

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

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

PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING

November 8, 2021

AMG ACQUISITION CORP. (a Capital Pool Company)

Minimum Offering: \$250,000 or 2,500,000 Common Shares
Maximum Offering: \$500,000 or 5,000,000 Common Shares
Price: \$0.10 per Common Share

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

The Issuer hereby offers through its agent, PI Financial Corp. (the "**Agent**"), a minimum of 2,500,000 common shares in the capital of the Issuer (each, a "**Common Share**" and collectively, the "**Common Shares**") for gross proceeds of \$250,000 (the "**Minimum Offering**") and a maximum of 5,000,000 Common Shares for gross proceeds of \$500,000 (the "**Maximum Offering**"), at a price of \$0.10 per Common Share.

	Number of Common Shares	Price to Public	Agent's Commission ⁽¹⁾	Net Proceeds to Issuer ⁽²⁾
Per Common Share	1	\$0.10	\$0.01	\$0.09
Minimum Offering ⁽³⁾	2,500,000	\$250,000	\$25,000	\$225,000
Maximum Offering ⁽³⁾	5,000,000	\$500,000	\$50,000	\$450,000

Notes:

- (1) Pursuant to the Agency Agreement, the Agent will receive a cash commission (the "**Agent's Commission**") equal to 10% of the gross proceeds of the Offering, payable at the closing of the Offering. In addition, upon closing of the Offering, the Agent will be: (i) paid a non-refundable corporate work fee (the "**Corporate Finance Fee**") in the amount of \$15,000, plus applicable taxes; (ii) granted non-transferable options (the "**Agent's Warrants**") to purchase such number of Common Shares equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering, at a price of \$0.10 per Common Share, for a period of 5 years from the Listing Date; and (iii) reimbursed for its legal fees and expenses, incurred pursuant to this Offering, estimated to be in the amount of \$15,000, plus applicable taxes and disbursements. See "*Name of Agent and Agent's Compensation*".
- (2) Before deducting the costs of this Offering, including listing and filing fees, the Agent's reasonable expenses and legal fees, the Issuer's legal fees and expenses, estimated at \$93,850, excluding the Agent's Commission, the Issuer's audit fees, and the initial Exchange listing deposit which have been incurred to date, and applicable taxes and disbursements. See "*Use of Proceeds*".
- (3) This Prospectus qualifies the distribution of a minimum of 2,500,000 Common Shares and a maximum of 5,000,000 Common Shares, the Agent's Warrants and the CPC Stock Options (as defined below). See "*Plan of Distribution*". Pursuant to the CPC Policy, no more than 50% of the aggregate number of Common Shares that may be acquired pursuant to the Agent's Warrants may be sold prior to the completion of the Qualifying Transaction and the remaining 50% may only be sold after completion of the Qualifying Transaction.

This Offering is made on a commercially reasonable basis by the Agent in the provinces of Alberta and British Columbia and is subject to receipt by the Issuer of a minimum subscription of 2,500,000 Common Shares for total gross proceeds to the Issuer of \$250,000. The Offering price of the Common Shares was determined by negotiation between the Issuer and the Agent. All funds received from subscriptions for the Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement and will not be released until a minimum of \$250,000 has been deposited and the Agent deems as satisfied all conditions to such release pursuant to the terms of the Agency Agreement. If the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be agreed upon by Persons who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "*Plan of Distribution*" and "*Name of Agent and Agent's Compensation*".

This Prospectus also qualifies for distribution incentive stock options (the "**CPC Stock Options**") to be granted to the directors and senior officers of the Issuer immediately following the completion of the Offering, provided such directors and senior officers are resident in a jurisdiction in which this Prospectus is filed. The CPC Stock Options are exercisable to purchase up to 765,011 Common Shares in the event the Minimum Offering is completed and up to 1,015,012 Common Shares in the event the Maximum Offering is completed, which options will be exercisable at a price of \$0.10 per Common Share for a period of 10 years following the date of grant. See "*Options to Purchase Securities*".

Market for Securities

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

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

As at the date of this Prospectus, the Issuer does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

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

Summary of Risk Factors

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

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

The directors and officers of the Issuer will only devote a portion of their time to the business and affairs of the Issuer and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. Potential conflicts of interest may result from the ordinary course of business of the Issuer and of the directors and the officers of the Issuer. The directors and the officers, as a group, beneficially own and control 2,000,020 Common Shares, which represents 38.83% of the issued and outstanding Common Shares, before giving effect to this Offering. Such Common Shares will represent 26.14% of the issued and outstanding Common Shares upon completion of the Minimum Offering and 19.70% of the issued and outstanding Common Shares upon completion of the Maximum Offering, assuming no Common Shares are purchased by the directors and the officers under the Offering, and before the exercise of the Agent's Warrants, Advisor Warrants (as defined below) and CPC Stock Options. See "*Business of the Issuer*", "*Directors, Officers and Promoters*", "*Conflicts of Interest*" and "*Name of the Agent and Agent's Compensation*".

There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell its Common Shares. Investors acquiring the Common Shares offered by this Prospectus will suffer an immediate dilution on investment of approximately 20% or \$0.020 per Common Share, assuming completion of the Minimum Offering, and approximately 15% or \$0.015 per Common Share, assuming completion of the Maximum Offering, based on total gross proceeds to be raised under this Prospectus, from sales of Common Shares prior to filing this Prospectus, including from sales of Common Shares pursuant to the Private Placement, before deduction of selling commissions or related expenses of these issuances. See "*Capitalization*" and "*Dilution*".

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

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

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

In the event that management, directors or Promoters of the Issuer reside outside of Canada or the Issuer identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management, director or Promoter resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such Persons, judgments obtained in Canadian courts. See "*Directors, Officers and Promoters*".

The directors of the Issuer identified below reside outside of Canada and have appointed the following agent for service of process:

Name of Person or Company	Name and Address of Agent
Steven Pearce	Oziel Law Professional Corporation 5255 Yonge Street, Suite 1110 Toronto, Ontario, Canada, M2N 6P4
Clarke Barlow	Oziel Law Professional Corporation 5255 Yonge Street, Suite 1110 Toronto, Ontario, Canada, M2N 6P4
Michael Edwards	Oziel Law Professional Corporation 5255 Yonge Street, Suite 1110 Toronto, Ontario, Canada, M2N 6P4

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any director who resides outside of Canada, even if the party has appointed an agent for service of process.

As a result of these factors, the Offering is suitable only to investors who are willing to rely solely on the management of the Issuer and who can afford to lose their entire investment. Those investors who are not prepared to do so should not invest in the Common Shares. See "*Business of the Issuer*", "*Directors, Officers and Promoters*", "*Use of Proceeds*" and "*Risk Factors*".

Maximum Investment

Pursuant to the CPC Policy, 75% of the total number of Common Shares offered under this Prospectus or 1,875,000 Common Shares assuming completion of the Minimum Offering, and 3,750,000 Common Shares assuming completion of the Maximum Offering, are subject to the following limits:

- (a) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser pursuant to the Offering is 2% of the total number of Common Shares offered under this Prospectus, being 50,000 Common Shares assuming the Minimum Offering and 100,000 Common Shares assuming the Maximum Offering; and
- (b) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser, together with that purchaser's Associates and Affiliates, is 4% of the total number of Common Shares offered under this Prospectus, being 100,000 Common Shares assuming the Minimum Offering, and 200,000 Common Shares assuming the Maximum Offering.

Receipt of Subscriptions

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

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

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GLOSSARY

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

“**Advisor**” means Alto Capital Pty Ltd.

“**Advisor Mandate Agreement**” has the meaning ascribed under the heading entitled “*Private Placements for Cash*”.

“**Advisor Warrants**” means the 164,008 Common Share purchase warrants each exercisable into one Common Share at \$0.10 per Common Share until 2 years after the date of issuance.

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

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

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

A Company is “**controlled**” by a Person if:

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

A Person beneficially owns securities that are beneficially owned by:

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

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

“**Agent**” means PI Financial Corp.

“**Agent's Commission**” means the cash commission payable to the Agent and its sub-agents, if any, equal to 10% of the gross proceeds of the Offering.

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

“**Agent's Shares**” means Common Shares issued upon exercise of the Agent's Warrants.

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

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

- (a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;
- (b) identifies the parties to the Qualifying Transaction;
- (c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which

the consideration will be determined; and

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

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

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

(b) any partner of the Person;

(c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which a 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.1.00 of the TSX Venture Exchange Rule Book and Policies with respect to that Member firm, Member corporation or holding company.

"**Commissions**" means, collectively, the securities commissions of the provinces of British Columbia and Alberta.

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

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

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

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

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

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

"**Corporate Finance Fee**" means the Agent's corporate finance fee of \$15,000, plus applicable taxes.

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

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

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

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

relating to the CPC and the Significant Assets.

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

"CPC Policy" means Policy 2.4 – *Capital Pool Companies* of the Exchange's Corporate Finance Manual.

"CPC Stock Options" means the incentive stock options of the Issuer to be granted to the directors and senior officers of the Issuer immediately following the completion of the Offering, to purchase up to 765,011 Common Shares in the event the Minimum Offering is completed or up to 1,015,012 Common Shares, at a price of \$0.10 per Common Share for a period of 10 years from the date of grant, which incentive stock options are qualified under this Prospectus.

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

"Eligible Charitable Organization" means:

- (a) any Charitable Organization or Public Foundation which is a Registered Charity but is not a Private Foundation; or
- (b) a Registered National Arts Service Organization;

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

"Escrow Agent" means Odyssey Trust Company.

"Escrow Agreement" means Exchange Form 2F escrow agreement dated [•], 2021 among the Issuer, the Escrow Agent and certain shareholders of the Issuer.

"Exchange" means the TSX Venture Exchange Inc.

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

"IPO" means the transaction which involves the Issuer issuing securities from its treasury pursuant to its first Prospectus.

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

- (a) a director or senior officer of the Issuer;
- (b) a director or senior officer of a Company that is an Insider or subsidiary of the Issuer;
- (c) a Person that beneficially owns or controls, directly or indirectly, Voting Shares carrying 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 AMG Acquisition Corp., a corporation incorporated under the *Business Corporations Act* (British Columbia) with a registered office located in Vancouver, in the province of British Columbia.

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

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

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

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

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

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

"Minimum Offering" means the minimum offering of 2,500,000 Common Shares at a price of \$0.10 per Common Share for aggregate gross proceeds of \$250,000, pursuant to this Prospectus.

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

"Non-Arm's Length Party" means:

- (a) in relation to a Company:
 - (i) a Promoter, officer, director, other Insider or Control Person of that Company and any Associates or Affiliates of any of such Persons; or
 - (ii) another entity, or an Affiliate of that entity, if that entity or its Affiliate have the same Promoter, officer, director, Insider or Control Person as the Company; and
- (b) in relation to an individual, any Associate of the individual or any Company of which the individual is a Promoter, officer, director, Insider or Control Person.

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

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

"Offering" means the offering of a minimum of 2,500,000 Common Shares and a maximum of 5,000,000 Common Shares at a price of \$0.10 per Common Share, in accordance with the terms of this Prospectus.

"Person" means a Company or an individual.

"Principal" means:

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

"Private Placement" means the non-brokered private placement of 2,050,100 Common Shares at a price of \$0.10 per Common Share for aggregate gross proceeds of \$205,010, which the Issuer completed on September 17, 2021. See *"Private Placements for Cash"*.

"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) above;
- (b) The Exchange may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is not acting at arm's length to the Member;
- (c) The Exchange may, in its discretion, exclude a Person from the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm's length of the Member;
- (d) The Exchange may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Exchange determines that:
 - (i) the Person is an Affiliate or Associate of the Member acting at arm's length of the Member;
 - (ii) the Associate or Affiliate has a separate corporate and reporting structure;
 - (iii) there are sufficient controls on information flowing between the Member and the Associate or Affiliate; and
 - (iv) the Member maintains a list of such excluded Persons.

"Promoter" has the definition prescribed by Securities Laws.

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

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

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

- (a) the Significant Assets and/or Target Company;
- (b) the parties to the Qualifying Transaction;
- (c) the value of the Significant Assets and/or Target Company and the consideration to be paid 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.

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

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

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

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

"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).

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

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

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

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

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

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

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

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

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

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

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

PROSPECTUS SUMMARY

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

ISSUER: AMG Acquisition Corp., a corporation incorporated on June 1, 2021 pursuant to the *Business Corporations Act* (British Columbia). See "*Name and Incorporation*".

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

OFFERING: A minimum of 2,500,000 Common Shares and a maximum of 5,000,000 Common Shares are being offered under this Prospectus at a price of \$0.10 per Common Share in the provinces of British Columbia and Alberta for gross proceeds of a minimum of \$250,000 and a maximum of \$500,000. This Offering is being made on a commercially reasonable efforts basis by the Agent on behalf of the Issuer.

In addition, pursuant to the Agency Agreement, the Issuer will grant the Agent's Warrants to the Agent or any sub-agents to purchase such number of Common Shares equal to 10% of the aggregate number of Common Shares sold pursuant to this Offering, being 250,000 Common Shares in the case of the Minimum Offering or 500,000 Common Shares in the case of the Maximum Offering, at a price of \$0.10 per Common Share, exercisable for a period of 5 years from the Listing Date. See "*Name of the Agent and Agent's Compensation*".

The CPC Stock Options to be granted to the directors and senior officers of the Issuer to purchase, in the aggregate, up to 765,011 Common Shares in the event the Minimum Offering is completed or up to 1,015,012 Common Shares, at a price of \$0.10 per Common Share, exercisable for a period of 10 years from the date of grant.

The Agent's Warrants and the CPC Stock Options held by directors and senior officers, who are resident in a jurisdiction in which this Prospectus is filed, are qualified for distribution under this Prospectus. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

USE OF PROCEEDS: Assuming completion of this Offering, the total net proceeds to the Issuer, accounting for total cash proceeds raised and expenses incurred prior to this Offering, will be approximately \$483,285 in the case of the Minimum Offering and approximately \$708,285 in the case of the Maximum Offering (after deduction of the Agent's Commission and the Issuer's expenses and costs of this Offering). The net proceeds of this Offering plus the net proceeds from the prior sales of Common Shares will be used to provide the Issuer with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Issuer may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until the Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, reasonable general and administrative expenses of the Issuer may not exceed, in the aggregate, \$3,000 per month. See "*Use of Proceeds*" for details on the restrictions and prohibitions on the Issuer's use of funds and "*Risk Factors*".

DIRECTORS AND MANAGEMENT:

The following persons are the directors and senior officers of the Issuer:

Steven Pearce	Chief Executive Officer and Director
Konstantin Lichtenwald	Chief Financial Officer, Corporate Secretary and Director
Michael Edwards	Director
Clarke Barlow	Director

See "*Directors, Officers and Promoters*".

ESCROW:

3,100,020 Common Shares, and all of the CPC Stock Options, being 765,011 CPC Stock Options, assuming the Minimum Offering, and 1,015,012 CPC Stock Options, assuming the Maximum Offering, will be deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of 18 months from the date of the Final QT Exchange Bulletin. See "*Escrowed Securities*".

RISK FACTORS:

There is no established market for the Common Shares. Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Issuer's business and its present stage of development.

The Issuer was only recently incorporated and has no active business or assets other than a minimum amount of cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Issuer and can afford to risk the loss of their entire investment. The directors and the officers of the Issuer will only devote part of their time and attention to the affairs of the Issuer and there are potential conflicts of interest to which some of the directors and the officers of the Issuer will be subject in connection with the operations of the Issuer. An investor will suffer an immediate dilution on investment of 20% or \$0.020 per Common Share, assuming completion of the Minimum Offering, and 15% or \$0.015 per Common Share, assuming completion of the Maximum Offering (based on the total gross proceeds to be raised under this Prospectus and from sales of securities prior to filing this Prospectus, without deduction of the Agent's Commission, the Corporate Finance Fee or related expenses incurred by the Issuer). There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Issuer will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Issuer has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Issuer will be able to identify or complete a suitable Qualifying Transaction. The global pandemic caused by COVID-19 may result in additional expenses and delays to the Issuer, the impact of which is uncertain on the Issuer at this time.

A Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. In the event that the Issuer identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management, directors or experts resident outside of Canada or upon the foreign business or the Resulting Issuer and may find it difficult or impossible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. The Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Issuer and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Issuer. 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 requiring shareholder approval and there can be no assurance that the Issuer will be able to recover that loan. See "*Risk Factors*" for more detailed information on the risks of an investment in the Issuer's Common Shares. Also see "*Corporate Structure*", "*Directors, Officers and Promoters*", "*Business of the Issuer*", "*Conflicts of Interest*" and "*Use of Proceeds*".

CORPORATE STRUCTURE

Name, Incorporation and Place of Business

The Issuer was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on June 1, 2021 under the name "AMG Acquisition Corp." with authorized share capital of an unlimited number of Common Shares without par value. The Issuer has no subsidiaries.

The registered office and head office of the Issuer is located at 230-997 Seymour Street, Office 9, Vancouver, British Columbia V6B 3M1.

BUSINESS OF THE ISSUER

Preliminary Expenses

Other than payment of a preliminary review by the Exchange and accrued audit fees of approximately \$7,875, the payment of a cash fee in the amount of \$16,400 to the Advisor, filing fees of approximately \$3,872 to the Commissions (in each case, exclusive of applicable taxes) payable upon filing of this Prospectus, and \$25,750 to the Agent for the Corporate Finance Fee and its' legal retainer, the Issuer has not incurred any additional expenses since the date of incorporation. However, certain of the proceeds of the Offering will be used to satisfy the obligations of the Issuer related to the Offering, including the expenses of its auditor, legal counsel and the Agent's legal counsel. See "*Use of Proceeds*" for total estimated expenses to completion of the Offering.

Proposed Operations until Completion of the Qualifying Transaction

The Issuer proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any 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. As of the date hereof, the Issuer has not conducted commercial operations and has not yet entered into formal discussions for the purpose of identifying potential acquisitions or interests.

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

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

Method of Financing

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

Criteria for a Qualifying Transaction

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

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

Filings and Shareholder Approval of a Qualifying Transaction

Upon the Issuer reaching a Qualifying Transaction Agreement, the Issuer must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Common Shares until the filing requirements of the Exchange have been satisfied as set forth under "*Trading Halts, Suspensions and Delisting*". Within 75 calendar days after issuance of such news release, the Issuer shall be required to submit for review to the Exchange a Disclosure Document that complies with Exchange requirements containing prospectus level disclosure of the Significant Assets and the Issuer, assuming Completion of the Qualifying Transaction. Where the proposed Qualifying Transaction is a Non-Arm's Length Qualifying Transaction, the Issuer must obtain Majority of the Minority Approval of the Qualifying Transaction. Where the proposed Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction, the Exchange will not require the Issuer to obtain shareholder approval of the Qualifying Transaction provided that it files the 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 7 business days prior to:
 - (i) the resumption of trading in the securities of the Resulting Issuer following the Completion of the Qualifying Transaction, if the securities of the Issuer are halted from trading; or
 - (ii) the Completion of the Qualifying Transaction, if the securities of the Issuer are not halted from trading;
- (b) where shareholder approval is required and is to be obtained at a meeting of shareholders, the Issuer will file on SEDAR and mail to its shareholders the notice of meeting, CPC Information Circular and form of proxy, together with any other required documents; and
- (c) where shareholder approval is required and is to be obtained by written consent, the Issuer will file on SEDAR the final Disclosure Document.

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

- (a) confirmation of shareholder approval of the Qualifying Transaction, if required;
- (b) confirmation of closing of the Qualifying Transaction; and

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

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

Initial Listing Requirements

Upon completion of the Qualifying Transaction, the Resulting Issuer must satisfy the Exchange's initial listing requirements for the particular industry sector in either Tier 1 or Tier 2 as prescribed under the applicable policies of the Exchange.

Trading Halts, Suspensions and Delisting

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of a Qualifying Transaction Agreement until all filing requirements of the Exchange have been satisfied, which includes the submission of a Sponsorship Acknowledgment Form, where the Qualifying Transaction is subject to sponsorship. In addition, all individuals who may be directors, senior officers, Promoters, or Insiders of the Resulting Issuer must file a Form 2A – *Personal Information Form* or, if applicable, a Form 2C1 – *Declaration with the Exchange*, and any preliminary background searches that the Exchange considers necessary or advisable, must also be completed, before the trading halt will be lifted by the Exchange.

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

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

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

In the event that the Common Shares of the Issuer are delisted by the Exchange, within 90 days from the date of such delisting, the Issuer shall wind up and shall make a *pro rata* distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote, exclusive of the votes of Non-Arm's Length Parties to the Issuer, determine to deal with the remaining assets in some other manner. See "*Filings and Shareholder Approval of a Non-Arm's Length Qualifying Transaction*" above.

Refusal of Qualifying Transaction

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

- (a) the Resulting Issuer fails to satisfy the applicable initial listing requirements of the Exchange;
- (b) the Resulting Issuer will be a mutual fund, as defined under Securities Laws; or
- (c) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Proceeds and Principal Purposes

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

PROCEEDS TO THE ISSUER	MINIMUM OFFERING	MAXIMUM OFFERING
Gross cash proceeds received by the Issuer from the sale of Common Shares prior to the Offering ⁽¹⁾	\$155,001	\$155,001
Less: Expenses and costs relating to raising the cash proceeds referred to in (a) above	(\$7,875)	(\$7,875)
Plus: Gross cash proceeds raised pursuant to the Private Placement ⁽²⁾	\$205,010	\$205,010
Plus: Gross cash proceeds to be raised by the Issuer from the sale of the Common Shares distributed pursuant to the Offering ⁽³⁾	\$250,000	\$500,000
Less: Expenses and costs relating to the Private Placement and Offering referred to in (c) and (d) above, incurred to date and expected to be incurred ⁽⁴⁾	(\$118,851)	(\$143,851)
Estimated funds available on completion of the Offering	\$483,285	\$708,285
USE OF PROCEEDS		
Funds available for identifying and evaluating assets or business prospects ⁽⁵⁾	\$433,285	\$658,285
Estimated general and administrative expenses until Completion of the Qualifying Transaction ⁽⁶⁾	(\$50,000)	(\$50,000)
TOTAL NET PROCEEDS	\$483,285	\$708,285

Notes:

- (1) See "Prior Sales".
- (2) The net proceeds of the Private Placement was \$188,609 after accounting for the cash fee paid in the amount of approximately \$16,400 paid by the Corporation to the Advisor in consideration of services rendered pursuant to the Advisor Mandate Agreement. The expenses related to the Private Placement are accounted for under paragraph (e) of the table above. See "Private Placements for Cash".
- (3) In the event the Agent exercises the Agent's Warrants and the directors or senior officers exercise their CPC Stock Options, there will be available to the Issuer an additional \$101,501 in the case of the Minimum Offering or \$151,501 in the case of the Maximum Offering, which will be added to the working capital of the Issuer. There is no assurance that any of the Agent's Warrants or CPC Stock Options will be exercised.
- (4) Expenses include the \$16,400 cash fee paid to the Advisor in connection with the Private Placement and the Agent's Commission of \$25,000, in the case of the Minimum Offering, or \$50,000, in the case of the Maximum Offering, together with the costs and expenses of this issue, including the listing fee payable to the Exchange and to the Commissions, expenses and legal costs of the Agent, fees of the Issuer's legal counsel, auditor and other expenses associated with the Offering such as printing costs, excluding any applicable taxes and disbursements.
- (5) In the event that the Issuer enters into a Qualifying Transaction Agreement prior to spending the entire \$433,285 assuming the Minimum Offering, or \$658,285 assuming the Maximum Offering, being the amount available for identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of, or participation in, the Significant Assets or for working capital after Completion of the Qualifying Transaction.
- (6) Such expenses cover the 24-month period following the Listing Date and includes estimated professional fees, filing fees and due diligence expenses.

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

The proceeds from the Offering and any prior sale of Common Shares, including the Private Placement, 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. See "Risk Factors".

Permitted Use of Funds

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

- (a) reasonable expenses relating to the Issuer's IPO, including:
 - (i) fees for legal services and audit services relating to the preparation and filing of this Prospectus;
 - (ii) Agent's fees, costs and commissions; and
 - (iii) printing costs, including printing of this Prospectus and share certificates;
- (b) reasonable general and administrative expenses of the Issuer (not exceeding in aggregate \$3,000 per month), including:
 - (i) office supplies, office rent and related utilities;
 - (ii) equipment leases;
 - (iii) fees for legal services; and
 - (iv) fees for accounting and advisory services;
- (c) reasonable expenses relating to a proposed Qualifying Transaction, including:
 - (i) valuations or appraisals;
 - (ii) business plans;
 - (iii) feasibility studies and technical assessments;
 - (iv) Sponsor Reports;
 - (v) engineering or geological reports;
 - (vi) financial statements, including audited financial statements; and
 - (vii) fees for legal 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 news release at least 15 days prior to the date of any such loan; and
- (f) the total amount of all deposits, advances and loans from the Issuer does not exceed a maximum of \$250,000 in aggregate unless the aggregate amount advanced from the Issuer to the Target Company or the Vendor(s) does not represent more than 20% of the working capital of the Issuer.

Prohibited Payments to Non-Arm's Length Parties

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

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

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

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

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

Private Placements for Cash

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Issuer will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the Exchange generally will not accept a private placement by the Issuer where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed \$10,000,000. Generally, the only securities issuable pursuant to such a private placement will be Common Shares and Agent's Warrants.

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

On September 17, 2021, the Issuer completed a private placement (the "**Private Placement**") consisting of the sale of an aggregate of 2,050,100 Common Shares at a price of \$0.10 per Common Share for gross proceeds of \$205,010. No fees have been paid to the Agent or any Insiders of the Issuer in connection with the Private Placement. In addition, no Insiders participated in the Private Placement. The net proceeds of the Private Placement have been added to working capital. The Issuer expects to use the proceeds from the Private Placement for the purpose of identifying and evaluating assets or businesses suitable for a Qualifying Transaction. See "*Use of Proceeds*".

On August 6, 2021, the Issuer entered into a mandate agreement (the “**Advisor Mandate Agreement**”) with Alto Capital Pty Ltd. (the “**Advisor**”), a licensed broker under Australian law, for corporate advisory services in respect of the Private Placement. Upon the completion of the Private Placement, in consideration for services rendered by the Advisor and in accordance with the Advisor Mandate Agreement, the Issuer paid the Advisor a cash fee in the sum of \$16,400 (the “**Advisor Commission**”), representing 8% of the gross proceeds raised under the Private Placement, and also issued 164,008 non-transferable Common Share purchase warrants (collectively, the “**Advisor Warrants**”), representing 8% of the Common Shares issued under the Private Placement. Each Advisor Warrant is exercisable into one Common Share at a price of \$0.10 per Common Share for a period of 2 years following the closing date of the Private Placement.

Pursuant to applicable Canadian securities laws, the Common Shares and Advisor Warrants issued under the Private Placement are subject to a statutory hold period until the later of four months and one day following the closing date of the Private Placement. This Prospectus does not qualify any of the securities issued under the Private Placement.

Finder's Fees

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

- (a) to a Person that is not a Non-Arm's Length Party to the Issuer; and
- (b) to a Non-Arm's Length Party to the Issuer, provided that:
 - (i) the Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction;
 - (ii) the Qualifying Transaction is not a transaction between the Issuer and an existing public company;
 - (iii) the finder's fee is payable in the form of cash, Listed Shares and/or Warrants only;
 - (iv) the amount of any Concurrent Financing is not included in the value of the measurable benefit used to calculate the finder's fee; and
 - (v) approval of the finder's fee is obtained by ordinary resolution at a meeting of shareholders of the Issuer or by the written consent of shareholders of the Issuer holding more than 50% of the issued Common Shares, provided that the votes attached to the Common Shares held by the recipient of the finder's fee and its Associates and Affiliates are excluded from the calculation of any such approval or written consent.

PLAN OF DISTRIBUTION

Name of Agent and Agent's Compensation

Pursuant to the Agency Agreement dated [●] among the Issuer and the Agent, the Issuer appointed the Agent as its agent to offer for sale, on a commercially reasonable efforts basis to the public in British Columbia and Alberta, a minimum of 2,500,000 Common Shares and a maximum of 5,000,000 Common Shares, as provided in this Prospectus, at a price of \$0.10 per Common Share for minimum gross proceeds of \$250,000 and maximum gross proceeds of \$500,000, subject to the terms and conditions of the Agency Agreement. This Prospectus qualifies the distribution of a minimum of 2,500,000 Common Shares and maximum of 5,000,000 Common Shares pursuant to the Offering.

The Agent will receive the Agent's Commission equal to 10% of the gross proceeds of the Offering, being \$25,000 in the event the Minimum Offering is completed and \$50,000 in the event the Maximum Offering is completed. In addition, the Issuer will pay to the Agent the Corporate Finance Fee in the amount of \$15,000 plus applicable taxes at the closing of the Offering and the Agent's reasonable expenses incurred pursuant to the Offering, including legal fees estimated to be \$15,000, plus disbursements and applicable taxes.

The Issuer has also agreed to grant to the Agent and its sub-agents, if any, the non-transferable Agent's Warrants to purchase such number of Common Shares equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering, being 250,000 Common Shares assuming the completion of the Minimum Offering and 500,000 Common Shares assuming the completion of the Maximum Offering, at a price of \$0.10 per Common Share, which may be exercised for a period of 5 years from the Listing Date. This Prospectus qualifies the distribution of the Agent's Warrants. Not more than 50% of the Common Shares received on the exercise of the Agent's Warrants may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

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

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

Commercially Reasonable Efforts Offering and Minimum Distribution

The Minimum Offering consists of 2,500,000 Common Shares for total gross proceeds of \$250,000 and the Maximum Offering consists of 5,000,000 Common Shares for total gross proceeds of \$500,000. Pursuant to the CPC Policy, 75% of the total number of Common Shares offered under this Prospectus, being 1,875,000 Common Shares assuming the completion of the Minimum Offering and 3,750,000 assuming the completion of the Maximum Offering, are subject to the following limits:

- (a) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser pursuant to the Offering is 2% of the total number of Common Shares offered under this Prospectus, being 50,000 Common Shares (\$5,000) in the event of the Minimum Offering being completed and 100,000 Common Shares (\$10,000) in the event of the Maximum Offering being completed; and
- (b) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser, together with that purchaser's Associates and Affiliates, is 4% of the total number of Common Shares offered under this Prospectus, being 100,000 Common Shares (\$10,000) in the event of the Minimum Offering being completed and 200,000 Common Shares (\$20,000) in the event of the Maximum Offering being completed.

The funds received from the Offering will be deposited with the Agent and will not be released until a minimum of \$250,000 has been deposited and the Agent consents to the release thereof minus allowable deductions pursuant to the Agency Agreement. Minimum subscriptions of 2,500,000 Common Shares for total gross proceeds of \$250,000 must be raised within 90 calendar days of the issuance of a final receipt for this Prospectus, or such other time as may be consented to by the Persons who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

CPC Stock Options

In accordance with the policies of the Exchange, the Issuer also proposes to grant CPC Stock Options to directors and senior officers of the Issuer at the closing of the Offering to purchase that number of Common Shares equal to 10% of the aggregate number of Common Shares outstanding upon the closing of the Offering, being 765,011 Common Shares in the event the Minimum Offering and the Private Placement are completed, and 1,015,012 Common Shares in the event the Maximum Offering and the Private Placement are completed, which CPC Stock Options are qualified for distribution under this Prospectus provided that the option holder resides in a jurisdiction in which this Prospectus is filed. The CPC Stock Options are exercisable a price of \$0.10 per Common Share for a period of 10 years from the Listing Date. See "*Options to Purchase Securities*" and "*Plan of Distribution*".

Determination of Price

The Offering price of \$0.10 per Common Share was determined by negotiation between the Issuer and the Agent and in accordance with the CPC Policy.

Listing Application

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

Venture Issuer

As at the date of this Prospectus, the Issuer does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside Canada and the United States of America (other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc).

Restrictions on Trading

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

DESCRIPTION OF SECURITIES DISTRIBUTED

General

The Issuer is authorized to issue an unlimited number of Common Shares. As at the date hereof, 5,150,120 Common Shares are issued and outstanding as fully paid and non-assessable.

Common Shares

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

In addition, a maximum of 5,000,000 Common Shares are reserved for issuance pursuant to the Offering; a maximum of 500,000 Common Shares are reserved for issuance upon the exercise of the Agent's Warrants; a maximum of 1,015,012 Common Shares are reserved for issuance upon the exercise of the CPC Stock Options; and 164,008 Common Shares are reserved for issuance upon the exercise of the Advisor Warrants. See "*Plan of Distribution*", "*Name of the Agent and Agent's Compensation*", "*Private Placements for Cash*", and "*Options to Purchase Securities*".

CAPITALIZATION

The table below sets forth the capitalization of the Issuer as at August 31, 2021 and the date hereof before and after giving effect to the Offering but prior to taking into account the costs of the issue:

Designation of Securities	Amount authorized	Amount outstanding as of August 31, 2021 (date of most recent statement of financial position contained in this Prospectus) ⁽¹⁾	Amount outstanding as of date of this Prospectus ⁽¹⁾	Amount to be outstanding upon completion of the Minimum Offering ⁽²⁾⁽⁴⁾	Amount to be outstanding upon completion of the Maximum Offering ⁽³⁾⁽⁵⁾
Common Shares	Unlimited	2,900,020 Common Shares (\$145,001)	5,150,120 Common Shares (\$360,011)	7,650,120 Common Shares (\$610,011)	10,150,120 Common Shares (\$860,011)

Notes:

- (1) As at the date hereof, the Issuer has not yet commenced commercial operations. These Common Shares will be subject to escrow restrictions. See "*Business of the Issuer*" and "*Escrowed Securities*". To date, the Issuer issued an aggregate of 2,900,020 Common Shares for cash proceeds in the amount of \$145,001 at \$0.05 per Common Share pursuant to private placements completed on June 15, 2021 and June 18, 2021. On September 7, 2021, the Company issued 200,000 Common Shares for cash proceeds in the amount of \$10,000 at \$0.05 per Common Share pursuant to private placement. On September 17, 2020, the Company issued 2,050,100 Common Shares for cash proceeds in the amount of \$205,010 at \$0.10 per Common Share pursuant to the Private Placement. See "*Prior Sales*", "*Use of Proceeds*" and "*Private Placements for Cash*".
- (2) Assuming the completion of the Minimum Offering, the Issuer has reserved 765,011 Common Shares for issuance upon exercise of the CPC Stock Options to be granted to the directors and senior officers on the Listing Date, exercisable at \$0.10 per Common Share for 10 years from the Listing Date. See "*Options to Purchase Securities*". Assuming the completion of the Minimum Offering, the Issuer has reserved 250,000 Common Shares for issuance upon exercise of the Agent's Warrants, exercisable at \$0.10 per Common Share for 5 years from the Listing Date. See "*Name of the Agent and Agent's Compensation*".
- (3) Assuming the completion of the Maximum Offering, the Issuer has reserved 1,015,012 Common Shares for issuance upon exercise of the CPC Stock Options to be granted to the directors and senior officers on the Listing Date, exercisable at \$0.10 per Common Share for 10 years from the Listing Date. See "*Options to Purchase Securities*". Assuming the completion of the Maximum Offering, the Issuer has reserved 500,000 Common Shares for issuance upon exercise of the Agent's Warrants, exercisable at \$0.10 per Common Share for 5 years from the Listing Date. See "*Name of the Agent and Agent's Compensation*".
- (4) Assuming the completion of the Minimum Offering, the gross proceeds from the Offering will be \$250,000 before deducting the expenses incurred by the Issuer to date, the Agent's Commission and the Agent's legal fees and related expenses, filing fees, the Issuer's legal and audit expenses and other costs of the Offering estimated at approximately \$124,100, excluding any applicable taxes and disbursements. See "*Use of Proceeds*".
- (5) Assuming the completion of the Maximum Offering, the gross proceeds from the Offering will be \$500,000 before deducting the expenses incurred by the Issuer to date, Agent's Commission and the Agent's legal fees and related expenses, filing fees, the Issuer's legal and audit expenses and other costs of the Offering estimated at approximately \$149,100, excluding any applicable taxes and disbursements. See "*Use of Proceeds*".

OPTIONS TO PURCHASE SECURITIES

CPC Stock Options

CPC Stock Options to purchase up to 765,011 Common Shares assuming the Minimum Offering and 1,015,012 Common Shares assuming the Maximum Offering, are to be granted after closing of the Offering to the directors and senior officers of the Issuer, in accordance with the Issuer's Stock Option Plan (as defined below), and are expected to be allocated as follows:

Name of Optionee	Number of Common Shares Optioned (Minimum Offering) ⁽¹⁾⁽³⁾	Number of Common Shares Optioned (Maximum Offering) ⁽¹⁾⁽³⁾	Exercise Price per Common Share	Expiry Date
Steven Pearce	204,003	270,671	\$0.10	10 years from the date of grant
Konstantin Lichtenwald ⁽²⁾	204,003	270,671	\$0.10	10 years from the date of grant

Clarke Barlow	204,003	270,671	\$0.10	10 years from the date of grant
Michael Edwards	153,002	202,999	\$0.10	10 years from the date of grant
TOTAL	765,011	1,015,012		

Notes:

- (1) The CPC Stock Options to be granted prior to and upon closing of the Offering to the directors and senior officers of the Issuer who are resident in a jurisdiction in which the Prospectus is filed are qualified for distribution pursuant to this Prospectus (subject to regulatory approval). Such CPC Stock Options shall be exercisable for a period of 10 years from the Listing Date.
- (2) The CPC Stock Options to be granted to Mr. Lichtenwald are qualified for distribution under this Prospectus.
- (3) All CPC Stock Options are subject to escrow pursuant to the CPC Policy. See "*Escrowed Securities*".

Stock Option Terms

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

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

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

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

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

The term of CPC Stock Options must expire not later than 12-months after the optionee ceases to be a director, senior 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.

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

PRIOR SALES

Since the date of incorporation of the Issuer, 5,150,120 Common Shares have been issued and are outstanding as follows:

Date of Issue	Number of Common Shares	Issue Price Per Common Share	Aggregate Issue Price	Consideration
June 15, 2021	1,066,680 ⁽¹⁾	\$0.05	\$53,334	Cash
June 18, 2021	1,833,340 ⁽¹⁾	\$0.05	\$91,667	Cash
September 7, 2021	200,000 ⁽¹⁾	\$0.05	\$10,000	Cash
September 17, 2021	2,050,100 ⁽²⁾	\$0.10	\$205,010	Cash
TOTAL	5,150,120	-	\$360,011	-

Notes:

- (1) All of these issued Common Shares will be held in escrow in accordance with the CPC Policy. See "*Escrowed Securities*".
- (2) The Common Shares were issued pursuant to the Private Placement. See "*Private Placement for Cash*".

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 3,100,020 Common Shares issued prior to the 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 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.

The following table sets out, as at the date hereof, the number of securities of the Issuer which are currently held in escrow:

Name and municipality of residence of shareholder	Common Shares held prior to the Offering	Number of Common Shares held in escrow ⁽¹⁾	Number of CPC Stock Options held in escrow after the Minimum and Maximum Offering ⁽²⁾	Percentage of Common Shares prior to giving effect to the Offering ⁽³⁾	Percentage of Common Shares after giving effect to the Offering	
					Minimum Offering ⁽⁴⁾⁽⁵⁾	Maximum Offering ⁽⁴⁾⁽⁶⁾
Konstantin Lichtenwald <i>British Columbia, Canada</i>	533,340	533,340	204,003 270,671	10.36%	6.97%	5.25%
Steven Pearce <i>Singapore, Singapore</i>	533,340	533,340	204,003 270,671	10.36%	6.97%	5.25%
Clarke Barlow <i>Western Australia, Australia</i>	533,340	533,340	204,003 270,671	10.36%	6.97%	5.25%
M and B Edwards SMSF ⁽⁷⁾ <i>Western Australia, Australia</i>	400,000	400,000	153,002 202,999	7.77%	5.23%	3.94%
CRB Investments (WA) Pty Ltd. ⁽⁸⁾ <i>Western Australia, Australia</i>	400,000	400,000	nil	7.77%	5.23%	3.94%
Paul Chow <i>British Columbia, Canada</i>	500,000	500,000	nil	9.71%	6.54%	4.93%
Bright Light Ventures Inc. ⁽⁹⁾ <i>Ontario, Canada</i>	200,000	200,000	nil	3.88%	2.61%	1.97%
TOTAL	3,100,020	3,100,020	765,011 1,015,012	60.19%	40.52%	30.54%

Notes:

- (1) Assuming no Common Shares are purchased by the shareholders listed above under the Offering and before the exercise of the CPC Stock Options and Advisor Warrants. See "*Plan of Distribution*".
- (2) Assuming 765,011 CPC Stock Options are held in escrow in the event the Minimum Offering is completed and 1,015,012 CPC Stock Options are held in escrow in the event the Maximum Offering is completed. See "*Options to Purchase Securities*".
- (3) Based on 3,100,020 Common Shares issued and outstanding on a non-diluted basis, prior to giving effect to the Offering.
- (4) Percentages are calculated on non-diluted basis, excluding the exercise of any proposed CPC Stock Options or Agent's Warrants, assuming that the current directors, officers and shareholders of the Issuer do not purchase any Common Shares under this Offering. See "*Options to Purchase Securities*" and "*Name of Agent and Agent's Compensation*".
- (5) Based on 7,650,120 Common Shares issued and outstanding after completing the Minimum Offering and before the exercise of the Agent's Warrants, Advisor Warrants and the CPC Stock Options.
- (6) Based on 10,150,120 Common Shares issued and outstanding after completing the Maximum Offering and before the exercise of the Agent's Warrants, Advisor Warrants and the CPC Stock Options.
- (7) M and B Edwards SMSF is a private Australian entity owned and controlled by Mr. Edwards, a director of the Issuer.
- (8) CRB Investments (WA) Pty Ltd is a private Australian corporation owned and controlled by Cameron Bolton.
- (9) Bright Light Ventures Inc. is a private Canadian corporation controlled and directed by Allan Oziel and Dunny Medina. See "*Relationship between the Issuer and Professional Persons*".

Where the securities of the Issuer 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); and

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

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

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

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

- (a) immediately cancel all of the escrowed Common Shares held by each Non-Arm's Length Party to the Issuer that were issued at a price below the Offering price under this Prospectus and all CPC Stock Options and Option Shares held by such persons; and
- (b) cancel all of the escrowed securities on a date that is 10 years from the date of such Exchange bulletin.

Escrowed Securities on Qualifying Transaction

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

PRINCIPAL SHAREHOLDERS

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

Name of Shareholder	Type of Ownership	Number of Common Shares	Percentage of Common Shares Held Prior to Giving Effect to the Offering	Percentage of Common Shares held after the Minimum Offering ⁽¹⁾⁽²⁾⁽³⁾	Percentage of Common Shares held after the Maximum Offering ⁽¹⁾⁽²⁾⁽⁴⁾
Konstantin Lichtenwald	Of record and beneficial	533,340	10.36%	6.97%	5.25%
Steven Pearce	Of record and beneficial	533,340	10.36%	6.97%	5.25%
Clarke Barlow	Of record and beneficial	533,340	10.36%	6.97%	5.25%

Notes:

- (1) These Common Shares are subject to the terms and conditions of the Escrow Agreement. See "Escrowed Securities".
- (2) On a non-diluted basis, assuming no Common Shares are purchased by the above mentioned shareholders under the Offering.
- (3) On a fully diluted basis, assuming the full exercise of the Agent's Warrants, Advisor Warrants and CPC Stock Options (including the CPC Stock Options to be held by Messrs. Lichtenwald, Pearce, Barlow and Edwards). After giving effect to the Minimum Offering, each of Messrs. Lichtenwald, Pearce and Barlow will hold 8.35% of the issued and outstanding Common Shares.
- (4) On a fully diluted basis, assuming the full exercise of the Agent's Warrants, Advisor Warrants and CPC Stock Options (including the CPC Stock Options to be held by Messrs. Lichtenwald, Pearce, Barlow and Edwards). After giving effect to the Maximum Offering, each of Messrs. Lichtenwald, Pearce and Barlow will hold 6.80% of the issued and outstanding Common Shares.

DIRECTORS, OFFICERS AND PROMOTERS

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

The board of directors of the Issuer consists of four directors. Each director will hold office until the next annual meeting of shareholders or until their successor is elected or appointed. An audit committee has been established as a subcommittee of the board of directors. See "*Audit Committee*". The following table sets out the names, provinces/states and countries of residence of the directors, officers and Promoters of the Issuer, their current positions with the Issuer and their principal occupations during the previous five years:

Name, Province/State and Country of Residence & Position with the Issuer	Principal occupation during the previous five years	Term of Office ⁽⁵⁾	Number of Common Shares Owned ⁽²⁾⁽³⁾
Steven Pearce <i>Singapore, Singapore</i> Director and CEO	Managing Director of Diverse Capital Pte Ltd., which principal business is to provide investment, consulting, and capital markets services.	Since June 1, 2021	533,340
Konstantin Lichtenwald ⁽¹⁾ <i>British Columbia, Canada</i> Director, CFO and Corporate Secretary	Managing Director of Zeus Capital Ltd., which principal business is to provide financial advisory, valuation, M&A, and consulting services.	Since June 1, 2021	533,340
Clarke Barlow ⁽¹⁾ <i>Western Australia, Australia</i> Director	Financial Adviser of ACNS Capital Markets Pty Ltd, which principal business is to provide margin lending, derivatives trading, financial planning, and securities and options trading services.	Since June 1, 2021	533,340
Michael Edwards ⁽¹⁾⁽⁴⁾ <i>Western Australia, Australia</i> Director	Company Director, Geologist and Corporate Advisor of ACNS Capital Markets Pty Ltd., which principal business is to provide margin lending, derivatives trading, financial planning, and securities and options trading services.	Since June 1, 2021	400,000

Notes:

- (1) Member of the Audit Committee of the Issuer. Mr. Lichtenwald is the Chair of the Audit Committee.
- (2) "Owned" includes owned, controlled, or otherwise directed, directly or indirectly. These Common Shares are subject to the terms and conditions of the Escrow Agreement. See "*Escrowed Securities*".
- (3) Assuming that no Common Shares are purchased by these persons under the Offering, and before the exercise of the Advisor Warrants or CPC Stock Options.
- (4) Mr. Edwards holds 400,000 Common Shares through M and B Edwards SMSF, a private Australian entity owned and controlled by Mr. Edwards, a director of the Issuer.
- (5) Directors are to hold office until the next annual general meeting of the Issuer unless a director's office is earlier vacated in accordance with the Articles of the Issuer or the *Business Corporations Act* (British Columbia) or unless the director becomes disqualified to act as a director.

Prior to giving effect to the Offering, the directors and officers of the Issuer, as a group, beneficially own, directly or indirectly, 2,000,020 Common Shares, representing 38.83% of the issued and outstanding Common Shares of the Issuer on a non-diluted basis. Assuming the completion of the Offering, the directors and officers will hold approximately a minimum of 26.14% and a maximum of 19.70% of the issued and outstanding Common Shares, excluding the exercise of the CPC Stock Options, Advisor Warrants and the Agent's Warrants. For particulars of the shareholdings of the directors and officers of the Issuer, see "*Principal Shareholders*" and "*Escrowed Securities*".

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

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

Directors and Officers of the Issuer

Set forth below is a description of the background of the directors and officers of the Issuer, including a description of each individual's principal occupation(s) within the past five years. For further information, see "*Other Reporting Issuer Experience*".

Steven Pearce, 42, Director and Chief Executive Officer

Mr. Pearce has more than 20 years of experience in the Stock Broking, Fund Management and Capital Markets Industry having worked for both small and large institutions. Mr. Pearce founded Diverse Capital in Singapore in 2014 which assists private growth companies. Mr. Pearce has been involved in numerous capital raisings and public listings on the Australian Stock Exchange (ASX), Singapore Stock Exchange (Catalist), TSX Venture Exchange (TSX-V) and SIX Swiss Exchange (Switzerland). Mr. Pearce is an independent contractor to the Issuer. He has not entered into a non-competitive or non-disclosure agreement with the Issuer. Mr. Pearce anticipates devoting ten percent (10%) of his time in connection with the management of the Issuer and completion of the Qualifying Transaction.

Konstantin Lichtenwald, 37, Director, Chief Financial Officer and Corporate Secretary

Mr. Lichtenwald specializes in providing corporate finance, valuation, taxation, financial reporting, consulting and other accounting services to both small businesses and public commodity resource companies. Mr. Lichtenwald also assists in many aspects of clients' administration, financing and other finance-related activities. Mr. Lichtenwald worked at Ernst & Young GmbH, Germany, in the assurance department. He earned his Bachelor of Business Administration from Pforzheim University, Germany, and holds the professional designation of Chartered Professional Accountant (CPA and CGA) and is a member of Chartered Professional Accountants of British Columbia and Canada. Mr. Lichtenwald has had extensive experience as a controller, Chief Financial Officer and a director of numerous publicly traded and private corporations in several industries. Mr. Lichtenwald is an independent contractor to Issuer. He has not entered into a non-competitive or non-disclosure agreement with the Issuer. Mr. Lichtenwald anticipates devoting ten percent (10%) of his time in connection with the management of the Issuer and completion of the Qualifying Transaction.

Clarke Barlow, 40, Director

Mr. Barlow is a registered Financial Adviser with 20 years' experience in the financial services industry. Early in his career, Mr. Barlow worked for Tolhurst Noall Limited and Patersons Securities in Perth, Western Australia. Following this, he moved to the UK to work for Morgan Stanley where he advised large institutional clients on equity and index derivative structuring and risk management. After returning to Perth, Mr. Barlow was responsible for establishing and managing two derivatives trading desks. Since 2007, Mr. Barlow has been advising retail and sophisticated investors, corporate and institutional clients on portfolio management, derivatives, capital raisings and early stage investment opportunities across a variety of industry sectors. He also provides corporate advisory services for unlisted and listed companies, including the structuring of IPO's, reverse takeovers and capital raisings, business strategy, resourcing and investor relations. Mr Barlow holds a Bachelor of Commerce from the University of Western Australia and is a member of the Australian Institute of Company Directors. Mr. Barlow is an independent contractor to the Issuer. He has not entered into a non-competitive or non-disclosure agreement with the Issuer. Mr. Barlow anticipates devoting ten percent (10%) of his time in connection with the management of the Issuer and completion of the Qualifying Transaction.

Michael Edwards, 52, Director

Mr. Edwards is a corporate advisor and geologist with over 20 years' experience in Senior Management in both the private and public sector. He has a Bachelor of Business - B.Bus (Economics and Finance) from Curtin University of Technology and a Bachelor of Science - B.Sci (Geology) from The University of Western Australia. Mr. Edwards spent three years with Barclays Australia in their Corporate Finance department and then 8 years as an Exploration and Mine Geologist with companies such as Gold Mines of Australia, Eagle Mining and International Mineral Resources. Between 2000 and 2010 Mr. Edwards ran his family wine business, Edwards Wines, based in Margaret River. Since 2010, Mr. Edwards has been consulting across a range of industries both as a geologist and corporate advisor, predominantly with companies located in Australia and Africa. Mr. Edwards has been involved in numerous ASX listings, raising seed and IPO capital as well as being intimately involved in several reverse take overs across a range of commodities and industries. Mr. Edwards is an independent contractor to the Issuer. He has not entered into a non-competitive or non-disclosure agreement with the Issuer. Mr. Edwards anticipates devoting ten percent (10%) of his time in connection with the management of the Issuer and completion of the Qualifying Transaction.

Other Reporting Issuer Experience

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

Name of Insider and Reporting Issuer	Name of Exchange or Market	Position	From	To
Steven Pearce				
Little Fish Acquisition I Corp.	TSXV	Director	April 2021	Present
Pure to Pure Beauty Inc.	None	Director	Jan. 2021	Present
Konstantin Lichtenwald				
Banxa Holdings Inc. (formerly, A-Labs Capital I Corp.)	TSXV	CFO	December 2020	Present
		Director	May 2018	December 2020
Little Fish Acquisition I Corp.	TSXV	Director	April 2021	Present
BioCure Technology Inc.	CSE	CFO and Director	March 2018	Present
A-Labs Capital II Corp.	TSXV	Director	December 2019	Present
Fuse Cobalt Inc.	TSXV	Director	September 2019	Present
Temas Resources Corp.	CSE	Director	May 2020	Present
Element79 Gold Corp.	CSE	Director	May 2020	Present
Nickel Rock Resources Inc.	TSXV	CFO	March 2021	Present
Surge Battery Metals Inc.	TSXV	CFO	March 2021	Present
Blackhawk Resource Corp.	CSE	Director	January 2021	February 2021
		CFO	December 2019	January 2021
GBLT Corp.	TSXV	CFO	March 2018	February 2020
Intact Gold Corp.	TSXV	CFO and Director	May 2016	May 2018
TruTrace Technologies Inc. (formerly, Blockstrain Technology Corp)	TSXV	Director	July 2016	July 2018
Yummy Bear Goods Inc. (formerly, Fire River Gold Corp.)	NEX	CFO and Director	February 2016	April 2018
Vantex Resources Ltd.	TSXV	CFO	February 2016	April 2018
Koios Beverage Corp.	CSE	Director	October 2017	November 2019
Playground Ventures Inc. (formerly, Blocplay Entertainment Inc.)	CSE	CFO and Director	January 2018	June 2018
Element Lifestyle Retirement Inc.	TSXV	CFO	March 2018	March 2019

International Cobalt Corp.	TSXV	CFO	September 2019	December 2019
Good Life Networks Inc.	TSXV	CFO	April 2018	July 2019
Global Health Clinics Ltd (formerly, Leo Resources Inc.)	CSE	Director	February 2017	October 2018
Tiller Resources Ltd.	None	Director	July 2015	May 2018
AZN Capital Corp. (formerly, Arcturus Venture Inc.)	TSXV	Director	December 2017	April 2018
Golden Ridge Resources Ltd (formerly, 88 Capital Corp.)	TSXV	Director	February 2016	September 2017
Delta 9 Cannabis Inc. (formerly, SVT Capital Corp.)	TSXV	CFO and Director	January 2016	April 2017
New Energy Metals Corp. (formerly, Darien Resource Development Corp.)	TSXV	CFO	January 2018	February 2018
Michael Edwards				
Firefly Resources Pty Ltd	ASX	Director & Non-Executive Chairman	Oct. 2019	Present
Barra Resources Pty Ltd	ASX	Director & Non-Executive Chairman	August 2021	Present
Auroch Mineral Pty Ltd	ASX	Non-Executive Director	September 2020	Present
DeMem Pty Ltd	ASX	Non-Executive Director	April 2017	Present
Norwood Systems Pty Ltd	ASX	Non-Executive Director	January 2015	Present
Digital Wine Ventures Pty Ltd	ASX	Non-Executive Director	July 2014	October 2019
Esense Pty Ltd	ASX	Non-Executive Director	November 2019	March 2020

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 within 10 years before the date of the Prospectus, has been a director, officer, Insider or Promoter of any other issuer that, (i) while that person was acting in that capacity or (ii) after that person ceased to be acting in that capacity and as a result of an event that occurred while that person was acting in that capacity:

- (a) was subject to a cease trade or similar order or an order that denied the other issuer access to any exemption under Securities Laws that was in effect for a period of more than 30 consecutive days, that was issued after 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 Laws 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 a shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer, has been subject to any penalties or sanctions imposed by a court relating to Securities Laws or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would likely be considered important to a reasonable investor making an investment decision.

Bankruptcies

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

- (a) been a director, officer, Insider or Promoter of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer, Insider, Promoter or shareholder.

Conflict of Interests

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

Audit Committee

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

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

Composition of the Audit Committee

The Issuer has appointed an audit committee consisting of the following three directors: Konstantin Lichtenwald (Chair), Clarke Barlow and Michael Edwards. Clarke Barlow and Michael Edwards are independent of the Issuer for the purposes of Exchange Policy 3.1 and National Instrument 52-110 – *Audit Committees ("NI 52-110")*.

Each of Konstantin Lichtenwald, Clarke Barlow and Michael Edwards have received relevant education in financial literacy and have been involved in public and private enterprises which requires an understanding of, and ability to analyze and assess, financial information.

Further, each member has the requisite education and experience that has provided each member with:

- (a) an understanding of the accounting principles used by the Issuer to prepare the Issuer's financial statements;
- (b) the ability to assess the general application of the above-noted principles in connection with estimates, accruals and reserves;
- (c) 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 Issuer's financial statements, or experience actively supervising individuals engaged in such activities; and

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

For a description of the education and experience of each member that is relevant to the performance of their responsibilities as a member of the audit committee see "*Directors and Officers of the Issuer*" above.

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

Audit Committee Charter and Policies and Procedures

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

External Auditor Service Fees

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

Date	Audit Fees	Audit-Related Fees ⁽¹⁾	Tax Fees ⁽²⁾	All Other Fees ⁽³⁾
August 31, 2021	\$5,250	\$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 Fee.
- (2) Fees charged for tax compliance, tax advice and tax planning services.
- (3) Fees for services other than disclosed in any other column.

EXECUTIVE COMPENSATION

Remuneration

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

- (a) grants of CPC Stock Options as described in "*Options to Purchase Securities*";
- (b) payment for and reimbursement of certain expenses as described in "*Use of Proceeds*"; and
- (c) finder's fees as described in "*Finder's Fees*".

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

DILUTION

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of approximately 20% or \$0.020 per Common Share assuming completion of the Minimum Offering, and approximately 15% or \$0.015 per Common Share assuming completion of the Maximum Offering. Dilution is computed on the basis of total gross proceeds to be raised by this Prospectus and from sales of securities prior to filing this Prospectus, including sales pursuant to the Private Placement, without deduction of commissions or related expenses incurred by the Issuer, or any Common Shares issuable on the exercise of the Agent's Warrant or the Advisor's Warrant, as set forth below:

	Minimum Offering	Maximum Offering
Gross proceeds of prior share issuances, including the Private Placement	\$360,011	\$360,011
Gross proceeds of this Offering	\$250,000	\$500,000
Total gross after the Offering	\$610,011	\$860,011
Offering price per share	\$0.10	\$0.10
Gross proceeds per share after this Offering	\$0.080	\$0.085
Dilution per share to subscriber	\$0.020	\$0.015
Percentage of dilution in relation to offering price	20%	15%

RISK FACTORS

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

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

- (a) the Issuer was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings and shall not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. See "*Corporate Structure*" and "*Business of the Issuer*";
- (b) the directors and officers of the Issuer will devote only a portion of their time to the business and affairs of the Issuer and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See "*Directors, Officers and Promoters*";
- (c) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of approximately 20% or \$0.020 per Common Share assuming completion of the Minimum Offering and approximately 15% or \$0.015 per Common Share assuming the completion of the Maximum Offering. See "*Dilution*";
- (d) there is no market through which the Common Shares may be sold, and purchasers may not be able to resell the Common Shares purchased under this Prospectus. This may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Common Shares, and the extent of issuer regulation;
- (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. See "*Business of the Issuer*";

- (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. See "*Business of the Issuer*";
- (h) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Issuer will be able to successfully complete such transaction. If a Qualifying Transaction is completed, the Issuer cannot be certain and provides no guarantee that the Target Company or Significant Assets will be profitable or ultimately benefit the Issuer's shareholders. See "*Business of the Issuer*";
- (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. See "*Business of the Issuer*";
- (j) unless a shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non-Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Issuer of fair value for the Common Shares;
- (k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Issuer will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Issuer may be reinstated to trading, before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Issuer completing the proposed Qualifying Transaction. See "*Business of the Issuer*";
- (l) trading in the Common Shares of the Issuer may be halted at other times for other reasons, including for failure by the Issuer to submit documents to the Exchange in the time periods required;
- (m) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- (n) in the event that the management, directors or Promoters of the Issuer reside outside of Canada or the Issuer identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management, directors or Promoters who are resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts. Mr. Pearce currently resides in Singapore, and the Issuer may identify businesses or assets of a proposed Qualified Transaction that are non-Canadian, such as Singapore-based businesses or assets;
- (o) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Issuer and this may result in further dilution to the investor, which dilution may be significant, and which may also result in a change of control of the Issuer;
- (p) subject to prior Exchange acceptance, the Issuer may be permitted to loan or advance up to the greater of \$250,000 and 20% of its working capital to a target business without shareholder approval and there can be no assurance that the Issuer will be able to recover that loan. See "*Use of Proceeds*";
- (q) any failure to successfully integrate a business acquired pursuant to the Qualifying Transaction or a failure of such business to benefit the Issuer could have a material adverse effect on the Resulting Issuer's business and results of operations;
- (r) the Issuer is relying solely on the past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Issuer is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Issuer. In such event, the Issuer will seek satisfactory replacements but there can be no guarantee that appropriate personnel may be found. See "*Directors, Officers and Promoters*"; and

- (s) the Issuer may incur additional expenses and delays due to the impact of the global pandemic caused by the COVID-19 pandemic on the capital markets and general market conditions. Such expenses and delays may result in a material adverse impact in with the Issuer's ability to complete its Offering or ability to identify and complete a proposed Qualifying Transaction.

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

LEGAL PROCEEDINGS

There are no legal proceedings to which the Issuer is or was a party or that any of its property is or was subject of nor, to its knowledge, are any such proceedings contemplated.

RELATIONSHIP BETWEEN THE ISSUER AND THE AGENT

The Agent of the Issuer is PI Financial Corp., 1900 – 666 Burrard Street, Vancouver, British Columbia, Canada V6C 3N1.

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

RELATIONSHIP BETWEEN THE ISSUER AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Oziel Law Professional Corporation on behalf of the Issuer, and by MLT Aikins LLP on behalf of the Agent. As of the date hereof, partners of Oziel Law Professional Corporation own, indirectly, 200,000 Common Shares, representing 3.88% of the issued and outstanding Common Shares prior to the Offering and 2.61%, in the case of the Minimum Offering, or 1.97%, in the case of the Maximum Offering, on a non-diluted basis.

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

- (a) beneficially owns, directly or indirectly, any securities of the Issuer or its Associates and Affiliates; or
- (b) is or is expected to be elected, appointed or employed as a senior officer, director, employee or become a Promoter of the Issuer or its Associates or Affiliates.

Shim & Associates LLP, auditors of the Issuer, are independent of the Issuer within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditors

The auditor of the Issuer is Shim & Associates LLP, Chartered Professional Accountants, located at Suite 970, 777 Hornby Street, Vancouver, British Columbia, Canada V6Z 1S4.

Transfer Agent and Registrar

The transfer agent and registrar of the Issuer is Odyssey Trust Company, located at 323-409 Granville Street, Vancouver, British Columbia, Canada V6C 1T2.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

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

MATERIAL CONTRACTS

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

- (a) the Transfer Agent Agreement dated as of September 7, 2021 between the Issuer and the Transfer Agent, by which the Issuer appoints the Transfer Agent to maintain the register of holders and transfers for the Issuer's securities in exchange for the fees and expenses specified in such agreement. See "*Auditors, Transfer Agent and Registrar*";
- (b) the Escrow Agreement dated as of [•], 2021 among the Issuer, the Escrow Agent and certain shareholders of the Issuer. See "*Escrowed Securities*"; and
- (c) the Agency Agreement dated as of [•], 2021 between the Issuer and the Agent. See "*Plan of Distribution*".

Copies of these agreements will be available for inspection at the registered office of the Issuer, located at 230- 997 Seymour Street, Office 9, Vancouver, British Columbia, Canada V6B 3M1, during normal business hours while the Common Shares offered by this Prospectus are in the course of distribution and for a period of 30 calendar days thereafter. Copies of these agreements will also be available on the Issuer's SEDAR profile at www.sedar.com.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts relating to the securities to be offered and not disclosed elsewhere in this Prospectus or are necessary in order for the Prospectus to contain full, true and plain disclosure of all material facts relating to the securities to be offered.

DIVIDEND POLICY

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Oziel Law Professional Corporation, counsel to the Corporation, based on the current provisions of the Tax Act, and the regulations thereunder (in effect on the date hereof), and any specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, provided that the Common Shares are listed on a "designated stock exchange" (as defined in the Tax Act, which currently includes the Exchange) on the date of Closing and subject to the provisions of any particular plan, the Common Shares offered hereby will, on the date of Closing, constitute "qualified investments" under the Tax Act for trusts governed by registered retirement savings plan ("RRSPs"), registered retirement income fund ("RRIFs"), registered education savings plans ("RESPs"), deferred profit sharing plans ("DPSPs"), tax-free savings accounts ("TFSAs"), and registered disability savings plans ("RDSPs"), all as defined in the Tax Act (each an "**Exempt Plan**").

Notwithstanding that the Common Shares will be a qualified investment for a trust governed by an RRSP, RRIF, RESP, RDSP or TFSA, the annuitant under a RRSP or RRIF, the subscriber under an RESP, or the holder under a TFSA or RDSP (as applicable) will be subject to a penalty tax if the Common Shares are a "prohibited investment" in respect of such RRSP, RRIF, RESP, RDSP or TFSA. The Common Shares will not be a "prohibited investment" provided that the holder, annuitant or subscriber (as the case may be) deals at arm's length with the Issuer for the purposes of the Tax Act and does not have a "significant interest" (as defined in the Tax Act) in the Issuer. In addition, the Common Shares will not be a

"prohibited investment" if such shares are "excluded property" (as defined in the Tax Act). Prospective investors who intend to hold Common Shares in an Exempt Plan are urged to consult their own tax advisers as to whether the Common Shares will be a "prohibited investment" in their particular circumstances.

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

FINANCIAL STATEMENTS

The audited financial statements of the Issuer for the period from the date of incorporation (June 1, 2021) to August 31, 2021, are attached as Schedule "B" to this Prospectus.

SCHEDULE "A"
AUDIT COMMITTEE CHARTER
(as attached)

AMG ACQUISITION CORP.
AUDIT COMMITTEE CHARTER

I. MANDATE

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

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

II. STRUCTURE AND OPERATIONS

A. Composition

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

B. Qualifications

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

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

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

C. Appointment and Removal

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

D. Vacancies

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

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

E. Chair

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

F. Sub-Committees

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

G. Meetings

Number of Meetings

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

Quorum

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

Calling of Meetings

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

Minutes; Reporting to the Board

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

Attendance of Non-Members

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

Meeting without Management

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

Procedure

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

III. DUTIES

A. Introduction

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

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

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

B. Powers and Responsibilities

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

General

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

Public Disclosure by the Corporation

- 2) Review the Corporation's annual and quarterly financial statements and management discussion and analysis ("**MD&A**") before the Board approves and the Corporation publicly discloses this information. After completing its review, if advisable, the Committee shall approve and recommend for Board approval the annual or interim financial statements and the related MD&A.
- 3) Review the Corporation's financial reporting procedures and internal controls to be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assessing the adequacy of those procedures.
- 4) Review any disclosures made to the Committee by the Corporation's Chief Executive Officer or Chief Financial Officer during their certification process of the Corporation's financial statements about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Corporation's internal controls.

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

Preparation of Financial Statements

- 6) Discuss with management and the Auditor significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including any significant changes in the Corporation's selection or application of accounting principles, any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies.
- 7) Discuss with management and the Auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Corporation's financial statements.
- 8) Discuss with management the Corporation's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Corporation's risk assessment and risk management policies.

Independence of Auditor

- 9) The Committee shall review and, if advisable, select and recommend for Board approval the Auditors to be nominated and the compensation of such Auditor. The Committee shall have ultimate authority to approve all audit engagement terms and fees, including the Auditors' audit plan.
- 10) Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor and, if necessary, obtain a formal written statement from the Auditor setting forth all relationships between the Auditor and the Corporation, consistent with Independence Standards Board Standard 1.
- 11) Take, or recommend that the Board take, appropriate action to oversee the independence of the Auditor.

Performance & Completion by Auditor of its Work

- 12) Be directly responsible for the oversight of the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work.
- 13) Pre-approve all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Corporation by the Auditor unless such non-audit services:
 - (a) which are not pre-approved, are reasonably expected not to constitute, in the aggregate, more than 5% of the total amount of revenues paid by the Corporation to the Auditor during the fiscal year in which the non-audit services are provided;
 - (b) were not recognized by the Corporation at the time of the engagement to be non-audit services; and
 - (c) are promptly brought to the attention of the Committee by Management and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee.

Internal Financial Controls & Operations of the Corporation

- 14) Review the Corporation's system of internal controls.
- 15) Establish procedures and maintain appropriate systems of internal controls in accordance with Applicable Requirements, including internal controls over financial reporting and disclosure to review and evaluate and approve these procedures. At least annually, the Committee shall consider and review, where appropriate, procedures for:
 - (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters;
 - (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;
 - (c) the Corporation's fraud prevention and detection program, including deficiencies in internal controls that may impact the integrity of financial information, or may expose the Corporation to other significant internal or external fraud losses and the extent of those losses and any disciplinary action in respect of fraud taken against management or other employees who have a significant role in financial reporting; and
 - (d) the effectiveness of, or weaknesses or deficiencies in: the design or operation of the Corporation's internal controls (including computerized information system controls and security); the overall control environment for managing business risks; and accounting, financial and disclosure controls (including, without limitation, controls over financial reporting), non-financial controls, and legal and regulatory controls and the impact of any identified weaknesses in internal controls on management's conclusions.
- 16) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditor of the Corporation.

Manner of Carrying Out its Mandate

- 17) Consult, to the extent it deems necessary or appropriate, with the Auditor but without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements.
- 18) Request any officer or employee of the Corporation or the Corporation's outside counsel or Auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
- 19) Meet, to the extent it deems necessary or appropriate, with Management and the Auditor in separate executive sessions at least quarterly.
- 20) Make regular reports to the Board.
- 21) Annually review the Committee's own performance.
- 22) Provide an open avenue of communication among the Auditor and the Board.
- 23) Not delegate these responsibilities other than to one or more independent members of the Committee the authority to pre-approve, which the Committee must ratify at its next meeting, non-audit services to be provided by the Auditor.

C. Disclosure by the Committee

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

D. Authority

The Committee shall have the authority:

- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) to set and pay the compensation for any advisors employed by the Committee; and
- (c) to communicate directly with the internal and external auditors.

E. Limitation of Committee's Role

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

F. Compliance with Legal and Regulatory Requirements

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

G. Annual Charter Review

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

SCHEDULE "B"
AUDITED FINANCIAL STATEMENTS
(as attached)

AMG ACQUISITION CORP.

(A Capital Pool Company)

Financial Statements

For the period from Date of Incorporation (June 1, 2021)
to August 31, 2021

(Expressed in Canadian dollars)



SHIM & Associates LLP
Chartered Professional Accountants
Suite 970 – 777 Hornby Street
Vancouver, B.C. V6Z 1S4
T: 604 559 3511 | F: 604 559 3501

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of AMG Acquisition Corp.

Opinion

We have audited the accompanying financial statements of AMG Acquisition Corp. (the Company), which comprise the statement of financial position as at 31 August 2021, and the statements of net and comprehensive loss, changes in shareholders' equity and cash flows for the period from the date of incorporation on 1 June 2021 to 31 August 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 31 August 2021, and its financial performance and cash flows for the period from the date of incorporation on 1 June 2021 to 31 August 2021 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS).

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the financial statements, which indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information comprises the information, other than the financial statements and our auditors' report thereon, in the Company's Prospectus.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information, and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

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

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

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

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

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

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 scepticism throughout the audit. We also:

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Dong H. Shim.

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, Canada

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AMG ACQUISITION CORP.
(A Capital Pool Company)
Statement of financial position
(Expressed in Canadian dollars)

	August 31, 2021 \$
Assets	
Current assets	
Cash (Note 4)	327,372
Total assets	327,372
Liabilities and shareholders' equity	
Current liabilities	
Accounts payable and accrued liabilities	5,250
Shareholders' equity	
Share capital (Note 5)	145,001
Subscriptions received in advance (Notes 5 and 9)	184,996
Deficit	(7,875)
Total shareholders' equity	322,122
Total liabilities and shareholders' equity	327,372

Nature of operations and going concern (Note 1)
Subsequent events (Note 9)

Approved and authorized for issuance on behalf of the Board of Directors on November 8, 2021 by:

/s/ Konstantin Lichtenwald
Konstantin Lichtenwald, Director

/s/ Steven Pearce
Steven Pearce, Director

(The accompanying notes are an integral part of these financial statements)

AMG ACQUISITION CORP.**(A Capital Pool Company)**

Statement of net and comprehensive loss

(Expressed in Canadian dollars)

	June 1, 2021 (Incorporation) to August 31, 2021 \$
Expenses	
Filing fees	2,625
Professional fees	5,250
Net and comprehensive loss for the period	7,875
Net loss per share, basic and diluted	0.00
Weighted average shares outstanding, basic and diluted	2,393,423

(The accompanying notes are an integral part of these financial statements)

AMG ACQUISITION CORP.**(A Capital Pool Company)**Statement of changes in shareholders' equity
(Expressed in Canadian dollars)

	Share capital		Obligations to issue	Deficit	Total shareholders' equity
	Number of shares	Amount \$	shares \$	\$	\$
Balance, June 1, 2021 (date of incorporation)	-	-	-	-	-
Shares issued for cash	2,900,020	145,001	-	-	145,001
Share subscriptions received in advance (Notes 5 and 9)	-	-	184,996	-	184,996
Net loss for the period	-	-	-	(7,875)	(7,875)
Balance, August 31, 2021	2,900,020	145,001	184,996	(7,875)	322,122

(The accompanying notes are an integral part of these financial statements)

AMG ACQUISITION CORP.
(A Capital Pool Company)
Statement of cash flows
(Expressed in Canadian dollars)

	June 1, 2021 (date of incorporation) to August 31, 2021 \$
Operating activities	
Net loss for the period	(7,875)
Changes in non-cash working capital:	
Accounts payable and accrued liabilities	5,250
Net cash used in operating activities	(2,625)
Financing activities	
Issuance of common shares	145,001
Share subscriptions received in advance	184,996
Net cash provided by financing activities	329,997
Increase in cash, being cash end of period	327,372

(The accompanying notes are an integral part of these financial statements)

AMG ACQUISITION CORP.

(A Capital Pool Company)

Notes to the financial statements

For the Period from Date of Incorporation (June 1, 2021) to August 31, 2021

(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

AMG Acquisition Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on June 1, 2021. The Company is classified as a Capital Pool Company ("CPC") while the principal business is the identification and evaluation of assets or a business (the "Qualifying Transaction" ("QT")) and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

There is no assurance that the Company will identify a Qualifying Transaction within the time limitations permissible under the policies of the Exchange, at which time the Exchange may suspend or delist the Company's shares from trading.

The registered and head office of the Company is located at 230-997 Seymour Street, Office 9, Vancouver, British Columbia V6B 3M1.

These financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. As at August 31, 2021, the Company has not generated any revenues from operations and has an accumulated deficit of \$7,875. The Company expects to incur further losses in the development of its business, all of which casts significant doubt about the Company's ability to continue as a going concern. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments to the carrying values of assets and liabilities, the reported expenses, and the balance sheet classifications used that may be necessary if the Company is unable to continue as a going concern.

In March 2020, the World Health Organization declared a global pandemic related to the virus known as COVID-19. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, economies, and financial markets globally, potentially leading to an economic downturn. It has also disrupted the normal operations of many businesses. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time. The pandemic might affect the Company's ability to raise capital or complete a Qualifying Transaction as required by the Exchange's Policies.

2. BASIS OF PRESENTATION

Statement of Compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretation Committee.

Basis of Preparation

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

AMG ACQUISITION CORP.
(A Capital Pool Company)

Notes to the financial statements

For the Period from Date of Incorporation (June 1, 2021) to August 31, 2021

(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION (Cont'd)

Significant Accounting Judgments, Estimates and Assumptions

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods. There have been no significant judgments made by management in the application of IFRS that have a significant effect on these financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards within the framework of the significant accounting policies described below:

Financial Instruments

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

i) Financial assets

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

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

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

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

AMG ACQUISITION CORP.

(A Capital Pool Company)

Notes to the financial statements

For the Period from Date of Incorporation (June 1, 2021) to August 31, 2021

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial Instruments (Cont'd)

i) Financial assets (Cont'd)

Measurement

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

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

- **Amortized cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included as finance income using the effective interest rate method.
- **Fair value through OCI (FVOCI):** Debt instruments that are held for collection of contractual cash flows and for selling the debt instruments, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains and losses, interest revenue, and foreign exchange gains and losses which are recognized in profit or loss. When the debt instrument is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). Interest income from these debt instruments is included as finance income using the effective interest rate method.
- **Fair value through profit or loss:** Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on an investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net as revenue in the statement of loss and comprehensive loss in the period in which it arises.

AMG ACQUISITION CORP.
(A Capital Pool Company)

Notes to the financial statements

For the Period from Date of Incorporation (June 1, 2021) to August 31, 2021

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial Instruments (Cont'd)

ii) Financial liabilities

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

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

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

Related Parties

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties may be individuals or corporate entities.

A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Deferred Taxes

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

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

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

4. CASH RESTRICTION

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than \$3,000 per month may be used for administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the Exchange Policy 2.4.

AMG ACQUISITION CORP.
(A Capital Pool Company)

Notes to the financial statements

For the Period from Date of Incorporation (June 1, 2021) to August 31, 2021

(Expressed in Canadian dollars)

5. SHARE CAPITAL

Authorized Share Capital

Unlimited common shares, without par value.

Share Issuances

During the year ended August 31, 2021, the Company issued 2,900,020 common shares at \$0.05 per share for total proceeds of \$145,001.

Seed shares issued below the Initial Public Offering (“IPO”) price, shares acquired from treasury by non-arm’s length parties to the CPC and CPC stock options and shares issued on exercise of stock options, which were granted before the IPO and at an exercise price less than the IPO price, are all subject to a CPC Escrow Agreement. Under the CPC Escrow Agreement, 25% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin (the “Initial Release”) and an additional 25% will be released on the dates 6, 12, and 18 months following the Initial Release. Shares acquired by the Pro Group at or above the IPO price and shares acquired by a Control Person in the secondary market are not subject to the CPC Escrow Agreement.

All of the currently issued and outstanding common shares, being 2,900,020 common shares, will be deposited in escrow pursuant to the CPC Escrow Agreement.

Share Subscriptions Received in Advance

At August 31, 2021, the Company received \$184,996 in advance related to a non-brokered private placement that closed in September 2021 (Note 9).

6. TRANSACTIONS WITH RELATED PARTIES

During the year ended August 31, 2021, there was no related party transaction. There was no compensation to key management personnel.

AMG ACQUISITION CORP.
(A Capital Pool Company)

Notes to the financial statements

For the Period from Date of Incorporation (June 1, 2021) to August 31, 2021

(Expressed in Canadian dollars)

7. INCOME TAXES

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

	2021
	\$
Loss before income taxes	(7,875)
Expected income tax (recovery)	(2,126)
Deferred tax assets not recognized	2,126
Total income tax recovery	-

The significant components of the Company's deferred income tax assets that have not been included on the statement of financial position are as follows:

	2021
	\$
Deferred income tax assets:	
Non-capital loss carry-forwards	2,126
	2,126
Unrecognized deferred tax assets	(2,126)
Net deferred tax assets	-

The tax pools relating to these deductible temporary differences expire as follows:

	Expiry Date Range
Temporary Differences	
Non-capital losses available for future period (Canada)	2041

8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

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

The Company includes share capital in the definition of capital.

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

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

AMG ACQUISITION CORP.
(A Capital Pool Company)

Notes to the financial statements

For the Period from Date of Incorporation (June 1, 2021) to August 31, 2021

(Expressed in Canadian dollars)

8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Cont'd)

Risk Disclosures and Fair Values

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

Liquidity Risk

As at August 31, 2021, the Company had accounts payable and accrued liabilities of \$5,250 due within 12 months and had cash of \$327,372 to meet its current obligations. As a result, the Company has minimal liquidity risk.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Company's cash balance is held in trust with the Company's legal counsel. As such, the Company believes it has no significant credit risk as at August 31, 2021.

9. SUBSEQUENT EVENTS

On September 7, 2021, The Company issued 200,000 common shares at a price of \$0.05 per share for proceeds of \$10,000.

In September 2021, the Company closed a non-brokered private placement consisting of 2,050,100 common shares at a price of \$0.10 per share for gross proceeds of \$205,010 (Note 5). The Company also agreed to pay a finder's fee of 8% in cash and 8% in warrants for the proceeds raised by the finders in connection with the private placement, where each warrant entitles the holder to purchase an additional share for a period of two years from closing, at a price of \$0.10 per share.

The Company intends to file a prospectus with the securities regulatory authorities in the provinces of Alberta and British Columbia, and pursuant to an engagement letter that the Company entered into on October 15, 2021 with PI Financial Corp. (the "Agent"), to offer a minimum of 2,500,000 common shares and a maximum of 5,000,000 common shares at \$0.10 (the "Offering") per share to the public for gross proceeds of a minimum of \$250,000 and a maximum of \$500,000 (before transaction costs). The Agent will be granted options to purchase up to 10% of the total common shares sold under the offering at a price of \$0.10 per share and expiring 60 months from the date on which the common shares of the Company are listed on the TSX Venture Exchange.

The Company will pay the agent a cash commission equal to 10% of the gross proceeds, up to \$15,000 for agent's designated legal counsel plus disbursements and taxes, and a non-refundable corporate work fee of \$15,000 plus applicable taxes.

CERTIFICATE OF THE ISSUER

Dated: November 8, 2021

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

(signed) "*Steven Pearce*"

(signed) "*Konstantin Lichtenwald*"

By: Steven Pearce
Chief Executive Officer

By: Konstantin Lichtenwald
Chief Financial Officer and Corporate Secretary

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) "*Clarke Barlow*"

(signed) "*Michael Edwards*"

By: Clarke Barlow
Director

By: Michael Edwards
Director

CERTIFICATE OF THE AGENT

Dated: November 8, 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 British Columbia and Alberta.

PI FINANCIAL CORP.

(signed) "*Jim Locke*"

By: Jim Locke
Vice President, Investment Banking