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

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

PRELIMINARY PROSPECTUS

Initial Public Offering **September 3, 2021**

New Media Capital 2.0 Inc.
(a Capital Pool Company)

Offering: $500,000 (5,000,000 Common Shares)
Price: $0.10 per Common Share

The purpose of this offering (the "**Offering**") is to provide New Media Capital 2.0 Inc. (the "**Issuer**") with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction (as hereinafter defined). Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "**Exchange**"), and in the case of a Non-Arm's Length Qualifying Transaction (as hereinafter defined), must also receive Majority of the Minority Approval (as hereinafter defined) in accordance with Exchange Policy 2.4 – *Capital Pool Companies* (the "**CPC Policy**"). The Issuer is a Capital Pool Company ("**CPC**") that has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the completion of the Qualifying Transaction, the Issuer will not carry on business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See "*Business of the Corporation*" and "*Use of Proceeds*".

	Common Shares	Price to the Public	Agent's Commission(1)	Proceeds to the Issuer(2)
Per Common Share	1	$0.10	$0.01	$0.09
Total Offering(3)	5,000,000	$500,000	$50,000	$450,000

Notes:

(1) Pursuant to the Agency Agreement (as defined herein), the Agent has agreed to act as the agent of the Issuer in connection with the Offering, and will receive a commission (the "**Agent's Commission**") in the amount of $50,000, being 10% of the gross proceeds of the Offering. In addition, the Agent will receive a corporate finance fee of $12,500 plus applicable taxes (the "**Corporate Finance Fee**"), and will be reimbursed for their reasonable expenses, including legal fees incurred pursuant to this Offering, estimated to be $12,500, plus applicable taxes and disbursements. A retainer of $12,500 has been paid to the Agent, which will be applied to the Agent's expenses with any remaining amount being returned to the Issuer upon completion of the Offering. The Agent and its designated sub-agents, if any, will also be granted the Agent's Option referred to below. See "*Plan of Distribution*".

(2) The total costs of this issue are estimated at $114,000, which includes (i) legal and audit fees and other expenses of the Issuer estimated at $19,000, (ii) the Agent's commission of $50,000, the Corporate Finance Fee and legal expenses of the Agent referred to in Note 1 above, (iv) the listing fee of $15,000 payable to the Exchange, and (v) estimated filing fees of $5,000. See "*Use of Proceeds*".

(3) A total of 5,000,000 Common Shares are offered hereunder. In addition, this prospectus qualifies for distribution the Agent's Option and the grant of CPC Stock Options, as hereafter defined. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

This Offering is being conducted on a "commercially reasonable efforts" agency basis on behalf of the Issuer by Haywood Securities Inc. (the "**Agent**") in the provinces of Alberta, British Columbia and Ontario and is subject to the receipt by the Issuer of subscriptions for 5,000,000 common shares (the "**Offering**") in the capital of the Issuer (the "**Common Shares**") at a price of $0.10 per share (the "**Offering Price**") for gross proceeds to the Issuer of $500,000. See "*Plan of Distribution*". The offering price of the Common Shares was arbitrarily established by the board of directors of the Issuer. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of an agency agreement between the Issuer and the Agent (the "**Agency Agreement**"). If the Offering is not completed within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the regulatory authorities and the Agent and persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "*Plan of Distribution*".

The Issuer will also grant to the Agent, and to any sub-agents as the Agent may direct, upon completion of the Offering, non-transferable options to purchase up to 10% of the number of Common Shares sold pursuant to the Offering at a price of $0.10 per Common Share, which may be exercised until the earlier of i) 60 months following the closing date of the Offering, and ii) 12 months from the date common shares of the Resulting Issuer (as defined in Exchange Policy 2.4 – *Capital Pool Companies*) commence trading on the Exchange (or other recognized stock exchange) following completion of the Qualifying Transaction (the "**Agent's Option**"). The Agent's Option is qualified for distribution under this prospectus. See "*Plan of Distribution*".

This prospectus also qualifies for distribution options to be granted to directors and officers of the Issuer (the "**CPC Stock Options"**) at the Closing. The CPC Stock Options will entitle the holders to purchase an aggregate of 10% of the number of Common Shares that will be outstanding immediately after Closing, being 780,000 Common Shares, which options to be granted at a price in accordance with the policies of the Exchange and such options may be exercised for a period of ten (10) years from the date of grant. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

Market for Securities

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

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. Alternative Investment Market of the London Stock Exchange or the PLUS Markets Group plc, a U.S. marketplace, or a marketplace outside of Canada and the United States of America.

There is currently no market through which these securities may be sold and the purchaser may not be able to resell these securities. **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*".**

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the CPC Stock Optionsand the grant of the Agent's Option, trading in all securities of the Issuer is prohibited during the period between the date a receipt for the Issuer's preliminary prospectus is issued by the securities regulatory authorities and the time the Common Shares are listed for trading on the Exchange except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or pursuant to a discretionary order of the applicable securities regulatory authority.

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 prepared to risk the loss of their entire investment. See "*Risk Factors*".

Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues per Common Share) of approximately $0.0179 per Common Share or 17.95%. The Issuer was only recently formed and has no active business and does not currently own any assets other than cash. Investment in the Common Shares offered by this preliminary prospectus is highly speculative given the proposed nature of the Issuer's business and its present stage of development. The business objective of the Issuer is to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction; however, there can be no assurance that the Issuer will successfully complete a Qualifying Transaction. **Although the Issuer has commenced the process of identifying potential acquisitions, to date, the Issuer has not identified any potential acquisitions and may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic.** The Issuer has not entered into an Agreement in Principle, as hereafter defined. 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 to meet such obligations. Subject to prior acceptance by the Exchange, the Issuer may be permitted to loan or advance up to an aggregate of $250,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Issuer will be able to recover the loan. Since the Issuer has not placed any geographic restrictions on the location of a Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such persons or the Issuer, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada. 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. The Issuer has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The 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. Similarly, unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Issuer of fair value for the Common Shares. The Exchange may suspend from trading or delist the Common Shares where the Issuer has failed to complete a Qualifying Transaction within 24 months of the Listing Date, as hereinafter defined. The trading in the Common Shares 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. The Commissions may issue a cease trade order if the Issuer is delisted from the Exchange. In addition, delisting of the Common Shares may result in the cancellation of all or some of the Common Shares of the Issuer owned by Insiders, as hereinafter defined, issued prior to this Offering. Neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction. Investors must rely solely on the expertise of the Issuer's promoters, directors and officers for any possible return on their investment. The Issuer's promoters, directors, officers and Control Persons, as hereinafter defined, and their Associates, as hereinafter defined, and Affiliates, as hereinafter defined, as a group, beneficially own or control, directly or indirectly, 2,400,000 Common Shares, which represents 85.7%

of the issued and outstanding Common Shares before giving effect to this Offering and approximately 30.8% of the issued and outstanding Common Shares after giving effect to the Offering. The directors and officers of the Issuer will only devote part of their time to the affairs of the Issuer and there are potential conflicts of interest to which some of the directors and officers of the Issuer will be subject in connection with the operations of the Issuer. See "*Capitalization*", "*Dilution*", "*Business of the Issuer*", "*Directors*, *Officers and Promoters*", "*Use of Proceeds*", "*Conflicts of Interest*", and "*Risk Factors*".

The Agent hereby conditionally offers for sale, on a "commercially reasonable efforts" agency basis, 5,000,000 Common Shares without nominal or par value at a price of $0.10 per Common Share. The Common Shares are conditionally offered, subject to prior sale, if, as and when issued and delivered by the Issuer, and accepted 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 Parlee McLaws LLP, Edmonton, Alberta, on behalf of the Issuer, and by Minden Gross LLP, Toronto, Ontario, on behalf of the Agent, of such legal matters for which approval is specifically sought by the Issuer or the Agent.

Pursuant to the CPC Policy, 75%, or 3,750,000, of the total number of Common Shares offered under this prospectus 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%, or 100,000, of the total number of Common Shares offered under this prospectus; 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%, or 200,000, of the total number of Common Shares offered under this prospectus.

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

Agent for the Offering

Haywood Securities Inc.
181 Bay Street, Suite 2910
Toronto ON M5J 2T3

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GLOSSARY OF TERMS

The following is a glossary of 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 securities of the Issuer are held, other than by way of security only, by or for the benefit of that Person; and

(b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Issuer.

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**" has the meaning assigned thereto under the heading "Plan of Distribution".

"**Agent**" means Haywood Securities Inc..

"**Agent's Option**" means the non-transferable compensation option to be granted by the Issuer to the Agent or its designated sub-agents, if any, entitling the Agent and any sub-agents to purchase such number of Common Shares equal to 10% of the number of Common Shares sold pursuant to the Offering, being 500,000 Common Shares, at an exercise price of $0.10 per Common Share, and which may be exercised until the earlier of i) 60 months following the closing date of the Offering, and ii) 12 months from the date common shares of the Resulting Issuer (as defined in Exchange Policy 2.4 – *Capital Pool Companies*) commence trading on the Exchange or other recognized stock exchange following completion of the Qualifying Transaction.

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

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

"**Associate**" when used to indicate a relationship with a person or company, means:

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

(b) any partner of the person or company;

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

(d) in the case of a person, a relative of that person, including:

(i) that person's spouse or child; or

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

but

(e) where the Exchange determines that two Persons shall, or shall not, be deemed to be Associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D 1.00 of the Exchange with respect to that Member firm, Member corporation or holding company.

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

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

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

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

"**CPC**" means a corporation:

(a) that has been incorporated or organized in a jurisdiction in Canada or in another acceptable jurisdiction;

(b) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and

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

"**CPC Filing Statement**" means the disclosure document of the CPC prepared in accordance with the Exchange Form 3B2 which provides full, true and plain disclosure of all material facts relating to the CPC and the Target Company.

"**CPC Information Circular**" means the information circular of the CPC prepared in accordance with applicable securities laws and the Exchange Form 3B1 which provides full, true and plain disclosure of all material facts relating to the CPC and the Target Company.

"**CPC Policy**" means policy 2.4 of the Exchange.

"**CPC Stock Options**" means options to be granted at the completion of the Offering to directors and officers of the Issuer entitling the holders to purchase up to an aggregate of 625,000 Common Shares at an exercise price of $0.10 per Common Share with the remaining 155,000 options that may be granted at an exercise price in accordance with the policies of the Exchange, all of which are exercisable for a period of ten (10) years from the date of grant.

"**Escrow Agreement**" has the meaning assigned thereto under the heading "Escrowed Securities".

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

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

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

"**Insider**" means:

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

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

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

(d) the Issuer itself if it holds any of its own securities.

"**Issuer**" means New Media Capital 2.0 Inc., a corporation incorporated under the *Business Corporations Act* (Alberta) having its registered office in the City of Edmonton, in the Province of Alberta.

"**IPO**" means a transaction that involves an issuer issuing securities from its treasury pursuant to its first prospectus.

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

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

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

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

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

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

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

"**Member**" means a Person who has executed a 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.

"**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 Party**" means:

(a) in relation to a Company:

(i) a Promoter, officer, director, other Insider or Control Person of that Company and any Associates 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 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**" has the meaning assigned thereto on the first page of this prospectus.

"**Offering Price**" means $0.10 per Common Share.

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

"**Principal**" means:

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

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

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

(d) a **10% holder -** a person or company that:

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

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

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

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

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

"**Pro Group**" means:

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

(i) the Member;

(ii) employees of the Member;

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

(iv) Affiliates of the Member; and

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

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

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

(d) The 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 is acting at arm's length of the Member;

(ii) the associate or affiliate has a separate corporate and reporting structure;

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

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

"**Promoter**" has the meaning specified in Section 1(rr) of the *Securities Act* (Alberta).

"**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.

"**Registered Plans**" has the meaning assigned thereto under the heading "Eligibility for Investment".

"**Related Party Transaction**" has the meaning ascribed to that term under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions, together with the Companion Policy 61-101CP, and includes a related party transaction that is determined by the Exchange, to be a Related Party Transaction. The Exchange may deem a transaction to be a Related Party Transaction where the transaction involves Non-Arm's Length Parties, or other circumstances exist which may compromise the independence of the Issuer with respect to the transaction.

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

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

"**Seed Shares**" means the 2,800,000 Common Shares issued and outstanding prior to the Offering.

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

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

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

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

PROSPECTUS SUMMARY

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

The Issuer:	New Media Capital 2.0 Inc. (the "**Issuer**")
Business of the Issuer:	The Issuer is a CPC. The principal business of the Issuer will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Issuer has not commenced commercial operations, has not identified any potential Qualifying Transactions and has no assets other than a minimum amount of cash. See "*Business of the Issuer*".
Offering:	The Offering consists of 5,000,000 Common Shares for gross proceeds of $500,000 being offered under this prospectus at a price of $0.10 per Common Share in the provinces of Alberta, British Columbia and Ontario. In addition, pursuant to the Agency Agreement, the Issuer will also grant to the Agent, and to any sub-agents as the Agent may direct, the Agent's Option to purchase up to 10% of the aggregate number of Common Shares sold pursuant to this Offering, being 500,000 Common Shares, at a price of $0.10 per Common Share for a period of the earlier of i) 60 months following the closing date of the Offering, and ii) 12 months from the date common shares of the Resulting Issuer (as defined in Exchange Policy 2.4 – *Capital Pool Companies*) commence trading on the Exchange or other recognized stock exchange following completion of the Qualifying Transaction.. The Agent's Option is qualified under and distributed pursuant to this prospectus. The CPC Stock Options to be granted to the directors and officers of the Issuer to purchase an aggregate of 625,000 Common Shares at an exercise price of $0.10 per Common Share with the remaining 155,000 Comon Shares to be granted at an exercise price in accordance with the policies of the Exchange exercisable for a period of ten (10) years from the date of grant are also to be qualified under and distributed pursuant to this prospectus. See "*Plan of Distribution*" and "*Options to Purchase Securities*".
Use of Proceeds:	The net proceeds to the Issuer from the Offering and prior sales of Common Shares, after the payment of all costs in respect of the Offering (after deduction of the cost of prior sales of $1,000 and including the Agent's Commission of $50,000, the Corporate Finance Fee of $12,500 and other costs related to the Offering of approximately $51,500) is $525,000. The net proceeds of this Offering and proceeds from prior sales of Common Shares will be used to provide the Issuer with a minimum of funds with which to identify and evaluate assets and businesses with a view to completing a Qualifying Transaction. The Issuer may not have sufficient funds to secure such assets or businesses once identified and evaluated, and additional funds may be required. See "*Use of Proceeds*" for details of the restrictions and prohibitions on the Issuer's use of funds.
Directors and Officers	John Putters - Director and Chief Executive Officer Randa Kachkar - Director and Chief Financial Officer David S. Tam - Corporate Secretary Tim Latimer - Director Catherine Hume - Director
Escrowed Securities:	All of the currently issued and outstanding Common Shares of the Issuer, being 2,800,000 Common Shares issued at a price of $0.05, will be deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "*Escrowed Securities*".
Risk Factors:	Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Issuer's business and its present stage of development. The Issuer was recently incorporated, has no active business and owns no business operations or assets, other than cash, has not identified a potential company, asset or business as a proposed Qualifying Transaction and has not entered into an Agreement in Principle. 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 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 officers of the Issuer will be subject in connection with the operations of the Issuer. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment (based on the gross proceeds of this Offering and prior issuances without deductions of selling and related expenses) of approximately 17.95% or $0.0179 per Common Share. 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 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 Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. If the Issuer does not list the Common Shares on the Exchange prior to the time of closing in the manner contemplated in this prospectus under the heading "Eligibility for Investment", adverse tax consequences may arise with respect to any Common Shares held in Registered Plans or deferred profit sharing plans. See "Business of the Issuer", "Management and Key Personnel", "Directors, Officers and Promoters", "Use of Proceeds", "Risk Factors" and "Conflicts of Interest".

THE ISSUER

The Issuer was incorporated pursuant to the provisions of the *Business Corporations Act* (Alberta) on March 12, 2021. The head office and registered and records office of the Issuer is located at Suite 1700, Enbridge Centre, 10175 – 101 Street NW, Edmonton, Alberta, T5J 0H3.

BUSINESS OF THE ISSUER

Preliminary Expenses of the Issuer

As at the date hereof, the Issuer has paid $5,250 (including G.S.T.) to the Exchange as part of the Issuer's initial listing fee. In addition, the Issuer has incurred expenses in the amount of $1,000 in connection with the issuance of Common Shares prior to the Offering. Part of the net proceeds of the Offering will be utilized to satisfy the obligations of the Issuer related to this Offering, including the expenses and fees of the Agent, the Agent's Commission and Corporate Finance Fee, the expenses of the auditors, legal counsel and the Agent's legal counsel and the filing fees of the Exchange and applicable securities regulatory authorities. See "*Use of Proceeds*".

Proposed Operations of the Issuer until Completion of a Qualifying Transaction

The Issuer has not conducted operations of any kind and does not own any assets, other than cash.

The Issuer proposes initially to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction. A Qualifying Transaction must be accepted by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction is also subject to the Majority of the Minority Approval of the shareholders of the Issuer in accordance with the CPC Policy. The Issuer has not conducted commercial operations.

Until the Completion of a Qualifying Transaction, the Issuer shall not carry on any business, other than the identification and evaluation of assets or businesses 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 "*Use of Proceeds*", the funds raised pursuant to this Offering and any subsequent financing will be utilized only for the identification and evaluation of a potential Qualifying Transaction 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.

The Issuer is not specifically considering pursuing a company, asset or business in any specific business or industry sector, or in any particular geographical area, and the Issuer anticipates reviewing assets and businesses in a broad range of industry sectors and geographical areas.

Method of Financing Qualifying Transaction

The Issuer will negotiate the terms of the Qualifying Transaction and may use cash, secured or unsecured debt, the issuance of treasury shares, a public equity or debt financing or a combination of the foregoing for the purpose of financing its proposed Qualifying Transaction. **A Qualifying Transaction financed by the issuance of shares from the treasury could result in a change of control of the Issuer and may cause shareholders to suffer further dilution to their investment.**

Criteria for Qualifying Transactions

A Qualifying Transaction may arise in numerous ways and management has not placed geographical restrictions on potential Qualifying Transactions. The Issuer has not established pre-determined criteria for potential Qualifying Transactions, other than sound business fundamentals. Such fundamentals include, but are not limited to:

(a) the ratio of risk to reward;

(b) the cost effectiveness of the participation or acquisition;

(c) the length of the payout period; and

(d) the rate of return.

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.

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 the heading "*Regulatory and Shareholder Approval - Trading Halts, Suspension and Delisting*". Within 75 days after issuance of such news release, the Issuer is 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 CPC Filing Statement or a Prospectus.

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 seven 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:

(i) confirmation of Shareholder approval of the Qualifying Transaction, if required;

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

(iii) 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.

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

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

(b) the Resulting Issuer will be a mutual fund, as defined in the securities legislation;

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

Initial Listing Requirements

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

Trading Halts, Suspension and Delisting

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

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

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

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

A trading halt may also be imposed by the Exchange where the Issuer fails to file the supporting documents relating to the Qualifying Transaction within a period of 75 days after public announcement of the Agreement in Principle, or if the 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 Issuer or its remaining assets in some other manner. See "Business of the Issuer - Filings and Shareholder approval of a Non-Arm's Length Qualifying Transaction".

USE OF PROCEEDS

The gross proceeds to be received by the Issuer from the sale of the Common Shares under the Offering will be $500,000. Prior to the date of this prospectus, the Company issued 2,800,000 Common Shares at a price of $0.05 per Common Share for total proceeds of $140,000. As at September 3, 2021, the Issuer had incurred expenses and costs totaling $1,000 with respect to the issuance of Common Shares prior to the Offering. The expenses and costs of this Offering and the prior issuances expected to be incurred will be $115,000, including the Agent's Commission and the Corporate Finance Fee. The Issuer estimates that $525,000 will be available to it upon completion of the Offering.

Proceeds and Principal Purposes

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

Item	Offering ($)
(a) Gross cash proceeds received by the Issuer from the sale of Common Shares prior to the Offering (1)	140,000
(b) Less: Expenses and costs relating to raising the cash proceeds referred to in (a) above	(1,000)
(c) Plus: Gross cash proceeds to be raised by the Issuer from the sale of the Common Share distributed pursuant to the Offering (2)	500,000
(d) Less: Expenses and costs relating to the Offering (including listing fees, Agent's Commission, legal fees, audit fees and expenses) referred to in (c) above, incurred to date and expected to be incurred	(114,000)
(e) Estimated funds to be available to the Issuer (on Completion of the Offering)	**525,000**
Funds Available for Identifying and Evaluating Assets or Business Prospects (3)	525,000
Estimated General and Administrative Expenses until Completion of the Qualifying Transaction (4)	(50,000)
Total Net Proceeds	**$475,000**

Notes:

(1) See "*Prior Sales*".

(2) In the event the Agent (or a sub-agent, as applicable) exercises the Agent's Option in full and the holders exercise the 625,000 CPC Stock Options, there will be available to the Issuer an additional $112,500 which will be added to the working capital of the Issuer. The balance of the options which are unallocated will be priced at some future date in accordance with Exchange policies and once these options have been granted and exercised such funds will then be available to the Issuer. There is no assurance that any of the options will be exercised. See "*Plan of Distribution*".

(3) See "*Restrictions on Use of Proceeds*". This amount assumes that it takes the Issuer the full 24 months to identify and complete a Qualifying Transaction.

(4) In the event that the Issuer enters into an Agreement in Principle prior to spending the entire net proceeds on identifying and evaluating assets or businesses, the Issuer may use the remaining funds to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

Until required for the Issuer's purposes, the proceeds will only be invested in securities of, or those guaranteed by, the Government of Canada or any province thereof 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 minimum number of assets or businesses, and additional funds may be required to finance any acquisition to which the Issuer may commit. See "*Business of the Issuer*" and "*Risk Factors*".

Permitted Use of Funds

Until the Completion of the Qualifying Transaction and except as otherwise provided by the CPC Policy and described in "*Use of Proceeds - Restrictions on Use of Proceeds*", "*Use of Proceeds - Private Placements for Cash*" and "*Use of Proceeds - Prohibited Payments to Non-Arm's Length Parties*", the gross proceeds realized from the sale of all securities issued by the Issuer will be used by the Issuer only to identify and evaluate businesses or assets and to 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) sponsorship reports;
   (v) financial statements;
   (vi) fees for legal services; and
   (vii) fees for accounting, assurance and audit 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:

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

(ii) the Qualifying Transaction has been announced in a comprehensive news release;

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

(iv) if applicable, a Sponsor has been engaged or the sponsorship requirement has been waived;

(v) the loan has been announced in a new release at least 15 days prior to the date of any such loan; and

(vi) the total amount of all deposits, advances and loans from the Corporation does not exceed a maximum of $250,000 in aggregate unless the aggregate amount advanced from the Issuer to a Target Company or Vendor does not represent more than 20% of the working capital of the Issuer.

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. The only securities issuable pursuant to such a private placement will be Common Shares and Agent's Options. 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.

Prohibited Payments to Non-Arm's Length Parties

Except as permitted by the CPC Policy and described under the heading "*Use of Proceeds - Restrictions on Use of Proceeds*" and "*Options to Purchase Securities*", the Issuer has not made, and until the completion by the Issuer of a 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 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, finder's fees (except as permitted under the CPC Policy), loans, advances and bonuses; and

(b) deposits and similar payments.

Further, no such payments shall 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 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 "*Use of Proceeds - 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.

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:

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

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

(3) the finder's fee is payable in the form of cash, Listed Shares and/or Warrants (as such terms are defined in Exchange Policy 1.1 – *Interpretation*) only;

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

(5) 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 Listed Shares of the Issuer, provided that the votes attached to the Listed Shares of the Issuer 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

Agent and Agent's Compensation

Pursuant to the Agency Agreement dated as of ●, 2021 between the Issuer and the Agent, the Issuer has appointed the Agent as its agent to offer for sale on a "commercially reasonable efforts" agency basis to the public 5,000,000 Common Shares as provided in this prospectus, at a price of $0.10 per Common Share, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Agency Agreement provides that the Issuer will pay the Agent a corporate finance fee of $12,500, plus applicable taxes, and will reimburse the Agent for its expenses, including legal fees and taxes and disbursements incurred pursuant to the Offering, estimated to total $12,500, plus applicable taxes and disbursements.

The Issuer has also agreed to grant to the Agent, and to any sub-agents as the Agent may direct, upon the completion of the Offering, the non-transferable Agent's Option to purchase up to 500,000 Agent's Options, being 10% of the Common Shares sold under this Offering, at a price of $0.10 per Common Share, which may be exercised until the earlier of i) 60 months following the closing date of the Offering, and ii) 12 months from the date common shares of the Resulting Issuer (as defined in Exchange Policy 2.4 – *Capital Pool Companies*) commence trading on the Exchange or other recognized stock exchange following completion of the Qualifying Transaction. All of the Agent's Option, and the Common Shares issued upon its exercise, is qualified under this prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use its 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.

Commercially Reasonable Efforts Offering

The total Offering is for 5,000,000 Common Shares for total gross proceeds of $500,000. Under the CPC Policy, 75% or 3,750,000 of the total number of Common Shares offered under this prospectus 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% or 100,000 of the total number of Common Shares offered under this prospectus; 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% or 200,000 of the total number of Common Shares offered under this prospectus.

The funds received from the Offering will be deposited with the Agent, and will not be released until $500,000 has been deposited. The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Qualified and Distributed

The Issuer proposes to grant CPC Stock Options at Closing to purchase 625,000 Common Shares to directors and officers in accordance with the policies of the Exchange. In addition, following Closing, the Issuer may grant an additional 155,000 CPC Stock Options at an exercise price to be determined in accordance with the policies of the Exchange. The Common Shares to be issued upon the exercise of the Agent's Option and the CPC Stock Options will be issued in addition to the Common Shares being offered pursuant to this prospectus. The Agent's Option and the CPC Stock Options will be qualified for distribution under this prospectus.

Determination of Price

The Offering Price of $0.10 per Common Share was established by the board of directors of the Issuer after due consideration.

Listing Application

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

Subscriptions by and Restrictions on the Agent

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

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the members of the Pro Group is 20% of the issued and outstanding Common Shares of the Issuer exclusive of Common Shares reserved for issuance at a future date. The Exchange will require that any securities issued to the Pro Group in connection with or in contemplation of the Qualifying Transaction will be required to be subject to a four month Exchange hold period and the securities certificate(s) legended accordingly, as prescribed by Exchange Policy 3.2 "*Filing Requirements and Continuous Disclosure*". Such participants are permitted to subscribe for Common Shares pursuant to this Offering, subject to (i) compliance with any applicable client priority rule, and (ii) the restrictions applicable to all purchasers to the Offering described under "*Plan of Distribution – Commercial Reasonable Efforts Offering*".

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

Venture Issuers

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 of Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

Restrictions on Trading

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

DESCRIPTION OF SHARE CAPITAL

General

The Issuer is authorized to issue an unlimited number of Common Shares without nominal or par value, of which, as at the date hereof, 2,800,000 Common Shares are issued and outstanding as fully paid and non-assessable and up to 5,000,000 Common Shares are reserved for issuance under this prospectus, and 780,000 Common Shares will be reserved for issuance upon exercise of the CPC Stock Options to be granted to directors and officers of the Issuer (10% of the issued and outstanding Common Shares as at the closing of the Offering reserved under the incentive stock option plan of the Issuer), and 500,000 Common Shares will be reserved for issuance upon exercise of the Agent's Option. See "*Options to Purchase Securities*" and

"*Plan of Distribution*".

The Issuer is also authorized to issue an unlimited number of preferred shares ("**Preferred Shares**") without nominal or par value, of which, as at the date hereof, none have been issued.

Common Shares

The holders of Common Shares are entitled to: (i) receive notice of and to vote at every meeting of shareholders of the Company and shall have one vote thereat for each such Common Share so held; (ii) receive such dividend as the directors may from time to time declare on the Common Shares, subject to the rights, privileges, restrictions and conditions attached to the preferred shares of the Issuer; and (iii) subject to the rights, privileges, restrictions and conditions attached to the preferred shares of the Issuer, 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).

Preferred Shares

The Preferred Shares may be issued in one or more series, and the directors of the Issuer are authorized to fix the number of shares in each series, and to determine the designation, rights, privileges, restrictions and conditions attached to the shares of each series. **The preferred shares are entitled to a priority over the Common Shares with respect to the payment of dividends and the distribution of assets upon the liquidation of the Issuer.**

CAPITALIZATION

The following table sets forth information respecting the capitalization of the Issuer as at the dates indicated:

Capital	Authorized	Outstanding as at September 3, 2021	Outstanding as at the Date Hereof(2)(3)	Outstanding After Giving Effect to the Offering(2)(3)
Common Shares	Unlimited	$140,000 (2,800,000 Common Shares)	$140,000 (2,800,000 Common Shares)	$640,000(4) (7,800,000 Common Shares)
Preferred Shares	Unlimited	Nil	Nil	Nil

Notes:

(1) As of September 3, 2021 and as of the date hereof, the Issuer had not commenced operations.

(2) There has been no material change in the share and loan capital of the Issuer since the most recent balance sheet contained in the prospectus.

(3) Upon closing of this Offering, the Issuer plans to grant to officers and directors the CPC Stock Options to purchase an aggregate of 625,000 Common Shares pursuant to the Stock Option Plan, which options to be granted at a price of $0.10 per Common Share and to expire ten (10) years from the date of grant, and will reserve an aggregate of 500,000 Common Shares at $0.10 per share pursuant to the Agent's Option that expires at the earlier of i) 60 months following the closing date of the Offering, and ii) 12 months from the date the common shares of the Resulting Issuer (as defined in Exchange Policy 2.4 – C*apital Pool Companies*) commence trading on the Exchange or other recognized stock exchange following completion of the Qualifying Transaction.. See "*Plan of Distribution*". In addition, following Closing, the Issuer may grant an additional 155,000 CPC Stock Options at an exercise price to be determined in accordance with the policies of the Exchange

(4) Funds estimated available upon completion of the Offering are expected to amount to $525,000, which is net of the $114,000 estimated expenses of the Offering and $1,000 in costs incurred in connection with issuing seed capital. See "*Use of Proceeds*".

OPTIONS TO PURCHASE SECURITIES

The Issuer has adopted an incentive stock option plan in accordance with the policies of the Exchange (the "**Stock Option Plan**") which provides that the board of directors of the Issuer may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Issuer non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance under the Stock Option Plan shall not exceed ten percent (10%) of the issued and outstanding Common Shares if the Issuer issued and outstanding as at the date of grant of any CPC Stock Option, exercisable for a period of up to ten (10) years from the date of grant. In addition, the number of Common Shares reserved for issuance to any one person shall not exceed five percent (5%) of the issued and outstanding Common Shares issuable at any given time to all technical consultants in aggregate will not exceed two percent (2%) of the issued and outstanding Common Shares of the Issuer as at the date of grant of any CPC Stock Option. The board of directors determines the price per Common Share and the number of Common Shares which may be allotted to each director, officer, employee and consultant and all other terms and conditions of the option, subject to the rules of the Exchange. If the holder ceases to be a director, officer, employee or consultant of the Issuer, such holder's options must also be exercised within the later of: (i) twelve (12) months after the Completion of the Qualifying Transaction; and (ii) ninety (90) days from the date of termination of employment or cessation of position with the Issuer, other than by reason of death. All CPC Stock Options and 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 CPC 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 are also subject to escrow under the CPC Escrow Agreement. For further details of the escrow requirements and release provisions, see *"Escrowed Securities"*.

The Issuer intends to enter into stock option agreements granting the Directors' and Officer's Options concurrently with the completion of the Offering, and in any event within ninety (90) days of the issuance of a receipt for this prospectus, as follows:

Name	**Number of Common Shares Under Option**	**Exercise Price Per Common Share**	**Expiry Date**
John Putters	125,000	$0.10	Ten years from the date of grant
Randa Kachkar	125,000	$0.10	Ten years from the date of grant
David S. Tam	125,000	$0.10	Ten years from the date of grant
Tim Latimer	125,000	$0.10	Ten years from the date of grant
Catherine Hume	125,000	$0.10	Ten years from the date of grant
Currently unallocated	155,000	To Be Determined	Ten years from the date of grant
Total	**780,000**		

Pursuant to the terms of the Agency Agreement, upon closing this Offering, the board of directors of the Issuer intends to grant the Agent's Option to the Agent and its designated sub-agents, if any.

Name	**Number of Common Shares Under Option**	**Exercise Price Per Common Share**	**Expiry Date**
Haywood Securities Inc.	500,000	$0.10	The earlier of i) 60 months following the closing date of the Offering, and ii) 12 months from the date the common shares of the Resulting Issuer (as defined in Exchange Policy 2.4 – Capital Pool Companies) commence trading on the Exchange (or other recognized stock exchange) following completion of the Qualifying Transaction.

The CPC Stock Options and the Agent's Option are qualified for distribution under this prospectus.

Any Common Shares acquired pursuant to the exercise of the CPC Stock Options prior to the Completion of the Qualifying Transaction must be deposited into escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "*Escrowed Securities*".

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.

PRIOR SALES

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

Date	Number of Common Share	Issue Price Per Common Share	Aggregate Issue Price	Nature of Consideration
March 12, 2021	2,800,000	$0.05	$140,000	Cash

All of these Common Shares will be held in escrow. See "*Escrowed Securities*".

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All 2,800,000 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 a Non-Arm's Length Party of the Issuer, either under the Offering or otherwise prior to the date of the Final Exchange Bulletin will be deposited with TSX Trust Company under an escrow agreement dated as of [●], 2021 (the "**Escrow Agreement**").

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

The following table sets out, as at the date hereof, the number of Common Shares (the "**Escrowed Shares**"), which are held in escrow pursuant to the Escrow Agreement:

Name and Municipality of Residence of Shareholder	Common Shares	Number of Common Shares Held in Escrow	Percentage of Common Shares Prior to Giving Effect to the Offering	Percentage of Common Shares After Giving Effect to the Offering (1)	Number of CPC Stock Options Held in Escrow
John Putters Edmonton, Alberta	400,000	400,000	14.29%	5.13%	125,000

Name and Municipality of Residence of Shareholder	Common Shares	Number of Common Shares Held in Escrow	Percentage of Common Shares Prior to Giving Effect to the Offering	Percentage of Common Shares After Giving Effect to the Offering (1)	Number of CPC Stock Options Held in Escrow
David S. Tam Edmonton, Alberta	400,000	400,000	14.29%	5.13%	125,000
Randa Kachkar Edmonton, Alberta	800,000	800,000	28.57%	10.26%	125,000
Tim Latimer Edmonton, Alberta	400,000	400,000	14.29%	5.13%	125,000
Catherine Hume Toronto, Ontario	400,000	400,000	14.29%	5.13%	125,000
Ben Tong Edmonton, Alberta	400,000	400,000	14.29%	5.13%	Nil

Notes:

(1) Assuming the shareholders who are a party to the Escrow Agreement do not acquire any Common Shares pursuant to the Offering.

Where Common Shares of the Issuer required to be placed in escrow are held by a non- individual (a "holding company"), during the currency of the Escrow Agreement, each holding company has agreed, or will be required to agree, that it will not carry out any transactions which would result in a change of control of the holding company without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any 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 an undertaking from any control person of the holding company not to transfer the shares of that holding company.

Under the Escrow Agreement:

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

(b) except for the options and Common Shares issued pursuant to the exercise of such options that are released from escrow on the date of the Final 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 Exchange Bulletin	25%
Date 6 months following Final Exchange Bulletin	25%
Date 12 months following Final Exchange Bulletin	25%

Release Dates	Percentage to be Released
Date 18 months following Final 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 Exchange Bulletin is not issued, the Escrowed Shares will not be released. Under the Escrow Agreement, upon the issuance by the Exchange of a bulletin delisting the Issuer, TSX Trust Company 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 ten (10) years from the date of such Final 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 only Persons who own, legally or beneficially, directly or indirectly, more than 10% of the issued and outstanding Common Shares, are as follows:

Name and Municipality of Residence	Type of Ownership (1) (2)	Number of Common Shares	Percentage of Common Shares Owned Before Offering	Percentage of Common Shares Owned After Offering (3)
John Putters Edmonton, Alberta	Direct	400,000	14.29%	5.13% (4)
David S. Tam Edmonton, Alberta	Direct	400,000	14.29%	5.13% (4)
Randa Kachkar Edmonton, Alberta	Direct	800,000	28.57%	10.26% (4)
Tim Latimer Edmonton, Alberta	Direct	400,000	14.29%	5.13% (4)
Catherine Hume Toronto, Ontario	Direct	400,000	14.29%	5.13% (4)
Ben Tong Edmonton, Alberta	Direct	400,000	14.29%	5.13%

Notes:
(1) These Common Shares are all held in escrow. See "*Escrowed Securities*".
(2) These Common Shares are owned both of record and beneficially.
(3) Without taking into account the Common Shares that the principal holders of the securities may purchase under this offering.
(4) Assuming that the Agent's Options and the CPC Stock Options are exercised in full, each of the above-named principal shareholders who are directors or officers, other than Randa Kachkar, will own or exercise control or direction over 525,000 Common Shares representing 5.78% of the then issued and outstanding Common Shares. Randa Kachkar will own or exercise control or direction over 925,000 Common Shares representing 10.19% of the then issued and outstanding Common Shares. See "Options to Purchase Securities" and "Plan of Distribution".

As at the date hereof, the 2,400,000 Common Shares legally owned, directly or indirectly, or controlled by, all directors and officers as a group and their Associates and Affiliates, prior to giving effect to the Offering or the exercise of the CPC Stock Options or Agent's Option, represents 85.7% of the issued and outstanding Common Shares. After giving effect to the Offering and assuming no exercise of CPC Stock Options or Agent's Option, the directors and officers as a group and their Associates and Affiliates will own or control 2,400,000 Common Shares representing approximately 30.8% of the issued and outstanding Common Shares, assuming the directors, officers and their Associates and Affiliates do not acquire any Common Shares pursuant to the Offering.

DIRECTORS, OFFICERS AND PROMOTERS

General

The following are the names and municipalities of residence of the directors and officers of the Issuer, their position and offices with the Issuer, and the number of Common Shares held by each such individual. See also "*Management and Key Personnel*".

Name and Municipality of Residence and Office	Principal Occupation for the Last 5 Years	Common Shares Held(2)	Percentage of Before Completion of the Offering	Percentage on completion of the Offering(3)
John Putters Edmonton, Alberta *Chief Executive Officer and Director*	Mr. Putters is one of the founders and has been acting as CEO of Visionstate Corp., an Exchange traded company for the past 17 years. Prior to that Mr. Putters founded a .com company.	400,000	14.29%	5.13%
Randa Kachkar (1) Edmonton, Alberta *Director and Chief Financial Officer*	Ms. Kachkar has been serving as CFO, Board Secretary and Compliance Secretary of Visionstate Corp. for the past 10 years.	800,000	28.57%	10.26%
David S. Tam Edmonton, Alberta *Corporate Secretary*	Mr. Tam has been a Partner of the law firm Parlee McLaws LLP since 1999.	400,000	14.29%	5.13%

Name and Municipality of Residence and Office	Principal Occupation for the Last 5 Years	Common Shares Held(2)	Percentage of Before Completion of the Offering	Percentage on completion of the Offering(3)
Tim Latimer (1) Edmonton, Alberta *Director*	Tim J Latimer is the CEO of Cashco Financial Inc, Village Wise Inc, JL Legacy Inc. and others while also serves on the boards as Director.	400,000	14.29%	5.13%
Catherine Hume (1) Toronto, Ontario *Director*	Catherine Hume is the CEO of CHF Investor Relations	400,000	14.29%	5.13%

Notes:

(1) Member of the audit committee of the Issuer, of which Randa Kachkar is the chair. The Issuer does not have a compensation committee or a corporate governance committee.

(2) These Common Shares are owned both of record and beneficially.

(3) Assuming that no Common Shares are purchased by any of the above directors under the Offering.

(4) Before giving effect to the exercise of the Agent's Option and the exercise of the CPC Stock Options. The listed individuals will be granted CPC Stock Options to purchase an aggregate of 625,000 Common Shares. See "*Options to Purchase 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.

Prior to this Offering, the directors and officers beneficially own, directly or indirectly, or have control or direction over, an aggregate of 2,400,000 Common Shares (85.7%). Subsequent to this Offering, the directors and officers will beneficially own, directly or indirectly, or have control or direction over, an aggregate of 2,400,000 Common Shares, which amounts to 30.8% of the total Common Shares that will be issued and Outstanding after Closing of the Offering, assuming the directors and officers do not acquire any Common Shares under the Offering. In addition, following completion of the Offering, the directors and officers will collectively hold 625,000 CPC Stock Options with the remaining 155,000 CPC Stock Options being unallocated.

Pursuant to the provisions of the *Business Corporations Act* (Alberta), the Issuer is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Issuer's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Issuer's auditor. The audit committee of the Issuer currently consists of Catherine Hume, Tim Latimer and Randa Kachkar. Randa Kachkar is the chairman of the audit committee.

Other Reporting Issuer Experience

The following table sets out the proposed directors, officers and promoters of the Issuer that are, or have been within the last five years, directors, officers or promoters of other reporting issuers:

Name	Name of Reporting Issuer	Name of Exchange or Market	Position	From	To
John Putters	Visionstate Corp.	TSXV	CEO	March 2000	Present
David S. Tam	Regent Pacific Properties Inc.	TSXV	Director	August 2007	Present
	Innovotech Inc.	TSXV	Director	August 2018	Present
	OneSoft Solutions Inc.	TSXV; OTCQB	Corporate Secretary	November 2002	Present
Randa Kachkar	Visionstate Corp.	TSXV	CFO	April 2012	Present
			Board and Compliance Secretary	April 2012	Present
Catherine Hume	Sokoman Minerals Corporation	TSXV	Director	March 2017	July 2019

Note:

(1) TSXV means the Exchange, CSE means the Canadian Securities Exchange, OTCQB and OTCBB means over-the-counter (OTC) markets in the United States and Frankfurt means the Frankfurt Stock Exchange.

Corporate Cease Trade Orders or Bankruptcies

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

Personal Bankruptcies

Other than as otherwise disclosed herein, no director, insider, senior officer, executive officer or promoter of the Issuer, personal holding company of any such persons or shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer has within the 10 years before the date of this prospectus, as applicable, been declared bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

Penalties or Sanctions

No director, senior officer, executive officer, promoter or shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer has been subject to any penalties or sanctions imposed by a court or securities regulatory authority or entered into a settlement agreement relating to securities legislation, promotion or management of a publicly traded issuer, or theft or fraud or been subject to any other penalties or sanctions imposed by a court or regulating body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Management and Key Personnel

The following is a brief description of the management and key personnel of the Issuer.

John Putters, Age 60, Chief Executive Officer and Director (Edmonton, Alberta)

John Putters is the CEO of Exchange traded Visionstate Corp. and also serves on the board as a Director.

John is a seasoned entrepreneur and is one of the founders of the Visionstate Corp. He is a graduate of the University of Alberta and has spent over 25 years in technology space where he has disrupted the traditional way operators manage their facilities, in several industries.

John has been an integral part of the growth and sustainability of Visionstate Corp., successfully navigating it through its lean startup years by establishing strategic partnerships and ensuring financial stability of the company. John plays a key role in the company as part of the Investment Committee, in pursuit of key acquisitions.

Randa Kachkar, Age 61, Chief Financial Officer and Director (Edmonton, Alberta)

Randa Kachkar is a seasoned entrepreneur with over thirty years of experience in publicly traded and private sector business in various industries. Her resume includes senior roles in education, technology, property development, security, and financial management. Most of those positions have had an HR and Finance oversight responsibility attached to them from drafting employment agreements and leading employment negotiations to strategic direction, financial audits and reporting and governance oversight.

Ms. Kachkar is a graduate of the University of Alberta and serves as a table officer in the capacity of Treasurer of the AASUA – Association of Academic Staff of the University of Alberta. She is an avid community volunteer and an advocate of equity and diversity and recently completed her role as a Treasurer of Edmonton Minor Hockey and as a mentor in the U of A's Community University Partnership, a program established in partnership with the Multicultural Health Brokers, working toward pulling women out of poverty by offering mentorship opportunities for women seeking to establish their own business. Ms Kachkar has also completed the TSX approved course: Public Companies: Financing, Governance and Compliance.

Ms. Kachkar currently holds the position of CFO and Board Audit and Compliance Secretary at Visionstate Corp., an Exchange listed company.

David S. Tam, Age 58, Corporate Secretary (Edmonton, Alberta)

Mr. Tam has focused his practice on securities transactions and has developed valuable experience in numerous securities and corporate transactions. He has represented both issuers and agents for a number of public offerings, private placements and regulatory compliance matters for issuers listed on the TSX Venture Exchange. David currently works with a number of real estate companies, oil and gas companies, mining and resource companies and technology companies involved in high technology, biotechnology and advanced materials, guiding them from the formative stages through various private placements and eventually to initial public offerings. David is also a graduate of the Canadian Securities Course.

Tim J. Latimer, Age 64, Chief Executive Officer and Director (Edmonton, Alberta)

Tim J. Latimer is the CEO of Cashco Financial Inc., Village Wise Inc., JL Legacy Inc. (a family office) and others while he also serves on the boards as a director.

Tim is a ‘best practice junkie” serial entrepreneur and is the founder of the Cashco Financial Inc. and numerous other entities. He has a long career in being a innovator in the specialty and alternative financial sector building several companies to a national footprint and employing up to 500 people. He believes deeply in growing people and they grow the company.

Catherine Hume, Age 71, Director (Toronto, Ontario)

Catherine Hume has built her career in Investor Relations specializing in small cap companies upon recognizing their intrinsic needs from the point of view of a Toronto retail broker, a position she held for 11 years. Catherine’s integrity and personable personality has fostered enduring business relationships and has permitted her IR portfolio of clients to grow exclusively from referrals since 1993.

Over the years, Catherine has volunteered by supporting several not-for-profit organizations as well as professional associations. In the late 1980’s she sat on the Board of Directors of the PDAC and the University of Guelph. She was Co-Chair of Women In Mining, Toronto branch, and an instructor of Ryerson University’s course “Resource Valuation, Financing, and Investor Relations” offered by The Chang School of Business as part of its Certificate in Mining Management. Catherine is also a dedicated board member of The Townships Project, a South African-focused charity.

Conflicts of Interest

Mr. David Tam, an officer of the Issuer, is a partner with Parlee McLaws LLP, which provides legal services to the Issuer on a fee for services basis.

There are potential conflicts of interest to which the directors, officers, insiders and promoters of the Issuer will be subject in connection with the operations of the Issuer. Some of the directors, officers, insiders and promoters are engaged and will continue to be engaged, directly or indirectly, with corporations or businesses which may be in competition with the Issuer for businesses or assets in order to complete a Qualifying Transaction. Accordingly, situations may arise where some 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 under the *Business Corporations Act* (Alberta). See "*Interests of Directors, Officers and Others in Material Transactions*".

Audit Committee

The purpose of the Audit Committee is to assist the board of directors of the Issuer in its oversight of the quality and integrity of the accounting, auditing, reporting practices, systems of internal accounting and financial controls, the annual independent audit of the Issuer’s financial statements and the legal compliance and ethics programs of the Issuer as established by management. The Audit Committee 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 provisions of Exchange Policy 3.1, *Directors, Officers, Other Insiders, & Personnel and Corporate Governance,* and Form 52-110F2, *Disclosure by Venture Issuers*. the Issuer is required to have an audit committee of at least three directors. The Issuer has appointed following three directors to its Audit Committee: Randa Kachkar, Tim Latimer and Catherine Hume. Each of the members of the Audit Committee is financially literate and are independent. For more information relating to the relevant education and experience of the Audit Committee members, please see *"Directors, Officers and Promoters".*

Audit Committee Charter

The Issuer’s Audit Committee Charter is attached hereto as Schedule A.

Audit Committee Oversight

At no time since the commencement of the Issuer's most recently completed financial year, was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the board of directors of the Issuer.

Reliance on Certain Exemptions

At no time since the commencement of the Issuer's most recently completed financial year has the Issuer relied on the exemption in section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 (Exemptions).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services other than the general requirements under the heading "External Audit" of the Audit Committee Charter which states that the Audit Committee must pre-approve any non-audit services to the Issuer and the fees for those services.

External Auditor Service Fees (By Category)

To date the Issuer has not been billed by its external auditors. The estimated aggregate fees to be billed to the Issuer by its external auditors for audit fees for the periods indicated are as follows:

Financial Year	Audit Fees(1) ($)	Audit Related Fees(2) ($)	Tax Fees(3) ($)	All Other Fees(4) ($)
From the date of incorporation to March 31, 2021	$8,268.75	Nil	Nil	Nil

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Issuer's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions and requests for rulings or technical advice from tax authorities.

(4) "All Other Fees" include all other non-audit services.

Exemption

The Issuer is relying upon the exemption provided by section 6.1 of NI 52-110, which exempts the requirements of Part 3, C*omposition of the Audit Committee* and Part 5, *Reporting Obligations* of NI 52-110.

EXECUTIVE COMPENSATION

Remuneration of Directors and Officers

Except as set out below or otherwise disclosed in this prospectus, prior to Completion of a Qualifying

Transaction, no payment of any kind has been made, or will be made, directly or indirectly, by the 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 – Permitted Use of Funds*" and "*Use of Proceeds – Prohibited Payments to Non-Arm's Length Parties*"; and

(c) finder's fees as described in "*Use of Proceeds – 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 17.95% or $0.0179 per Common Share on the basis of there being 7,800,000 Common Shares issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Issuer, as set forth below:

Item	**Offering ($)**
Gross proceeds of prior share issues	140,000
Gross proceeds of this Offering	500,000
Total gross proceeds after this Offering	**640,000**
Offering price per share	0.1000
Proceeds per share after this Offering	0.0821
Dilution per share to subscriber	0.0179
Percentage of dilution in relation to offering price	17.95%

RISK FACTORS

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 following is a list of risk factors that a prospective investor should consider before subscribing for the Common Shares.

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

(b) An 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 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.

(d) After completion of the Offering, an investor will suffer an immediate dilution to its investment of 17.95% or $0.0179 per Common Share.

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

(f) 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.

(g) 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.

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

(i) Completion of the Qualifying Transaction is subject to a number of conditions, including acceptance by Exchange and, in certain circumstances, Majority of the Minority Approval.

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

(k) Upon the public announcement of a proposed Qualifying Transaction, trading in the Common Shares will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained (if required) and certain preliminary reviews have been conducted. The Common Shares may be reinstated to trading before 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.

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

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

(n) In the event that management of the Issuer resides 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 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.

(o) 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.

(p) Subject to prior Exchange acceptance, the Issuer may be permitted to loan or advance up to an aggregate of 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.

(q) If the Issuer does not list the Common Shares on the Exchange prior to the time of closing in the manner contemplated in this prospectus under the heading "Eligibility for Investment", adverse tax consequences may arise with respect to any Common Shares held in Registered Plans or deferred profit sharing plans.

(r) The transmission of COVID-19 and efforts to contain its spread have recently resulted in international, national and local border closings, travel restrictions, significant disruptions to business operations, supply chains and customer activity and demand, service cancellations, reductions and other changes, and quarantines, as well as considerable general concern and uncertainty. The impacts of the COVID-19 crisis that may have an effect on the Issuer and its intended Qualifying Transaction are unknown at this time but could result in material adverse consequences to the Issuer.

As a result of the above factors, the Offering is only suitable 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. See *"Management and Key Personnel", "Directors, Officers and Promoters", "Conflicts of Interest"* and *"Use of Proceeds"*.

LEGAL PROCEEDINGS

The Issuer is not currently a party to any legal proceedings, nor is the Issuer currently contemplating any legal proceedings. Management of the Issuer is currently not aware of any legal proceedings contemplated against the Issuer.

RELATIONSHIP BETWEEN THE ISSUER AND THE AGENT

The Issuer is not a "related issuer" or "connected issuer" of the Agent for the purposes of National Instrument 33-105 - *Underwriting Conflicts*.

RELATIONSHIP BETWEEN THE ISSUER AND PROFESSIONAL PERSONS

The legal counsel of the Issuer is Parlee McLaws LLP, Suite 1700, Enbridge Centre, 10175 – 101 Street NW, Edmonton, Alberta, T5J 0H3.

Other than David Tam who owns 400,000 Common Shares, the partners and associates of Parlee McLaws LLP do not own any Common Shares, but may subscribe for Common Shares pursuant to the Offering.

Legal counsel to the Agent is Minden Gross LLP. The partners and associates of Minden Gross LLP do not own any Common Shares, but may subscribe for Common Shares pursuant to the Offering.

The partners and associates of RSM Alberta LLP, the auditors of the Issuer, do not own any Common Shares.

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

Other than as set forth herein: a) no Person whose profession or business gives authority to a statement made by such Person and who is named in this prospectus has received or shall receive a direct or indirect interest in the property of the Issuer or any Associate or Affiliate of the Issuer; and b) as at the date hereof, the aforementioned Persons beneficially own, directly or indirectly, no securities of the Issuer or its Associates and Affiliates. In addition, other than as set forth above, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or is expected to be elected, appointed or employed as a director, senior officer or employee of the Issuer or of an Associate or Affiliate of the Issuer, or a Promoter of the Issuer or of an Associate or Affiliate of the Issuer.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Issuer are RSM Alberta LLP, located at Suite 2500, 10104 - 103 Avenue, Edmonton, Alberta, T5J 0H8.

TSX Trust Company, through its offices at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1, is the transfer agent and registrar for the Common Shares.

MATERIAL CONTRACTS

The Issuer has not entered into any contracts material to investors in the Common Shares since incorporation, other than contracts in the ordinary course of business, except:

1. The Escrow Agreement among the Issuer, TSX Trust Company and certain shareholders of the Issuer. See "*Escrowed Securities*".

2. The Agency Agreement between the Issuer and the Agent. See "*Plan of Distribution*".

3. A registrar and transfer agency agreement dated as of May 3, 2021 between the Issuer and TSX Trust Company. See "*Auditors, Transfer Agent and Registrar*".

4. Stock Option Plan dated September 3, 2021. See “Options to Purchase Securities

Copies of these agreements will be available for inspection at the offices of the Issuer's counsel, Parlee McLaws LLP, at Suite 1700, Enbridge Centre, 10175 - 101 Street NW, Edmonton, Alberta, T5J 0H3, attention: David S. Tam, at any time during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

OTHER MATERIAL FACTS

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

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

SCHEDULE “A” - AUDIT COMMITTEE CHARTER

AUDIT COMMITTEE CHARTER

Purpose

The overall purpose of the Audit Committee (the "Committee") is to ensure that the management of New Media Capital 2.0 Inc. (the " Company") has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Company, and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. It is the intention of the Board that through the involvement of the Committee, the external audit will be conducted independently of the Company's Management to ensure that the independent auditors serve the interests of Shareholders rather than the interests of Management of the Company. The Committee will act as a liaison to provide better communication between the Board and external auditors. The Committee will monitor the independence and performance of the Company's independent auditors.

Composition, Procedures and Organization

(1) The Committee shall consist of at least three members of the Board of Directors (the "Board").

(2) At least two (2) members of the Committee shall be independent and the Committee shall endeavour to appoint a majority of independent directors to the Committee, who in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members' independent judgment. At least one (1) member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Company. For the purposes of this Charter, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

(3) The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

(4) Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.

(5) The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

(6) The Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

(7) Meetings of the Committee shall be conducted as follows:

- (a) the Committee shall meet as necessary to fulfill its duties and responsibilities in person or via telephone at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
- (b) the external auditors shall receive notice of and have the right to attend all meetings of

the Committee; and

(c) management representatives may be invited to attend all meetings except private sessions with the external auditors.

(8) The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

Roles and Responsibilities

(9) The overall duties and responsibilities of the Committee shall be as follows:

(a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements and related financial disclosure;

(b) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;

(c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and

(d) to report regularly to the Board on the fulfilment of its duties and responsibilities.

(10) The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:

(a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;

(b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;

(c) review the audit plan of the external auditors prior to the commencement of the audit;

(d) to review with the external auditors, upon completion of their audit:

(i) contents of their report;

(ii) scope and quality of the audit work performed;

(iii) adequacy of the Company's financial and auditing personnel;

(iv) co operation received from the Company's personnel during the audit;

(v) internal resources used;

(vi) significant transactions outside of the normal business of the Company;

(vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and

(viii) the non audit services provided by the external auditors;

(e) to discuss with the external auditors the quality and not just the acceptability of the

Company's accounting principles; and

(f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.

(11) The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:

(a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;

(b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;

(c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and

(d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

(12) The Committee is also charged with the responsibility to:

(a) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;

(b) review and approve the financial sections of:

(i) the annual report to Shareholders;

(ii) the annual information form, if required;

(iii) annual and interim MD&A;

(iv) prospectuses;

(v) news releases discussing financial results of the Company; and

(vi) other public reports of a financial nature requiring approval by the Board,

and report to the Board with respect thereto;

(c) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;

(d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;

(e) review and report on the integrity of the Company's consolidated financial statements;

FINANCIAL STATEMENTS OF THE ISSUER

(Financial statements attached)

NEW MEDIA CAPITAL 2.0 INC.

FINANCIAL STATEMENTS
FOR THE PERIOD FROM DATE OF
INCORPORATION MARCH 12, 2021
TO JUNE 30, 2021
(IN CANADIAN DOLLARS)

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INDEPENDENT AUDITOR'S REPORT

To the Directors of

New Media Capital 2.0 Inc.

Opinion

We have audited the financial statements of New Media Capital 2.0 Inc., (the "Company"), which comprise the statement of financial position as at June 30, 2021 and the statements of comprehensive loss, changes in shareholders' equity and cash flows for the period from the date of incorporation March 12, 2021 to June 30, 2021, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at June 30, 2021, and its financial performance and its cash flows for the period from the date of incorporation March 12, 2021 to June 30, 2021 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 those requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 relating 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.

(continues)

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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.

Edmonton, Alberta

Chartered Professional Accountants

NEW MEDIA CAPITAL 2.0 INC.
Statement of Loss and Comprehensive Loss
For the Period from the Date of Incorporation March 12, 2021 to June 30, 2021
(in Canadian Dollars)

	June 30, 2021
ASSETS	
Cash	$ 113,981
Total assets	**$ 113,981**
LIABILITIES	
Accrued liabilities	$ 5,000
Total liabilities	5,000
SHAREHOLDERS' EQUITY	
Share capital (Note 4)	139,000
Accumulated deficit	(30,019)
	108,981
Total liabilities and shareholders' equity	**$ 113,981**

Subsequent Events (Note 9)

See accompanying notes to the financial statements

NEW MEDIA CAPITAL 2.0 INC.
Statement of Loss and Comprehensive Loss
For the Period from the Date of Incorporation March 12, 2021 to June 30, 2021
(in Canadian Dollars)

	June 30, 2021
Expenses	
Listing fees	$ 17,750
Professional fees	12,269
Net loss and comprehensive loss for the period	$ (30,019)
Net loss per share – basic and diluted	(0.01)
Weighted average shares outstanding – basic and diluted	2,800,000

See accompanying notes to the financial statements

NEW MEDIA CAPITAL 2.0 INC.
Statement of Cash Flows
For the Period from the Date of Incorporation March 12, 2021 to June 30, 2021
(in Canadian Dollars)

	June 30, 2021
Cash provided by (used in):	
Operating Activities	
Net loss for the period	$ (30,019)
Change in non-cash working capital	4,000
Cash provided by operating activities	(26,019)
Financing Activities	
Private placement, net of issuance costs	139,000
Change in non-cash working capital	1,000
Cash provided by financing activities	140,000
Net change in cash	113,981
Cash, beginning of period	---
Cash, end of period	$ 113,981

See accompanying notes to the financial statements

NEW MEDIA CAPITAL 2.0 INC.

Statement of Changes in Shareholders' Equity
For the Period from the Date of Incorporation March 12, 2021 to June 30, 2021
(in Canadian Dollars)

	Number of Shares	Share Capital	Accumulated Deficit	Shareholders' Equity
Opening balance	---	$ ---	$ ---	$ ---
Common shares issued (Note 4)	2,800,000	140,000	---	140,000
Share issue costs	---	(1,000)	---	(1,000)
Net loss for the period	---	---	(30,019)	(30,019)
Balance, June 30, 2021	2,800,000	$ 139,000	$ (30,019)	$ 108,981

See accompanying notes to the financial statements

1. INCORPORATION AND NATURE OF BUSINESS

New Media Capital 2.0 Inc. (the "Corporation") was initially incorporated under the Business Corporations Act (Alberta) on March 12, 2021 and is in the process of applying for status as a Capital Pool Company as defined in Policy 2.4 (the “Policy”) of the TSX Venture Exchange (the “Exchange”).

The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT") as defined in the Policy. The Corporation has not commenced commercial operations and has no assets other than cash. Given the nature of the activities, no separate segmented information is reported. The Corporation’s continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders’ approval.

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 up to $3,000 per month may be used for reasonable general and administrative expenses of the Corporation. These restrictions apply until completion of a QT.

The head office and the registered head office of the Corporation is located at 1700 Enbridge Centre 10175-101 Street Edmonton, AB T5J 0H3.

On □, 2021 the Board of Directors approved the financial statements for the period from the Date of Incorporation March 12, 2021 to June 30, 2021.

The global outbreak of COVID-19 (coronavirus) has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Corporation as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. This will impact the ability of the Corporation to assess business operations of target companies and the capital markets.

2. BASIS OF PRESENTATION

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

Basis of Measurement
The financial statements are presented in Canadian dollars (“CAD”), which is the Corporation’s functional and presentation currency. The financial statements are prepared on a historical cost basis. The accounting policies have been applied consistently throughout the entire period presented in these financial statements.

2. BASIS OF PRESENTATION (Continued)

Estimates
The preparation of financial statements in conformity with IFRS accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates used in the financial statements. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In preparing these financial statements, the significant judgments made by management in applying the Corporation's accounting policies and the key sources of estimate are related to the valuation of deferred taxes. Management has used judgment regarding the probability that taxable profits will be available to offset against deductible temporary differences.

3. SIGNIFICANT ACCOUNTING POLICIES

Financial Instruments

Recognition
The Corporation recognizes financial assets and financial liabilities on the date the Corporation becomes a party to the contractual provisions of the instruments.

Classification
The Corporation classifies its financial assets and financial liabilities in the following measurement categories: i) those to be measured subsequently at fair value (either through other comprehensive income or through profit or loss, and ii) those to be measured at amortized cost. The classification of financial assets depends on the business model for managing the financial assets and the contractual terms of the cash flows. Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortized cost at the end of the subsequent accounting periods. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any changes taken through profit and loss or other comprehensive income (irrevocable election at the time of recognition). Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss (irrevocable election at the time of recognition).

For assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income.

The Corporation reclassifies financial assets when and only when its business model for managing those assets changes. Financial liabilities are not reclassified.

Cash and accrued liabilities have been classified at amortized cost.

3. **SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Financial Instruments (Continued)

Measurement
All financial instruments are required to be measured at fair value on initial recognition, plus, in case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs of financial assets and financial liabilities carried at FVTPL are expensed in profit or loss.

Classification of financial instrument fair values in a fair value hierarchy comprising three levels reflecting the significance of the inputs used in making the measurements are as follows:

Level 1: Valuations based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
Level 2: Valuations based on directly or indirectly observable inputs in active markets for similar assets or liabilities, other than Level 1 prices, such as quoted interest or currency exchange rates; and
Level 3: Valuations based on significant inputs that are not derived from observable market data, such as discounted cash flow methodologies based on internal cash flow forecasts.

There are no financial instruments measured at fair value on the statement of financial position.

Income Taxes
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the end of the reporting period. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the intention is to settle on a net basis, or to realize the asset and settle the liability simultaneously. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of operations and comprehensive income.

Deferred income tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax liabilities are recognized for all taxable temporary differences and deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to be recovered or settled. Deferred tax assets are recognized to the extent that realization of such benefits is probable.

Share-based Compensation
The Corporation uses the Black-Scholes option-pricing model to fair value options granted to directors, officers and employees. The estimated fair value of options on the date of grant is recognized as compensation expense over the vesting period. The number of expected forfeitures is estimated at the grant date and adjustments for actual forfeitures are made as they occur.

(in Canadian Dollars)

3. **SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Loss per share
Loss per share has been calculated using the weighted average number of common shares outstanding during the period. Shares held in escrow that are only released upon contingent events are not included in the calculation of the weighted average number of common shares.

Share Issuance Costs
Costs directly related to issuance of share capital are charged as a reduction against share capital.

4. SHARE CAPITAL

Authorized - Unlimited common shares and preferred shares

	Common Shares
Balance, March 12, 2021	$ Nil
2,800,000 common shares issued	$ 140,000
Share issue costs	$ (1,000)
Balance, June 30, 2021	$ 139,000

No preferred shares have been issued.

Escrowed Shares

During the period ended June 30, 2021, the Corporation issued 2,800,000 common shares ("Common Shares") at $0.05 per share for gross proceeds of $140,000.

All Common Shares: (a) issued at a price below the price of the Common Shares issued in the Corporation's initial public offering ("IPO"); and (b) all shares acquired from treasury after the IPO but before the date of the Final QT Exchange Bulletin (as defined in the Policy) which are, directly or indirectly, beneficially owned or controlled by Non-Arm's Length Parties (as defined in the Policy) to the Corporation, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Corporation held by principals of the resulting issuer will also be subject to escrow.

It is anticipated that, at the time of the IPO, an aggregate of 2,800,000 Common Shares will be held in escrow pursuant to the requirements of the Exchange.

Options

The Corporation has established a stock option plan for its directors, officers and consultants under which the Corporation may grant options from time to time to acquire a maximum of 10% of the issued and outstanding Common Shares. The exercise price of each option granted under the plan shall be determined by the Board of Directors.

4. **SHARE CAPITAL** (Continued)

Options (Continued)

Options may be granted for a maximum term of ten years from the date of the grant. They are nontransferable and are exercisable as determined by the Board of Directors when the option is granted. Options expire within 90 days of termination of employment or holding office as director or officer of the Corporation (other than in connection with the completion of the QT – in which case 1 year) and, in the case of death, expire within a maximum period of one year after such death, subject to the expiry date of the option.

Any options granted, and any shares issued upon exercise of options, prior to the Corporation’s completion of a QT will be subject to escrow restrictions. In addition to the foregoing, any options with an exercise price less than the offering price per Common Share in the IPO will be subject to the same escrow release schedule as the Common Shares issued for a price less than the offering price per Common Share in the IPO.

The stock option plan is subject to regulatory approval.

No options have been granted or are outstanding as at June 30, 2021.

5. **FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

Capital Management
The Corporation'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 Corporation includes equity, comprised of share capital and deficit in the definition of capital.

The Corporation'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 Corporation may attempt to raise additional funds through the issuance of equity or by securing strategic partners.

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 up to $3,000 per month may be used for reasonable general and administrative expenses of the Corporation. These restrictions apply until completion of a QT by the Corporation as defined under the policies of the Policy.

Risk Disclosures and Fair Values
The Corporation's financial instruments, consisting of cash and accrued liabilities approximate fair value due to the relatively short-term maturity of the instruments. It is management’s opinion that the Corporation is not exposed to significant interest, currency or credit risks arising from these financial instruments.

6. RELATED PARTY TRANSACTIONS

One of the directors of the Corporation is a partner at a law firm representing the Corporation. During the period from incorporation on March 12, 2021 to June 30, 2021, the Corporation accrued $2,000 in professional fees to the law firm related to formation of the Corporation and share issuance costs. At June 30, 2021, $2,000 owing to the law firm was recorded in accrued liabilities.

7. INCOME TAXES

The Corporation has unrecognized deferred tax assets since it cannot currently demonstrate that it is probable that its potential value will be realized. The unrecognized asset is comprised of approximately $30,019 of non-capital loss carry forwards and $250 of deductible temporary differences.

8. NET LOSS PER COMMON SHARE

The basic and diluted net loss per common share is based on the weighted average number of common shares outstanding as at June 30, 2021 as there are no anti-dilutive shares. Once the common shares are placed in escrow they will be considered contingently issuable until the Corporation completes a QT and excluded for the purpose of the loss per share calculation.

9. SUBSEQUENT EVENTS

a) The Corporation intends to file a prospectus offering to sell and issue 5,000,000 Common Shares (the “Offering”) at a price of $0.10 per Common Share (the “Offering Price”) for total gross proceeds to the Corporation of $500,000.

b) The Corporation intends to grant 1,030,000 stock options to directors and officers of the Corporation upon closing of the Offering, exercisable at $0.10 per Common Share and exercisable for a period of 5 years following the date of grant.

CERTIFICATE OF THE ISSUER

Dated: September 3, 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 of the Provinces of Alberta, British Columbia and Ontario.

Signed "John Putters"	*Signed "Randa Kachkar"*
John Putters	Randa Kachkar
Chief Executive Officer	Chief Financial Officer

ON BEHALF OF THE BOARD

Signed "Catherine Hume"	*Signed "Tim Latimer"*
Catherine Hume	Tim J. Latimer
Director	Director

CERTIFICATE OF THE AGENT

Dated: September 3, 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 of the Provinces of Alberta, British Columbia and Ontario.

HAYWOOD SECURITIES INC.

Per: *Signed "Mathieu Couillard"*
Mathieu Couillard, Managing
Director, Investment Banking