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.

FINAL PROSPECTUS

Initial Public Offering August 26, 2021

MONARCH WEST VENTURES INC.

(a Capital Pool Company)

Minimum Offering: $1,500,000 or 15,000,000 Common Shares
Maximum Offering: $2,000,000 or 20,000,000 Common Shares

Price: $0.10 per Common Share

Monarch West Ventures Inc. (the "**Issuer**") hereby offers on a commercially reasonable efforts basis through its agent, Canaccord Genuity Corp. (the "**Agent**"), a minimum of 15,000,000 common shares (“**Common Shares**”) in the capital of the Issuer (the "**Minimum Offering**") and a maximum of 20,000,000 Common Shares (the “**Maximum Offering**”) for sale to the public at a price of $0.10 per Common Share (the “**Offering**”).

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

	Common Shares	Price to Public	Agent’s Commission(1)	Proceeds to Issuer(2)
Per Common Share	1	$0.10	$0.01	$0.09
Minimum Offering(3)	15,000,000	$1,500,000	$150,000	$1,350,000
Maximum Offering(3)	20,000,000	$2,000,000	$200,000	$1,800,000

Notes:

(1) A cash commission of 10% of the gross proceeds of the Offering will be paid to the Agent. Additionally, the Issuer will pay an Administration Fee of $15,000 to the Agent. The Agent will also be reimbursed by the Issuer for its expenses, including reasonable legal fees. The Agent will also be granted the Agent’s Warrants (as defined herein) referred to below. See "Plan of Distribution - Agency Agreement and Agent’s Compensation".

(2) After deducting the Agent's commission and before deducting the costs of this Offering, estimated to be $242,000 in the event of a Minimum Offering and $295,000 in the event of a Maximum Offering (inclusive of GST), which expenses include the Agent’s expenses, including the Administration Fee and legal fees (inclusive of GST and disbursements), listing fees, estimated filing fees, and estimated printing fees.

(3) A minimum of 15,000,000 Common Shares and a maximum of 20,000,000 Common Shares are qualified for distribution hereunder. In addition, this prospectus qualifies for distribution the Agent’s Warrants, as defined herein below, and the CPC Stock Options, as defined herein below.

The Offering is made on a "commercially reasonable efforts" agency basis by the Agent of a minimum of 15,000,000 Common Shares for total gross proceeds to the Issuer of $1,500,000 and a maximum of 20,000,000 Common Shares for total gross proceeds to the Issuer of $2,000,000. The offering price of the Common Shares was determined by negotiation between the Issuer and the Agent. 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 minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by 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.

Pursuant to the Agency Agreement, the Agent, and any sub-agents as the Agent may direct, will be granted a non-transferable option (the "**Agent's Warrants**") to purchase that number of Common Shares (the "**Agent's Shares**"), that is equal to 10% of the Common Shares sold pursuant to the Offering, at a price of $0.10 per Agent's Share, and expiring 60 months from the date the Issuer's shares are listed on the Exchange, being up to 1,500,000 Common Shares (in the case of the Minimum Offering) or up to 2,000,000 Common Shares (in the case of the Maximum Offering). The grant of the Agent's Warrants are qualified under this prospectus. See "Agency Agreement and Agent's Compensation".

Market for Securities

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

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

The Exchange has conditionally accepted the listing of the Issuer's Common Shares. Listing is subject to the Issuer fulfilling all of the requirements of the Exchange, including distribution of these securities to a minimum number of public securityholders.

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the Agent's Warrants and the grant of CPC Stock Options to certain directors and officers of the Issuer, trading in all securities of the Issuer is prohibited during the period between the date a receipt for the preliminary prospectus was issued by the securities commission that is designated the principal regulator pursuant to Multilateral Instrument 11-102 - Passport System ("**MI 11-102**") and National Policy 11-202 - Process for Prospectus Reviews in Multiple Jurisdictions ("**NP 11-202**") and the time the Common Shares are listed for trading except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities commission grants a discretionary order.

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

Upon completion of the Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per Common Share of approximately $0.014 per Common Share or 14% if the Minimum Offering is completed and approximately $0.012 per Common Share or 12% if the Maximum Offering is completed. The Issuer does not currently own any assets other than cash.

The business objective of the Issuer is to identify and evaluate assets or businesses with a view to completing the Qualifying Transaction which receives Exchange approval and in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval of the Issuer's shareholders; however, there can be no assurance that the Issuer will successfully complete the Qualifying Transaction. The Issuer has commenced the process of identifying potential acquisitions, but to date, the Issuer has not identified any potential acquisitions. The Issuer may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic. The Issuer may find that even if the terms of a potential acquisition are economic, the Issuer may not be able to finance such acquisition and additional funds may be required. The 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. In the event that the Common Shares are listed on the Exchange, the Exchange may suspend from trading or delist the Common Shares where the Issuer has failed to complete the Qualifying Transaction within 24 months of the date of listing. In addition, delisting of the Common Shares may result in the cancellation of all or some of the Common Shares owned by Non-Arm's Length Parties, as hereinafter defined, issued prior to the Offering. Investors must rely solely on the expertise of the Issuer's Promoter, as hereinafter defined, directors and officers for any possible return on their investment.

The Issuer's directors, officers and, as applicable, 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, 3,600,000 Common Shares, which represents 60% of the issued and outstanding Common Shares before giving effect to the Offering, and 17.1% of the issued and outstanding Common Shares in the event the Minimum Offering is completed and 13.8% of the issued and outstanding Common Shares in the event the Maximum Offering is completed. 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 "Business of the Issuer", "Use of Proceeds", "Capitalization", "Officers, Directors and Promoters", "Dilution" and "Risk Factors".

Maximum Investment

Pursuant to the CPC Policy, 75% of the total number of Common Shares offered under this prospectus, being 11,250,000 Common Shares ($1,125,000) in the event the Minimum Offering is completed and 15,000,000 Common Shares ($1,500,000) in the event the Maximum Offering is completed are subject to the following limits

(a) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser pursuant to the Offering is 2% of the total Common Shares offered under this prospectus, being 300,000 Common Shares ($30,000) in the event the Minimum Offering is completed and 400,000 Common Shares ($40,000) in the event the Maximum Offering is completed; and

(b) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser, together with that purchaser's Associates and Affiliates, is 4% of the total number of Common Shares offered under this prospectus, being 600,000 Common Shares ($60,000) in the event the Minimum Offering is completed and 800,000 Common Shares ($80,000) in the event the Maximum Offering is completed.

Receipt of Subscriptions

Canaccord Genuity Corp., as agent, hereby conditionally offers these Common Shares, on a "commercially reasonable efforts" agency basis, if, as and when subscriptions are accepted by the Issuer, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters by DuMoulin Black LLP on behalf of the Issuer and by Miller Thomson LLP on behalf of the Agent.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that one or more global certificates that represent the aggregate number of Common Shares subscribed for under the Offering will be issued in registered form as directed by the Agent and will be available for delivery at the closing of the Offering. The Common Shares subscribed for under the Offering may also be issued on an uncertificated basis. In either case, purchasers of Common Shares will only receive a client confirmation from the Agent as to the number of Common Shares subscribed for. Certificates representing the Common Shares in registered and definitive form will be issued to the purchasers in certain limited circumstances only.

CANACCORD GENUITY CORP.
609 Granville Street, Suite 2200 Vancouver, BC V7Y 1H2
Tel: (604) 643-7300
Fax: (604) 643-7733

TABLE OF CONTENTS

GLOSSARY

"**Affiliate**" means a company that is affiliated with another company as described below:

A company is an "Affiliate" of another company if:

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

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

A company is "controlled" by a Person if:

(a) voting securities of the company are held, other than by way of security only, by or for the benefit of that Person; and

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

A Person beneficially owns securities that are beneficially owned by:

(a) a company controlled by that Person; or

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

"**Agency Agreement**" means the agency agreement dated August 26, 2021 between the Issuer and the Agent.

"**Agent**" means Canaccord Genuity Corp. at its office in the City of Vancouver, in the Province of British Columbia.

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

"**Agent's Warrants**" means the non-transferable warrants to be granted by the Issuer to the Agent entitling the Agent to purchase Agent's Shares in an amount equal to 10% of the number of Common Shares sold pursuant to the Offering at an exercise price of $0.10 per Agent's Share, expiring 60 months from the date of listing of the Common Shares on the Exchange.

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

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

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

(b) any partner of the Person;

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

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

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

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

but:

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

"**Closing Date**" means the closing date of the Offering.

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

"**Common Shares**" means the common shares in the share capital of the Issuer.

"**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 of the Final QT Exchange Bulletin issued by the Exchange.

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

"**CPC**" means a corporation or trust:

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

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

"**CPC Policy**" means Policy 2.4 of the Exchange's Corporate Finance Manual.

"**CPC Stock Option**" means an option to purchase Common Shares of the CPC which may be granted by the CPC in accordance with CPC Policy.

"**Eligible Charitable Organizations**" has the meaning set forth in Exchange Policy 4.7 - Charitable Options in Connection with an IPO.

"**Endeavor**" means Endeavor Trust Corporation.

"**Escrow Agreement**" means the escrow agreement dated April 21, 2021 among the Issuer, Endeavor and certain shareholders of the Issuer.

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

“**Existing CPC Stock Options”** means the 600,000 CPC Stock Options granted by the Issuer on April 21, 2021 to officers and directors of the Issuer exercisable at $0.10 per Common Share for a period of ten years.

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

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

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

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

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

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

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

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

"**Issuer**" means Monarch West Ventures Inc., a company incorporated under the *Business Corporations Act* (British Columbia) having its registered office in the City of Vancouver, in the Province of British Columbia.

"**Listed Shares**" has the meaning set out in the policies of the Exchange;

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

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

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

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

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

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

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

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

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

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

(a) in relation to a company, a Promoter, an officer, director, other Insider or Control Person of that company (including an Issuer) and any Associates or Affiliates of any of such Persons; and

(b) in relation to an individual, means any Associate of the individual or any company of which the individual is a Promoter, an officer, director, Insider or Control Person.

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

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

"**Offering**" means the offering of a minimum of 15,000,000 Common Shares for aggregate gross proceeds of $1,500,000 and a maximum of 20,000,000 Common Shares for aggregate gross proceeds of $2,000,000, at a price of $0.10 per Common Share, in accordance with the terms of this prospectus.

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

"**Option Plan**" means the Issuer's incentive stock option plan.

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

"**Principal**" means:

(a) a Person who acted as a Promoter of the Issuer within two years or their respective Associates or Affiliates before the IPO prospectus or the Final Exchange Bulletin;

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

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

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

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

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

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

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

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

"**Pro Group**" means:

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

(i) the Member;

(ii) employees of the Member;

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

(iv) Affiliates of the Member; and

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

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

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

(d) The 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

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

"**Promoter**" has the meaning ascribed to it in section 1(1) of the Securities Act (British Columbia).

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

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

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

(b) the parties to the Qualifying Transaction;

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

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

"**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 QT Exchange Bulletin.

"**ROFR Termination Date**" means the day which is the earlier of:

a) the day which falls 24 months from the date the Issuer's Shares are listed on the Exchange; and

b) the date of closing of the Qualifying Transaction.

"**Seed Capital**" or "**Seed Shares**" means securities issued before an Issuer's IPO.

"**SEDAR**" means the filing system referred to in National Instrument 13-101 *System for Electronic Document Analysis and Retrieval (SEDAR)* or its successor legislation (or its successor system).

"**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. See Policy 2.1 – *Initial Listing Requirements*.

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

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

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

PROSPECTUS SUMMARY

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

Issuer:	Monarch West Ventures Inc.
Business of the Issuer:	The principal business of the Issuer will be the identification and evaluation of assets or businesses with a view to completing the Qualifying Transaction. The Issuer has not commenced commercial operations and has no assets other than a minimum amount of cash. See "Business of the Issuer".
Offering:	A minimum of 15,000,000 Common Shares and a maximum of 20,000,000 are being offered under this prospectus at a price of $0.10 per Common Share. In addition, pursuant to the Agency Agreement, the Issuer will grant to the Agent and its designated sub-agents, if any, the Agent's Warrants to purchase up to such number of Common Shares as is equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering, at an exercise price of $0.10 per Agent's Share which will be exercisable for a period of 60 months from the date of listing of the Common Shares on the Exchange. The grant of the Agent's Warrants is qualified under this prospectus. The Issuer also intends to grant CPC Stock Options to purchase up to 1,500,000 Common Shares if the Minimum Offering is met, or up to a maximum of 2,000,000 Common Shares if the Maximum Offering is met, to the Issuer's directors, officers, and technical consultants, which CPC Stock Options are qualified for distribution under this prospectus. 600,000 Existing CPC Stock Options were granted on April 21, 2021. See "Plan of Distribution" and "Options to Purchase Securities".
Use of Proceeds:	The net proceeds of the Offering to the Issuer will be a minimum of $1,557,872 (in the event the Minimum Offering is complete) and a maximum of $2,004,872 (in the event the Maximum Offering is complete). The net proceeds of the Offering plus the proceeds from prior sales of Common Shares will be used to provide the Issuer with funds with which to identify and evaluate assets or businesses for acquisition with a view to completing the Qualifying Transaction. The Issuer may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. See "Use of Proceeds", "Business of the Issuer" and "Risk Factors".
Management and Directors:	Mark Orsmond – Chief Executive Officer, Director and Promoter Kyle Haddow – Chief Financial Officer Kendra Low – Corporate Secretary Brian Levinkind – Director Zhilan Luo – Director See "Directors, Officers and Promoters"
Escrowed Securities:	All of the currently issued and outstanding Common Shares, being 6,000,000 Common Shares, and all of the CPC Stock Options, being 2,100,000 CPC Stock Options if the Minimum Offering is met and 2,600,000 CPC Stock Options if the Maximum Offering is met, will be deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of 18 months after the date of the Final QT 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 only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Issuer and can afford to risk the loss of their entire investment. The directors and 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 of approximately 14% or $0.014 per Common Share (in the event the Minimum Offering is complete) and approximately 12% or $0.012 per Common Share (in the event the Maximum Offering is complete). There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Issuer will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing the 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. See "Business of the Issuer", "Officers, Directors and Promoters", "Capitalization", "Dilution", "Risk Factors" and "Conflicts of Interest".

THE CORPORATION

Name and Incorporation

Monarch West Ventures Inc. was incorporated on January 6, 2021 pursuant to the provisions of the *Business Corporations Act* (British Columbia). The head office of the Issuer is located at 1208 Rosewood Crescent, North Vancouver, BC V7P 1H4, and its registered office is located at 10th Floor, 595 Howe St., Vancouver, BC V6C 2T5.

BUSINESS OF THE CORPORATION

Preliminary Expenses

Other than the advance retainer of the Agent of $15,000 (inclusive of GST), general and administrative fees of less than $500, audit fees of $7,500 (exclusive of GST, which fees have been incurred but not yet paid), and the payment of the minimum listing fee to the Exchange of $5,250 (inclusive of GST), the Issuer has not incurred any additional expenses to date in proceeding with the Offering. However, certain of the Offering proceeds will be utilized to satisfy the obligations of the Issuer related to the Offering, including the expenses of its auditor and legal expenses of the Issuer and the Agent. See "Use of Proceeds".

Proposed Operations until Completion of the Qualifying Transaction

The Issuer proposes to identify and evaluate businesses and assets with a view to completing the Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Issuer has not conducted commercial operations. 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 companies, assets and businesses in a broad range of industry sectors and geographical areas.

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

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

Method of Financing

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

Criteria for the Qualifying Transaction

The Issuer will consider acquisitions of assets or businesses operated or located both inside and outside of Canada, as permitted by the CPC Policy. All potential acquisitions will be screened initially by management of the Issuer to determine their economic viability. The board of directors will examine proposed acquisitions having regard to sound business fundamentals and to the expertise and experience of the directors.

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

    a. 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

    b. the Completion of the Qualifying Transaction, if the securities of the Issuer are not halted from trading;

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

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

If required by the Exchange, the Issuer will retain a Sponsor, who must be a Member of the Exchange or a Participating Organization of the Toronto Stock Exchange, and who will be required to submit to the Exchange a Sponsor Report prepared in accordance with the Policies of the Exchange. The Issuer will no longer be considered to be a CPC upon the Exchange having issued the Final QT Exchange Bulletin. The Exchange will generally not issue the Final QT Exchange Bulletin until the Exchange has received:

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

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

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

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

Initial Listing Requirements

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

Trading Halts, Suspensions and Delisting

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of a Qualifying Transaction Agreement until all filing requirements of the Exchange have been satisfied, which includes the submission of a Sponsorship Acknowledgment Form where the Qualifying Transaction is subject to sponsorship. In addition, 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 Qualifying Transaction Agreement or if the Issuer fails to file post-meeting or final documents, as applicable, within the time required. A trading halt may also be imposed if a Sponsor terminates its sponsorship.

In the event that the Common Shares 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 "Filings and Shareholder Approval of a Non-Arm's Length Qualifying Transaction."

Refusal of Qualifying Transaction

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

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

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

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to be received by the Issuer from the sale of all the Common Shares offered by this prospectus will be $1,500,000 if the Minimum Offering is completed and $2,000,000 if the Maximum Offering is completed. The gross proceeds received by the Issuer from the sale of 6,000,000 Common Shares prior to the date of this prospectus was $300,000. Assuming the Offering is completed, from the aggregate gross proceeds will be deducted the expenses and costs of this issue estimated in the aggregate, including legal, accounting, printing, regulatory fees and the Agent's commission, to be approximately $242,000 (in the event the Minimum Offering is complete) and approximately $295,000 (in the event the Maximum Offering is complete).

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

PROCEEDS AND EXPENSES	MINIMUM OFFERING	MAXIMUM OFFERING
(a) Gross cash proceeds received by the Issuer from the sale of Common Shares prior to the Offering(1)	$300,000	$300,000
(b) Less: Expenses and costs relating to raising the cash proceeds referred to in (a) above	$(128)	$(128)
(c) Plus: Gross cash proceeds to be raised by the Issuer from the sale of the Common Shares distributed pursuant to this Offering(2)	$1,500,000	$2,000,000
(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	$(242,000)	$(295,000)
(e) Estimated Funds available on completion of the Offering	**$ 1,557,872**	**$2,004,872**
Funds available for identifying and evaluating assets or business prospects(3)	$1,492,872	$1,939,872
Estimated general and administrative expenses until Completion of the Qualifying Transaction	$65,000	$65,000
Total net proceeds	**$1,557,872**	**$2,004,872**

Notes:

(1) See "Prior Sales".

(2) Includes listing and filing fees, the Issuer's legal and audit fees, Agent's commission of 10% of the aggregate gross proceeds from the sale of the Common Shares, Administrative Fee, Agent's legal fees and printing expenses.

(3) In the event, and to the extent, the Agent exercises the Agent's Warrants, there will be available to the Issuer at minimum an additional $150,000 (in the event the Minimum Offering is completed) and at maximum an additional $200,000 (in the event the Maximum Offering is completed). Further, in the event, and to the extent, the CPC Stock Options are exercised, there will be available to the Issuer an additional $210,000 (in the event the Minimum Offering is completed) and at maximum an additional $260,000 (in the event the Maximum Offering is completed). There is no assurance that the foregoing options will be exercised.

(4) In the event that the Issuer enters into an Agreement in Principle prior to spending all of the funds available to it on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction. The total dollar amount of funds available upon completion of the Offering will be a minimum of $1,492,872 (in the event the Minimum Offering is complete) and a maximum of $1,939,872 (in the event the Maximum Offering is complete).

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 or territory of Canada or the Government of the United States of America, in certificates of deposit or interest-bearing accounts of Canadian chartered banks, trust companies or credit unions.

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

Permitted Use of Funds

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

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

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

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

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

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

- (i) valuations or appraisals;
- (ii) business plans;
- (iii) feasibility studies and technical assessments;
- (iv) sponsorship reports;
- (v) Geological Reports;
- (vi) financial statements;
- (vii) fees for legal services; and
- (viii) 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:

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

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

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

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

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

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

Prohibited Payments to Non-Arm's Length Parties

Except as described under "Options to Purchase Securities", "Permitted Use of Funds" and "Finder's Fees", the Issuer has not made, and until the Completion of the Qualifying Transaction will not make, any payment of any kind, directly or indirectly, to a Non-Arm's Length Party to the Issuer or to a Non-Arm's Length Party to the Qualifying Transaction, or to a person engaged in investor relations activities, promotional or market-making services in respect of the Issuer or the securities of the Issuer or any Resulting Issuer, by any means, including:

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

(b) deposits and similar payments.

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

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

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

Private Placements for Cash

After the Closing Date and until the Completion of the Qualifying Transaction, the Issuer will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the Exchange generally will not accept a private placement by the Issuer where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed $10,000,000. Generally, the only securities issuable pursuant to such a private placement will be Common Shares and Agent's Warrants. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non-Arm's Length Parties to the Issuer and to Principals of the Resulting Issuer will be subject to escrow.

Finder's Fees

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

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

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

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

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

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

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

(v) approval of the finder's fee is obtained by ordinary resolution at a meeting of Shareholders of the Issuer or by the written consent of Shareholders of the Issuer holding more than 50% of the issued 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

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement 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, a minimum of 15,000,000 Common Shares for minimum gross proceeds of $1,500,000 and a maximum of 20,000,000 Common Shares for maximum gross proceeds of $2,000,000 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 cash commission of 10% of the aggregate gross proceeds from the sale of the Common Shares, which equals $150,000 in the event the Minimum Offering is completed and $200,000 in the event the Maximum Offering is completed. In addition, the Agent will be paid the Administration Fee of $15,000. The Issuer will also pay the Agent's expenses, including reasonable legal fees. The Issuer has paid an advance retainer of $15,000.

The Issuer has agreed to notify the Agent of the terms of any further brokered equity financing (or securities convertible into equity) that it requires or proposes to obtain during a period commencing on the date of the Agency Agreement and ending on that day (the "**ROFR Termination Date**") which is the earlier of:

a) the day which falls 24 months from the date the Issuer's Shares are listed on the Exchange; and

b) the date of closing of the Qualifying Transaction.

The Agent will have the right of first refusal to provide any such financing proposed during that period.

The Agent will also have a right of first refusal to provide sponsorship services (if required) for any Qualifying Transaction for the period ending on the ROFR Termination Date.

The Issuer has further agreed to grant to the Agent the Agent's Warrants to purchase 1,500,000 Common Shares in the event the Minimum Offering is completed and 2,000,000 Common Shares in the event the Maximum Offering is completed, representing 10% of the total number of Common Shares sold to the public pursuant to the Offering at an exercise price of $0.10 per Agent's Share, which may be exercised for a period of 60 months from the date the Common Shares are listed on the Exchange. The Agent's Warrants are qualified under this prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent's Warrants may be sold by the holders thereof prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Issuer and may make co-brokerage arrangements with other investment dealers at no additional cost to the Issuer. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering is of a minimum of 15,000,000 Common Shares for total gross proceeds of $1,500,000 and a maximum of 20,000,000 Common Shares for total gross proceeds of $2,000,000.

Under the CPC Policy, 75% of the total number of Common Shares offered under this prospectus, being 11,250,000 in the event the Minimum Offering is completed and 15,000,000 in the event the Maximum Offering is completed 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% (300,000 Common Shares in the event the Minimum Offering is completed and 400,000 Common Shares in the event the Maximum Offering is completed) 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% (600,000 Common Shares in the event the Minimum Offering is completed and 800,000 Common Shares in the event the Maximum Offering is completed) of the total number of Common Shares offered under this prospectus.

The funds received from the Offering will be deposited with the Depository, and will not be released until a minimum of $1,500,000 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 Depository will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Depository.

Other Securities to be Distributed

The Issuer has granted 600,000 CPC Stock Options and proposes to grant CPC Stock Options to purchase a minimum of 1,500,000 Common Shares and up to a maximum of 2,000,000 Common Shares to certain directors and officers in accordance with the policies of the Exchange, which CPC Stock Options are qualified for distribution under this prospectus.

Determination of Price

The offering price of the Common Shares hereunder was determined by negotiation between the Issuer and the Agent.

Listing Application

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

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 Warrants, and the grant of the CPC Stock Options, no securities of the Issuer will be permitted to be issued during the period between the date(s) a receipt for the preliminary prospectus was issued by the securities commission that is designated the principal regulator pursuant to MI 11-102 and NP 11-202 and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Common Shares

The Issuer is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 6,000,000 Common Shares are issued and outstanding as fully paid and non-assessable. In addition, a minimum of 15,000,000 Common shares and a maximum of 20,000,000 Common Shares are reserved for issuance under this prospectus; a minimum of 2,100,000 and a maximum of 2,600,000 Common Shares will be reserved for issuance under the CPC Stock Options; and a minimum of 1,500,000 and a maximum of 2,000,000 Common Shares will be reserved for issuance under the Agent's Warrants. See "Plan of Distribution".

The holders of Common shares are entitled to dividends, if, as and when declared by the board of directors, to notice of, attend and one vote per share at, meetings of the shareholders of the Issuer and, upon liquidation, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Issuer, to share on a pro-rata basis according to the number of Common Shares held, in the remaining property of the Issuer. All Common Shares outstanding after completion of the Offering will be fully paid and non-assessable.

CAPITALIZATION

Designation of Securities	Amount Authorized	Amount Outstanding as of the date of the most recent statement of financial position contained in the prospectus (1)(2)	Amount Outstanding at date of the prospectus (1)(2)	Amount to be Outstanding if the Minimum Offering is Completed(3)(4)(5)	Amount to be Outstanding if the Maximum Offering is Completed (6)(7)(8)
Common Shares	Unlimited	$300,000 (6,000,000 Common Shares)	$300,000 (6,000,000 Common Shares)	$1,800,000 (21,000,000 Common Shares)	$2,300,000 (26,000,000 Common Shares)

Notes:

(1) As at the date of the Issuer's most recent balance sheet, the Issuer has not commenced commercial operations.

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

(3) Assuming completion of the Minimum Offering, the Issuer will reserve 1,500,000 Common Shares for issuance pursuant to the CPC Stock Options to be granted to directors and officers on the Closing Date, subject to regulatory approval, in addition to the 600,000 Common Shares reserved for issuance pursuant to the Existing CPC Stock Options. All of the options will expire 10 years from the date of grant. See "Options to Purchase Securities".

(4) Assuming completion of the Minimum Offering, the Issuer will grant the Agent's Warrants to purchase up to 1,500,000 Common Shares at a price of $0.10 per Common Share expiring 60 months from the Listing Date. See "Agent's Warrants".

(5) Assuming completion of the Minimum Offering, funds available upon completion of the Offering are expected to be a minimum of $1,557,872, which is net of a minimum of $242,000 estimated expenses for the Offering. See "Use of Proceeds".

(6) Assuming completion of the Maximum Offering, the Issuer will reserve 2,000,000 Common Shares for issuance pursuant to the CPC Stock Options to be granted to directors and officers on the Closing Date, subject to regulatory approval, in addition to the 600,000 Common Shares reserved for issuance pursuant to the Existing CPC Stock Options. All of the options will expire 10 years from the date of grant. See "Options to Purchase Securities".

(7) Assuming completion of the Maximum Offering, the Issuer will grant the Agent's Warrants to purchase up to 2,000,000 Common Shares at a price of $0.10 per Common Share expiring 60 months from the Listing Date. See "Agent's Warrants".

(8) Assuming completion of the Maximum Offering, funds available upon completion of the Offering are expected to be a maximum of $2,004,872, which is net of a maximum $295,000 estimated expenses for the Offering. See "Use of Proceeds".

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

The Issuer has adopted an incentive stock option plan (the "**Option Plan**") which provides that the board of directors of the Issuer may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants to the Issuer, non-transferable incentive stock options (the "**Options**") to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares. The Options will be exercisable for a period of up to ten years from the date of grant. The exercise price of the Common Shares subject to each option will be determined by the Company's board of directors, subject to applicable Exchange approval, at the time any option is granted.

The number of Common Shares subject to a Stock Option will be determined by the Issuer's board of directors, but no one optionee will be granted an Option which exceeds the maximum number permitted by the Exchange. In no event will such exercise price be lower than the exercise price permitted by the Exchange. In addition, the Option Plan provides that no more than 5% of the issued and outstanding Common Shares of the Issuer will be granted to any individual in any 12 month period, unless the Issuer has obtained disinterested shareholder approval of such grant and meets the applicable Exchange requirements. Additionally, no more than 2% of the issued Common Shares of the Issuer will be granted to any one consultant in any 12 month period. The aggregate number of Options granted and outstanding to Eligible Charitable Organizations must not at any time exceed 1% of the issued and outstanding Common Shares of the Issuer, and any such Options will expire after the earlier of (i) 10 years from the date of grant; and (ii) ninety days after the optionee ceases to be an Eligible Charitable Organization. No more than an aggregate of 2% of the issued and outstanding Common Shares of the Issuer will be granted to an employee conducting investor relations activities in any 12 month period. Options granted to persons performing investor relations activities will contain vesting provisions such that vesting occurs over at least 12 months with no more than one fourth of the Options vesting in any 3 month period.

The Issuer, as long as it is a CPC, will not grant CPC Options to any person providing investor relations activities, promotional or market-making services. Additionally, CPC Options granted to a director or an officer individually may not exceed 5% of the issued Common Shares outstanding as at the date of grant; and CPC Options granted to all technical consultants may not exceed 2% of the issued and outstanding Common Shares of the Issuer outstanding as at the date of grant. The term of a CPC Stock Option must expire not later than 12 months after the optionee ceases to be a director, officer or technical consultant of the Issuer, or of the Resulting Issuer, as the case may be, subject to any earlier expiry date of such CPC Stock Option, provided that if the cessation of office, employment, directorship, or consulting arrangement was by reason of death, the Option may be exercised within a maximum period of one year after such death, subject to the expiry date of such Option.

The exercise price of the CPC Stock Options must be higher than the lowest price at which the Seed Shares (Policy 2.4) were issued by a CPC. 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. See "Escrowed Securities".

Subject to regulatory approval, the CPC Stock Options to purchase 2,100,000 Common Shares assuming completion of the Minimum Offering and 2,600,000 Common Shares assuming completion of the Maximum Offering to be granted to directors, officers and technical consultants are qualified for distribution pursuant to this prospectus.

On April 21, 2021, the Issuer granted 600,000 CPC Stock Options to officers and directors of the Issuer exercisable at $0.10 per Common Share for a period of ten years (the "**Existing CPC Options**").

Upon closing of the Offering, the Issuer intends to grant up to a minimum of 1,500,000 CPC Stock Options and up to a maximum of 2,000,000 CPC Stock Options under the Plan, inclusive of the Existing CPC Options. The CPC Stock Options will vest immediately and be exercisable at $0.10 per share for a period of ten years. Subject to regulatory approval, the Issuer intends to enter into stock option agreements with its directors and officers pursuant to the Option Plan, on the Closing Date, as follows:

Optionee	**Number of Existing CPC Options**	**Number of Common Shares Under Option Assuming Completion of the Minimum Offering(1)**	**Numbers of Common Shares Under Option Assuming Completion of the Maximum Offering (1)**	**Exercise Price Per Common Share**	**Expiry Date of Existing CPC Options(2)**	**Expiry Date of CPC Options to be Granted on Completion of the Offering(2)**
Mark Orsmond	120,000	300,000	400,000	$0.10	April 21, 2031	10 years after Closing Date
Brian Levinkind	120,000	300,000	400,000	$0.10	April 21, 2031	10 years after Closing Date
Zhilan Luo	120,000	300,000	400,000	$0.10	April 21, 2031	10 years after Closing Date
Kyle Haddow	120,000	300,000	400,000	$0.10	April 21, 2031	10 years after Closing Date
Kendra Low	120,000	300,000	400,000	$0.10	April 21, 2031	10 years after Closing Date
Total:	**600,000**	**1,500,000**	**2,000,000**			

Notes:

(1) Each director and officer of the Issuer will be granted CPC Stock Options to purchase up to that number of Common Shares as is equal to 10% of the number of issued and outstanding Common Shares at completion of the Offering, divided by five, less the amount of the Existing CPC Options.

(2) 100% of the CPC Stock Options will vest immediately on the date of grant, and will expire earlier if the holder ceases to act as a director or officer of the Issuer, or becomes deceased.

Agent's Warrants

Pursuant to the terms of the Agency Agreement, upon closing the Offering, the board of directors of the Issuer intends to grant the Agent's Warrants to the Agent.

Optionee	**Minimum Number of Common Shares Under Agent's Warrants(1)**	**Maximum Number of Common Shares Under Agent's Warrants(2)**	**Exercise Price Per Common Share**	**Expiry Date from Listing Date**
Canaccord Genuity Corp.	1,500,000	2,000,000	$0.10	60 months

Notes:

(1) Minimum number assumes completion of the Maximum Offering. Total number of Common Shares issued under the Agent's Warrants are equal to 10% of the Common Shares issued at completion of the Offering.

(2) Maximum number assumes completion of the Maximum Offering. Total number of Common Shares issued under the Agent's Warrants are equal to 10% of the Common Shares issued at completion of the Offering

The Agent's Warrants (subject to regulatory approval) are qualified for distribution pursuant to this prospectus.

PRIOR SALES

Since the date of incorporation of the Issuer, 6,000,000 Common Shares have been issued as follows:

Date	Number of Common Shares	Issue Price per Common Share	Aggregate Issue Price	Consideration Received
January 6, 2021	1(1)	$0.001	$0.001	Cash
March 18, 2021	6,000,000(2)	$0.05	$300,000	Cash

Notes:
(1) This Common Share was repurchased and cancelled by the Issuer on March 18, 2021.
(2) These Common Shares are being held in escrow. See "Escrowed Securities".

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 6,000,000 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 Non-Arm's Length Parties of the Issuer either under the Offering or otherwise prior to the date of the Final QT Exchange Bulletin will be deposited with the escrow agent under an escrow agreement dated April 21, 2021 (the "**Escrow Agreement**").

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

Subject to certain exemptions permitted by the Exchange, all securities of the Issuer held by Principals of the Resulting Issuer will also be escrowed.

Notwithstanding the foregoing, Common Shares acquired by Principals of the Issuer or Principals of the Resulting Issuer pursuant to a private placement will not be subject to escrow provided that various conditions, as set forth in the CPC Policy, are met.

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

Name and Municipality of Residence of Shareholder

Name and Municipality of Residence of Shareholder	Number of Common Shares Owned(1)	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 Minimum Offering(1)	Percentage of Common Shares after giving effect to the Maximum Offering(1)	Number of CPC Stock Options held in escrow after giving effect to Minimum Offering	Number of CPC Stock Options held in escrow after giving effect to Maximum Offering
Mark Orsmond, British Columbia	1,000,000(2)	1,000,000(2)	16.67%	4.76%	3.85%	420,000(7)(8)	520,000(3)(8)
Brian Levinkind, British Columbia	500,000(4)	500,000(4)	8.33%	2.38%	1.92%	420,000(7)(8)	520,000(3)(8)
Zhilan Luo, British Columbia	1,000,000	1,000,000	16.67%	4.76%	3.85%	420,000(7)(8)	520,000(3)(8)
Kyle Haddow, Alberta	1,000,000	1,000,000	16.67%	4.76%	3.85%	420,000(7)(8)	520,000(3)(8)

Name and Municipality of Residence of Shareholder	Number of Common Shares Owned(1)	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 Minimum Offering(1)	Percentage of Common Shares after giving effect to the Maximum Offering(1)	Number of CPC Stock Options held in escrow after giving effect to Minimum Offering	Number of CPC Stock Options held in escrow after giving effect to Maximum Offering
Impactreneur Capital Corp.(5), British Columbia	800,000	800,000	13.33%	3.81%	3.08%	N/A	N/A
Dr. Michael Frankel Inc.(6), British Columbia	800,000	800,000	13.33%	3.81%	3.08%	N/A	N/A
Vincent Cummings, British Columbia	800,000	800,000	13.33%	3.81%	3.08%	N/A	N/A
Kendra Low, British Columbia	100,000	100,000	1.67%	0.48%	0.38%	420,000(7)(8)	520,000(3)(8)
Total	6,000,000	6,000,000	100%	28.57%	23.08%	100%	100%

Notes:
(1) Assuming no Common Shares are purchased by these persons under the Offering.
(2) Held by Mercantile Consulting Limited, a company controlled by Mark Orsmond, CEO and director of the Issuer.
(3) Includes 120,000 Existing CPC Options and up to an additional 400,000 to be granted at closing of the Offering, assuming completion of the Maximum Offering.
(4) Held by Argentum Consulting Inc., a company controlled by Brian Levinkind, a director of the Issuer.
(5) Company controlled by Hamed Shahbazi.
(6) Company controlled by Michael Frankel.
(7) Includes 120,000 Existing CPC Options and up to an additional 300,000 to be granted at closing of the Offering, assuming completion of the Minimum Offering.
(8) As further discussed below, all CPC Stock Options Granted prior to the date of the Final QT Exchange Bulletin will be released from escrow on the date of the Final QT Exchange Bulletin.

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

Under the Escrow Agreement:

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

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

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

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

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

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

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

Escrowed Securities on Qualifying Transaction

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

PRINCIPAL SHAREHOLDERS

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

Name	Type of Ownership	Number of Common Shares (1)	Percentage of Common Shares Owned Before Offering	Common Shares Owned After the Minimum Offering		Common Shares Owned After the Maximum Offering	
				Percentage	Percentage Assuming Exercise of all Convertible Securities(6)	Percentage	Percentage Assuming Exercise of all Convertible Securities (7)
Mercantile Consulting Limited(2)	Beneficial	1,000,000	16.67%	4.76%	5.77%	3.85%(3)	4.97% %
Zhilan Luo	Direct	1,000,000	16.67%	4.76%	5.77%	3.85%(3)	4.97%
Kyle Haddow	Direct	1,000,000	16.67%	4.76%	5.77%	3.85%(3)	4.97%
Impactreneur Capital Corp.	Beneficial	800,000	13.33%	3.81%	3.25%(5)	3.08%(4)	2.61% (5)
Dr. Michael Frankel Inc.	Beneficial	800,000	13.33%	3.81%	3.25%(5)	3.08%(4)	2.61% (5)
Vincent Cummings	Direct	800,000	13.33%	3.81%	3.25%(5)	3.08%(4)	2.61% (5)

Notes:

(1) Assuming that no Common Shares are purchased by these persons under the Offering.

(2) A company controlled by Mark Orsmond, CEO and director of the Issuer.

(3) Before giving effect to the exercise of the Agent's Warrants or the exercise of the CPC Stock Options and assuming that the above shareholder does not acquire any additional Common Shares under the Offering. Based on completion of Maximum Offering; in the event of the Minimum Offering, this figure would be 4.76%.

(4) Before giving effect to the exercise of the Agent's Warrants or the exercise of the CPC Stock Options and assuming that the above shareholder does not acquire any additional Common Shares under the Offering. Based on completion of Maximum Offering; in the event of the Minimum Offering, this figure would be 3.81%.

(5) This shareholder is not a director or officer and has not and will not receive Options.

(6) Assuming an aggregate of 2,100,000 CPC Stock Options and 1,500,000 Agent's Warrants are granted on completion of the Minimum Offering.

(7) Assuming an aggregate of 2,600,000 CPC Stock Options and 2,000,000 Agent's Warrants are granted on completion of the Maximum Offering.

DIRECTORS, OFFICERS AND PROMOTERS

Name, Municipality, Occupation, Security Holding and Involvement with Other Reporting Issuers

The following is a list of the current directors, officers and Promoter of the Issuer, their municipalities of residence, their current positions with the Issuer, and the number of shares of the Issuer beneficially owned, directly or indirectly, or over which control or direction is exercised:

Name and Province / Country of Residence	Position with Issuer	Period of Service	Principal Occupation during past 5 years	Security Holdings Upon Completion of the Minimum Offering(1)(2)	Security Holdings Upon Completion of the Maximum Offering(1)(2)
Mark Orsmond(3), British Columbia, Canada	Chief Executive Officer, Director and Promoter	January 6, 2021 – present	Principal of Mercantile Consulting Ltd., CFO and Executive Director All Sea Enterprises; CFO & Exec Vice President of Corix; CFO of Taiga Motors Inc.	1,000,000 Common Shares(4) 420,000 Options(5)(6)	1,000,000 Common Shares(4) 520,000 Options(5)(6)
Brian Levinkind(3), British Columbia, Canada	Director	January 7, 2021 – present	Director of Argentum Consulting Inc.; CFO of Well Health Technologies Corp.; CFO of HIRE Technologies Inc.	500,000 Common Shares(7) 420,000 Options(5)(6)	500,000 Common Shares(7) 520,000 Options(5)(6)

Zhilan Luo[3], British Columbia, Canada	Director	January 7, 2021 – present	COO of LK Resources Inc.; Vice General Manager of Citic Package Holding Inc.; Director of Mari-ad-Mare Food Ltd.	1,000,000 Common Shares 420,000 Options[5][6]	1,000,000 Common Shares 520,000 Options[5][6]
Kyle Haddow, Alberta, Canada	Chief Financial Officer	January 7, 2021 – present	Partner and Director of Volente Capital Inc.; Independent Consultant; Analyst at Wildhorse Capital Partners Inc.; Financial Advisor at Scotiabank.	1,000,000 Common Shares 420,000 Options[5][6]	1,000,000 Common Shares 520,000 Options[5][6]
Kendra Low, British Columbia, Canada	Corporate Secretary	January 7, 2021 – present	President of Kalamandra Consulting Inc.; Regulatory and Rates Manager at BC Hydro; CEO of Vancouver Corporate Solutions Inc.	100,000 Common Shares 420,000 Options[5][6]	100,000 Common Shares 520,000 Options[5][6]

Notes:

(1) Assuming that no Common Shares are purchased by these persons under the Offering.

(2) Each director and officer was issued 120,000 stock options to purchase up to 120,000 Common Shares at $0.10 per Common Share on April 21, 2021, equal to 10% of the issued and outstanding Common Shares upon completion of the pre-IPO seed round. Further, it is anticipated that an additional 2,000,000 stock options will be issued (if a Maximum Offering is completed) each exercisable at $0.10 per Common Share, divided equally between each of the 5 directors and officers (i.e., 400,000 options each) for total Options to purchase up to 520,000 Common Shares, for an aggregate of up to 2,600,000 Common Shares. In the event of completion of the Minimum Offering, an additional 1,500,000 stock options will be issued, divided equally between each of the 5 directors and officers (i.e., 300,000 options each) for total Options to purchase up to 420,000 Common Shares, for an aggregate of up to 2,100,000 Common Shares.

(3) Member of the audit committee. The Issuer does not have a compensation, nominating or corporate governance committee.

(4) These Common Shares are held by Mercantile Consulting Limited, a corporation controlled by Mark Orsmond.

(5) The Existing CPC Options were issued on April 21, 2021. Each Existing CPC Option is exercisable at a price of $0.10 for a period of 10 years from the date of grant.

(6) Each director and officer of the Issuer will be granted stock options to purchase up to that number of Common Shares as is equal to 10% of the number of issued and outstanding Common Shares at completion of the Offering, divided by five, less the amount of the Existing CPC Options. In the event of completion of the Maximum Offering, each director and officer of the Issuer would receive stock options to purchase up to 400,000 Common Shares, for an aggregate of up to 2,600,000 Common Shares issued and outstanding upon closing of the Offering. In the event of completion of the Minimum Offering, each director and officer of the Issuer would receive stock options to purchase up to 300,000 Common Shares, for an aggregate of up to 2,100,000 Common Shares issued and outstanding upon closing of the Offering.

(7) These Common Shares are held by Argentum Consulting Inc., a corporation controlled by Brian Levinkind.

As of the date of this prospectus, the directors and officers of the Issuer, as a group, beneficially owned, directly or indirectly, or exercised control or direction over 3,600,000 Common Shares representing 60% of the issued and outstanding Common Shares prior to completion of the Offering.

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 officers and directors will devote the time considered necessary to perform the work required in connection with the management and direction of the Issuer and Completion of the Qualifying Transaction.

Director and Executive Officer Biographies

The following is a brief description of the background of the directors and officers of the Issuer:

Mark Orsmond (Age 53)

Mr. Orsmond joined Taiga in September 2020 as its Chief Financial Officer. He is an experienced business leader with a proven track record in managing and growing successful businesses. He has public company experience in both Canada and the United States. Before joining Taiga, he held the position of Executive Vice President & Chief Financial Officer for the Corix Group of Companies, a water, waste-water and district energy utility with operations in 21 States in the US and 3 Provinces in Canada. He joined Corix in September 2017 as interim Chief Financial Officer and thereafter Executive Management Consultant. In December 2018 he was made permanent Chief Financial Officer until he left the company in August 2020. Mr. Orsmond joined All-Sea Underwater Solutions as Chief Financial Officer and Executive Vice President Corporate Development & Strategy from June 2008 to July 2017. All-Sea grow into a world leading underwater hi-tech services company and was sold to a U.S. private equity firm in February 2017.

Mr. Orsmond has a successful track record in forming Capital Pool Companies (CPCs) and finding quality qualifying transaction for them that include: Movarie Capital Inc. (TSX.WELL), Danacore Industries Inc. (TSX.V: Hire) and Libby K Industries Inc (TSX.V: PLUR). He also previously worked as a Senior Consultant for BC Hydro on numerous assignments from 2003 to 2005. Mr. Orsmond holds a Bachelor's degree in Accounting, Auditing from the University of South Africa and completed the Executive Certified Management Account Program administered by Simon Fraser University. Mr. Orsmond is a member of the order of Chartered Professional Accountants of British Columbia.

Mr. Orsmond is an independent contractor of the Issuer and has not entered into a non-competition or non-disclosure agreement with the Issuer. Mr. Orsmond intends to devote approximately 20% of his time to the Issuer’s affairs.

Brian Levinkind (Age 56)

Brian Levinkind has over twenty-five years of experience as a CPA/Chartered Accountant. As SVP Corporate Development at WELL Health Technologies Corp., Brian has been part of all aspects of over the significant number of acquisitions to date. In addition to his corporate development activities, Brian has held multiple CFO and consulting positions, many in the health care sector. As part of his Canadian tax practice, Brian has been integral in the planning, structuring and implementation of numerous significant financings, mergers, acquisitions, divestitures and corporate reorganizations. Brian's past experience includes seven years as a partner and equity partner at Grant Thornton LLP; senior management positions at KPMG LLP and HSBC Bank Canada's head office; being an integral part of creating the largest group of medical clinics in BC (over 180 GP's and 600,000 patient visits a year); co-founding a telehealth company at a time when delivery of healthcare using this method was not mainstream or widely adopted; and co-founding two successful Capital Pool Issuers.

Mr. Levinkind is an independent contractor of the Issuer and has not entered into a non-competition or non-disclosure agreement with the Issuer. Mr. Levinkind intends to devote approximately 10% of his time to the Issuer’s affairs.

Zhilan Luo (Age 53)

Zhilan Luo, as an outstanding corporate executive, has served on one of the top Fortune 500 companies with decades of experience in multinational trading, leadership, and investment. With her accomplished background, she has successfully transitioned into a capital investor with sharp insights. She has over 20 years of experience in directing the Asian division of Thyssenkrupp Group’s raw material section. Thyssenkrupp was ranked, on average, 103.9th among the Fortune 500 companies when she was leading the Asian division between 2001 and 2011; up to 18.83% of China’s entire annual export of metallurgical coke was handled by her division. During her time at Thyssenkrupp, she was also one of the initiators of a 3,588,000,000 RMB investment into BCCW Jiahua Co-chemistry facility, one of the largest independent metallurgical coke processing plants in the world at that time. When she served on the board of directors at BCCW Jiahua, she oversaw over 1,700 employees and the plant produced up to 3.3 million tons of metallurgical coke annually. In 2013, she joined the board of directors at Movarie Capital which later became Well Health (TSX:WELL). She was also one of the board of directors for Livecare Canada Health Inc. in 2016, which later merged into CloudMD (TSXV: DOC.V).

Ms. Luo is an independent contractor of the Issuer and has not entered into a non-competition or non-disclosure agreement with the Issuer. Ms. Luo intends to devote approximately 10% of her time to the Issuer's affairs.

Kyle Haddow (Age: 34)

Kyle Haddow is an active participant in the Canadian capital markets and a Partner at Volente Capital Inc in Calgary, where he has assisted companies with financial advisory services, M&A, and capital market projects since early 2020. Previously, Mr. Haddow worked as an independent consultant and investor after his time with Wildhorse Capital Partners, a Calgary merchant bank, as an Analyst and then Senior Analyst, where he worked with companies in the cannabis, real estate, and tech industries and played an integral role in the management and coordination of financing rounds for public and private portfolio companies. He also worked with portfolio companies on their go-public strategies and subsequent listings and was responsible for M&A due diligence on numerous prospective and closed transactions. Prior to joining Wildhorse Capital Partners, he was with Scotiabank in a registered advisor role where he worked with clients to reach their financial goals. Mr. Haddow earned a BA in Political Science from McGill University and a Master's in Global Management from Royal Roads University.

Mr. Haddow is an independent contractor of the Issuer and has not entered into a non-competition or non-disclosure agreement with Issuer. Mr. Haddow intends to devote approximately 20% of his time to the Issuer's affairs.

Kendra Low (Age: 42)

Kendra Low has more than 15 years of experience working in corporate and sustainability governance. An experienced corporate secretary, corporate and sustainability governance professional and business strategist, she has advised boards and managed the governance function for both publicly traded and not-for-profit organizations through different phases of organizational growth including start-up, financing and development. Ms. Low served as VP Administration & Corporate Secretary of Baja Mining Corp. (TSX:BAJ) from May 2008 to May 2012. She is the co-owner and Chief Executive Officer of Vancouver Corporate Solutions Inc., a private corporate secretarial and governance services firm. Ms. Low is also the founder and principal of Kalamandra Consulting Inc., a private corporate governance and strategic advisory consulting services firm that has worked with large energy, pulp & paper, and mining companies in addition to a host of smaller not-for-profit organizations. Ms. Low is the Corporate Secretary of Wishpond Technologies Ltd. (TSXV:WISH) and Four Arrows Capital Corp. (TSXV:AROW). In addition to her corporate secretarial work, Ms. Low served as a director and Audit Committee Chair of Libby K Industries Inc., a CPC that completed its qualifying transaction with Plurilock Security Inc. (TSXV: PLUR) in September 2020.

Ms. Low holds an MBA and a Bachelor of Kinesiology degree from the University of British Columbia. Ms. Low is an independent contractor of the Issuer and has not entered into a non-competition or non-disclosure agreement with Issuer. It is expected that she will devote approximately 10% of her time to the business of the Issuer.

Other Reporting Issuer Experience

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

Name	Name of Reporting Issuer	Name of Exchange or Market	Position	From (MM/YY)	To (MM/YY)
Mark Orsmond	Taiga Motors Issuer	TSX	CFO	09/20	Current
	Libby K Industries Inc.(1)	TSXV	Director, CFO, Corporate Secretary	07/18	09/20
	HIRE Technologies Inc. (formerly Danacore Capital Issuer)	TSXV	Director, CEO	01/18	12/19
	Well Health Technologies Corp (formerly Movarie Capital Inc.)	TSX	Director, CEO	11/10	03/16

Name	Name of Reporting Issuer	Name of Exchange or Market	Position	From (MM/YY)	To (MM/YY)
Brian Levinkind	Well Health Technologies Corp (formerly Movarie Capital Inc.)	TSX	CFO	11/10	04/19
	Well Health Technologies Corp (formerly Movarie Capital Inc.)	TSX	Director	11/10	03/16
	HIRE Technologies Inc. (formerly Danacore Capital Issuer)	TSXV	Director, CFO	01/18	06/19
Cathy Luo	Well Health Technologies Corp (formerly Movarie Capital Inc.)	TSX	Director	04/13	03/16
Kyle Haddow	FTC Cards Inc.	N/A	Director	05/2021	Present
Kendra Low	Wishpond Technologies Ltd.	TSXV	Corporate Secretary	12/20	Present
	Four Arrows Capital Corp.(2)	TSXV	Corporate Secretary	09/20	Present
	Libby K Industries Inc.(1)	TSXV	Director Corporate Secretary	12/19 07/18	09/20 12/19

Notes:

(1) Libby K Industries Inc. was a CPC listed on the TSXV that completed its qualifying transaction with Plurilock Security Inc. (TSXV: PLUR) in September 2020.

(2) Four Arrows Capital Corp. is a CPC listed on the TSXV and is currently working towards identifying and completing a project that would constitute its qualifying transaction under applicable TSXV policy.

Cease Trade Orders

No director, officer, Insider or promoter of the Issuer or a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer is, or was within 10 years before the date of the prospectus, a director, officer, Insider or promoter of any other issuer that:

(a) was subject to a cease trade or similar order or an order that denied the other issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued while the director, officer, Insider, promoter or shareholder was acting in the capacity as director, officer, Insider or promoter; or

(b) was subject to a cease trade or similar order or an order that denied the other issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued after the director, officer, Insider, promoter or shareholder ceased to be a director, officer, Insider or promoter and which resulted from an event that occurred while that person was acting in the capacity as director, officer, Insider or promoter;

Penalties or Sanctions

No director, officer, Insider or Promoter of the Issuer, or any shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

Bankruptcies

No director, officer, Insider or Promoter of the Issuer, or any shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer:

(a) is, as at the date of the prospectus, or has been within the 10 years before the date of the prospectus, a director, officer, Insider or promoter of any company (including the Issuer) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact; or

(b) has, within the 10 years before the date of the prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer, Insider, promoter or shareholder, state the fact.

Conflicts of Interest

There are potential conflicts of interest to which all of the directors, officers, Insiders or Promoters of the Issuer may be subject in connection with the operations of the Issuer. Most of the directors and officers of the Issuer are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other entities, and situations may arise where these directors and officers will be in direct competition with the Issuer. Conflicts, if any, will be dealt with in accordance with the relevant provisions of the *Business Corporations Act* (British Columbia). Some of the directors and officers of the Issuer are or may become directors or officers of other entities engaged in other business ventures. In order to avoid the possible conflict of interest which may arise between the directors' and officers' duties to the Issuer and their duties to the other entities with which they are involved, the directors and officers of the Issuer have been advised the following by the Issuer:

(a) participation in other business ventures offered to the directors or officers should be allocated between the various entities and on the basis of prudent business judgment and the relative financial abilities and needs of such entities to participate;

(b) no commissions or other extraordinary consideration will be paid to such directors and officers; and

(c) business opportunities formulated by or through other entities in which the directors and officers are involved should not be offered to the Issuer except on the same or better terms than the basis on which they are offered to third party participants.

Audit Committee

Audit Committee Charter

The Audit Committee provides assistance to the Issuer's board of directors in fulfilling its obligations relating to the integrity of the internal financial controls and financial reporting of the Issuer. The external auditors of the Issuer report directly to the Audit Committee. The Audit Committee's primary duties and responsibilities include: (i) reviewing and reporting to the Issuer's board of directors on the annual audited financial statements (including the auditor's report thereon) and unaudited interim financial statements and any related management's discussion and analysis, if any, and other financial disclosure related thereto that may be required to be reviewed by the Audit Committee pursuant to applicable legal and regulatory requirements; (ii) overseeing the audit function, including engaging in required discussions with the Issuer's external auditor and reviewing a summary of the annual audit plan, overseeing the independence of the Issuer's external auditor, overseeing the Issuer's internal auditor, and pre-approving any non-audit services to the Issuer; (iv) reviewing with management and the Issuer's external auditors the integrity of the internal controls over financial reporting and disclosure; (v) reviewing management reports related to legal or compliance matters that may have a material impact on the Issuer and the effectiveness of the Issuer's compliance policies; and (vi) maintain, review and update the Issuer's whistleblowing procedures.

The full text of the Audit Committee Charter is attached to this Prospectus as Schedule “B”.

Composition of Audit Committee

The Issuer has formed an Audit Committee comprised of Mark Orsmond (chair), Brian Levinkind and Zhilan Luo, all of whom are “financially literate” as defined in National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”). Brian Levinkind and Zhilan Luo are considered “independent”, pursuant to NI 52-110. Mark Orsmond is not independent, as such term is defined under NI 52-110, as he is the Chief Executive Officer of the Company.

Relevant Education and Experience

Each proposed member of the Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

(a) an understanding of the accounting principles used by the Issuer to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;

(b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and

(c) an understanding of internal controls and procedures for financial reporting.

For a summary of the experience and education of the Audit Committee members see “*Directors, Officers and Promoters – Director and Executive Officer Biographies*”.

Audit Committee Oversight

Since the commencement of the Issuer’s most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Issuer’s board of directors.

Reliance on Certain Exemptions

The Issuer has not relied on exemption any exemptions in NI 52-110, except for those in section 6.1 of NI 52-110, which exempts the Issuer from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee mandate requires that the Audit Committee pre-approve any retainer of the auditor of the Issuerto perform any non-audit services to the Issuer that it deems advisable in accordance with applicable legal and regulatory requirements and policies and procedures of the Board. The Audit Committee is permitted to delegate pre-approval authority to one of its members; however, the decision of any member of the Audit Committee to whom such authority has been delegated must be presented to the full Audit Committee at its next scheduled meeting.

External Auditor Service Fees (By Category)

The fees billed by the Issuer's external auditors in each of the last fiscal year for audit and non-audit related services provided to the Issuer or its subsidiaries (if any) were as follows:

Financial Year Ending	Audit Fees	Audit Related Fees(1)	Tax Fees(2)	All Other Fees(3)
December 31, 2020(4)	Nil	Nil	Nil	Nil

Notes:
(1) Fees charged for assurance and related services that are reasonably related to the performance of an audit, and not included under Audit Fees.
(2) Fees charged for tax compliance, tax advice and tax planning services.
(3) Fees for services other than disclosed in any other column.
(4) No fees were incurred for the fiscal year ended December 31, 2020 as the Issuer was incorporated on January 6, 2021. Although the Issuer has incurred auditor service fees, the Issuer's auditor has not yet billed the Issuer for any audit fees, audit related fees, tax fees or any other associated fees.

EXECUTIVE COMPENSATION

Except as set out below or otherwise disclosed in this prospectus, prior to Completion of the Qualifying Transaction, no payment of any kind has been made, or will be made, directly to 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. However, no payment other than the Permitted Reimbursements 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.

PROMOTER

Mark Orsmond may be considered to be the Promoter of the Issuer in that he took the initiative in founding and organizing the Issuer.

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of approximately $0.014 per Common Share or 14% if the Minimum Offering is completed and approximately $0.012 per Common Share or 12% if the Maximum Offering is completed. 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 of this prospectus, without deduction of commissions or related expenses incurred by the Issuer, as set forth below:

	Minimum Offering	**Maximum Offering**
Gross proceeds of prior share issues	$300,000	$300,000
Gross proceeds of this Offering	$1,500,000	$2,000,000
Total gross proceeds after this Offering	**$1,800,000**	**$2,300,000**
Offering price per share	$0.10	$0.10
Gross proceeds per share after this Offering	$0.086	$0.089
Dilution per share to subscriber	$0.014	$0.012
Percentage of dilution in relation to offering price	14%	12%

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 are risk factors associated with the Issuer:

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

(b) investment in the Common Shares offered by the prospectus is highly speculative given the proposed nature of the Issuer's business and 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) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of approximately $0.014 or 14% per Common Share in the event the Minimum Offering is complete and approximately $0.012 or 12% in the event the Maximum Offering is complete;

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

(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 the Exchange and, in the case of a Non-Arm's Length Qualifying Transaction, 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 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 public announcement of a proposed Qualifying Transaction, trading in the Common Shares (if listed on the Exchange) will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. If listed on the Exchange, the Common Shares will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Issuer completing the proposed Qualifying Transaction;

(l) if listed on the Exchange, 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;

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

(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 whole or in 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; and

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

As a result of these 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.

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.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Certain directors and officers of the Issuer have acquired Common Shares in the seed capital phase of the Issuer. See "Principal Shareholders".

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Agent was not involved in the decision by the Issuer to distribute Common Shares pursuant to the Offering, nor was the Offering requested or suggested to the Issuer by the Agent. The Agent, through its corporate finance department, was involved in the determination of the terms of the Offering in its capacity as agent for the sale of the Common Shares on a commercially reasonable efforts agency basis. Employees, officers and directors of the Agent do not own, directly or indirectly, any Common Shares prior to completion of the Offering, and the only proceeds of the Offering to be received by the Agent is the remuneration to be paid to it in connection with the sale of the Common Shares, which includes the Agent's commission, the Administration Fee payable to it and the Agent's Warrants. See "Plan of Distribution".

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to the Offering will be passed upon by DuMoulin Black LLP, on behalf of the Issuer, and by Miller Thomson LLP, on behalf of the Agent. The partners and associates of DuMoulin Black LLP and Miller Thomson LLP may subscribe pursuant to the Offering.

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.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Issuer is MNP LLP, Suite 2200, MNP Tower, 1021 West Hastings Street, Vancouver, British Columbia. The transfer agent and registrar of the Issuer is Endeavor Trust Corporation, 777 Hornby St #702, Vancouver, British Columbia.

DIVIDEND POLICY

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Thorsteinssons LLP, special Canadian tax counsel to the Issuer, based on the current provisions of the *Income Tax Act* (Canada) (the "**Tax Act**"), the regulations thereunder in force as of the date hereof (the "**Regulations**"), and all specific proposals to amend the Tax Act and Regulations publicly announced by the Minister of Finance (Canada) prior to the date hereof, provided that, at the particular time, the Common Shares are listed on a designated stock exchange (which includes the Exchange) or the Issuer is otherwise a "public corporation" (as that term is defined in the Tax Act), the Common Shares will, at such particular time, be qualified investments for a trust governed by a registered retirement savings plan ("**RRSP**"), a registered retirement income fund ("**RRIF**"), a registered education savings plan ("**RESP**"), a registered disability savings plan ("**RDSP**") or a tax-free savings account ("**TFSA**") (each a "**Registered Plan**"), or a deferred profit sharing plan, each as defined under the Tax Act.

The Common Shares are not currently listed on a designated stock exchange and the Issuer is not currently a "public corporation", as that term is defined in the Tax Act. The Exchange has conditionally accepted the listing of the Issuer's Common Shares. Listing is subject to the Issuer fulfilling all of the requirements of the Exchange, including distribution of these securities to a minimum number of public securityholders. The Issuer must rely on the Exchange to list the Common Shares on the Exchange and have them posted for trading prior to the issuance of the Common Shares on the Closing of the Offering and to otherwise proceed in such manner as may be required to result in the Common Shares being listed on the Exchange at the time of their issuance on Closing. If the Common Shares are not listed on the Exchange on the closing of the Offering but become listed on the Exchange prior to the due date on which the Issuer must file a tax return under the Tax Act for its first taxation year, the Issuer may make an election (the "**Election**") in such income tax return to be deemed to have been a "public corporation" for purposes of the Tax Act from its date of incorporation. If this occurs, the Election would have the retroactive effect of making the Common Shares qualified investments for Registered Plans and deferred profit sharing plans at the closing of the Offering notwithstanding that the Common Shares were not listed on the Exchange at the closing of the Offering. The Issuer will provide a covenant in the Agency Agreement to file the Election noted above.

If the Common Shares are not listed on the Exchange on the closing of the Offering and the Issuer does not qualify to make or does not validly make the Election to be deemed to have been a "public corporation" from the beginning of its first taxation year, the Common Shares will not be qualified investments for Registered Plans and deferred profit sharing plans at the time of their issuance on Closing.

Notwithstanding that the Common Shares may be a qualified investment for a Registered Plan, the holder of the TFSA or the RDSP, the subscriber of the RESP or annuitant of the RRSP or RRIF will be subject to a penalty tax as set out in the Tax Act if the Common Shares are a "prohibited investment" for the purposes of the Tax Act. The Common Shares will be a "prohibited investment" if the holder of the TFSA or the RDSP, the subscriber of the RESP or annuitant of the RRSP or RRIF (as the case may be): (i) does not deal at arm's length with the Issuer for purposes of the Tax Act; or (ii) has a "significant interest" (within the meaning of the Tax Act) in the Company. In addition, the Common Shares will not be a "prohibited investment", if such securities are "excluded property", as defined in the Tax Act, for a Registered Plan.

THIS SUMMARY IS OF A GENERAL NATURE ONLY AND IS NOT, AND IS NOT INTENDED TO BE, LEGAL OR TAX ADVICE TO ANY PARTICULAR HOLDER. HOLDERS WHO INTEND TO HOLD COMMON SHARES IN A REGISTERED PLAN OR A DEFERRED PROFIT SHARING PLAN SHOULD CONSULT THEIR OWN TAX ADVISORS HAVING REGARD TO THEIR OWN PARTICULAR CIRCUMSTANCES.

MATERIAL CONTRACTS

The Issuer has not entered into any contracts material to investors in the Common Shares since the date of incorporation to the date hereof, other than the following:

1. Agency Agreement dated as of August 26, 2021 between the Issuer and the Agent. See "Plan of Distribution".

2. Escrow Agreement dated as of April 21, 2021 among the Issuer, Endeavor and those shareholders that executed such agreement. See "Escrowed Securities".

3. Transfer agency services Agreement dated June 29th, 2021 between the Issuer and Endeavor.

Copies of these agreements will be available for inspection at the registered office of the Issuer located at 10th Floor, 595 Howe Street, Vancouver, British Columbia, 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.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the provinces of British Columbia, Alberta 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, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revisions of the price 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.

FINANCIAL STATEMENTS

This prospectus should be read in conjunction with the consolidated audited financial statements of the Company for the fiscal period from incorporation on January 6, 2021 to May 31, 2021 including the notes thereto, all of which have been prepared in accordance with International Financial Reporting Standards, and which are attached hereto as Schedule "A".

SCHEDULE "A" – CONSOLIDATED AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FISCAL PERIOD FROM INCORPORATION ON JANUARY 6, 2021 TO MAY 31, 2021

(See attached)

MONARCH WEST VENTURES INC

FINANCIAL STATEMENTS

Period from Incorporation on January 6, 2021 to May 31, 2021

(Expressed in Canadian Dollars)

MNP LLP

Independent Auditor's Report

To the Shareholders of Monarch West Ventures Inc.:

Opinion

We have audited the financial statements of Monarch West Ventures Inc. (the "Company"), which comprise the statement of financial position as at May 31, 2021, and the statements of comprehensive loss, changes in shareholders' equity and cash flows for the period from January 6, 2021, date of incorporation, to May 31, 2021, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at May 31, 2021, and its financial performance and its cash flows for the period from January 6, 2021, date of incorporation, to May 31, 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 these 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 related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Vancouver, British Columbia

August 26, 2021

MNP LLP

Chartered Professional Accountants

MONARCH WEST VENTURES INC

Statement of Financial Position
(Expressed in Canadian Dollars)

		As at May 31, 2021
Assets		
Current		
Cash	$	284,866
Prepaid expense		15,000
	$	299,866
Liabilities		
Current		
Accounts payable and accrued liabilities	$	31,769
Shareholders' Equity		
Share capital		300,000
Share issuance cost		(24,448)
Contributed Surplus		25,566
Deficit		(33,021)
		268,097
	$	299,866

Nature of operations and going concern (note 1)
Events after the reporting period (note 9)

Approved on behalf of the Board:

"Mark Orsmond" (signed) — Director

"Brian Levinkind" (signed) — Director

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

MONARCH WEST VENTURES INC
Statement of Loss and Comprehensive Loss
(Expressed in Canadian Dollars)

		Period from Incorporation on January 6, 2021 to May 31, 2021
Operating Expenses		
Bank charges	$	124
Legal and professional fees		7,000
Miscellaneous		331
Share based compensation		25,566
Net Loss and Comprehensive Loss for the Period		33,021
Basic and Diluted Loss per Share	$	(0.01)
Weighted Average Number of Common Shares Outstanding		3,062,070

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

MONARCH WEST VENTURES INC
Statement of Changes in Shareholders' Equity
(Expressed in Canadian Dollars)

	Share Capital		Share Issuance Cost	Contributed Surplus		Total
	Number	Amount $	Amount $	Amount $	Deficit $	Shareholders' Equity $
Balance, January 6, 2021 (date of incorporation)	1	1	-	-	-	1
Repurchased by the Company	(1)	(1)	-	-	-	(1)
Issuance of common shares	6,000,000	300,000	-	-	-	300,000
Share issuance cost	-	-	(24,448)	-	-	(24,448)
Share based compensation	-	-	-	25,566	-	25,566
Net loss for period	-	-	-	-	(33,021)	(33,021)
Balance, May 31, 2021	6,000,000	300,000	(24,448)	25,566	(33,021)	268,097

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

MONARCH WEST VENTURES INC

Statement of Cash Flows (Expressed in Canadian Dollars)

		Period from Incorporation on January 6, 2021 to May 31, 2021
Operating Activities		
Net loss for the period	$	(33,021)
Items not affecting cash:		
Share based compensation		25,566
Change in working capital balances:		
Prepaid expense		(15,000)
Accounts payable and accrued liabilities		31,769
Cash Provided in Operating Activities		9,314
Financing Activities		
Common shares issued, net		275,552
Cash Provided by Financing Activities		275,552
Change in Cash		284,866
Cash, Beginning of Period		-
Cash, End of Period	$	284,866

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

1. NATURE OF OPERATIONS AND GOING CONCERN

Monarch West Ventures Inc (the "Company") was incorporated under the *BC Business Corporations Act* on January 6, 2021 and is in the process of applying for status as a Capital Pool Company as defined in the TSX Venture Policy 2.4. The principal business of the Company is to identify, evaluate and then acquire an interest in a business or assets with a view of completing a Qualifying Transaction. The Company's registered and records office address is 10th Floor, 595 Howe Street, Vancouver, BC, V6C 2T5. The head office of the Company is located at 1208 Rosewood Crescent, North Vancouver, BC, V7P 1H4.

These financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards ("IFRS") with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company has not yet achieved profitable operations with working capital of $268,097 as of May 31, 2021 and incurred a net loss of $33,021 from January 6, 2021 to May 31, 2021.

The ability of the Company to carry out its business objectives is dependent on its ability to secure continued financial support from related parties, to obtain equity financing, or to ultimately attain profitable operations in the future. Whether and when the Company can attain profitability and positive cash flows is uncertain. Based on its current plans, budgeted expenditures, and cash requirements, the Company should be able to finance sufficient cash for its current plans for at least 12 months from May 31, 2021.

For these reasons, the Company continues to adopt the going concern basis in preparing the financial statements.

2. BASIS OF PRESENTATION

(a) Statement of compliance

These financial statements are prepared in accordance with IFRS, as issued by the International Accounting Standards Board ("IASB").

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

(b) Basis of presentation

These financial statements have been prepared on a historical cost basis, except for certain financial instruments classified as financial instruments at fair value through profit or loss, which are stated at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

(c) Approval of the financial statements

These financial statements were authorized for issue by the Audit Committee and Board of Directors on August 26, 2021.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Financial instruments

(i) Financial assets

Initial recognition and measurement

A financial asset is measured initially at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. On initial recognition, a financial asset is classified as measured at amortized cost or fair value through profit or loss. A financial asset is measured at amortized cost if it meets the conditions that i) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding; and iii) is not designated as fair value through profit or loss.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets measured at fair value through profit or loss are carried in the statement of financial position at fair value with changes in fair value therein, recognized in the statement of comprehensive loss. The Company classifies cash as fair value through profit or loss.

Financial assets measured at amortized cost

A financial asset is subsequently measured at amortized cost, using the effective interest method and net of any impairment allowance, if:

- the asset is held within a business whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payments of principal and interest.

There are no financial assets classified as measured at amortized cost.

(ii) Financial Liabilities

Financial liabilities are initially recognized at fair value when the Company becomes a party to the contractual provisions of the financial instrument. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities subsequently measured at amortized cost. All interest-related charges are reported in profit or loss within interest expense, if applicable. The Company's financial liabilities included accounts payable and accrued liabilities.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(a) Financial instruments (Continued)

(iii) Derecognition

A financial asset or, where applicable, a part of a financial asset or part of a group of similar financial assets is derecognized when:

- the contractual rights to receive cash flows from the asset have expired; or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a ‘pass-through’ arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset; or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

(b) Share capital

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares are classified as equity instruments.

Incremental costs directly attributable to financing transactions are recorded as deferred financing costs until the financing transactions are completed, if the completion of the transaction is considered likely; otherwise they are expensed as incurred. Share issue costs are charged to share capital when the related shares are issued. Deferred financing costs related to financing transactions that are not completed are expensed.

(c) Earnings (loss) per share

The Company presents basic and diluted earnings (loss) per share data for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of shares outstanding during the period. Diluted earnings (loss) per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti- dilutive.

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

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(d) Share-based Payments

The fair value of the options granted to directors and employees is measured at grant date, using the Black-Scholes option pricing model, and is recognized over the period that the options are earned. Share-based payments to non-employees are measured at the grant date by using the fair value of the goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, the fair value of the equity instruments issued are recorded at the date the goods or services are received. The offset to the recorded cost is to contributed surplus. Consideration received on the exercise of stock options is recorded as share capital and the related contributed surplus is transferred to share capital.

(e) Income taxes

Tax provisions are recognized when it is considered probable that there will be a future outflow of funds to a taxing authority. In such cases, a provision is made for the amount that is expected to be settled, where this can be reasonably estimated. This requires the application of judgment as to the ultimate outcome, which can change over time depending on facts and circumstances. A change in estimate of the likelihood of a future outflow and/or in the expected amount to be settled would be recognized in income in the period in which the change occurs.

Deferred tax assets or liabilities, arising from temporary differences between the tax and accounting values of assets and liabilities, are recorded based on tax rates expected to be enacted when these differences are reversed. Deferred tax assets are recognized only to the extent it is considered probable that those assets will be recovered. This involves an assessment of when those deferred tax assets are likely to be realized, and a judgment as to whether there will be sufficient taxable profits available to offset the tax assets when they do reverse. This requires assumptions regarding future profitability and is therefore inherently uncertain. To the extent assumptions regarding future profitability change, there can be an increase or decrease in the amounts recognized in respect of deferred tax assets, as well as in the amounts recognized in income in the period in which the change occurs.

Tax provisions are based on enacted or substantively enacted laws. Changes in those laws could affect amounts recognized in income both in the period of change, which would include any impact on cumulative provisions, and in future periods.

3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may vary from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

Significant areas requiring the use of management's judgments include:

Going concern

Management has applied judgements in the assessment of the Company's ability to continue as a going concern when preparing its financial statements for the period ended May 31, 2021. Management prepares the financial statements on a going concern basis unless management either intends to liquidate the entity or to cease trading or has no realistic alternative but to do so. In assessing whether the going concern assumption is appropriate, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the end of the reporting period. Please refer to note 1 for additional information.

Significant areas requiring the use of management's estimates include:

Share based payments

The fair value of share-based payments in relation to the warrants and options granted is calculated using a Black Scholes option pricing model. There are a number of estimates used in the calculation such as the expected option life, rate of forfeiture of options granted, risk-free interest rate used and the future price volatility of the underlying security which can vary from actual future events. The factors applied in the calculation are management's best estimates based on industry average and future forecasts.

(g) Standards issued but not yet effective

There are no new standards, interpretations and amendments to existing standards have been issued by the IASB or IFRIC that are applicable or are consequential to the Company that needs to be disclosed.

4. SHARE CAPITAL

(a) Authorized:

Unlimited number of common shares without par value.

4. SHARE CAPITAL (Continued)

(b) Issued and outstanding:

During the period from incorporation on January 6, 2021 to May 31, 2021;

- the Company issued 1 common share for $0.05 upon incorporation. The Company subsequently repurchased this share for the same amount, and
- the Company issued 6,000,000 common shares at a price of $0.05 per share for total proceeds of $300,000. The Company also incurred $24,448 share issuance cost in relation to the share issuance.

(c) Options

The Company has a stock option plan whereby the maximum number of shares reserved for issue under the plan shall not exceed 10% of the outstanding common shares of the Company, as at the date of the grant. The maximum number of common shares reserved for issue to any one person under the plan cannot exceed 5% of the issued and outstanding number of common shares at the date of the grant and the maximum number of common shares reserved for issue to a consultant or a person engaged in investor relations activities cannot exceed 2% of the issued and outstanding number of common shares at the date of the grant. The exercise price of each option granted under the plan may not be less than the Market Price (as that term is defined in the policies of the TSXV). Options may be granted for a maximum term of ten years from the date of the grant, are non-transferable and expire within 90 days, or 30 days for a person engaged in investor relations activities, or within reasonable discretion of the board, of termination of employment or holding office as director or officer of the Company.

Period ended	May 31, 2021	
Options outstanding and exercisable	Number of options	Weighted average exercise price $
Beginning of the period	-	-
Issued	600,000	0.10
End of the period	600,000	0.10

The following options were outstanding and exercisable as May 31, 2021:

Expiry date	Exercise price	Number of Options outstanding and exercisable	Remaining life (years)
April 21, 2031	$ 0.10	600,000	9.89

The fair value of the options granted was calculated using the Black-Scholes option pricing model with the following assumptions:

	2021
Risk Free Interest Rate	1.52%
Expected Dividend Yield	-
Expected Volatility	100%
Expected Term in Years	10 years

The Company recorded total fair value of $25,566 as share based compensation for the period ended May 31, 2021 and the weighted average remaining life in years for the options is 9.89 years.

5. RELATED PARTY TRANSACTIONS

Key management personnel include persons having the authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Board of Directors and corporate officers.

The Company did not have any related party transactions during the period from incorporation on January 6, 2021 to May 31, 2021.

6. FINANCIAL INSTRUMENTS

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
Level 3 - Inputs for assets or liabilities that are not based on observable market data.

The Company's financial instruments classified as Level 1 in the fair value hierarchy is cash. The fair value of all other financial instruments which include accounts payable and accrued liabilities approximate their carrying values due to their short-term nature.

(d) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk for the Company is associated with its cash. The Company is not exposed to significant credit risk as its cash is placed with a major Canadian financial institution.

(e) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Company is not exposed to significant liquidity risk.

As at May 31, 2021, the Company has cash of $284,866 available to apply against short-term business requirements and current liabilities of $31,769. All of the liabilities presented as accounts payable and accrued liabilities are due within 90 days.

(f) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: foreign currency risk, interest rate risk and other price risk. The Company is not exposed to significant market risk.

7. CAPITAL MANAGEMENT

The Company has just commenced operations. It has not yet determined whether it will be successful in its endeavors and does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of common shares. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

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

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

8. INCOME TAXES

Income tax expense differs from the amount that would be computed by applying the Canadian statutory income tax rate of 27% to income before income taxes.

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

	Period from Incorporation on January 6, 2021 to May 31, 2021
	$
Net loss for the period	(33,021)
Statutory income tax rate	27%
Expected income tax (recovery)	(8,916)
Non-deductible items	6,903
Share issuance costs	(6,601)
Change in deferred tax assets not recognized	8,614
Income tax expense (recovery)	-

Deferred taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and their corresponding values for tax purposes. The unrecognized deductible temporary differences and unused tax losses at May 31, 2021 are as follows:

	May 31, 2021
	$
Non-capital loss carryforwards	9,411
Financing costs	22,492
Total unrecognized deductible temporary differences	31,903

The Company has not recognized non-capital loss carryforwards of approximately $9,411 which may be carried forward to apply against future income for Canadian income tax purposes, subject to the final determination by taxation authorities, expiring in the following year:

Expiry	**$**
2041	9,411
Total	9,411

9. EVENTS AFTER THE REPORTING PERIOD

The Company is in the process of filing a prospectus with the securities regulatory authorities in the Provinces of Ontario, Alberta and British Columbia and with the TSX-V, offering a minimum of 15,000,000 common shares and maximum 20,000,000 common shares at $0.10 per share as an initial public offering (the "Offering"). Pursuant to an Agency Agreement between the Company and Canaccord Corp. (the "Agent"), the Agent will receive a cash commission equal to 10% of the gross proceeds and be granted non-transferable warrants to purchase the number of Common Shares equal to 10% of the number of Common Shares sold pursuant to the Offering at a price of $0.10 per share expiring 24 months from the date the Common Shares are listed on the Exchange. The Agent will also be paid a corporate finance fee of $15,000 (which was paid during the period ending May 31, 2021) and be reimbursed by the Company for expenses, including legal fees, incurred pursuant to the Offering.

Upon closing of the Offering, the Company intends on granting a minimum of 1,500,000 stock options and a maximum of 2,000,000 stock options. Each stock option is exercisable into one common share of the Company at $0.10 per share for a period of 10 years.

SCHEDULE “B” – AUDIT COMMITTEE CHARTER

(See attached)

MONARCH WEST VENTURES INC.
(the "Company")

AUDIT COMMITTEE CHARTER

PURPOSE

The primary function of the Audit Committee (the "**Committee**") is to assist the Company's board of directors (the "**Board**") in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting, and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

(a) Serve as an independent and objective party to monitor the Company's financial reporting and internal control systems and review the Company's financial statements.

(b) Review and appraise the performance of the Company's external auditors.

(c) Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board.

COMPOSITION OF THE AUDIT COMMITTEE

The Committee will be comprised of at least three directors as determined by the Board, the majority of whom will not be officers, employees or control persons of the Company or of an affiliate of the Company.

At least one member of the Committee will have Canadian financial reporting skills and experience with audit engagements for public companies. All members of the Committee will be financially literate. For the purposes of this Audit Committee Charter (the "**Charter**"), the definition of "financially literate" is 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 presumably be expected to be raised by the Company's financial statements.

The members of the Committee will be elected by the Board at its first meeting following the annual shareholders' meeting. Unless a chairperson of the Committee (the "**Chair**") is elected by the full Board, the members of the Committee may designate a Chair by a majority vote of the full Committee membership. The Chair must have Canadian financial reporting skills and experience with audit engagements for public companies.

MEETINGS

The Committee will meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Committee will:

Documents/Reports Review

(a) Review and update this Charter annually.

(b) Review the Company's financial statements, management's discussion and analysis and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

(a) Review annually, the performance of the external auditors who will be ultimately accountable to the Board and the Committee as representatives of the shareholders of the Company.

(b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, in accordance with any applicable regulatory requirements.

(c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

(d) Take, or recommend that the full Board take, appropriate action to oversee the independence of the external auditors.

(e) Recommend to the Board the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

(f) At least annually, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements, and discuss any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

(g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.

(h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

(i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

(i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;

(ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and

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

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

FINANCIAL REPORTING PROCESSES

(a) Review the draft financial statements and management’s discussion and analysis with respect to each reporting period and provide a recommendation to the Board with respect to the approval of the financial statements and management’s discussion and analysis.

(b) Prior to approving the annual financial statements, review the results of management’s evaluation of the effectiveness of the Company’s internal controls over financial reporting and disclosure controls and procedures as at the date of the Company’s annual financial statements.

(c) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.

(d) Consider the external auditor’s judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

(e) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.

(f) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.

(g) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

(h) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

(i) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

(j) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.

(k) Review certification process.

(l) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

OTHER

Review any related-party transactions.

EFFECTIVE DATE

This Charter was implemented by the Board on April 21, 2021.

CERTIFICATE OF THE CORPORATION

Dated: August 26, 2021

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

ON BEHALF OF THE BOARD OF DIRECTORS

"Mark Orsmond"	*"Kyle Haddow"*
Mark Orsmond Chief Executive Officer & Director	**Kyle Haddow** Chief Financial Officer
"Zhilan Luo"	*"Brian Levinkind"*
Zhilan Luo Director	**Brian Levinkind** Director

CERTIFICATE OF THE PROMOTER

Dated: August 26, 2021

This prospectus contains 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.

"Mark Orsmond"

Per:________________________________

Name: Mark Orsmond

CERTIFICATE OF THE AGENT

Dated: August 26, 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 British Columbia, Alberta and Ontario.

Canaccord Genuity Corp.

Per: *"Glenda Chin"*

Name: Glenda Chin

Title: Director, Underwriting & Retail Syndication

ACKNOWLEDGEMENT – PERSONAL INFORMATION

Dated: August 26, 2021

"Personal Information" means any information about an identifiable individual, and includes the information contained in any Items in the attached prospectus that are analogous to Items 4.2, 6.7, 11.1, 13.1, 14, 15 and 21 of Form 3A of the CPC Policy, as applicable.

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

1. the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B) pursuant to the prospectus; and

2. the collection, use and disclosure of Personal Information by the Exchange for the purposes described on Appendix 6B or as otherwise identified by the Exchange, from time to time.

ON BEHALF OF THE BOARD

By: *"Mark Orsmond"*

MARK ORSMOND,
Chief Executive Officer & Director