issuer and the Agent.

Conditional Listing Application

The Issuer has applied to list its Common Shares (including the Common Shares issuable upon the exercise of the Agent's Warrants and the CPC Stock Options) on the Exchange. Listing will be subject to the Issuer fulfilling all of the listing requirements of the Exchange.

Venture Issuer

As at the date of this Prospectus, the Issuer 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, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the Common Shares issued for the Corporate Finance Fee, the grant of the Agent's Warrants and the grant of the CPC Stock Options, no securities of the Issuer will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the Commissions and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under Securities Laws or where the applicable securities commissions grant a discretionary order.

DESCRIPTION OF SECURITIES DISTRIBUTED

General

The Issuer is authorized to issue an unlimited number of Common Shares of which, as at the date hereof, 3,901,281 Common Shares are issued and outstanding as fully paid and non-assessable. In addition, a minimum of 2,000,000 Common Shares (assuming completion of the Minimum Offering) and a maximum of 5,000,000 Common Shares (assuming the completion of the Maximum Offering) may be issued pursuant to the Offering; 100,000 Common Shares will be issued to the Agent in satisfaction of the Corporate Finance Fee upon completion of the Offering; a minimum of 200,000 Common Shares (assuming completion of the Minimum Offering) and a maximum of 500,000 Common Shares (assuming completion of the Maximum Offering) may be issued upon exercise of the Agent's Warrants; and a minimum of 580,128 (assuming completion of the Minimum Offering) and a maximum of 880,128 Common Shares (assuming completion of the Maximum Offering) may be issued upon exercise of the CPC Stock Options to be granted to the directors and senior officers of the Issuer. See "*Plan of Distribution*", "*Name of the Agent and Agent's Compensation*" and "*Options to Purchase Securities*".

Common Shares

The holders of Common Shares are entitled to: (i) receive notice of and to vote at every meeting of shareholders of the Issuer and shall have one vote thereat for each such Common Share so held; (ii) receive such dividend as the directors of the Issuer may from time to time declare on the Common Shares; and (iii) receive the remaining property of the Issuer in the event of dissolution, liquidation or winding up of the Issuer or upon any distribution of the assets of the Issuer (other than by way of dividend out of monies properly applicable to the payment of dividends).

CAPITALIZATION

The table below shows the capitalization of the Issuer as at the date of the statement of financial position and the date hereof before and after giving effect to this Offering but prior to taking into account the costs of the issue:

Designation of Securities	**Amount authorized**	**Amount outstanding as of the date of the most recent statement of financial position contained in this Prospectus** (1)	**Amount outstanding as of this Prospectus** (1)	**Amount to be outstanding upon completion of the Minimum Offering** (2)(3)(5)	**Amount to be outstanding upon completion of the Maximum Offering** (2)(4)(6)
Common Shares	Unlimited	2,001,281	3,901,281	6,001,281	9,001,281

Notes:

(1) As at the date of the Issuer's most recent financial position (December 31, 2020), the Issuer had not commenced commercial operations. These Common Shares will be subject to escrow restrictions. See "*Business of the Issuer*" and "*Escrowed Securities*". To date, the Issuer issued an aggregate of 3,501,281 Common Shares for cash proceeds in the amount of $175,064 and 200,000 Common Shares in satisfaction of fees for legal services previously rendered to the Issuer in the amount of $10,000. An aggregate of 1,900,000 Common Shares were issued at $0.05 per Common Share pursuant to a private placement completed on April 14, 2021. See "*Prior Sales*" and "*Use of Proceeds*".

(2) The number of Common Shares includes the 100,000 Common Shares payable to the Agent upon closing of the Offering in satisfaction of the Corporate Finance Fee.

(3) Assuming the completion of the Minimum Offering, the Issuer will reserve up to 600,128 Common Shares for issuance pursuant to the CPC Stock Options to be granted to the directors and senior officers on the Listing Date, of which 156,051 CPC Stock Options will be exercisable at $0.05 per Common Share and 444,077 CPC Stock Options will be exercisable at $0.10 per Common Share. All such options will expire 10 years from the Listing Date. See "*Options to Purchase Securities*". Assuming the completion of the Minimum Offering, the Issuer will also grant the Agent's Warrants to purchase up to 200,000 Common Shares at a price of $0.10 per Common Share for 60 months from the Listing Date. See "*Name of the Agent and Agent's Compensation*".

(4) Assuming the completion of the Maximum Offering, the Issuer will reserve up to 900,128 Common Shares for issuance pursuant to the CPC Stock Options to be granted to the directors and senior officers on the Listing Date, of which 156,051 CPC Stock Options will be exercisable at $0.05 per Common Share and 744,077 CPC Stock Option will be exercisable at $0.10 per Common Share. All such options will expire 10 years from the Listing Date. See "*Options to Purchase Securities*". Assuming the completion of the Maximum Offering, the Issuer will also grant the Agent's

Warrants to purchase up to 500,000 Common Shares at a price of $0.10 per Common Share for 60 months from the Listing Date. See "*Name of the Agent and Agent's Compensation*".

(5) Assuming the completion of the Minimum Offering, the gross proceeds from the Offering will be $200,000 before deducting the Agent's Commission and the Agent's legal fees and related expenses, filing fees, the Issuer's legal and audit expenses and other costs of the Offering estimated at $71,500, excluding any applicable taxes and disbursements. See "*Use of Proceeds*".

(6) Assuming the completion of the Maximum Offering, the gross proceeds from the Offering will be $500,000 before deducting the Agent's Commission and the Agent's legal fees and related expenses, filing fees, the Issuer's legal and audit expenses and other costs of the Offering estimated at $95,500, excluding any applicable taxes and disbursements. See "*Use of Proceeds*".

OPTIONS TO PURCHASE SECURITIES

CPC Stock Options

CPC Stock Options to purchase up to 600,128 Common Shares, assuming the Minimum Offering, and 900,128 Common Shares, assuming the Maximum Offering, are to be granted after closing of this Offering to the directors and senior officers of the Issuer. The CPC Stock Options will be granted after the closing of the Offering under the Issuer's Stock Option Plan (as defined below) and are expected to be allocated on the following basis:

Name of Optionee	Number of Common Shares Optioned (Minimum Offering) [1]	Number of Common Shares Optioned (Maximum Offering) [1]	Exercise Price per Common Share	Expiry Date
Rita Alter	120,026	180,026	$0.10	10 years from the date of grant
Joseph Shemesh	78,026	78,026	$0.05	10 years from the date of grant
	42,000	102,000	$0.10	
Jason Saltzman [2]	78,026	78,026	$0.05	10 years from the date of grant
	42,000	102,000	$0.10	
Hillar Lilles [2]	120,026	180,026	$0.10	10 years from the date of grant
Wayne Miller [3]	120,026	180,026	$0.10	10 years from the date of grant
TOTAL	**600,128**	**900,128**		

Notes:

(1) The CPC Stock Options to be granted prior to and upon closing of the Offering to the directors and senior officers of the Issuer who are resident in a jurisdiction in which the Prospectus is filed are qualified for distribution pursuant to this Prospectus (subject to regulatory approval). Such CPC Stock Options shall be exercisable for a period of 10 years from the date of grant.

(2) The CPC Stock Options to be granted to Mr. Saltzman and Mr. Lilles are qualified for distribution under this Prospectus.

(3) The registered owner of the CPC Stock Options is Northview Ventures Inc., a private Quebec corporation owned and controlled by Wayne Miller, a director of the Issuer. See "*Directors, Officers and Promoters*".

Stock Option Terms

The policies of the Exchange provide that the board of directors of the Issuer may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers and employees of the Issuer and its Affiliates and to consultants and management company employees, non-transferable options to purchase Common Shares for a period of up to 10 years from the date of the grant, provided that the number of Common Shares reserved for issuance may not exceed 10% of the total issued and outstanding Common Shares at the date of the grant.

The purpose of the stock option plan (the "**Stock Option Plan**") established by the Issuer, pursuant to which itmay grant CPC Stock Options, is to promote the profitability and growth of the Issuer by facilitating the efforts of the Issuer to obtain and retain key individuals. The Stock Option Plan provides an incentive for and encourages ownership of the Common Shares by its key individuals so that they may increase their stake in the Issuer and benefit from increases in the value of the Common Shares. Pursuant to the Stock Option Plan, the maximum number of Common Shares reserved for issuance in any 12-month period to any one optionee other than a consultant may not exceed 5% of the issued and outstanding Common Shares at the date of the grant. The maximum number of Common Shares reserved for issuance in any 12-month period to any consultant may not exceed 2% of the issued and outstanding Common Shares at the date of the grant and the maximum number of Common Shares reserved for issuance in any 12-month period to all persons engaged in investorrelations activities may not exceed 2% of the issued and outstanding number of Common Shares at the date of the grant.

Notwithstanding the terms of the Stock Option Plan described above, the CPC Policy imposes certain restrictions on CPC Stock Options during the period that the Issuer remains a CPC. Such restrictions shall remain in place until the Exchange issues the Final QT Exchange Bulletin (such bulletin indicating that the Resulting Issuer will not be considered a CPC). Under the CPC Policy, the Issuer, while it remains a CPC, is limited to granting CPC Stock Options to only directors, officers and technical consultants of the Issuer. In addition, the total number of Common Shares reserved under option for issuance pursuant to the Stock Option Plan may not exceed 10% of theCommon Shares outstanding as at the date of the grant of the option and the exercise period shall not exceed 10 years from the date of the grant. The maximum number of Common Shares issuable to any individual officer or director may not exceed 5% of the issued and outstanding Common Shares outstanding as at the date of grant of the option. The maximum number of Common Shares issuable at any given time to all technical consultants may not exceed 2% of the issued and outstanding, Common Shares outstanding as at the date of grant of the option.

In addition, while the Issuer is a CPC, it is prohibited from granting CPC Stock Options to any person providing investor relations activities, promotional or market making services. The exercise price per Common Share under any CPC Stock Option granted by the Issuer while it is a CPC may not be less than the greater of $0.10 and the Discounted Market Price (as defined under Exchange policies).

The number of Common Shares issuable at any given time to Eligible Charitable Organizations in aggregate will not exceed 1% of the issued and outstanding Common Shares of the Issuer as at the date of grant of any CPC Stock Option.

The term of CPC Stock Options must expire not later than 12 months after the optionee ceases to be a director, officer or technical consultant of the Issuer, or of the Resulting Issuer, as the case may be, subject to any earlier expiry date of such CPC Stock Option.

Any CPC Stock Options or Common Shares acquired pursuant to the exercise of CPC Stock Options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final QT Exchange Bulletin is issued. In addition, all Common Shares issued on or after the date of the Final QT Exchange Bulletin pursuant to the exercise of CPC Stock Options granted prior to the Offering with an exercise price that is less than the issue price of this Offering is also subject to escrow under the Escrow Agreement. For further details of the escrow requirements and release provisions, see "*Escrowed Securities*".

PRIOR SALES

Since the date of incorporation of the Issuer, 3,901,281 Common Shares have been issued as follows:

Date of Issue	**Number of Common Shares** (1)	**Per Common Share Consideration**	**Aggregate Value of Consideration**	**Nature of Consideration**
November 29, 2018	100	$0.05	$5.00	Cash
March 18, 2019	1,801,181	$0.05	$90,059.05	Cash
July 8, 2019	100,000	$0.05	$5,000	Cash
July 23, 2019	100,000	$0.05	$5,000	Cash
April 14, 2021[(1)]	1,900,000	$0.05	$95,000	$85,000 Cash $10,000 Compensation for Services

Notes:

(1) All above Common Shares are subject to escrow pursuant to the CPC Policy. See "*Escrowed Securities*".
(2) See "*Capitalization*".

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 3,901,281 Common Shares issued prior to this Offering at a price below $0.10 per Common Share and all Common Shares that may be acquired from treasury by Non-Arm's Length Parties of the Issuer either under the Offering or otherwise prior to the date of the Final QT Exchange Bulletin will be deposited with the Transfer Agent under the Escrow Agreement.

All CPC Stock Options and all Common Shares issued prior to the date of the Final QT Exchange Bulletin pursuant to the exercise of CPC Stock Options are subject to escrow under the Escrow Agreement. In addition, all Common Shares issued on or after the date of the Final QT Exchange Bulletin pursuant to the exercise of CPC Stock Options granted prior to the Offering with an exercise price that is less than the issue price of this Offering as also subject to escrow under the Escrow Agreement.

The following table sets out, as at the date hereof, the number of Common Shares and CPC Stock Options of the Issuer, which are held in escrow:

Name and municipality of residence of shareholder	Common Shares held prior to the Offering	Number of Common Shares held in escrow (1)	Number of CPC Stock Options subject to escrow if exercised (2)	Percentage of Common Shares prior to giving effect to the Offering (3)	Percentage of Common Shares after giving effect to the Offering	
					Minimum Offering (4)(5)	Maximum Offering (4)(6)
Rita Alter *Kasharon, Israel*	1,572,000	1,572,000	116,026 176,026	40.29%	26.19%	17.46%
Yosef Shemesh *Caesarea, Israel*	329,281	329,281	116,026 176,026	8.44%	5.49%	3.66%
Jason Saltzman *Toronto, Ontario*	100,000	100,000	116,026 176,026	2.56%	1.67%	1.11%
Northview Ventures Inc. (7) *Montreal, Quebec*	100,000	100,000	116,026 176,026	2.56%	1.67%	1.11%
Hillar Lilles *Calgary, Alberta*	200,000	200,000	116,026 176,026	5.13%	3.33%	2.22%
Oceanside Strategies Inc. (8) *Georgetown, Cayman Islands*	500,000	500,000	NIL	12.82%	8.33%	5.55%
A-Labs Finance and Advisory Ltd. (9) *Kfar Saba, Israel*	500,000	500,000	NIL	12.82%	8.33%	5.55%
Bright Light Ventures Inc. (10) *Toronto, Ontario*	200,000	200,000	NIL	5.13%	3.33%	2.22%
Michael Mire *Montreal, Quebec*	200,000	200,000	NIL	5.13%	3.33%	2.22%
Isleview Capital Corp. (11) *Vancouver, British Columbia*	200,000	200,000	NIL	5.13%	3.33%	2.22%
TOTAL	**3,901,281**	**3,901,281**	**600,128** **900,128**	**100.00%**	**65.01%**	**43.35%**

Notes:

(1) Assuming no Common Shares are purchased by these persons under the Offering and before the exercise of the Agent's Warrants and the CPC Stock Options. See "*Plan of Distribution*".
(2) Assuming that a total of 600,128 CPC Stock Options will be held in escrow in the event of the Minimum Offering being completed and 900,128 CPS Stock Options will be held in escrow in the event of the Maximum Offering being completed. See "*Options to Purchase Securities*".
(3) Based on the 3,901,281 Common Shares current issued and outstanding on a non-diluted basis.
(4) Percentages are calculated on non-diluted basis, excluding the exercise of any proposed CPC Stock Options or Agent's Warrants, assuming that the current directors, officers and shareholders of the Issuer do not purchase any Common Shares under this Offering. See "*Options to Purchase Securities*" and "*Name of Agent and Agent's Compensation*".
(5) Based on 6,001,281 Common Shares issued and outstanding after completing the Minimum Offering and before the exercise of the Agent's Warrants and the CPC Stock Options.
(6) Based on 9,001,281 Common Shares issued and outstanding after completing the Maximum Offering and before the exercise of the Agent's Warrants and the CPC Stock Options.
(7) Northview Ventures Inc. is a private Quebec corporation owned and controlled by Wayne Miller.
(8) Oceanside Strategies Inc. is a private Cayman Island corporation owned and controlled by Dain Currie.
(9) A-Labs Advisory is a private Israeli corporation controlled and directed by Doron Cohen.
(10) Bright Light Ventures Inc. is a private Canadian corporation controlled and directed by Allan Oziel and Dunny Medina. See "*Relationship between the Issuer and Professional Persons*".
(11) Isleview Capital Corp. is a private British Columbia corporation owned and controlled by Edward Reisner.

Where the Common Shares 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 anytransactions 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 securities to be issued or transferred if it could reasonably result in a change of control of the holding company. In addition, the Exchange may require anundertaking from any control person of the holding company not to transfer the shares of that company.

Under the Escrow Agreement:

(a) all CPC Stock Options granted prior to the date of the Final QT Exchange Bulletin and all Common Shares that were issued pursuant to the exercise of such CPC Stock Options prior to the date of the Final QT Exchange Bulletin will be released from escrow on the date of the Final QT Exchange Bulletin, other than CPC Stock Options that were granted prior to the Issuer's IPO with an exercise price that is less than the issue price of the Common Shares under this Prospectus and any Common Shares that were issued pursuant to the exercise of such CPC Stock Options which will be released from escrow in accordance with (b); and

(b) except for the CPC Stock Options and Common Shares issued pursuant to the exercise of such CPC Stock Options that are released from escrow on the date of the Final QT Exchange Bulletin as provided for in (a), all of the securities held in escrow will be released from escrow in accordance with the following schedule:

Release Dates	**Percentage to be Released**
Date of Final QT Exchange Bulletin	25%
Date 6 months following Final QT Exchange Bulletin	25%
Date 12 months following Final QT Exchange Bulletin	25%
Date 18 months following Final QT Exchange Bulletin	25%
TOTAL	100%

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 existing Principals of the Issuer and/or to incoming Principals in connection with a proposed Qualifying Transaction.

If a Final QT Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement, upon the issuance by the Exchange of a bulletin delisting the Issuer, the Transfer Agent is irrevocably authorized to:

(a) immediately cancel all of the escrowed Common Shares held by each Non-Arm's Length Party to the Issuer that were issued at a price below the Offering price under this Prospectus and all CPC Stock Options and Option Shares held by such persons; and

(b) cancel all of the escrowed securities on a date that is 10 years from the date of such Exchange bulletin.

Escrowed Securities on Qualifying Transaction

Generally, in connection with the Qualifying Transaction, subject to certain exemptions, all securities of the Resulting Issuer held by Principals of the Resulting Issuer will be required to be escrowed in accordance with the policies of the Exchange.

PRINCIPAL SHAREHOLDERS

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

Name of Shareholder	Type of Ownership	Number of Common Shares	Percentage of Common Shares Held Prior to Giving Effect to the Offering	Percentage of Common Shares held after the Minimum Offering (1)(2)(3)	Percentage of Common Shares held after the Maximum Offering (1)(2)(4)
Rita Alter	Of record and beneficial	1,572,000	40.29%	26.19%	17.46%
Oceanside Strategies Inc. (5)	Beneficial	500,000	12.82%	8.33%	5.55%
A-Labs Finance and Advisory Ltd. (6)	Beneficial	500,000	12.82%	8.33%	5.55%

Notes:

(1) These Common Shares are subject to the terms and conditions of the Escrow Agreement. See "*Escrowed Securities*".

(2) The figures given in this column are on a non-diluted basis and assume that no Common Shares are purchased by these persons under the Offering.

(3) On a fully diluted basis, assuming that all Agent's Warrants and CPC Stock Options are exercised (including the CPC Stock Options to be held by the above-noted director, officer and Promoter), after giving effect to the Minimum Offering, Ms. Alter will hold 24.88% of the issued and outstanding Common Shares.

(4) On a fully diluted basis, assuming that all Agent's Warrants and CPC Stock Options are exercised (including the CPC Stock Options to be held by the above-noted director, officer and Promoter), after giving effect to the Maximum Offering, Ms. Alter will hold 16.84% of the issued and outstanding Common Shares.

(5) Oceanside Strategies Inc. is a private Ontario corporation owned and controlled by Dain Currie.

(6) A-Labs Advisory is a private Israeli corporation controlled and directed by Doron Cohen.

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Occupation, Security Holdings and Involvement with Other Reporting Issuers

The board of directors of the Issuer consists of five persons. Each director will hold office until the next annual meeting of shareholders or until their successor is elected or appointed. An audit committee has been established as a subcommittee of the board of directors. See "*Audit Committee*". The following are the names and municipalities of residence of the directors, officers and Promoters of the Issuer, their current positions with the Issuer and their current principal occupation:

Name, Municipality of Residence & Position with the Issuer	Principal occupation during the previous five years	Term of Office	Number of Common Shares Owned (2)(3)

Rita Alter *Hasharon, Israel* Director, CEO, Corporate Secretary and Promoter	Founder and CEO of AlterEgo Consultancy	March 18, 2019 - Present	1,572,000
Yosef Shemesh (1) *Caesarea, Israel* Director and CFO	Director and CFO of Liacom Systems Ltd. and Consultant with Shemesh Metals.	January 16, 2020 - Present	329,281
Jason Saltzman (1) *Ontario, Canada* Director	Partner, Gowling WLG (Canada) LLP	July 8, 2019 - Present	100,000
Wayne Miller (4) *Quebec, Canada* Director	CEO, Northview Ventures Inc.	November 29, 2018 - Present	100,000
Hillar Lilles (1) *Alberta, Canada* Director	Senior Geophysicist, Frontera Energy Corp.	July 23, 2019 - Present	200,000
Doron Cohen (5) *Kfar Saba, Israel* Promoter	CEO, A-Labs Advisory	April 14, 2021 - Present	500,000

Notes:

(1) Member of the Audit Committee of the Issuer. Yosef Shemesh is the Chair of the Audit Committee.

(2) "Owned" includes owned, controlled, or otherwise directed, directly or indirectly. These Common Shares are subject to the terms and conditions of the Escrow Agreement. See "*Escrowed Securities*".

(3) Assuming that no Common Shares are purchased by these persons under the Offering and before the exercise of the Agent's Warrant and the CPC Stock Options.

(4) The registered owner of the Common Shares is Northview Ventures Inc., a private Quebec corporation owned and controlled by Wayne Miller.

(5) The registered owner of the Common Shares is A-Labs Advisory, a private Israeli corporation controlled and directed by Doron Cohen. For details regarding A-Labs Advisory, see "*Directors, Officers and Promoters – Promoters*".

Prior to giving effect to the Offering, the directors and officers of the Issuer, as a group, beneficially own, directly or indirectly, 2,301,281 Common Shares, representing 59% of the issued and outstanding Common Shares of the Issuer on a non-diluted basis. Assuming the completion of the Offering, the directors and officers will hold approximately a minimum of 38.35% and a maximum of 25.57% of the issued and outstanding Shares, excluding the exercise of the CPC Stock Options and the Agent's Warrants. For particulars of the shareholdings of the directors and officers of the Issuer, see "*Principal Shareholders*" and "*Escrowed Securities*".

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

Each of the directors and officers of the Issuer will devote the time required to achieve the goal of the Issuer to complete a Qualifying Transaction. Time actually spent by the directors and officers of the Issuer will vary according to the needs of the Issuer.

Directors and Officers of the Issuer

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

Rita Alter, 42, Director, Chief Executive Officer and Corporate Secretary

Ms. Alter has extensive experience in both the scientific and commercial aspects of the life sciences industry. She has held numerous leadership roles, recently serving as the CEO of a private medical device company from 2011 to 2015.

From 2011 to 2015, Ms. Alter founded and served as the CEO of LaraPharm Ltd., a company developing pharmaceutical replacements for medical cannabis. From 2015 to 2016, she acted as the Vice-President of Marketing at BOL Pharma, one of Israel's licensed medical cannabis growers and a producer of pharma cannabinoids. As part of her experience at BOL Pharma, Ms. Alter led EMA/FDA approval processes and completed the development lifecycles of pharmaceutical products. Currently, she is a prominent advisor to pharmaceutical companies of all sizes. From 2018 to present, she has been the head of the Life Sciences banking division of A-Labs Finance & Advisory Ltd. She was also previously employed by the Helsinki Committee (IRB Institutional Review Board).

Ms. Alter holds a MSc. in Human Immunology and Genetics from Tel-Aviv University as well as a BSc. in Life Sciences from Ben-Gurion University.

Ms. Alter will devote such time as is required in connection with the management of the Issuer and completion of the Qualifying Transaction.

Yosef Shemesh, 56, Director and Chief Financial Officer

Mr. Shemesh is currently the Chief Financial Officer of Liacom Systems Ltd., an advisory firm that provides consultants and IT professionals in the telecommunications field. He is also presently a Consultant with Shemesh Metals since 2012.

Previously, he was a consultant for the Logia Group from 2010 – 2012 and the Vice President of Operations for BluePhoenix Solutions from 2003 - 2010, which was a public company listed on NASDAQ and specializes in modernizing outdated technology platforms. He obtained his CPA from the Ben-Gurion University of the Negev in 1991 and his executive MBA from Tel Aviv University in 1999. Mr. Shemesh is currently serving as a director of A-Labs Capital IV Corp. (TSXV: ALCC.P).

Mr. Shemesh will devote the time necessary to perform the work required in connection with the direction of the Issuer and completion of the Qualifying Transaction.

Wayne Miller, 59, Director

Mr. Miller is an experienced executive and technology investor who has founded or funded many companies. Since 2007, Mr. Miller has served as a CEO at Northview Ventures Inc., a private Montreal-based investment firm focused on consumer/SMB internet and infrastructure services.

From 2001 to 2008, Mr. Miller served as CEO and co-founder of Budget Conferencing Inc., a conferencing company based in Boston. In 2007 Budget Conferencing Inc. was purchased by Premiere Conferencing (NYSE: PGI). From 1999 to 2001, Mr. Miller was the Co-Founder and COO of the Hawkeye Group, a U.S. based venture firm. The company was a B2B vertical hub for the procurement of new and used telecom equipment. Hawkeye Group was acquired by Delphi Solutions in 2001, then sold to MTS Allstream (TSX: MBT.TO) in 2002. From 1993 to 1998, Mr. Miller was CEO and Co-Founder of Canada Telecom Inc., a private Montreal based telecommunication company that was acquired by AT&T in 1997. In 1998, Mr. Miller was Vice President of Operations of AT&T Canada. In 1986, Mr. Miller Co-founded First Canadian Mergers and Acquisitions Inc., a private Montreal based investment banking firm.

Mr. Miller was a recipient of the "Ernst & Young Entrepreneur of the Year 2007 Award" and PROFIT Magazines "Serial Entrepreneur Award" in 2006. From September 2018 to December 2020, Mr. Miller served as a director on the board of Banxa Holdings Inc. (formerly, A-Labs Capital I Corp.), a former capital pool company under the policies of the Exchange (TSXV: ALBS.P).

Mr. Miller will devote such time as is required in connection with the management of the Issuer and completion of the Qualifying Transaction.

Jason Saltzman, 50, Director

Mr. Saltzman is a partner in Gowling WLG (Canada) LLP's Toronto office practicing corporate finance and securities law, with an emphasis on securities offerings, mergers and acquisitions, private equity and venture capital transactions, corporate governance, securities registration and compliance matters. He has taken numerous companies public on the TSX, TSX Venture Exchange and Canadian Securities Exchange by IPO, reverse takeover, capital pool transactions and direct listings.

Mr. Saltzman is a co-leader of Gowling WLG's Israel Desk and he is Vice-President and a member of the Board of the Canada-Israel Chamber of Commerce. Mr. Saltzman is currently serving on the board of directors and audit committee of Adcore Inc. (TSX: ADCO) and is also serving on the board of Cross Border Capital I Inc. (TSXV: CBX.P). Mr. Saltzman rejoined Gowling WLG (Canada) LLP as a partner in February 2017 after serving as a partner of Dentons Canada LLP from September 2013 to February 2017. Mr. Saltzman served two terms on the Ontario Securities Commission's Small and Medium Enterprises Advisory Committee from 2014-2017. Mr. Saltzman holds an LLB from Osgoode Hall Law School and a BA in Political Science from Western University.

Mr. Saltzman will devote such time as is required in connection with the management of the Issuer and completion of the Qualifying Transaction.

Hillar Lilles, 48, Director

Mr. Lilles is a Professional Geoscientist and a member of the Association of Professional Engineers and Geoscientists of Alberta. He has been involved in a broad spectrum of projects in related fields spanning North and South America, including countries such as Canada, The United States, Mexico, Colombia, Peru, Ecuador, and Guyana.

Mr. Lilles has 25 years of experience working in the extractive resource industry, with the majority of his career focused on ventures related to the exploration and development of oil and gas. Mr. Lilles has been involved as a founder in several start-up ventures including Redsky Energy Inc., Black Bore Exploration Ltd. (acquired) and Blackhawk Resource Corp. (CSE: BLR). He has acted in the past as President and Director of both public and private entities. He is currently serving as a director for A-Labs Capital IV Corp. (TSXV: ALCC.P), a position he has held since November 12, 2018. Mr. Lilles is currently a Senior Geophysicist for Frontera Energy Corporation (TSX: FEC).

Mr. Lilles holds a Bachelor of Science degree in Geological Engineering, and a BA in Economics, both from Queen's University in Kingston, and he has completed Certificates in Professional Management and Spanish Language and Culture at the University of Calgary. He holds dual Canadian and Estonian citizenships and speaks both English and Spanish.

Mr. Lilles will devote such time as is required in connection with the management of the Issuer and completion of the Qualifying Transaction.

Other Reporting Issuer Experience

The following table sets out the directors, officers and Promoters of the Issuer 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 (or the equivalent in a jurisdiction outside of Canada):

Name of Insider and Reporting Issuer	Name of Exchange or Market	Position	From	To
Wayne Miller Banxa Holdings Inc. (formerly, A-Labs Capital I Corp.)	TSXV	Director	Sept. 2018	Dec. 2020

Jason Saltzman Adcore Inc.	TSX	Director	May 2019	Present
Cross Border Capital I Inc.	TSXV	Director	June 2020	Present
Hillar Lilles A-Labs Capital IV Corp.	TSXV	Director	Nov. 2018	Present
Yosef Shemesh A-Labs Capital IV Corp.	TSXV	Director	Nov. 2018	Present
Doron Cohen (1) Banxa Holdings Inc. (formerly, A-Labs Capital I Corp.)	TSXV	Chief Executive Officer Director	Mar. 2018 Mar. 2018	Dec. 2020 Present
A-Labs Capital II Corp.	TSXV	Chief Executive Officer and Director	Sept. 2018	Present
Else Nutrition Holdings Inc.	TSXV	Director	June 2019	Nov 2019

Notes:

(1) A-Labs Advisory is the registered owner of 500,000 Common Shares. A-Labs Advisory is a private Israeli corporation that is controlled and directed by Doron Cohen.

Corporate Cease Trade Orders

To the Issuer's knowledge, except as disclosed below, no director, officer, Insider or Promoter of the Issuer or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer is, or within 10 years before the date of the Prospectus, has been a director, officer, Insider or Promoter of any other issuer that, while that person was acting in that capacity:

(a) was subject to a cease trade or similar order or an order that denied the other issuer access to any exemption under Securities Laws that was in effect for a period of more than 30 consecutive days; or

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

Penalties or Sanctions

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

Bankruptcies

No director, officer, Insider or Promoter of the Issuer or shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, or a personal holding, company of any such persons has, within the 10 years before the date of this Prospectus, as applicable:

(a) been a director, officer, Insider or Promoter of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, 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; or

(b) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer, Insider, Promoter or shareholder, state the fact.

Conflict of Interests

There are potential conflicts of interest to which all of the directors, officers, Insiders and Promoters of the Issuer will be subject in connection with the operations of the Issuer. 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 Issuer for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may arise where all of the directors, officers, Insiders and Promoters will be in direct competition with the Issuer. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Canada Business Corporations Act*.

Promoters

Due to initiatives undertaken in assisting with organizing and financing the Issuer, A-Labs Advisory may be considered a Promoter of the Issuer under Securities Law. Ms. Alter will be deemed to be a Promoter of the Issuer since she will hold more than 10% of the issued and outstanding Common Shares upon completion of the Offering. See "*Principal Shareholders*", "*Prior Sales*" and "*Options to Purchase Securities*". Together, the aggregate number of Common Shares beneficially owned and controlled, directly or indirectly, by Promoters of the Issuer is 2,072,000 Common Shares, which will be equal to 34.53% of the issued and outstanding Common Shares upon the completion of the Minimum Offering and 23.02% upon the completion of the Maximum Offering.

Although A-Labs Advisory and Ms. Alter have appointed Oziel Law Professional Corporation as its agent for service of process, it may not be possible for investors to collect from A-Labs Advisory or Ms. Alter judgments obtained in the courts of Ontario predicated on the civil liability provisions of Securities Law. See "*International Promoters*".

Audit Committee

Exchange Policy 3.1 – *Directors, Officers, Other Insiders & Personnel and Corporate Governance* ("**Exchange Policy 3.1**") requires that the Issuer have an audit committee of at least three directors, the majority of whom are not employees, Control Persons or officers of the Issuer or any of its Associates or Affiliates. The audit committee of the board of directors of the Issuer will be responsible for overseeing the accounting and financial reporting processes of the Issuer and audits of the financial statements of the Issuer.

Pursuant to the CPC Policy, the Issuer is required to disclose information required under Form 52-110F2 – *Disclosure by Venture Issuers*, with respect to the audit committee, which includes the composition of the committee and the text of the audit committee charter.

Composition of the Audit Committee

The Issuer has appointed an audit committee consisting of the following three directors: Yosef Shemesh (Chair), Jason Saltzman and Hillar Lilles. Jason Saltzman and Hillar Lilles are independent of the Issuer for the purposes of Exchange Policy 3.1 and National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). Each of Yosef Shemesh, Jason Saltzman and Hillar Lilles are financially literate within the meaning of Securities Laws. See "*Directors and Officers of the Issuer*" above for the biographies of the members of the audit committee.

Audit Committee Oversight

As of the date of this Prospectus, the board of directors have never refused to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

As of the date of this Prospectus, the Issuer has not relied on any of the exemptions contemplated under NI 52-110.

Audit Committee Charter and Policies and Procedures

The responsibilities and duties of the audit committee are set out in the auditee committee charter, the text of which is attached to Schedule "A" of this Prospectus, which includes a description of the pre-approval requirement from the audit committee in respect of any non-audit related services provided by the Issuer's external auditors.

External Auditor Service Fees

The following table provides information in respect of fees incurred by the Issuer for services rendered by the Issuer's external auditor since the date of incorporation:

Date	Audit Fee	Audit-Related Fees	Tax Fees	All Other Fees
July 31, 2019	$5,100	Nil	Nil	Nil
October 31, 2019	$1,890	Nil	Nil	Nil
December 31, 2019	$2,625	Nil	Nil	Nil
March 31, 2020	Nil	$1,575	Nil	Nil
June 30, 2020	Nil	$1,575	Nil	Nil
September 30, 2020	Nil	$2,625	Nil	Nil
December 31, 2020	$5,775	Nil	Nil	Nil

EXECUTIVE COMPENSATION

Renumeration

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

(a) grants of CPC Stock Options as described in "*Options to Purchase Securities*";

(b) payment for and reimbursement of certain expenses as described in "*Use of Proceeds*"; and

(c) finder's fees as described in "*Finder's Fees*".

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

DILUTION

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of approximately 33% or $0.033 per Common Share, assuming completion of the Minimum Offering, and approximately 22% or $0.022 per Common Share, assuming completion of the Maximum Offering. Dilution is computed on the basis of total gross proceeds to be raised by this Prospectus and from sales of securities prior to filing this Prospectus, without deduction of commissions or related expenses incurred by the Issuer, the Common Shares issued in satisfaction of the Agent's Corporate Finance Fee or any Common Shares issuable on the exercise of the Agent's Warrant, as set forth below:

	Minimum Offering	Maximum Offering
Gross proceeds of prior share issuances	$195,064	$195,064
Gross proceeds of this Offering	$200,000	$500,000

Total gross after this Offering	$395,064	$695,064
Offering price per share	$0.10	$0.10
Gross proceeds per share after this Offering	$0.067	$0.078
Dilution per share to subscriber	$0.033	$0.022
Percentage of dilution in relation to offering price	22%	33%

RISK FACTORS

There are a number of risks inherent in making an investment in the Common Shares. The list below outlines the material risk factors that should be considered by persons considering purchasing the Common Shares. The list is not intended to be all-inclusive:

(a) the Issuer 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 the Completion of the Qualifying, Transaction. See "*Corporate Structure*" and "*Business of the Issuer*";

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

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

(d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of approximately 33% or $0.033 per Common Share assuming completion of the Minimum Offering and approximately 22% or $0.022 per Common Share assuming the completion of the Maximum Offering. See "*Dilution*";

(e) there is no market through which the Common Shares may be sold, and purchasers may not be able to resell the Common Shares purchased under this Prospectus. This may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Common Shares, and the extent of issuer regulation;

(f) there can be no assurance that an active and liquid market for the Issuer's Common Shares will develop and an investor may find it difficult to resell its Common Shares;

(g) until Completion of the Qualifying Transaction, the Issuer is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions. See "*Business of the Issuer*";

(h) the Issuer has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Issuer will be able to identify a suitable Qualifying Transaction. See "*Business of the Issuer*";

(i) even if a proposed Qualifying, Transaction is identified, there can be no assurance that the Issuer will be able to successfully complete such transaction. If a Qualifying Transaction is completed, the Issuer cannot be certain and provides no guarantee that the Target Company or Significant Assets will be profitable or ultimately benefit the Issuer's shareholders. See "*Business of the Issuer*";

(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. See "*Business of the Issuer*";

(k) unless a 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 Issuer of fair value for the Common Shares;

(l) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Issuer 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 Issuer may 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 Issuer completing the proposed Qualifying Transaction. See "*Business of the Issuer*";

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

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

(o) in the event that the management, directors or Promotors of the Issuer reside outside of Canada or the Issuer identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management, directors or Promoters who are 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. Ms. Rita Alter and Mr. Yosef Shemesh currently reside in Israel, and the Issuer may identify businesses or assets of a proposed Qualified Transaction that are non-Canadian, such as Israeli-based businesses or assets. See "*International Promoters*";

(p) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Issuer 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 Issuer;

(q) subject to prior Exchange acceptance, the Issuer may be permitted to loan or advance up to the greater of $250,000 and 20% of its working capital to a target business without shareholder approval and there can be no assurance that the Issuer will be able to recover that loan. See "*Use of Proceeds*";

(r) any failure to successfully integrate a business acquired pursuant to the Qualifying Transaction or a failure of such business to benefit the Issuer could have a material adverse effect on the Resulting Issuer's business and results of operations;

(s) the Issuer is relying solely on the past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Issuer 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 Issuer. In such event, the Issuer will seek satisfactory replacements but there can be no guarantee that appropriate personnel may be found. See "*Directors, Officers and Promoters*"; and

(t) the Issuer may incur additional expenses and delays due to the impact of the global pandemic caused by COVID-19 on the capital markets and general market conditions. Such expenses and delays may result in a material adverse impact in with the Issuer's ability to complete its Offering or ability to identify and complete a proposed Qualifying Transaction.

As a result of these factors, this Offering is suitable only to investors who are willing to rely solely on management of the Issuer 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

There are no legal proceedings to which the Issuer is a party nor, to its knowledge, are any such proceedings contemplated.

RELATIONSHIP BETWEEN THE ISSUER AND THE AGENT

The Agent of the Issuer is Haywood Securities Inc., Waterfront Centre, Suite 700, 200 Burrard Street, Vancouver, British Columbia V6C 3L6.

The Issuer is not a related issuer or connected issuer of the Agent (as such terms are defined in National Instrument 33-105 - *Underwriting Conflicts*). The Agent has advised the Issuer that to the best of its knowledge and belief, no directors or officers, employees or contractors or Associates or Affiliates of the foregoing have subscribed for Common Shares.

RELATIONSHIP BETWEEN THE ISSUER AND PROFESSIONAL PERSONS

Certain legal matters relating to the Offering will be passed upon by Oziel Law Professional Corporation and [•], on behalf of the Issuer, and by Dunton Rainville LLP, on behalf of the Agent. As of the date hereof, partners of Oziel Law Professional Corporation own, indirectly, 200,000 Common Shares, representing 5.13% of the issued and outstanding Common Shares prior to the Offering and 3.33%, in the case of the Minimum Offering, or 2.22%, in the case of the Maximum Offering, on a non-diluted basis.

Except as set out above, as of the date of this Prospectus, none of the aforementioned persons or their respective partners or employees and no person whose profession or business gives authority to a statement made by such person who is named in this Prospectus:

(a) beneficially owns, directly or indirectly, any securities of the Issuer or its Associates and Affiliates; or

(b) is or is expected to be elected, appointed or employed as a senior officer, director, employee or become a Promoter of the Corporation or its Associates or Affiliates.

RSM Canada LLP, auditors of the Issuer, are independent of the Issuer within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditors

The auditors of the Issuer are RSM Canada LLP, Chartered Professional Accountants, located at 11 King Street West, Suite 700, Toronto, Ontario, Canada M5H 4C7.

Transfer Agent and Registrar

The transfer agent and registrar of the Issuer is TSX Trust Company, located at 100 Adelaide Street West, Suite 301, Toronto, Ontario, Canada M5H 4H1.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have all acquired Common Shares and will be granted CPC Stock Options. Except as disclosed elsewhere herein, none of the directors, officers or principal shareholders of the Issuer, and no Associate or Affiliate of any of them, has or has had any material interest in any transaction that materially affects the Issuer. See "*Options to Purchase Securities*", "*Escrowed Securities*" and "*Principal Shareholders*".

MATERIAL CONTRACTS

The Issuer has not entered into contracts material to investors in the Common Shares hereunder, other than:

(a) The Transfer Agent Agreement dated as of November 6, 2019, 2021 between the Issuer and the Transfer Agent.

(b) The Escrow Agreement dated as of [•], 2021 among the Issuer, the Transfer Agent and those shareholders that executed such Escrow Agreement referred to under "*Escrowed Securities*".

(c) The Agency Agreement dated as of [•], 2021 among the Issuer and the Agent referred of under "*Plan of Distribution*".

The material contracts described above may be inspected at the registered office of the Issuer, located at 5255 Yonge Street, Suite 1110, Toronto, Ontario M2N 6P4, during normal business hours during the period of the distribution of the Common Shares being, distributed hereunder and for a period of 30 calendar days thereafter.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts relating to the securities to be offered and not disclosed elsewhere 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 securities to be offered.

DIVIDEND POLICY

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

ELIGIBILITY FOR INVESTMENT

In the opinion of [•], counsel to the Issuer, based on the current provisions of the Tax Act, the Common Shares will [•] qualified investments under the Tax Act for a trust governed by a registered retirement savings plan ("**RRSP**"), a registered retirement income fund ("**RRIF**"), a registered education savings plan ("**RESP**"), a deferred profit sharing plan, a tax-free savings account ("**TFSA**"), or a registered disability savings plan ("**RDSP**"), all as defined in the Tax Act (each an "**Exempt Plan**") provided that, at the time of the acquisition thereof by the Exempt Plan, the Common Shares are listed on a "designated stock exchange" (as defined in the Tax Act and which currently includes the Exchange).

If the Common Shares are not listed on the Exchange on the closing of the Offering but become listed on the Exchange prior to the date on which the Issuer must file a tax return under the Tax Act for its first taxation year, the Issuer may make an election in such income tax return to be deemed to have been a "public Issuer" for purposes of the Tax Act from the beginning of its first taxation year until the time when the Common Shares are listed on the Exchange. If this occurs, the Common Shares will be qualified investments for an Exempt Plan at the closing of the Offering notwithstanding that the Common Shares were not listed on the Exchange at the closing of the Offering.

Notwithstanding that the Common Shares may be a qualified investment for a trust governed by a TFSA, RRSP, RRIF, RESP or RDSP as discussed above, a holder of a TFSA or RDSP, an annuitant of a RRSP or RRIF or a subscriber of a RESP will be subject to a penalty tax in respect of Common Shares held in an Exempt Plan, if such Common Shares are a "prohibited investment" for the purposes of the Tax Act. The Common Shares will generally be a "prohibited investment" if the holder of the TFSA or RDSP, the annuitant of the RRSP or RRIF or the subscriber of the RESP, as the case may be, does not deal at arm's length with the Issuer for the purposes of the Tax Act or has a "significant interest" (as defined in the Tax Act) in the Issuer for the purposes of the Tax Act. In addition, the Common Shares will generally not be a "prohibited investment" if such shares are "excluded property" as defined in the Tax Act for purposes of the prohibited investment rules. Prospective holders that intend to hold Common Shares in an Exempt Plan are urged to consult their own tax advisers with respect to whether the Common Shares would constitute a "prohibited investment" in their particular circumstances.

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities Laws in Ontario, British Columbia and Alberta provide purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within 2 business days after receipt ordeemed receipt of a prospectus and any amendment. The Securities Laws further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contain a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaserwithin the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the Securities Laws of the purchaser's province for the particulars of these rights or consult with a legal adviser.

FINANCIAL STATEMENTS

The annual audited financial statements of the Issuer for the period ended December 31, 2019 to December 31, 2020 are attached to Schedule "B" of this Prospectus and are accessible on SEDAR, along with a copy of the accompanying management discussion and analysis.

Schedule "A"
Audit Committee Charter

(as attached)

A-LABS CAPITAL V CORP.

AUDIT COMMITTEE CHARTER

I. MANDATE

The Audit Committee (the "**Committee**") of the board of directors (the "**Board**") of A-Labs Capital V Corp. (the "**Corporation**") shall assist the Board in fulfilling its financial oversight responsibilities. The Committee's primary duties and responsibilities under this mandate are to serve as an independent and objective party to monitor:

1. the quality and integrity of the Corporation's financial statements and other financial information;
2. the compliance of such statements and information with legal and regulatory requirements;
3. the qualifications and independence of the Corporation's independent external auditor (the "**Auditor**"); and
4. the performance of the Corporation's internal accounting procedures and Auditor.

II. STRUCTURE AND OPERATIONS

A. Composition

The Committee shall be comprised of three members or more, a majority of which shall be independent. "Independent" shall have the meaning, as the context requires, given to it in National Instrument 52-110 – *Audit Committees*, as may be amended from time to time.

B. Qualifications

Each member of the Committee must be a member of the Board.

A majority of the members of the Committee shall not be officers or employees of the Corporation or of an affiliate of the Corporation.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Corporation's balance sheet, income statement, and cash flow statement.

C. Appointment and Removal

Subject to the Articles of the Corporation, the members of the Committee shall be appointed annually by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

D. Vacancies

If a vacancy on the Committee arises as a result of the death, incapacity or resignation of a member and the Board is required to fill the vacancy, section B does not apply to the Committee in respect of the member appointed to fill the vacancy, until the later of:

1. the next annual meeting of the Corporation; or
2. the date that is six months from the day the vacancy was created.

E. Chair

Unless the Board shall select a Chair, the members of the Committee shall designate a Chair by the majority vote of all of the members of the Committee. The Chair shall call, set the agendas for and chair all meetings of the Committee.

F. Sub-Committees

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that a decision of such subcommittee to grant a pre-approval shall be presented to the full Committee at its next scheduled meeting.

G. Meetings

Number of Meetings

The Committee shall meet at least once in each fiscal year, or more frequently as circumstances dictate.

Quorum

At each meeting, a quorum shall consist of a majority of the members of the Committee who are not officers or employees of the Corporation or of an affiliate of the Corporation.

Calling of Meetings

On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board or the shareholders of the Corporation. As part of its goal to foster open communication, the Committee may periodically meet separately with each of management ("**Management**") and the Auditor to discuss any matters that the Committee believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Corporation's financial statements in a manner consistent with Section III of this Charter.

Minutes; Reporting to the Board

The Committee shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be circulated to the members of the Board. However, the Chair (or if no Chair is appointed, any member of the Committee) may report orally to the Board on any matter in his or her view requiring the immediate attention of the Board.

Attendance of Non-Members

The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Corporation's annual financial statements and, if the Committee feels it is necessary or appropriate, at every other meeting of the Committee. The Committee may invite to its meetings any director, any manager of the Corporation, legal counsel, advisors and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

Meeting without Management

The Committee may hold unscheduled or regularly scheduled meetings, or portions of meetings, at which management is not present.

Procedure

The procedure for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those applicable to meetings of the Board.

III. DUTIES

A. Introduction

The following functions shall be the common recurring duties of the Committee in carrying out its purposes outlined in Section I of this Charter. These duties should serve as a guide with the understanding that the Committee may fulfill additional duties and adopt additional policies and procedures as may be required by any exchange upon which securities of the Corporation are traded or appropriate in light of changing business, legislative, regulatory or other conditions, as are in effect from time to time ("**Applicable Requirements**"). The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern which the Committee in its sole discretion deems appropriate for study or investigation by the Committee.

The Committee shall be given full access to the Corporation's internal accounting staff, managers, other staff and Auditor as necessary to carry out these duties. While acting within the scope of its stated purpose, the Committee shall have all the authority of, but shall remain subject to the oversight and delegation authority of the Board, in accordance with the Articles of Incorporation.

B. Powers and Responsibilities

The Committee will have the following responsibilities and, in order to perform and discharge these responsibilities, will be vested with the powers and authorities set forth below, namely, the Committee shall:

General

1) The Committee is responsible for overseeing the Corporation's financial statements and financial disclosures. Management is responsible for the preparation, presentation and integrity of the Corporation's financial statements and financial disclosures and for the appropriateness of the accounting principles and the reporting policies used by the Corporation. The Auditors are responsible for auditing the Corporation's annual consolidated financial statements and for reviewing the Corporation's unaudited interim financial statements.

Public Disclosure by the Corporation

2) Review the Corporation's annual and quarterly financial statements and management discussion and analysis ("**MD&A**") before the Board approves and the Corporation publicly discloses this information. After completing its review, if advisable, the Committee shall approve and recommend for Board approval the annual or interim financial statements and the related MD&A.

3) Review the Corporation's financial reporting procedures and internal controls to be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assessing the adequacy of those procedures.

4) Review any disclosures made to the Committee by the Corporation's Chief Executive Officer or Chief Financial Officer during their certification process of the Corporation's financial statements about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Corporation's internal controls.

5) The Committee shall review and, if advisable, approve and recommend for Board approval financial disclosure in a prospectus or other securities offering document of the Corporation, press releases disclosing, or based upon, financial results of the Corporation and any other material financial disclosure, including financial guidance provided to analysts, rating agencies or otherwise publicly disseminated.

Preparation of Financial Statements

6) Discuss with management and the Auditor significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including any significant changes in the Corporation's selection or application of accounting principles, any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies.

7) Discuss with management and the Auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Corporation's financial statements.

8) Discuss with management the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Corporation's risk assessment and risk management policies.

Independence of Auditor

9) The Committee shall review and, if advisable, select and recommend for Board approval the Auditors to be nominated and the compensation of such Auditor. The Committee shall have ultimate authority to approve all audit engagement terms and fees, including the Auditors' audit plan.

10) Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor and, if necessary, obtain a formal written statement from the Auditor setting forth all relationships between the Auditor and the Corporation, consistent with Independence Standards Board Standard 1.

11) Take, or recommend that the Board take, appropriate action to oversee the independence of the Auditor.

Performance & Completion by Auditor of its Work

12) Be directly responsible for the oversight of the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work.

13) Pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Corporation by the Auditor unless such non-audit services:

(a) which are not pre-approved, are reasonably expected not to constitute, in the aggregate, more than 5% of the total amount of revenues paid by the Corporation to the Auditor during the fiscal year in which the non-audit services are provided;

(b) were not recognized by the Corporation at the time of the engagement to be non-audit services; and

(c) are promptly brought to the attention of the Committee by Management and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee.

Internal Financial Controls & Operations of the Corporation

14) Review the Corporation's system of internal controls.

15) Establish procedures and maintain appropriate systems of internal controls in accordance with Applicable Requirements, including internal controls over financial reporting and disclosure to review and evaluate and approve these procedures. At least annually, the Committee shall consider and review, where appropriate, procedures for:

(a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters;

(b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;

(c) the Corporation's fraud prevention and detection program, including deficiencies in internal controls that may impact the integrity of financial information, or may expose the Corporation to other significant internal or external fraud losses and the extent of those losses and any disciplinary action in respect of fraud taken against management or other employees who have a significant role in financial reporting; and

(d) the effectiveness of, or weaknesses or deficiencies in: the design or operation of the Corporation's internal controls (including computerized information system controls and security); the overall control environment for managing business risks; and accounting, financial and disclosure controls (including, without limitation, controls over financial reporting), non-financial controls, and legal and regulatory controls and the impact of any identified weaknesses in internal controls on management's conclusions.

16) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditor of the Corporation.

Manner of Carrying Out its Mandate

17) Consult, to the extent it deems necessary or appropriate, with the Auditor but without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements.

18) Request any officer or employee of the Corporation or the Corporation's outside counsel or Auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

19) Meet, to the extent it deems necessary or appropriate, with Management and the Auditor in separate executive sessions at least quarterly.

20) Make regular reports to the Board.

21) Annually review the Committee's own performance.

22) Provide an open avenue of communication among the Auditor and the Board.

23) Not delegate these responsibilities other than to one or more independent members of the Committee the authority to pre-approve, which the Committee must ratify at its next meeting, non-audit services to be provided by the Auditor.

C. Disclosure by the Committee

The Committee shall prepare, review and approve any audit committee disclosures required by Applicable Requirements in the Corporation's disclosure documents.

D. Authority

The Committee shall have the authority:

(a) to engage independent counsel and other advisors as it determines necessary to carry out its duties;

(b) to set and pay the compensation for any advisors employed by the Committee; and

(c) to communicate directly with the internal and external auditors.

E. Limitation of Committee's Role

This Charter is a statement of broad policies and is intended as a component of the flexible governance framework within which the Committee, functions. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Corporation's Articles of Incorporation, it is not intended to establish any legally binding obligations.

F. Compliance with Legal and Regulatory Requirements

The Committee shall review reports from the Corporation's Chief Financial Officer and other management members on: legal or compliance matters that may have a material impact on the Corporation; the effectiveness of the Corporation's compliance policies; and any material communications received from regulators. The Committee shall review management's evaluation of and representations relating to compliance with specific applicable law and guidance, and management's plans to remediate any deficiencies identified.

G. Annual Charter Review

Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Schedule "B"
Audited Financial Statements
For the year ended December 31, 2020

(as attached)

A-Labs Capital V Corp.
(A Capital Pool Company)

Financial Statements

(Expressed in Canadian Dollars)

For the Year Ended December 31, 2020 and 2019

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of A-Labs Capital V Corp.

Opinion

We have audited the financial statements of A-Labs Capital V Corp. (the "Company"), which comprise the statement of financial position as at December 31, 2020 and 2019 and the statements of loss and other comprehensive loss, changes in shareholders' equity and cash flows for the years then ended, 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 December 31, 2020 and 2019, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

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 *Auditor's 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 Entity incurred a net loss of $35,107 during the year ended December 31, 2020 (2019 - $52,021) and, as of that date, the Company has a cumulative deficit of $87,128 (2019 - $52,021). As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, 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.

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

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.

Auditor's 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 auditor's 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 auditor's 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 auditor's 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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Octavio Cabral.

RSM Canada LLP

Chartered Professional Accountants
Licensed Public Accountants
April 30, 2021
Toronto, Ontario

A-Labs Capital V Corp.
(A Capital Pool Company)
Statement of Financial Position
(Expressed in Canadian Dollars)
As at December 31, 2020 and 2019

	2020	2019
Assets		
Current		
Cash and cash equivalents (Note 4)	**$ 31,684**	$ 56,171
Prepaid expenses	**1,750**	14,372
	$ 33,434	$ 70,543
Liabilities		
Current		
Accounts payable	**$ 20,498**	$ 22,500
Shareholders' Equity		
Capital stock	**100,064**	100,064
Deficit	**(87,128)**	(52,021)
	12,936	48,043
	$ 33,434	$ 70,543

Nature of Operations (Note 1)

Approved by the Board *(signed) "Rita Alter"* Director *(signed) "Yosef Shemesh "* Director

A-Labs Capital V Corp.
(A Capital Pool Company)
Statement of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)
Year Ended December 31, 2020 and 2019

		2020		2019
Expenses				
Legal and audit expenses	**$**	**35,107**	$	52,021
Net loss		**(35,107)**		(52,021)
Retained earnings (deficit), beginning of year		**(52,021)**		-
Loss and comprehensive loss, end of year	**$**	**(87,128)**	$	(52,021)
Loss and comprehensive loss per share				
Basic and diluted	**$**	**(0.02)**	$	(0.03)
Weighted average number of shares outstanding				
Basic and diluted		**2,001,281**		1,847,767

A-Labs Capital V Corp.
(A Capital Pool Company)
Statement of Changes in Equity
(Expressed in Canadian Dollars)
Year Ended December 31, 2020 and 2019

	Capital Stock Shares	Capital Stock Amount	Deficit	Total
Balance, December 31, 2018	1,756,000	$ 87,800	$ -	$ 87,800
Shares issued for cash - founders' shares	245,281	12,264	-	12,264
Net loss for the year (Note 5)	-	-	(52,021)	(52,021)
Balance, December 31, 2019	2,001,281	100,064	(52,021)	48,043
Net loss for the year	-	-	(35,107)	(35,107)
Balance, December31, 2020	**2,001,281**	**$ 100,064**	**$ (87,128)**	**$ 12,936**

A-Labs Capital V Corp.
(A Capital Pool Company)
Statement of Cash Flows
(Expressed in Canadian Dollars)
Year Ended December 31, 2020 and 2019

	2020	2019
Cash provided by (used in)		
Operations		
Net loss	$ (35,107)	$ (52,021)
Net changes in non-cash working capital		
Prepaid expenses	12,622	(14,372)
Accounts payable and accrued liabilities	(2,002)	22,500
	(24,487)	(43,893)
Financing		
Issuance of capital stock	-	100,064
Net change in cash	(24,487)	56,171
Cash, beginning of year	56,171	-
Cash, end of year	$ 31,684	$ 56,171

1. NATURE OF OPERATIONS

A-Labs Capital V Corp. (the "Company") was incorporated by a Certificate of Incorporation issued pursuant to the provisions of the Canada Business Corporations Act on November 29, 2018. The registered office is located at 5255 Yonge Street, Suite 1110, Toronto, Ontario M2N 6P4.

The Company intends to be classified as a Capital Pool Company ("CPC") as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange"). The principal business of the Company will be to identify and evaluate assets or businesses with a view to potentially acquire them or an interest therein by completing a purchase transaction, by exercising of an option or by any concomitant transaction. The purpose of such an acquisition is to satisfy the related conditions of a qualifying transaction under the Exchange rules.

During the year ended December 31, 2019, the Company issued 2,001,281 common shares for gross proceeds of $100,064.

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

As a CPC, the Company's principal business will be the identification and evaluation of assets, properties or businesses with a view to acquisition or participation therein subject, in certain cases, to shareholder approval and acceptance by the Exchange. Where an acquisition or participation is warranted (the "Qualifying Transaction"), additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon the ability of the Company to obtain additional financing. There is no assurance that the Company will complete a Qualifying Transaction within twenty-four months from the date the Company's shares are listed on the Exchange, at which time the Exchange may suspend or de-list the Company's shares from trading.

During the year ended December 31, 2020 the Company incurred a loss in the amount of $35,107 (2019 - $52,021) and has a cumulative deficit of $87,128. These conditions, along with the other matters described above, cast a material uncertainty on the company's ability to continue as a going concern. Should the Company be unable to continue as a going concern, the adjustments may be material.

2. BASIS OF PRESENTATION

Statement of Compliance

This financial statement has been prepared in accordance and compliance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Reporting Interpretations Committee.

These financial statements were authorized for issuance by the Board of Directors on April 30, 2021.

2. BASIS OF PRESENTATION (Cont'd)

Basis of Measurement

The financial statements are presented in Canadian dollars, which is the Company's functional and presentation currency.

The financial statements are prepared on a historical cost basis except for financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair value. The accounting policies have been applied consistently throughout the entire period presented in these financial statements.

Significant Accounting Judgments, Estimates and Assumptions

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities. The estimates and associated assumptions are based on anticipations and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets are derecognized when the rights to receive cash flows from the assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. Financial assets and liabilities are offset and the net amount is reported in the balance sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

i) Financial assets

The Company adopted IFRS 9, Financial Instruments, on its incorporation. IFRS 9 replaces International Accounting Standards (IAS) 39, Financial Instruments: Recognition and Measurement. Classification

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial Instruments (Cont'd)

i) Financial assets (Cont'd)

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

- those to be measured subsequently at fair value (either through other comprehensive income (OCI) or through profit or loss); and
- those to be measured at amortized cost.

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

At present, the Company classifies all financial assets as held at amortized cost. Cash is classified as a financial asset.

Measurement

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

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

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial Instruments (Cont'd)

i) Financial assets (Cont'd)

Measurement (Cont'd)

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

ii) Financial liabilities

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

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

At present, the Company classifies all of its financial liabilities as held at amortized cost. These financial liabilities are classified as current liabilities as the payment is due within 12 months.

Impairment

Financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Deferred Taxes

Deferred tax assets and liabilities are recognized for deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled.

The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income (loss) in the period that substantive enactment occurs.

A deferred tax asset is recognized 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, the deferred tax asset is reduced.

Foreign Currency Translation

Foreign currency transactions are initially recorded in the functional currency at the transaction date exchange rate. At closing date, monetary assets and liabilities denominated in a foreign currency are translated into the functional currency at the closing date exchange rate. Non-monetary assets and liabilities denominated in a foreign currency are translated into the functional currency at the historical rate effective on the date of the transactions. All foreign currency adjustments are expensed, apart from adjustments on borrowings in foreign currencies constituting a hedge for the net investment in a foreign entity. These adjustments are allocated directly to equity until the divestiture of the net investment.

4. CASH RESTRICTION

Upon successful completion of the IPO (see note 8), the proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than 30% of the gross proceeds (to a maximum of $210,000) may be used to pay for prescribed costs of issuing the common shares or administrative expenses of the Company. These restrictions may apply until completion of the Qualifying Transaction by the Company as pursuant to the policies of the Exchange.

(Expressed in Canadian Dollars)

5. CAPITAL STOCK

Authorized

Unlimited number of common voting shares without nominal or par value.

Issued Common Shares

Issued share capital is as follows:

Shares issued for cash	-	2,001,281
Balance, December 31, 2020 and 2019	-	2,001,281

All of the common shares upon successful completion of the IPO (see note 8) will be held in escrow until completion of a Qualifying Transaction. The escrowed common shares will be released as follows assuming listing on Tier 2 of the TSX Venture Exchange:

- 10% upon issuance of the Final Exchange Bulletin as defined under the policies of the Exchange; and,
- 15% on the dates that are 6, 12, 18, 24, 30 and 36 months following the date of the initial release.

Once the common shares are placed in escrow, they will be considered contingently issuable under IFRS until the Company completes a Qualifying Transaction and will not be considered outstanding for purpose of the earnings per share calculation.

Loss Per Share

The calculation of basic and diluted loss per share for the period ended December 31, 2020 was based on the loss attributable to common shareholders of $33,650 and the average weighted average number of capital stock outstanding of 1,280,957.

(Expressed in Canadian Dollars)

6. DEFERRED TAXES

(a) Income Tax Expense

The following table reconciles income taxes calculated at combined Canadian federal/ provincial tax rates with the income tax expense in the consolidated financial statements:

		2020		2019
Loss before income taxes	**$**	**(35,107)**	$	(52,021)
Statutory rate		**26.5 %**		26.5 %
Expected income tax recovery	**$**	**(9,303)**	$	(13,786)
Effect on income taxes of unrecognized future income tax assets relating to deductible temporary differences on:				
Change in deferred tax assets not recognized		**9,303**		13,786
Income tax expense	**$**	**-**	$	-

(b) Future Income Taxes

The temporary differences that give rise to future income tax assets and future income tax liabilities are presented below:

		2020		2019
Amounts related to tax loss carry forwards	**$**	**9,303**	$	13,786
Net future tax asset		**9,303**		13,786
Less: Valuation allowance		**(9,303)**		(13,786)
	$	**-**	$	-

(c) Loss and Tax Credit Carryforwards

As at December 31, 2020, the Company has non-capital losses of $87,128 expiring as follows:

2019	$	52,021
2020		35,107
	$	**87,128**

The potential tax benefit relating to the non-capital losses and tax credit carryforwards has not been reflected in these consolidated financial statements.

7. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

The Company's objective when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company includes share capital in the definition of capital.

The Company's primary objective with respect to its capital management is to ensure that it has sufficient cash resources to fund the identification and evaluation of potential acquisitions. To secure the additional capital necessary to pursue these plans, the Company may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

The Company is not subject to externally imposed capital requirements other than the cash restriction disclosed in Note 4.

Risk Disclosures and Fair Values

The Company's financial instruments, consisting of accrued liabilities, approximate fair values due to the relatively short term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

As at December 31, 2020, the Company had liabilities of $16,800 and had cash of $31,684 to meet its current obligations. As a result the Company has minimal liquidity risk.

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.

8. SUBSEQUENT EVENTS

On April 14, 2021 the Company announced that it closed a non-brokered private placement of 1,900,000 common shares at a price of $0.05 per common share, for gross proceeds of $95,000.

CERTIFICATE OF THE ISSUER

DATE: May 7, 2021.

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation in the provinces of Ontario, British Columbia and Alberta.

Per: (signed) "*Rita Alter*"
Rita Alter
Chief Executive Officer and Secretary

Per: (signed) "*Yosef Shemesh*"
Yosef Shemesh
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

Per: (signed) "*Hillar Lilles*"
Hillar Lilles
Director

Per: (signed) "*Jason Saltzman*"
Jason Saltzman
Director

CERTIFICATE OF THE PROMOTER

DATE: May 7, 2021.

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation in the provinces of Ontario, British Columbia and Alberta.

Per: (signed) "*Rita Alter*"
Rita Alter
Promoter

CERTIFICATE OF THE PROMOTER

DATE: May 7, 2021.

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation in the provinces of Ontario, British Columbia and Alberta.

A-LABS FINANCE AND ADVISORY LTD.

Per: (signed) "*Doron Cohen*"
Doron Cohen
Managing Partner

CERTIFICATE OF THE AGENT

DATE: May 7, 2021.

To the best of our knowledge, information and belief, this prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation in the provinces of Ontario, British Columbia and Alberta.

HAYWOOD SECURITIES INC.

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