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.

PROSPECTUS

Initial Public Offering **March 21, 2023**

Argo Opportunity Corp.
(a Capital Pool Company)

Minimum Offering: $300,000 or 3,000,000 Common Shares
Maximum Offering: $350,000 or 3,500,000 Common Shares
Price: $0.10 per Common Share

The purpose of this offering is to provide Argo Opportunity 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 (as defined 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 (as defined herein) 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 (as defined herein), 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 Corporation” and “Use of Proceeds”.

The Issuer hereby offers through its agent, Integral Wealth Securities Limited (the "Agent"), 3,500,000 common shares in the capital of the Issuer (the "Common Shares") at a price of $0.10 per Common Share for gross proceeds of $350,000. This prospectus qualifies the distribution of 3,500,000 Common Shares (the “Offering”).

	Common Shares	**Price to the Public**	**Agent's Commission**(1)	**Net Proceeds to the Issuer**(2)
Per Common Share	1	$0.10	$0.01	$0.09
Minimum Offering(3)	3,000,000	$300,000	$30,000	$270,000
Maximum Offering(3)	3,500,000	$350,000	$35,000	$315,000

Notes:

(1) Pursuant to the Agency Agreement (as defined herein), the Agent has agreed to act as the agent of the Issuer in connection with the Offering, and will receive a commission of 10% of the gross proceeds of this Offering. In addition, the Agent will receive a corporate finance fee of $10,000, which is non-refundable, and be reimbursed by the Issuer for its reasonable expenses and legal fees (which are to be capped at $40,000 plus taxes and disbursements). The Issuer will also grant to the Agent, and to any sub-agents as the Agent may direct, upon completion of the Offering, non-transferable options to purchase up to 350,000 Common Shares at a price of $0.10 per Common Share, which may be exercised for a period of 5 years from the date of listing of the Common Shares on the Exchange (the "Agent’s Options"), which options are qualified for distribution under this prospectus. See "Plan of Distribution".

(2) Before deducting the expenses of this Offering, estimated at $160,000 including the listing fee payable to the Exchange, and excluding the Agent’s commission. See "Use of Proceeds".

(3) Not including the Common Shares to be issued in connection with any exercise of Agent’s Options.

This Offering is made on a commercially reasonable efforts basis only by the Agent and is subject to receipt by the Issuer of a minimum subscription of 3,000,000 Common Shares for total gross proceeds to the Issuer of $300,000. The offering price of the Common Shares was determined by negotiation between the Issuer and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement and will not be released until a minimum of $300,000 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 consented to by persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "Plan of Distribution".

The Issuer is a “connected issuer” of the Agent for the purposes of National Instrument 33-105 – *Underwriting Conflicts* (“NI 33-105”) on the bases that (i) John Gibson, the Chief Executive Officer of the Agent, is also a Director on the Board of Directors of the Issuer; and (ii) members of the Agent’s professional group (as defined in NI 33-105) presently hold 1,800,000 Common Shares, representing 60% of the Issuer’s issued and outstanding Common Shares prior to completion of the Offering. All of these Common Shares were acquired at a price of $0.05 per Common Share. These Common Shares will

be subject to the Escrow Agreement, (as defined herein). See "Prior Sales", "Plan of Distribution", "Escrowed Securities" and "Relationship Between the Corporation and the Agent".

Market for Securities

There is currently no market through which these securities may be sold and purchasers may not be able to resell securities purchased under this prospectus. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities 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 of the listing requirements of the Exchange, including distribution of such Common Shares to a minimum number of public shareholders.

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

Other than the initial distribution of the Common Shares pursuant to this prospectus and the grant of the Agent's 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 regulatory authority 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* in and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

Risk Factors

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

Maximum Investment

Pursuant to the CPC Policy, 75%, or 2,250,000 of the total number of Common Shares offered under this prospectus in the event of the Minimum Offering or 2,625,000 of the total number of Common Shares offered under this prospectus in the event 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%, or 60,000 of the total number of Common Shares offered under this prospectus in the event of the Minimum Offering ($6,000) or 70,000 of the total number of Common Shares offered under this prospectus in the event of the Maximum Offering ($7,000); 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 (as hereinafter defined) and Affiliates (as hereinafter defined), is 4%, or 120,000 Common Shares offered under this prospectus in the event of the Minimum Offering ($12,000) or 140,000 of the total number of Common Shares offered under this prospectus in the event of the Maximum Offering ($14,000).

Receipt of Subscriptions

The Agent hereby offers for sale, on a commercially reasonable efforts agency basis as Agent on behalf of the Issuer, 3,500,000 Common Shares at a price of $0.10 per Common Share. The Common Shares are conditionally offered, subject to prior sale, if, as and when issued by the Issuer, and in accordance with the conditions contained in the Agency Agreement and subject to the approval by Aluvion Professional Corporation, on behalf of the Issuer, and by CC Corporate Counsel Professional Corporation, on behalf of the Agent, of such legal matters for which approval is specifically sought by the Issuer and 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. It is expected that share certificates or similar entitlements evidencing the Common Shares in definitive form will be available for delivery at the closing of the Offering unless the Agent elects for delivery in electronic book entry form through CDS Clearing and Depository Services Inc. ("CDS") or its nominee. If delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

Integral Wealth Securities Limited
181 University Ave Suite 1600
Toronto, ON
M5H 3M7

TABLE OF CONTENTS

GLOSSARY

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

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

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

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

A Company is "controlled" by a Person if:

(a) Voting 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 an agency agreement dated March 21, 2023, between the Corporation and the Agent.

"Agent" means Integral Wealth Securities Limited at its office in the City of Toronto, in the Province of Ontario.

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

"Aggregate Pro Group" has the meaning ascribed to such term in Exchange Policy 1.1 - *Interpretation*.

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

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

(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.

"Closing" means the completion of the Offering.

"Common Shares" means the common shares in the capital of the Corporation.

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

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

"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 Shares of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.

"Corporation" means Argo Opportunity Corp.

"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 in 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 Corporation 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 Corporation and the Significant Assets.

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

"**CPC Stock Options**" means options to purchase Common Shares of the Corporation which may be granted by the Corporation in accordance with the CPC Policy, and "**CPC Stock Option**" means any one of them.

"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.

"Escrow Agreement" means the escrow agreement dated January 6, 2023, among the Corporation, Odyssey Trust Company and certain shareholders of the Corporation.

"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.

"Insider" if used in relation to an issuer, means:

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

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

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

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

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

"Listing Date" means the date that 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 Shareholders of the Corporation, or by the written consent of Shareholders holding more than 50% of the issued listed shares of the Corporation, provided that the listed shares 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 Corporation;

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

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

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

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

"Member" has the meaning ascribed to such term in Exchange Policy 1.1 - *Interpretation.*

"NEX" means the NEX trading board of the Exchange.

"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 the subject of the proposed Qualifying Transaction.

"Offering" means the offering of a minimum of 3,000,000 and a maximum of 3,500,000 Common Shares pursuant to 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 initial public offering ("IPO") prospectus or the date of the bulletin issued by the Exchange that evidences the final Exchange acceptance of a transaction (the "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;

(d) a 10% holder - a Person that

(i) holds securities carrying more that 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.

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

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

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

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

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

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

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

(b) the parties to the Qualifying Transaction;

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

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

"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 an issuer.

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

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

"Sponsor" has the meaning specified in Exchange Policy 1.1 – *Interpretation.*

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

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

PROSPECTUS SUMMARY

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

ISSUER:	The Corporation was incorporated on May 26, 2021 pursuant to the *Canada Business Corporations Act*. See "The Corporation".
OFFERING:	A minimum of 3,000,000 Common Shares and a maximum of 3,500,000 Common Shares in the capital of the Corporation are being offered under this prospectus at a price of $0.10 per Common Share for minimum gross proceeds of $300,000 and maximum gross proceeds of $350,000. This Offering is being made on a commercially reasonable efforts basis by the Agent. The Corporation also intends to grant the Agent's Options permitting the Agent to purchase the equivalent of 10% of the aggregate number of Common Shares sold pursuant to the Offering (being 300,000 Common Shares if the Minimum Offering is subscribed for and 350,000 Common Shares if the Maximum Offering is subscribed for) at a price of $0.10 per Common Shares for a period of 5 years from the date of the listing of the Common Shares on the Exchange. The Agent's Options are also qualified for distribution under this prospectus. See "Plan of Distribution".
BUSINESS OF THE CORPORATION:	The Corporation is a Capital Pool Company created pursuant to the CPC Policy. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be approved by 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 the CPC Policy. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets and businesses with a view to completing a Qualifying Transaction. To date, the Corporation has not yet identified a company or assets for a Qualifying Transaction. Furthermore, the Corporation has not entered into an Agreement in Principle. See "Business of the Corporation" and "Use of Proceeds".
USE OF PROCEEDS:	Assuming completion of the Offering, the net proceeds thereof and the proceeds from prior sales of Common Shares to the Corporation will be a minimum of $270,000 and a maximum of $315,000 (after deduction of the Agent's commission for the Offering but before deduction of the expenses of the Offering estimated to be $130,000). The net proceeds of this Offering will be used to provide the Corporation 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 Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. See "Use of Proceeds" for details of the restrictions and prohibitions on the Corporation's use of funds.

DIRECTORS & MANAGEMENT:	Michele (Mike) Nino Marrandino - Chief Executive Officer, Chief Financial Officer, President, Secretary, Director and Promoter David Franklin - Director Mark Fekete - Director John Gibson - Director See "Directors, Officers and Promoters".	
ESCROWED SHARES:	All of the currently issued and outstanding Common Shares of the Corporation, being 3,000,000 Common Shares, will be deposited in escrow pursuant to the Escrow Agreement and will be released from escrow in stages over a period of up to 18 months from the date of the Final QT Exchange Bulletin. The total number of Common Shares to be held in escrow subject to the Escrow Agreement is 3,000,000 Common Shares. See "Escrowed Securities".	

RISK FACTORS:

There is currently no established market for the Common Shares. An investment in the Common Shares offered by this prospectus is highly speculative due to the nature of the Corporation's business and its present stage of development. This Offering is suitable only to those investors who are prepared to rely entirely on the directors and management of the Corporation and who can afford to risk the loss of their entire investment.

The Corporation was incorporated on May 26, 2021, and does not have any business operations or assets other than cash and other assets disclosed in the financial statements included in this prospectus. It has not entered into an Agreement in Principle as defined in the CPC Policy and does not have a history of earnings nor has it paid any dividends and will not generate any earnings or pay any dividends before Completion of the Qualifying Transaction.

If the Corporation identifies a suitable business or asset, the Exchange may not approve the transaction as a Qualifying Transaction or management may determine that market conditions make the terms of the acquisition uneconomic. Furthermore, the Corporation may require additional financing to both secure and exploit the business or asset and there is no guarantee that such financing will be available.

If the Corporation fails to complete a Qualifying Transaction acceptable to the Exchange within 24 months of the date of listing on the Exchange, or if the Corporation fails to comply with the Exchange's listing maintenance requirements, the Common Shares may be suspended from trading or delisted.

An acquisition financed by the issuance of treasury shares could result in a change in the control of the Corporation and may cause the shareholders' interest in the Corporation to be further diluted.

Without limiting the generality of the foregoing, this Offering is only suitable for those investors who are willing to rely solely on the directors and management of the Corporation and who are prepared to risk a loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of approximately 25% or $0.025 per Common Share, assuming completion of the Minimum Offering and 23.08% or $0.02308 per Common Share, assuming completion of the Maximum Offering, before the deduction of selling commissions or related expenses of the Offering.

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 Corporation 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 Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

The Qualifying Transaction may involve the acquisition of businesses or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers, and experts outside of Canada and it may not be possible to enforce against such Persons judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. See "Business of the Corporation", "Risk Factors" and "Conflicts of Interest".

THE CORPORATION

Name and Incorporation

The Corporation, "Argo Opportunity Corp.", was incorporated on May 26, 2021, under the *Canada Business Corporations Act*. The authorized share capital of the Corporation consists of an unlimited number of common shares. At the date hereof, before giving effect to the Offering, the Corporation had 3,000,000 common shares issued and outstanding.

Place of Business

The principal office of the Corporation is located at P.O. Box 3566 Stn Terminal, Vancouver, British Columbia, V6B 3Y6. The registered office of the Corporation is located at 70 University Avenue, Suite 1460, Toronto, Ontario, M5J 2M4.

BUSINESS OF THE CORPORATION

Preliminary Expenses

To date, the Corporation has raised $150,000 through the sale of 3,000,000 Common Shares. See "Prior Sales" and "Capitalization". As at the date hereof, the Corporation has incurred or accrued preliminary expenses with respect to the incorporation and organization of the Corporation, legal, accounting, audit and translation fees and expenses in the aggregate amount of approximately $86,837. Part of the net proceeds of the Offering will be utilized to satisfy additional obligations of the Corporation related to this Offering, including the expenses of its auditor, legal fees, fees of the Agent and its legal counsel, and fees of the Exchange and securities regulatory authorities. See "Use of Proceeds".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation is a CPC created pursuant to the CPC Policy. The Corporation 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. To date, the Corporation has not conducted commercial operations. The Corporation currently intends to pursue a Qualifying Transaction in the field of growth oriented operating companies but there is no assurance that this will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following Completion of the Qualifying Transaction.

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

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

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

Method of Financing

The Corporation may use cash, bank financing and the issuance of treasury shares either by way of private placement or public offering or some combination thereof for the purpose of financing its proposed Qualifying Transaction. **A Qualifying Transaction financed by the issue of treasury shares could result in a change in control of the Corporation and may cause the shareholders' interest in the Corporation to be further diluted.**

Criteria for a Qualifying Transaction

The board of directors of the Corporation 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 Corporation and will exercise the care, diligence and skill that a reasonably prudent Person would exercise in comparable circumstances. All potential acquisitions will be screened initially by management of the Corporation. The board of directors of the Corporation will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of the directors.

Filings and Shareholder Approval of a Non-Arm's Length Qualifying Transaction

Upon the Corporation reaching a Qualifying Transaction Agreement, the Corporation must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Corporation's Common Shares until the filing requirements of the Exchange have been satisfied as set forth under "Trading Halts, Suspension and Delisting". Within 75 days after the issuance of such news release, the Corporation shall be required to submit for review to the Exchange a Disclosure Document that complies with the Exchange requirements containing prospectus level disclosure of the Significant Assets of the Corporation, assuming Completion of the Qualifying Transaction. Where the proposed Qualifying Transaction is a Non-Arm's Length Qualifying Transaction, the Corporation 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 Corporation 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 Corporation 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 Corporation must file the final CPC Filing Statement or Prospectus on SEDAR at least seven (7) business days prior to:

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

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

(b) where shareholder approval is required and is to be obtained at a meeting of shareholders, the Corporation 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 Corporation will file on SEDAR the final Disclosure Document.

If required by the Exchange, the Corporation 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 Corporation 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 or otherwise required to be filed with the Exchange pursuant to the CPC Policy.

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

Initial Listing Requirements

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

Trading Halts, Suspension and Delisting

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

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

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

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

A trading halt may also be imposed by the Exchange where the Corporation fails to file the supporting documents relating to the Qualifying Transaction within a period of 75 days after public announcement of the Qualifying Transaction Agreement or if the CPC 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 Corporation are delisted by the Exchange, then within 90 days from the date of such delisting, the Corporation shall wind up and liquidate its assets pursuant to the *Canada Business Corporation Act* and shall make a pro rata distribution of its remaining assets to its shareholders, unless, within that 90 day period and pursuant to a majority vote of shareholders, exclusive of the vote of Non-Arm's Length Parties to the Corporation, the shareholders determine to deal with the issuer and its remaining assets in some other manner. See "Filings and Shareholder Approval of Non-Arm's Length Qualifying Transaction."

Refusal of a Qualifying Transaction

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

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

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

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

USE OF PROCEEDS

Proceeds and Principal Purposes

(a) The gross proceeds received by the Corporation from the sale of 3,000,000 Common Shares prior to the date of this prospectus amounted to $150,000.

(b) The Corporation has incurred expenses and costs in the aggregate amount of approximately $3,500 with respect to the issue of Common Shares referred to in (a) above.

(c) The gross proceeds to be received by the Corporation from the sale of 3,000,000 Common Shares offered by this prospectus will be $300,000 assuming the Minimum Offering is fully subscribed, and the gross proceeds to be received by the Corporation from the sale of 3,500,000 Common Shares offered by this prospectus will be $350,000, assuming the Maximum Offering is fully subscribed.

(d) The expenses and costs, including the Agent's commission, in connection with and related to the Offering incurred to date and expected to be incurred in the future will total approximately $204,574 assuming the Minimum Offering is fully subscribed, or $209,574 assuming the Maximum Offering is fully subscribed.

(e) The Corporation expects the gross proceeds available to it from (i) the sale of Common Shares distributed under this prospectus, and (ii) the prior sale of Common Shares, will be $450,000 assuming the Minimum Offering is fully subscribed and $500,000, assuming the Maximum Offering is fully subscribed.

The following table indicates the principal uses to which the Corporation proposes to apply the funds available to it upon the completion of this Offering:

Proceeds to the Corporation	Minimum Offering	Maximum Offering
Cash proceeds raised from the sale of Common Shares prior to this Offering(1)	$150,000	$150,000
Expenses and costs relating to raising the cash proceeds above	$3,500	$3,500
Cash proceeds to be raised pursuant to this Offering(2)	$300,000	$350,000
Costs and expenses associated with this Offering (including listing fees, Agent's commission, legal fees and audit fees) (3)		
Filing Fees	$42,885	$42,885

Accounting	$11,597	$11,597
Audit	$36,820	$36,820
French Translation Fees:		
(a) Financial Statements	$7,827	$7,827
(b) Prospectus	$10,801	$10,801
Legal Fees	$39,644	$39,644
Agent Fees:		
(a) Non-refundable administration fee	$10,000	$10,000
(b) Legal Counsel Fees	$15,000	$15,000
(c) Commission (10%)	$30,000	$35,000
Total:	**$204,574**	**$209,574**
Estimated funds available (on completion of the Offering)	**$241,926**	**$286,926**
Estimated funds available for identifying and evaluating assets or business[4]	$241,926	$286,926
Estimated general and administrative expenses until Completion of a Qualifying Transaction	$50,000	$50,000
TOTAL NET PROCEEDS	$191,926	$236,926

Notes:

(1) See "Prior Sales".

(2) In the event the Agent’s Option is exercised in full, there will be available to the Corporation an additional $30,000 in the case of the Minimum Offering or $35,000 in the case of the Maximum Offering, which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.

(3) This amount does not include the expenses and costs relating to raising the cash proceeds from the sale of Common Shares prior to the Offering, identified as $3,500 in the chart.

(4) In the event that the Corporation enters into a Qualifying Transaction Agreement prior to spending the estimated funds available of $241,926 (where the Minimum Offering is subscribed), or $286,926 (where the Maximum Offering is subscribed) on 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.

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

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

Permitted Use of Funds

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

(a) reasonable expenses relating to the Corporation’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 Corporation (not exceeding in aggregate $3,000 per month), including:

(i) office supplies, office rent and related utilities;

(ii) equipment leases;

(iii) fees for legal services; and

(iv) fees for accounting and advisory services;

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

(i) valuations or appraisals;

(ii) business plans;

(iii) feasibility studies and technical assessments;

(iv) sponsorship reports;

(v) engineering and geological reports;

(vi) financial statements;

(vii) fees for legal services; and

(viii) fees for accounting, assurance and audit services; and

(d) agents' and finders' fees, costs and commissions;

(e) assurance and audit fees of the Corporation;

(f) escrow agent and transfer agent fees of the Corporation; and

(g) regulatory filing fees of the Corporation.

In addition, a maximum aggregate amount of $25,000 may be advanced as a non-refundable deposit or unsecured loan by the Corporation 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 Corporation 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 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 Corporation does not exceed a maximum of $250,000 in aggregate unless the aggregate amount advanced from the Corporation to the Target Company or the Vendor(s) does not represent more than 20% of the working capital of the Corporation.

Private Placements for Cash

After the closing of this Offering and until the Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to Completion of the Qualifying Transaction, the Exchange generally will not accept a private placement by the Corporation 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 Options. Subject to certain limited exceptions, any Common Shares issued pursuant to such a private placement to Non-Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non-Arm's Length Parties

Except as described under "Options to Purchase Securities" and "Permitted Use of Funds", the Corporation has not made, and until 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 Corporation or 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 Corporation or the securities of the Corporation or any Resulting Issuer, by any means, including:

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

(b) deposits and similar payments.

Further, no such payments will be made by the Corporation or by any other Person on or after the Completion of the Qualifying Transaction if such payments relate to services rendered or obligations incurred prior to or in connection with the Qualifying Transaction.

Notwithstanding the above, the Corporation may pay or reimburse a Non-Arm's Length Party to the Corporation for reasonable general and administrative expenses of the Corporation (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 related to a proposed Qualifying Transaction, and the Corporation may also reimburse a Non-Arm's Length Party to the Corporation for reasonable out-of-pocket expenses incurred in pursuing the business of the Corporation 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 Completion of the Qualifying Transaction.

Finder’s Fees

Upon completion of the Qualifying Transaction, the Corporation 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 Corporation; and

(b) to a Non-Arm’s Length Party to the Corporation, 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 Corporation and an existing public company;

(iii) the finder’s fee is payable in the form of cash, Common Shares and/or Common Share purchase 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 Corporation or by the written consent of shareholders of the Corporation 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 between the Corporation and the Agent, the Corporation has appointed the Agent as its agent to offer for distribution to the public, on a commercially reasonable efforts basis, between 3,000,000 and 3,500,000 Common Shares pursuant to this prospectus, at a price of $0.10 per Common Share for gross proceeds of between $300,000 and $350,000, subject to the terms and conditions of the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares and a corporate finance fee of $10,000, which is non-refundable. In addition, the Agent will be reimbursed by the Corporation for its reasonable expenses and legal fees (which are to be capped at $15,000 plus taxes and disbursements). As at the date hereof, the Agent does not own any Common Shares of the Corporation.

The Corporation will grant to the Agent, and to any sub-agents as the Agent may direct, upon the completion of the Offering, the non-transferable Agent's Options to purchase the equivalent of 10% of the aggregate number of Common Shares sold pursuant to the Offering, being 300,000 Common Shares in the case of the Minimum Offering and 350,000 Common Shares in the case of the Maximum Offering at a price of $0.10 per Common Share, which may be exercised for a period of 5 years following the date of listing of the Common Shares on the Exchange. All of the Agent's Options are qualified by this prospectus. Not more than fifty percent (50%) of the aggregate number of Common Shares issuable upon exercise of the Agent's Options may be sold by the Agent (or the sub-agent, as applicable) prior to the completion of a Qualifying Transaction by the Corporation. The remaining fifty percent (50%) may only be sold after the completion of the Qualifying Transaction.

Other than as described in this prospectus, there are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder or any other Person in connection with the Offering.

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 Corporation and the Agent may agree provided that the minimum subscriptions have been received and that the withdrawal rights of the purchaser of Common Shares which are available pursuant to securities laws have expired. See "Purchasers' Statutory Rights of Withdrawal and Rescission".

The Agent has agreed to use commercially reasonable efforts to secure subscriptions for all of the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. 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 or upon the occurrence of certain events as stated in the Agency Agreement, including the non-fulfilment of conditions of closing.

Commercially Reasonable Efforts Offering and Minimum Distribution

The Offering consists of between 3,000,000 and 3,500,000 Common Shares for total gross proceeds of between $300,000 and $350,000. Pursuant to the CPC Policy, 75% or 2,250,000 of the total number of Common Shares offered under this prospectus in the case of the Minimum offering and 2,625,000 of the total number of Common Shares offered under this prospectus in the case of the Maximum Offering are subject to the following limits:

(a) the maximum number of Common Shares which may be directly or indirectly purchased by any one purchaser pursuant to this Offering is 2% of the Common Shares offered hereunder or 60,000 Common Shares in the case of the Minimum Offering and 70,000 Common Shares in the case of the Maximum Offering; and

(b) the maximum number of Common Shares that may directly or indirectly be purchased one purchaser pursuant to this Offering, together with any Associates or Affiliates of that purchaser, is 4% or 120,000 Common Shares in the case of the Minimum Offering and 140,000 Common Shares in the case of the Maximum Offering.

The funds received from the Offering will be deposited with the Agent and will not be released until a minimum of $300,000 has been deposited and the Agent consents to the release thereof. Minimum subscriptions of 3,000,000 Common Shares for total gross proceeds of $300,000 must be raised within 90 days of the issuance of a final receipt for this prospectus, or such other time as may be consented to by Persons who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

The Corporation will also grant Agent's Options to purchase the equivalent of 10% of the aggregate number of Common Shares sold pursuant to the Offering, being 300,000 Common Shares in the case of the Minimum Offering and 350,000 Common Shares in the case of the Maximum Offering, which are qualified for distribution under this prospectus. See "Options to Purchase Securities" and "Plan of Distribution".

Determination of Price

The price of this Offering has been determined by negotiation between the Corporation and the Agent.

Listing Application

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

Venture Issuers

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

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus and the grant of the Agent's Option, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the prospectus is issued by the securities 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 legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SECURITIES DISTRIBUTED

The Corporation is authorized to issue an unlimited number of Common Shares of which 3,000,000 Common Shares are issued and outstanding as fully paid and non-assessable, before giving effect to this Offering. In addition, a maximum of 3,500,000 Common Shares are reserved for issuance under this prospectus, and a maximum of 350,000 Common Shares will be reserved for issuance upon the exercise of the Agent's Options. All of the Common Shares to be outstanding on completion of this Offering will be fully paid and non-assessable. See "Prior Sales", "Options to Purchase Securities" and "Plan of Distribution".

Common Shares

The holders of the Common Shares are entitled to receive notice of and vote at meetings of the shareholders of the Corporation, to receive dividends, if, as and when declared by the board of directors of the Corporation on the Common Shares and to receive a proportionate share, on a per share basis, of the remaining property of the Corporation available for distribution upon dissolution, liquidation or winding up of the Corporation.

CAPITALIZATION

The table below shows the capitalization of the Corporation before and after giving effect to this Offering but prior to taking into account the costs of issue:

Designation of Securities	Amount Authorized	Amount outstanding as at the date of the most recent statement of financial position contained in the prospectus(1)	Amount outstanding as at the date hereof	Amount to be outstanding upon completion of the Minimum Offering (2)(3)(4)	Amount to be outstanding upon completion of the Maximum Offering (2)(3)(4)
Common Shares	Unlimited	$100,000 (2,000,000 Common Shares)	$150,000 (3,000,000 Common Shares)	$450,000 (6,000,000 Common Shares)	$500,000 (6,500,000 Common Shares)

Notes:

(1) As at the date of the statement of financial position contained in this prospectus and as of such date the Corporation had not commenced commercial operations.

(2) All of the Common Shares (3,000,000) outstanding as at the date hereof will be held in escrow in accordance with the CPC Policy. See "Escrowed Securities".

(3) The Corporation has also reserved the right for issuance of up to 350,000 Common Shares to be issued upon exercise of the Agent's Options, assuming the Maximum Offering is fully subscribed, which are qualified for distribution under this prospectus.

(4) Before deducting the Agent's commission and legal fees and the Corporation's other expenses of the Offering estimated at $208,074 upon completion of the Minimum Offering and $213,074 upon completion of the Maximum Offering.

OPTIONS TO PURCHASE SECURITIES

Stock Option Terms

The Corporation does not plan to grant any CPC Stock Options prior to listing on the Exchange. The policies of the Exchange provide that the board of directors of the Corporation may from time to time, in its discretion and in accordance with the Exchange requirements, grant to directors, officers and employees of the Corporation as well as Management Company Employees and Consultants (as such terms are defined in the Exchange's Corporate Finance Manual Policy 4.4 as amended from time to time), non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the total issued and outstanding Common Shares of the Corporation at the time of grant, exercisable for a period of up to ten (10) years from the date of the grant. The number of Common Shares reserved for issuance to any individual director or officer of the Corporation will not exceed 5% of the issued and outstanding Common Shares (2% in the case of all optionees providing investor relations services to the Corporation and 2% in the case of all technical consultants of the Corporation in any 12-month period). The exercise price of any such option granted shall be determined by the board of directors when granted, but shall not be less than the Discounted Market Price (as such term is defined by the Exchange). Notwithstanding the foregoing, until Completion of the Qualifying Transaction the exercise price shall not be less than the greater of $0.10 and the Discounted Market Price. Any such options granted are non-transferable, except by means of a will or pursuant to the laws of descent and distribution. The maximum period for exercise of options is ten (10) years. It is the current intention of the Company to establish a stock option plan on a timely basis following the Completion of the Qualifying Transaction, subject to receipt of the required shareholder and regulatory approvals, as applicable.

If the tenure of a director or officer or the employment of an employee of the Corporation is terminated for cause, no option held by such optionee may be exercised following the date upon which termination occurred. If termination occurs for any reason other than cause, then any option held by such optionee, shall be exercisable, in whole or in part, for a period not later than one (1) year thereafter or prior to the expiry date of the option, whichever is sooner, or such shorter period of time as may be determined by the directors when the option is granted. Notwithstanding the foregoing, if the tenure of an optionee who is granted CPC Stock Options upon completion of this Offering ends prior to the Completion of the Qualifying Transaction such CPC Stock Options shall only be exercisable for the greater of 90 days, following cessation of the optionee's position and 12 months after the Completion of the Qualifying Transaction.

Any Common Shares acquired pursuant to the exercise of 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. See "Escrowed Securities".

PRIOR SALES

Since the date of incorporation of the Corporation, 3,000,000 Common Shares have been issued as follows:

Date Issued	Number of Common Shares	Issue Price Per Common Share	Aggregate Issue Price	Nature of Consideration
May 26, 2021	1(1)	$1.00	$1.00	Cash
June 29, 2021	2,000,000(2)	$0.05	$100,000	Cash
November 18, 2022	1,000,000(2)	$0.05	$50,000	Cash

Notes:

(1) This Common Share was issued to the initial incorporator of the Corporation and repurchased by the Corporation for $1.00 on June 29, 2021.

(2) Subject to escrow. See "Escrowed Securities".

ESCROWED SECURITIES

Escrowed Securities Prior to the Completion of the Qualifying Transaction

All of the Common Shares (3,000,000) issued prior to this Offering at a price below $0.10 per Common Share and all Common Shares that may be acquired by Non-Arm's Length Parties of the Corporation either under this Offering or otherwise prior to the date of the Final QT Exchange Bulletin, and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering, will be deposited with Odyssey Trust Company under the Escrow Agreement.

The following table sets out, as of the date of this prospectus, the number of Common Shares of the Corporation, which are held in escrow:

Name and Municipality of Residence of Shareholder	Common Shares Prior to the Offering	Common Shares After Giving Effect to the Offering(1)	Number of Escrowed Common Shares	Percentage of Common Shares Issued Prior to the Offering	Percentage of Common Shares Issued After Giving Effect to the Minimum Offering(1)	Percentage of Common Shares Issued After Giving Effect to the Maximum Offering(1)
Jeff Walker *Ajax, Ontario*	200,000	200,000	200,000	6.67%	3.33%	3.08%
John Gibson(2)	1,200,000	1,200,000	1,200,000	40%	20%	18.18%

Toronto, Ontario						
Michele (Mike) Marandino(2) *Delta, British Columbia*	200,000	200,000	200,000	6.67%	3.33%	3.08%
Zachery Dingsdale *Cobourg, Ontario*	200,000	200,000	200,000	6.67%	3.33%	3.08%
Carl Desjardins(2) *Montreal, Quebec*	200,000	200,000	200,000	6.67%	3.33%	3.08%
David Franklin *Thornhill, Ontario*	400,000	400,000	400,000	13.32%	6.67%	6.15%
Andre Sullivan *Nanaimo, British Columbia*	200,000	200,000	200,000	6.67%	3.33%	3.08%
Daniel Martinez Gutierrez *Nanaimo, British Columbia*	200,000	200,000	200,000	6.67%	3.33%	3.08%
Mark Fekete(2) *Montreal, Quebec*	200,000	200,000	200,000	6.67%	3.33%	3.08%
Total	**3,000,000**	**3,000,000**	**3,000,000**	**100.00%**	**46.43%**	**42.62%**

Notes:

(1) Assuming that no Common Shares are purchased by these shareholders under this Offering.

(2) John Gibson holds all of his 1,200,000 Common Shares through his wholly-owned holding company Anatolia Enterprises Ltd. Michele (Mike) Marrandino holds all of his 200,000 Common Shares through his wholly-owned holding company Marrandino Holdings Inc. Carl Desjardins holds all of his 200,000 Common Shares through his wholly-owned holding company Paradox Equity Partners Ltd. Mark Fekete holds all of his 200,000 Common Shares through his wholly-owned holding company Breakaway Exploration Management Inc.

Where the Common Shares of the Corporation 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 in the beneficial ownership of the holding company without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities that 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 Corporation's IPO with an exercise price that is less than the issue price of the Common Shares under this prospectus and any Common Shares that were issued pursuant to the exercise of such CPC Stock Options which will be released from escrow in accordance with (b);

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

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

Date 12 months following Final QT Exchange Bulletin	25%
Date 18 months following Final QT Exchange Bulletin	25%
TOTAL	100%

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

If the 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 Corporation, 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 Corporation 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 beneficially own 10% or more of the issued and outstanding Common Shares of the Corporation as at the date hereof:

			Percentage of Common Shares Owned		
Name and Municipality of Residence of the Shareholder	**Type of Ownership**	**Number of Common Shares before and after Offering**	**Before Offering**	**After Minimum Offering (fully diluted)[(1)]**	**After Maximum Offering (fully diluted)[(1)]**
John Gibson[(3)] *Toronto, Ontario*	Indirect Ownership	1,200,000	40%	20%	18.18%
David Franklin *Thornhill, Ontario*	Indirect Ownership	400,000	13.32%	6.67%	6.15%
TOTAL		1,600,000	**53.34%**	**26.67%%**	**24.61%**

Notes:

(1) Assuming that no Common Shares are purchased by such shareholders under this Offering.

(2) Assuming that no Common Shares are purchased by such shareholders under this Offering and assuming the exercise of the Agent's Options. See "Options to Purchase Securities".

(3) John Gibson holds all of his 1,200,000 Common Shares through the holding company Anatolia Enterprises Ltd, of which John Gibson is the sole shareholder.

DIRECTORS, OFFICERS AND PROMOTER

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

The board of directors of the Corporation consists of five persons. An audit committee has been established as a subcommittee of the board of directors. The following are the names and municipalities of residence of the directors and officers of the Corporation, their positions and offices with the Corporation and their principal occupations during the last five years:

Name and Municipality of Residence	Office Held with the Corporation	Principal Occupation	Number of Common Shares Held Before Offering	Percentage of Common Shares Owned Before Offering

Michele (Mike) Marrandino[(1) (2) (3)] *Delta, British Columbia*	Chief Executive Officer, Chief Financial Officer, President, Secretary, Director & Promoter	Owner, Sole Director and President of Pacific West Mercantile Corp.	200,000	6.67%
David Franklin[(1) (2)] *Thornhill, Ontario*	Director	Chief Executive Officer and Chief Compliance Officer at Amera Securities LLC and Managing Director and Co-Founder at WoodsWater Capital LP	400,000	13.32%
Mark Fekete[(3)(1)] *Montreal, Quebec*	Director	Owner of Breakaway Exploration Management Inc., and President and Chief Executive Officer of Auston Capital Corp.	200,000	6.67%
John Gibson[(2) (3)] *Toronto, Ontario*	Director	Founder and Chief Executive Officer of Integral Wealth Securities Ltd.	1,200,000	40%

Notes:

(1) Member of Audit Committee.

(2) The term of office of each of the directors of the Corporation will expire at the next annual meeting of shareholders of the Corporation.

(3) Michele (Mike) Marrandino holds all of his 200,000 Common Shares through the holding company Marrandino Holdings Inc., of which Michele (Mike) Marrandino is the sole shareholder. John Gibson holds all of his 1,200,000 Common Shares through the holding company Anatolia Enterprises Ltd., of which John Gibson is the sole shareholder. Mark Fekete holds all of his 200,000 Common Shares through the holding company Breakaway Exploration Management Inc., of which Mark Fekete is the sole shareholder.

The following are brief biographies of the five foregoing individuals:

Michele (Mike) Marrandino, Chief Executive Officer, Chief Financial Officer, President, Secretary, Director & Promoter

Michele (Mike) Marrandino, age 66, is the President and Chief Executive Officer of Pacific West Mercantile Corp., a private company that provides management services to public companies. Mr. Marrandino is also the Executive Chairman of Marble Financial Inc., a publicly traded company listed on the CSE. Mr. Marrandino is an experienced C-Level business consultant with over 30 years' experience in the management consulting industry, including business planning, corporate development, mergers and acquisitions, start-ups and transitioning private companies into becoming public companies on the TSXV and CSE. Mr. Marrandino is a graduate from the British Columbia Institute of Technology in both Mechanical and Industrial Engineering Technologist. Mr. Marrandino will devote such time as is required in connection with the management of the Corporation and completion of the Qualifying Transaction.

David Franklin, Director

David Franklin, age 52, is the Chief Executive Officer and Chief Compliance Officer of Amera Securities LLC, an independent FINRA registered broker/dealer licensed to market securities and offering corporate advisory and investment banking services. Mr. Franklin is also the Managing Director and Co-Founder of WoodsWater Capital LP, a privately owned Ontario limited partnership and general partner of WoodsWater Natural Resource Fund LP, a mining-focused alternative investment firm. Mr. Franklin has a diverse business background including more than 15 years' experience in the financial services industry in Canada holding various roles in the industry including research, investment banking and institutional sales. Mr. Franklin has an Honours Degree in Economics from Wilfrid Laurier University and holds a Chartered Investment Manager (CIM) designation in Canada. Mr. Franklin will devote such time as is required in connection with the management of the Corporation and completion of the Qualifying Transaction.

Mark Fekete, Director

Mark Fekete, aged 59, is the President and Chief Executive Officer of Auston Capital Corp., a capital pool company on the Exchange. Mr. Fekete was the founder, President, Chief Executive Officer, and Director of Hinterland Metals Inc., a company engaged in mineral project generation and promotion, which was listed on the Exchange. He previously acted as a director and officer of C2C Gold Corp. (formerly, Taku Gold Corp.) currently listed on the CSE. Mr. Fekete has years of corporate experience and has arranged multiple private placement financings totalling over $20 million in raises. He holds a Bachelor's Degree in Geology from the University of British Columbia and is a Professional Geologist registered in Quebec and British Columbia. Mr. Fekete will devote such time as is required in connection with the management of the Corporation and completion of the Qualifying Transaction.

John Gibson, Director

John Gibson, aged 63, is the Founder and Chief Executive Officer of Integral Wealth Securities Ltd., a full service securities dealer engaged in wealth management, market making, and investment banking, where Mr. Gibson has overseen six mergers related to RTO transactions with target enterprise values ranging from $3,000,000 to $75,000,000 and concurrent private placements ranging from $3,000,000 to $17,000,000. Mr. Gibson was founder and Chief Executive Officer of Patriot Equities, a TSX-listed shopping centre company; co-founded the Canadian operation of international real estate advisory firm Jones Lang Lasalle; and has extensive experience in the real estate sector, both building businesses and allocating capital. Mr. Gibson will devote such time as is required in connection with the management of the Corporation and completion of the Qualifying Transaction. See also "Relationship between the Corporation and the Agent". Mr. Gibson is a principal shareholder, director and officer of the Agent under the Offering.

The directors and officers of the Corporation will devote the time required to achieve the goals of the Corporation, being the identification and completion of a Qualifying Transaction. Time actually spent may vary according to the needs of the Corporation.

In addition to any other requirements of the Exchange, the Exchange expects management of the Corporation to meet a high management standard. The directors and officers of the Corporation 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.

As a group, the directors and officers of the Corporation beneficially own, directly or indirectly, or exercise control or direction over 2,000,000 Common Shares, representing roughly 66.67% of the issued and outstanding Common Shares before the Offering, and will own, directly or indirectly, or exercise control or direction over 2,000,000 Common Shares representing roughly 33.33% of the issued and outstanding Common Shares upon closing if the Minimum Offering is subscribed for and roughly 30.77% of the issued and outstanding Common Shares upon closing if the Maximum Offering is subscribed for, in each case assuming that no Common Shares are purchased by such shareholders under this Offering.

Other Reporting Issuer Experience

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

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	From	To
Michele (Mike) Marrandino	Marble Financial Inc.	CSE	Executive Chairman	October 2019	Present
	Marble Financial Inc.	CSE	Director	January 2018	Present
	Marble Financial Inc.	CSE	President	January 2018	October 2019
	Playgon Games Inc.	TSXV	Director	August 2014	Present
	Must Capital Inc.	NEX	Director and President	May 2019	Present
	Vortex Metals Inc. (formerly, Victory Capital Corp.)	TSXV	Director	December 2018	October 2019
David Franklin	U3O8 Corp.	NEX	Director	May 2015	August 2020
	Open Source Health	CSE	Director	February 2016	January 2018
Mark Fekete	Auston Capital Corp.	TSXV	President, Chief Executive Officer and Director	March 2019	Present
	Hinterland Metals Inc.	TSXV	President, Chief Executive Officer and Director	Septembe r 2002	January 2019
	C2C Gold Corp. (formerly, Taku Gold Corp.)	CSE	Vice-President and Director	October 2005	November 2017

Cease Trade Orders and Bankruptcies

None of the directors, officers, Insiders or promoters of the Corporation, or a shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, is, or within 10 years before the date hereof has been, a director, officer, Insider or promoter of any other issuer that:

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

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

Penalties or Sanctions

None of the directors, officers, Insiders or promoters of the Corporation or a shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority.

None of the directors, officers, Insiders and promoters of the Corporation or a shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Bankruptcies

None of the directors, officers, Insiders or promoters of the Corporation, or a shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation has, during the past ten years, as applicable:

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

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

Conflicts of Interest

There are potential conflicts of interest to which some or all of the directors, officers, Insiders and promoters of the Corporation will be subject in connection with the operations of the Corporation. Some or all of the directors, officers, Insiders and promoters have been and will continue to be engaged in activities on their own behalf and on behalf of other corporations, and situations may arise where the directors and officers will be in direct competition with the Corporation's efforts to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. Conflicts, if any, will be subject to the procedures and remedies prescribed by the *Canada Business Corporations Act*, the Exchange, and applicable securities laws, regulations and policies. See also “Relationship Between the Corporation and the Agent”.

Audit Committee

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

Given the current prescribed nature of the Corporation and its principal business being limited to identifying and evaluating assets or businesses with a view to completing a Qualifying Transaction, it is anticipated that, prior to the Completion of the Qualifying Transaction, the only committee of the board of directors will be the audit committee.

The Corporation has appointed an audit committee consisting of the following three directors: Michele (Mike) Marrandino, Mark Fekete and David Franklin. Mark Fekete and David Franklin are independent from the Corporation for the purposes of Exchange Policy 3.1 - *Directors, Officers, Other Insiders and Personnel and Corporate Governance*. Each of Michele (Mike) Marrandino, Mark Fekete and David Franklin are financially literate and Mark Fekete and David Franklin are independent of the Corporation for the purposes of National Instrument 52-110 – *Audit Committees*. Michele (Mike) Marrandino is not independent of the

Corporation for the purposes of Exchange Policy 3.1 - *Directors, Officers, Other Insiders and Personnel and Corporate Governance* or National Instrument 52-110 – *Audit Committees* as he is the Chief Executive Officer, Chief Financial Officer, President and Secretary of the Corporation.

EXECUTIVE COMPENSATION

Remuneration

Except as set out below or otherwise permitted by the CPC Policy and disclosed in this prospectus, prior to Completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly or indirectly, by the Corporation to a Non-Arm's Length Party to the Corporation 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 Corporation 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 Corporation, or by any party on behalf of the Corporation, after Completion of the Qualifying Transaction if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction. Following Completion of the Qualifying Transaction, it is anticipated that the Corporation shall pay compensation to its directors and officers.

DILUTION

Purchasers of the Common Shares offered hereunder will suffer an immediate dilution of 25% or $0.025 per Common Share, assuming completion of the Minimum Offering, and 23.08% or $0.02308 per Common Share, assuming completion of the Maximum Offering, excluding the issuance of securities (if any) on exercise of the Agent’s Options. Dilution has been computed on the basis of total gross proceeds to be raised under this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation.

RISK FACTORS

There are a number of risks inherent in making an investment in the Common Shares. The following is a list of risk factors that a prospective investor should consider before subscribing for Common Shares, which list is not exhaustive:

Investing in the Common Shares involves a high degree of risk. Prospective investors should carefully consider the risks described below, together with all of the other information included in this prospectus before making an investment decision. If any of the following risks actually occurs, the business, financial condition or results of operations of the Corporation could be harmed. In such an event, the trading price of the Common Shares could decline and prospective investors may lose part or all of their investment.

No Operating History

This Offering should be considered highly speculative due to the proposed nature of the Corporation's business, its present stage of development and the fact that it has not carried out any activities since its incorporation. The Corporation was only recently incorporated and does not own any assets, other than cash and other assets disclosed in the financial statements included in this prospectus and does not own any property or businesses. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to produce earnings or pay dividends in the immediate or foreseeable future. Until completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions.

Limited Funds and Completion of Qualifying Transaction

The Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Corporation will be able to identify a suitable Qualifying Transaction. Even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction.

No Market

There is currently no market through which the Common Shares of the Corporation will be sold and there is no assurance that an active and liquid market for the Corporation’s Common Shares will develop. Investors may not be able to resell the Corporation's Common Shares acquired under this prospectus.

Halt of Trading

Upon public announcement of a potential Qualifying Transaction, trading in the Common Shares of the Corporation 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 Corporation will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurances with respect to the merits of the transaction or the likelihood of the Corporation completing the potential Qualifying Transaction. Neither the Exchange nor any securities regulatory authority passes upon the merits of the potential Qualifying Transaction.

Exchange May Not Approve a Qualifying Transaction

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.

Notwithstanding that a transaction may meet the definition of a Qualifying Transaction, the Exchange may not approve a Qualifying Transaction:

(a) if the Corporation fails to meet the initial listing requirements prescribed by Policy 2.1 of the Exchange upon Completion of the Qualifying Transaction;

(b) if, following Completion of the Qualifying Transaction, the Corporation will be a finance company or a mutual fund as defined under applicable securities laws;

(c) the consideration proposed to be paid by the Corporation in connection with the Qualifying Transaction is not acceptable to the Exchange; or

(d) for any other reason at the sole discretion of the Exchange.

Approval by the Majority of the Minority

Where Majority of the Minority Approval is required, unless the shareholder has the right to dissent and be paid fair value in accordance with the 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 Corporation of fair value for the Common Shares.

Dilution

Shareholders acquiring Common Shares under this Offering will experience an immediate dilution of 25% or $0.025 per Common Share in the case of the Minimum Offering and 23.08% or $0.02308 per Common Share in the case of the Maximum Offering, based on gross proceeds of this Offering and prior issue by the Corporation, without taking account of deductions such as selling commissions or related expenses of issue.

If the Corporation issues treasury shares to finance acquisition or participation opportunities, control of the Corporation may change and subscribers may suffer significant dilution of their investment.

The Qualifying Transaction may be financed in all or in part by the issuance of additional securities by the Corporation 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 Corporation.

Directors and Officers

The directors and officers of the Corporation currently own 66.67% of the issued and outstanding Common Shares and will own roughly 33.33% of the issued and outstanding Common Shares upon closing if the Minimum Offering is subscribed for and 30.77% of the issued and outstanding Common Shares upon closing if the Maximum Offering is subscribed for, in each case assuming that no Common Shares are purchased by such shareholders under this Offering.

The directors and officers of the Corporation will not be devoting all of their time to the affairs of the Corporation but will be devoting such time as required to effectively manage the Corporation. Some of the directors and officers of the Corporation are engaged and will continue to be engaged in the search for assets or businesses on their own behalf or on behalf of others such that conflicts may arise from time to time. As a consequence of such conflicts, the Corporation may be exposed to liability and its ability to achieve its business objectives may be impaired. See "Conflicts of Interest".

Reliance on Management

The Corporation is relying solely on the past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Corporation is dependent upon the efforts and abilities of its directors and officers. The loss of any of its directors or officers could have a material adverse effect upon the business and prospects of the Corporation.

Foreign Acquisition

In the event the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts.

Loans or Advances

Subject to prior acceptance from the Exchange, the Corporation 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 Corporation will be able to recover the loan or advance.

Qualified Investment Status

If the Common Shares are not listed on the Exchange at Closing, and the Corporation does not make an election to be a "public corporation" (for the purposes of the ITA) in the manner contemplated in this prospectus such that the Common Shares are not "qualified investments" for purposes of the ITA, purchasers may be subject to adverse tax consequences with respect to any Common Shares held by Plans (as defined hereafter under the heading "Eligibility for Investment").

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

LEGAL PROCEEDINGS

The Corporation is not aware of any legal proceedings in which it is involved, and any such proceedings are not known by the Corporation to be contemplated.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Issuer is a "connected issuer" of the Agent for the purposes of National Instrument 33-105 – *Underwriting Conflicts* ("NI 33-105") on the bases that (i) John Gibson, the Chief Executive Officer of the Agent, is also a Director on the Board of Directors of the Issuer; and (ii) members of the Agent's professional group (as defined in NI 33-105) presently hold 1,800,000 Common Shares, representing 60% of the Issuer's issued and outstanding Common Shares prior to completion of the Offering. All of these Common Shares were acquired at a price of $0.05 per Common Share. These Common Shares will be subject to the Escrow Agreement. See "Prior Sales", "Plan of Distribution", "Escrowed Securities" and "Relationship Between the Corporation and the Agent".

The agent for the Offering is Integral Wealth Securities Limited. John Gibson, the Chief Executive Officer of the Agent and a Director of the Issuer, owns 1,200,000 Common Shares of the Corporation through his holding company Anatolia Enterprises Ltd. Andre Sullivan, Wealth Manager of the Agent, owns 200,000 Common Shares of the Corporation. Daniel Martinez Gutierrez, Wealth Manager of the Agent, owns 200,000 Common Shares of the Corporation. Jeff Walker, Financial Advisor of the Agent, owns 200,000 Common Shares of the Corporation. Except as disclosed above, none of the employees, officers or directors of the Agent own any Common Shares. Legal counsel to the Agent is CC Corporate Counsel Professional Corporation.

The Offering price of the Common Shares was determined by negotiation between the Corporation and the Agent, however the Agent was not involved in the decision by the Corporation to offer the Common Shares pursuant to this prospectus. The Offering was not required or suggested by the Agent.

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

Members of the Aggregate Pro Group currently own, on an aggregate basis, 1,800,000 Common Shares of the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

The Corporation's legal advisors are Aluvion Professional Corporation. None of the partners or associates of Aluvion Professional Corporation hold any beneficial interest, direct or indirect, in any securities or properties of the Corporation or of an Associate or Affiliate of the Corporation, but may subscribe for Common Shares pursuant to the Offering, and none are expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a promoter of the Corporation or of an Associate or Affiliate of the Corporation.

The Agent's legal advisors are CC Corporate Counsel Professional Corporation. None of the partners or associates of CC Corporate Counsel Professional Corporation hold any beneficial interest, direct or indirect, in any securities or properties of the Corporation or of an Associate or Affiliate of the Corporation, and none are expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a promoter of the Corporation or of an Associate or Affiliate of the Corporation.

The Corporation's auditors are Dale Matheson Carr-Hilton LaBonte LLP. None of the partners or associates of Dale Matheson Carr-Hilton LaBonte LLP hold any beneficial interest, direct or indirect, in any securities or properties of the Corporation or of an Associate or an Affiliate of the Corporation and none are expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of any Associate or Affiliate of the Corporation, or a promoter of the Corporation or of an Associate or Affiliate of the Corporation.

AUDITORS, TRANSFER AGENT AND REGISTRAR

Auditors

The auditors of the Corporation are Dale Matheson Carr-Hilton LaBonte LLP, located at 1500 – 1140 West Pender Street, Vancouver, British Columbia, Canada, V6E 4G1. The Corporation's auditor is independent with respect to the Corporation within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

Transfer Agent and Registrar

The transfer agent and registrar of the Corporation is Odyssey Trust Company, located at 350 – 409 Granville Street, Vancouver, British Columbia, Canada, V6C 1T2.

MATERIAL CONTRACTS

The Corporation has not entered into any material contracts and will not enter into any material contracts prior to the closing of this Offering, other than:

(a) Transfer Agent, Registrar and Disbursing Agent Agreement dated July 22, 2021, between the Corporation and Odyssey Trust Company;

(b) the Escrow Agreement dated January 6, 2023; and

(c) the Agency Agreement dated March 21, 2023.

Copies of the foregoing agreements will be available for inspection while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter at the offices of Aluvion Professional Corporation, Suite 1460, 70 University Avenue, Toronto, Ontario, M5J 2M4, counsel to the Corporation, during ordinary business hours, and may be viewed on SEDAR at www.sedar.com.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts relating to this Offering which has not been otherwise disclosed hereunder or are necessary in order for this prospectus to contain full, true and plain disclosure of all material facts relating to the securities being distributed.

ELIGIBILITY FOR INVESTMENT

In the opinion of Aluvion Professional Corporation, counsel to the Corporation, based on the current provisions of the ITA, counsel's understanding of the current administrative policies and practices of the Canada Revenue Agency and all specific proposals to amend the ITA publicly announced by, or on behalf of, the Minister of Finance (Canada) prior to the date hereof, provided that (i) the Common Shares are listed on a "designated stock exchange" for the purposes of the ITA (which currently includes Tier 1 and Tier 2 of the Exchange), or (ii) the Corporation is a "public corporation" (as that term is defined in the ITA), the Common Shares will be "qualified investments" under the ITA for trusts governed by registered retirement savings plans ("RRSP"), registered retirement income funds ("RRIF"), deferred profit sharing plans, registered education savings plans and tax free savings accounts ("TFSA") (collectively, "Plans").

If the Common Shares are not listed on the Exchange at the time of issuance, the Corporation has advised its counsel that it will file an election (the "Election") to be a "public corporation", in the manner and within the limits prescribed by the ITA. Provided that the Corporation validly files the Election, the Corporation will be deemed to have been a "public corporation" from its date of incorporation such that the Common Shares will be "qualified investments" for Plans at the time of issuance.

Notwithstanding that the Common Shares may be a "qualified investment", a holder of a TFSA, or an annuitant of an RRSP or a RRIF, (each a "Plan Holder") will be subject to a penalty tax in respect of Common Shares held in the TFSA, RRSP or RRIF, as the case may be, if such Common Shares are a "prohibited investment" for the purposes of the ITA. A "prohibited investment" includes a share of a corporation with which a Plan Holder does not deal at arm's length (for purposes of the ITA) or in which the Plan Holder has a "significant interest" (as defined in the ITA). Plan Holders should consult with their own tax advisors with respect to whether Common Shares would be "prohibited investments" for their TFSAs, RRSPs, or RRIFs and the tax consequences of Common Shares being acquired or held by such Plans.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

Argo Opportunity Corp.
Financial Statements
(Expressed in Canadian dollars)
For the Period from Incorporation (May 26, 2021) to December 31, 2021
and for the nine-month Period from January 1, 2022 to September 30, 2022

Argo Opportunity Corp.

Financial Statements

(Expressed in Canadian dollars)

For the period from Incorporation on May 26, 2021 to December 31, 2021

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Argo Opportunity Corp.

Opinion

We have audited the financial statements of Argo Opportunity Corp. (the "Company"), which comprise the statement of financial position as at December 31, 2021, and the statements of loss and comprehensive loss, statement of changes in equity and statement of cash flows for the period from incorporation on May 26, 2021 to December 31, 2021, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2021 and its financial performance and its cash flows for the period from incorporation on May 26, 2021 to December 31, 2021 in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to 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.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

DALE MATHESON CARR-HILTON LABONTE LLP
CHARTERED PROFESSIONAL ACCOUNTANTS
Vancouver, BC

January 6, 2023

MOORE

An independent firm
associated with Moore
Global Network Limited

Argo Opportunity Corp.

Statement of Financial Position
(Expressed in Canadian dollars)

As at	Note		December 31, 2021
ASSETS			
Current assets			
Cash		$	54,728
Total assets		$	54,728
LIABILITIES AND EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	5	$	20,599
Total liabilities			20,599
Equity			
Share capital	6		91,215
Deficit			(57,086)
Total equity			34,129
Total liabilities and equity		$	54,728

Nature of Operations (Note 1)
Going Concern (Note 2)
Subsequent Events (Note 12)

Approved on behalf of the Board:

"David Franklin" Director *"Mark Fekete"* Director

Argo Opportunity Corp.

Statement of Loss and Comprehensive Loss
(Expressed in Canadian dollars)

		For the period from incorporation on May 26, 2021 to December 31, 2021
Operating expenses		
General and administrative	$	63
Professional fees		57,023
Net loss and comprehensive loss	$	(57,086)
Loss per share – basic and diluted	$	(0.03)
Weighted average number of common shares outstanding – basic and diluted		1,689,498

Argo Opportunity Corp.

Statement of Cash Flows
(Expressed in Canadian dollars)

		For the period from incorporation on May 26, 2021 to December 31, 2021
Cash provided by (used in)		
Cash flows used in operating activities		
Net loss	$	(57,086)
Changes in operating assets and liabilities:		
Accounts payable and accrued liabilities		20,599
Net cash used in operating activities		(36,487)
Cash flows from financing activities		
Proceeds from issuance of shares and units		100,000
Share issuance costs		(8,785)
Net cash provided by financing activities		91,215
Increase in cash		**54,728**
Cash, beginning of period		**-**
Cash, end of period	$	**54,728**

Argo Opportunity Corp.

Statement of Changes in Equity
(Expressed in Canadian dollars)

	Common shares	Share capital	Deficit	Total Equity
		$	$	$
Balance at incorporation on May 26, 2021	-	-	-	-
Shares issued on incorporation	1	1	-	1
Repurchase of incorporation share	(1)	(1)	-	(1)
Shares issued for cash	2,000,000	100,000	-	100,000
Share issuance costs	-	(8,785)	-	(8,785)
Net loss for the period	-	-	(57,086)	(57,086)
Balance at December 31, 2021	2,000,000	91,215	(57,086)	34,129

1. Nature of Operations

Argo Opportunity Corp. (the "Corporation") was incorporated under the Business Corporations Act of Ontario on May 26, 2021 and has applied for status as a Capital Pool Corporation ("CPC"), as defined by Policy 2.4 of the TSX Venture Exchange Inc. (the "Exchange") and is currently awaiting approval for its application submitted on January 6, 2023. The principal business of the corporation will be the identification and the evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Corporation's continuing operations as intended are dependent upon its ability to identify, evaluate, and negotiate an acquisition, or business, or an interest therein. Such an acquisition or business will be subject to the approval of the Exchange and in case of a non-arm's length transaction, of the majority of the corporation's minority shareholders.

When a QT has been identified, the ability of the Corporation to complete the transaction may require additional funding. There is no assurance that the Corporation will be successful in obtaining any additional funding.

The principal office of the Company is located at P.O. Box 3566 Stn Terminal, Vancouver British Columbia, V6B 3Y6. The registered office of the Company is located at 1460-70 University Avenue, Toronto, Ontario M5J 2MR.

2. Going Concern

These financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

The proposed business of the Company, and the completion of a QT, involves a high degree of risk. There is no assurance that the Company will identify an appropriate business for acquisition or investment, and even if so identified and warranted, it may not be able to finance such an acquisition or investment within the requisite time period. Additional funds will be required to enable the Company to pursue such an initiative, and the Company may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the business will be profitable. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Should the Company be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position. These financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate.

If the going concern assumption was not appropriate for these financial statements, adjustments would be necessary to the statement of financial position classifications used. Such adjustments could be material.

3. Basis of Presentation

Statement of Compliance

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

The financial statements were approved and authorized for issuance on January 6, 2023 by the Board of Directors.

Basis of Presentation

These financial statements have been prepared on a historical cost basis and presented in Canadian dollars which is the functional currency of the Company. All amounts are rounded to the nearest dollar. The financial statements have been prepared on an accrual basis, except for cash flow information.

3. Basis of Presentation (Continued)

Critical Accounting Estimates and Judgements

The preparation of these financial statements require management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and income and expenses. Significant estimates and judgments made by the Company that have the most significant risk of causing material misstatement to the carrying amounts of assets and liabilities are discussed below. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ.

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. These financial statements do not include any accounts that require significant estimates as the basis for determining the stated amounts.

Judgments

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements include the assessment of the Company's ability to continue as a going concern.

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law in the relevant jurisdiction. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. The Company recognizes deferred tax assets only to the extent it is probable that future taxable profit will be realized against which a deferred tax asset can be applied.

4. Significant Accounting Policies

Financial instruments

Recognition, classification and measurement

Financial assets are classified and measured based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. IFRS 9 contains three primary measurement categories for financial assets: amortized cost, fair value through other comprehensive income and fair value through profit and loss. Financial assets are recognized in the statements of financial position if the Company has a contractual right to receive cash or other financial assets from another entity. Financial assets are derecognized when the rights to receive cash flows from the asset have expired or were transferred and the Company has transferred substantially all risks and rewards of ownership.

All financial liabilities are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instruments. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired. The Company has classified its accounts payable and accrued liabilities as liabilities measured at amortized cost. Such liabilities are recognized initially at fair value inclusive of any directly attributable transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment losses. The Company has classified its cash as a financial asset measured at fair value through profit and loss.

4. Significant Accounting Policies (Continued)

Financial assets and financial liabilities are offset and the net amount presented in the statements of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Impairment of financial assets

The Company recognizes loss allowances for expected credit losses on financial assets measured at amortized cost. Loss allowances for accounts receivables are always measured at an amount equal to lifetime expected credit losses if the amount is not considered fully recoverable. A financial asset carried at amortized cost is considered credit-impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset that can be estimated reliably. Individually significant financial assets are tested for credit-impairment on an individual basis. The remaining financial assets are assessed collectively.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate.

In assessing collective impairment, the Company uses historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgment as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

Losses are recognized in the statements of loss and comprehensive loss and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through the statements of comprehensive loss.

Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of common shares are recognized as a deduction from shareholders' equity, net of tax.

Per share amounts

Basic loss per share is calculated by dividing the profit or loss attributable to common shareholders of the Corporation by the weighted average number of common shares outstanding during the period.

Diluted earnings per share is determined by dividing the profit or loss attributable to common shareholders by the weighted average number of common shares outstanding, adjusted for the effects of all potential dilutive common shares related to outstanding stock options issued by the corporation.

Income taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used are those that are substantively enacted by the end of the reporting date.

Deferred income tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting.

(Expressed in Canadian dollars)

4. Significant Accounting Policies (Continued)

The change in the net deferred income tax asset or liability is included in income except for deferred income tax relating to equity items which is recognized directly in equity. The income tax effects of differences in the periods when revenue and expenses are recognized, in accordance with Company accounting practices, and the periods they are recognized for income tax purposes are reflected as deferred income tax assets or liabilities. Deferred income tax assets and liabilities are measured using the substantively enacted statutory income tax rates which are expected to apply to taxable income in the years in which the assets are realized or the liabilities settled. A deferred income tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized.

Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to offset current tax assets against liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity and are intended to be settled on a net basis.

The determination of current and deferred taxes requires interpretations of tax legislation, estimates of expected timing of reversal of deferred tax assets and liabilities, and estimates of future earnings.

Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to offset current tax assets against liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity and are intended to be settled on a net basis.

The determination of current and deferred taxes requires interpretations of tax legislation, estimates of expected timing of reversal of deferred tax assets and liabilities, and estimates of future earnings.

Accounting standards issued but not yet effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any new standards and determined that there are no standards that are relevant to the Company.

5. Accounts Payable and Accrued Liabilities

	December 31, 2021
Accounts payable	$ 6,599
Accrued liabilities	14,000
	$ 20,599

6. Share Capital

Authorized Capital

The Company is authorized to issue unlimited common shares without par value.

Issued and outstanding

On the date of incorporation, the Company issued one common share for gross proceeds of $1. This share was repurchased by the Company for $1 on June 29, 2021.

During the period from incorporation on May 26, 2021 to December 31, 2021, the Company issued 2,000,000 shares at $0.05 per share for proceeds of $100,000.

6. Share Capital (Continued)

The Company is pursuing an offering of up to 3,500,000 common shares at $0.10 per share to raise gross proceeds of $350,000 (the "IPO") and entered into an agency agreement with Integral Wealth Securities Limited Wealth Management Inc. ("Integral Wealth") as agent for the IPO. The Agent will receive, in the aggregate, a commission of 10% of the aggregate gross proceeds for the sale of the common shares pursuant to the IPO. In addition, the Corporation will pay the Agent a corporate finance fee of $10,000 and will pay the Agent's legal fees (plus any GST), and any other reasonable costs and expenses of the Agent. The Company has also agreed to grant a non-transferable option (the "Agent's Options") to purchase up to ten percent of the total number of common shares sold pursuant to the IPO at an exercise price of $0.10 per common share, expiring five years from the closing date of the IPO.

7. Related Party Transactions

Key management consists of the officers and directors who are responsible for planning, directing, and controlling the activities of the Company. All related party transactions are carried out in the normal course of operation. There were no compensation costs for key management personnel during the period from incorporation May 26, 2021 to December 31, 2021. As at December 31, 2021, there were no balances owing to related parties.

During the period from incorporation on May 26, 2021 to December 31, 2021, the company issued 600,000 shares to the directors and officers for proceeds of $30,000.

8. Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of equity which is comprised of issued share capital and retained earnings. The Company manages its capital structure and makes adjustments to it in light of economic conditions.

The Company's primary source of capital is through the issuance of common shares. The Company manages and adjusts its capital structure when changes in economic conditions occur. To maintain or adjust the capital structure, the Company may seek additional funding. The Company may require additional capital resources to meet its administrative overhead expenses in the long term. The Company believes it will be able to raise capital as required in the long term but recognizes there will be risks involved that may be beyond its control.

The Corporation is not subject to any externally imposed capital requirements other than the expenditure restrictions applicable under Policy 2.4, which apply on completion of the IPO. These expenditure restrictions limit the aggregate amount that the Corporation is permitted to spend on reasonable general and administrative costs of the Corporation not exceeding in aggregate of $3,000 per month, and reasonable expenses incurred related to a QT.

9. Financial Instruments and Risk Management

Financial Instruments

The Company's financial instruments consist of cash and accounts payable and accrued liabilities. Cash is measured at fair value through profit and loss ("FVTPL"). The carrying value of accounts payable and accrued liabilities approximate their fair value largely due to the short-term maturities of these instruments. The fair value of the financial assets and financial liabilities are included at the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in an arm's length transaction, other than in a forced or liquidation sale.

Fair values of quoted instruments are based on price quotations at the reporting date. The fair value of unquoted instruments and liabilities measured at amortized cost are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk, and maturities.

9. Financial Instruments and Risk Management (Continued)

Fair value hierarchy

As at December 31, 2021, the Company held the following financial instruments measured at fair value: cash (level 1).
The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are

During the period from incorporation on May 26, 2021 to December 31, 2021, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Corporation's financial assets consist of cash. The Company's maximum exposure to credit risk, as at period-end, is the carrying value of its financial assets. The company mitigates credit risk by holding financial instruments within financial institutions of high creditworthiness.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they come due. The Company currently settles its financial obligations with cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at December 31, 2021, the Company had a cash balance of $54,728 and accounts payable and accrued liabilities of $20,599 and does not have significant exposure to liquidity risk.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to any significant interest rate risk.

Foreign currency risk

The Company is not currently exposed to foreign currency risk as all of its assets, liabilities and operations are denominated in Canadian dollars.

10. COVID-19 Pandemic

On March 11, 2020, the World Health Organization declared the COVID-19 coronavirus outbreak a pandemic, which continues to spread globally. As a CPC with no commercial operations, the COVID-19 pandemic has not had a significant impact on the Company's routine operations or on the carrying value of its assets. However, the pandemic's effect on broader capital markets may hinder the Company's ability to complete the IPO or identify and complete a QT.

(Expressed in Canadian dollars)

11. Income Taxes

The following table reconciles the amount of income tax recoverable on application of the statutory Canadian federal and provincial income tax rates:

		Period from incorporation on May 26, 2021 to December 31, 2021
Net loss	$	57,086
Statutory income tax rate		27%
Income tax benefit computed at the statutory tax rate		(15,413)
Unrecognized benefit from income tax losses		15,413
Income tax recovery	$	-

The tax effects of temporary differences that give rise to significant portions of the potential deferred tax assets are as follows:

		December 31, 2021
Deferred income tax assets		
Share issuance costs	$	1,757
Non-capital losses carried forward		15,887
		17,644
Unrecognized deferred income tax assets		(17,644)
Net deferred income tax assets	$	-

In assessing the realizability of deferred tax assets, management considers whether it is probable that some portion of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. The amount of deferred tax asset considered realizable could change materially in the near term based on future taxable income during the carry forward period.

The Company has tax loss carry forwards of approximately $58,843 to reduce income taxes in futures years which expire in 2041.

12. Subsequent Events

On November 18, 2022, the Company completed a private placement financing of 1,000,000 common shares for gross proceeds of $50,000. The 1,000,000 common shares were issued to Companies controlled by directors of the Company.

Argo Opportunity Corp.

MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE PERIOD FROM INCORPORATION ON MAY 26, 2021 TO DECEMBER 31, 2021

The following management's discussion and analysis ("**MD&A**) should be read in conjunction with the Company's audited financial statements for the period from incorporation on May 26, 2021 to December 31, 2021 prepared in accordance with International Financial Reporting Standards ("**IFRS**").

All dollar figures included therein and in the following discussion analysis are quoted in Canadian dollars unless otherwise noted.

DATE

This MD&A is dated January 6, 2023 and is in respect of the period from incorporation on May 26, 2021 to December 31, 2021. The discussion in this MD&A focuses on this period. Estimates and forward-looking information are based on assumptions of future events and actual results may vary from these estimates.

DISCLAIMER FOR FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking statements relating to future events. In some cases, forward looking statements can be identified by such words as "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" or similar expressions. These statements represent management's best projections, but under reliance should not be placed upon them as they are derived from numerous assumptions. These assumptions are subject to known and unknown risks and uncertainties, including the business risks discussed in the MD&A which may cause actual performance and financial results to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. Accordingly, readers are cautioned that events or circumstances could cause results to differ materially from those predicted.

DESCRIPTION OF BUSINESS AND OVERALL PERFORMANCE

Argo Opportunity Corp. (the "**Company**") was incorporated under the *Business Corporations Act* of Ontario on May 26, 2021. The Company is a Capital Pool Company ("**CPC**") as defined in the TSX Venture Exchange (the "**Exchange**") Policy 2.4.

The principal business of the Company is the identification and evaluation of assets or business with a view to potentially acquire them or an interest therein by an option or any concomitant transaction. The purpose of such acquisition is to satisfy the related conditions of a qualifying transaction under the policies of the Exchange.

The principal office of the Company is located at P.O. Box 3566 Stn Terminal, Vancouver British Columbia, V6B 3Y6. The registered office of the Company is located at 1460-70 University Avenue, Toronto, Ontario M5J 2MR.

RISKS AND UNCERTAINTIES

The Company does not have a history of earnings, nor has it paid any dividends. The Company has only limited funds and there is no assurance that the Company will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the exchange may suspend or de-list the Company's shares from trading.

The global impact of the COVID-19 has resulted in a great deal of volatility and uncertainty in the financial markets, global economy and related supply chains. The financial markets have recovered from their lows although the negative impact from COVID-19 on the Corporations financial results remains high and cannot be estimated at this time.

RESULTS OF OPERATIONS

Total assets as at December 31, 2021 were $54,728. Cash was generated from the issuance of common shares. Total liabilities as at December 31, 2021 are $20,599. This primarily consists of legal expenses, accounting fees, and general and administrative expenses.

For the period from incorporation on May 26, 2021 to December 31, 2021, the Company incurred a loss of $57,086. This primarily consists of legal expenses, audit fees, and general and administrative expenses related to incorporation.

SELECTED FINANCIAL INFORMATION

The following table is a summary of selected financial information (in Canadian dollars) derived from the Corporation's audited financial statements prepared in accordance with IFRS:

		For the period from incorporation on May 26, 2021 till December 31, 2021
Total assets	$	54,728
Total liabilities	$	20,599
Net loss and comprehensive loss for the period	$	57,086
Basic and diluted net loss per share for the period	$	(0.03)
Weighted average number of common shares outstanding[1]		1,689,498

Escrowed Shares

Upon completion of the Company's initial public offering, the 2,000,000 issued and outstanding common shares will be held in escrow pursuant to the requirements of the Exchange. 25% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin (as defined in the policies of the Exchange) (the "Initial Release") and an additional 25% will be released on each of the dates which are 6 months, 12 months, and 18 months following the Initial Release.

OUTSTANDING SHARE DATA

Common Shares

As at December 31, 2021, the Company had 2,000,000 common shares issued and outstanding.

As at the date of this MD&A, the Company had 3,000,000 common shares issued and outstanding.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2021, the Company had working capital of $34,129, comprised of $54,728 cash, and $20,599 in accounts payable and accrued liabilities, which management considers to be sufficient for the Company to meet its ongoing obligations for the next year.

OFF-BALANCE SHEET ARRANGEMENTS

None.

PROPOSED TRANSACTIONS

None.

TRANSACTIONS WITH RELATED PARTIES

The Company has identified its directors and certain officers as its key management personnel. As at December 31, 2021, the directors and officers of the Company were as follows:

Michele (Mike) Marrandino, CEO, CFO, President, Secretary-Treasurer, Director
Michele Feola, Director
David Franklin, Director

All related party transactions are carried out in the normal course of operations. There were no compensation costs for key management personnel during the period from incorporation on May 26, 2021 to December 31, 2021. As at December 31, 2021, there were no balances owing to related parties.

During the period from incorporation on May 26, 2021 to December 31, 2021, the Company issued 200,000 common shares to a company controlled by Michele (Mike) Marrandino, CEO, CFO, President, Secretary-Treasurer and Director of the company for total proceeds of $10,000.

During the period from incorporation on May 26, 2021 to December 31, 2021, the Company issued 400,000 common shares to Michele Feola, a director of the Company for total proceeds of $20,000.

On December 22, 2022, the Company accepted Michele Feola's resignation from the board of directors, the Company gives thanks to Mr. Feola for his service and, wishes him all the best in his future endeavours.

FINANCIAL INSTRUMENTS

The Company's senior management oversees the management of risks and advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's senior management provides assurance that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured, and managed in accordance with the Company's policies and group risk appetite. All derivative activities, if any, for risk management purposes are carried out by a team that has the appropriate skills, experience, and supervision. It is the Company's policy that no trading in derivatives for speculative purposes shall be undertaken.

The Board of Directors reviews and agrees on policies for managing each of the risks summarized below:

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Corporation's financial assets consist of cash and cash equivalents. The Company's maximum exposure to credit risk, as at period-end, is the carrying value of its financial assets. The Company mitigates credit risk by holding financial instruments within financial institutions of high creditworthiness. As at December 31, 2021, the Company is not exposed to significant credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they come due. The Company currently settles its financial obligations with cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at December 31, 2021, the Company had a cash balance of $54,728 and accounts payable and accrued liabilities of $20,599.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to any significant interest rate risk.

Foreign currency risk

The Company is not currently exposed to foreign currency risk as all of its assets, liabilities and operations are denominated in Canadian dollars.

CRITICAL ACCOUNTING ESTIMATES

This MD&A is based on the financial statements which have been prepared in accordance with IFRS. The preparation of the financial statements requires that certain estimates and judgments are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances.

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and income and expenses. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates. The financial statements do not include any accounts that require significant estimates as the basis for determining the stated amounts.

CAPITAL RISK MANAGEMENT

The Corporation is not subject to any externally imposed capital requirements other than the expenditure restrictions applicable under Policy 2.4, which apply on completion of the IPO. These expenditure restrictions limit the aggregate amount that the Corporation is permitted to spend on reasonable general and administrative costs of the Corporation not exceeding in aggregate of $3,000 per month, and reasonable expenses incurred related to a QT.

The Company's capital currently consists of common shares. The Company defines capital as total shareholders' equity, which was $34,129 at December 31, 2021. Its principal source of cash is from the issuance of common shares. The Company's capital management objectives are to safeguard its ability to continue as a going-concern and to have sufficient capital to be able to identify, evaluate and then acquire an interest in a business or assets.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new debt or equity. The Company is highly dependent on capital markets as its source of operating capital.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or business for future investment, with the exception that not more than the lessor of 30% of the gross proceeds from the issuance of shares issued in the IPO may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until the completion of a Qualifying Transaction.

SUBSEQUENT EVENTS

On November 18, 2022, the Company completed a private placement financing of 1,000,000 common shares for gross proceeds of $50,000. The 1,000,000 common shares were issued to Companies controlled by directors of the Company.

Argo Opportunity Corp.

Financial Statements
For the nine-month period ended September 30, 2022 and the period from
Incorporation on May 26, 2021 to September 30, 2021
(Expressed in Canadian dollars)
(Unaudited)

Argo Opportunity Corp.

Statements of Financial Position
(Expressed in Canadian dollars)
(Unaudited)

As at	Note		September 30, 2022		December 31, 2021
ASSETS					
Current assets					
Cash		$	29,257	$	54,728
Other receivable	7		10,000		-
Total assets		$	39,257	$	54,728
LIABILITIES AND EQUITY					
Current liabilities					
Accounts payable and accrued liabilities	5	$	34,879	$	20,599
Total liabilities			34,879		20,599
Equity					
Share capital	6		91,215		91,215
Deficit			(86,837)		(57,086)
Total equity			4,378		34,129
Total liabilities and equity		$	39,257	$	54,728

Nature of Operations (Note 1)
Going Concern (Note 2)
Subsequent Events (Note 12)

Approved on behalf of the Board:

"David Franklin" Director *"Mark Fekete"* Director

Argo Opportunity Corp.
Statements of Loss and Comprehensive Loss
(Expressed in Canadian dollars)
(Unaudited)

	Three months ended September 30, 2022	Three months ended September 30, 2021	Nine months ended September 30, 2022	For the period from incorporation on May 26, 2021 to September 30, 2021
Operating expenses				
General and administrative	$ -	$ 56	$ -	$ 63
Professional fees	16,228	18,420	29,593	25,421
	16,228	18,476	29,593	25,484
Interest expense	158	-	158	-
Net loss and comprehensive loss	$ (16,386)	$ (18,476)	$ (29,751)	$ (25,484)
Loss per share – basic and diluted	$ (0.01)	$ (0.01)	$ (0.01)	$ (0.02)
Weighted average number of common shares outstanding – basic and diluted	2,000,000	2,000,000	2,000,000	1,464,567

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

Argo Opportunity Corp.

Statements of Cash Flows
(Expressed in Canadian dollars)
(Unaudited)

	Nine months ended September 30, 2022	For the period from incorporation on May 26, 2021 to September 30, 2021
Cash provided by (used in)		
Cash flows used in operating activities		
Net loss	$ (29,751)	$ (25,484)
Changes in operating assets and liabilities:		
Other receivable	(10,000)	-
Accounts payable and accrued liabilities	14,280	11,057
Net cash used in operating activities	(25,471)	(14,427)
Cash flows from financing activities		
Proceeds from issuance of shares and units	-	100,000
Share issuance costs	-	(10,535)
Net cash provided by financing activities	-	89,465
Increase (decrease) in cash	(25,471)	75,038
Cash, beginning of period	54,728	-
Cash, end of period	$ 29,257	$ 75,038

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

Argo Opportunity Corp.
Statements of Changes in Equity
(Expressed in Canadian dollars)
(Unaudited)

	Common shares	Share capital	Deficit	Total Equity
		$	$	$
Balance at incorporation on May 26, 2021	-	-	-	-
Shares issued on incorporation	1	1	-	1
Repurchase of incorporation share	(1)	(1)	-	(1)
Shares issued for cash	2,000,000	100,000	-	100,000
Share issuance costs	-	(10,535)	-	(10,535)
Net loss for the period	-	-	(25,484)	(25,484)
Balance at September 30, 2021	2,000,000	89,465	(25,484)	63,981
Balance at December 31, 2021	2,000,000	91,215	(57,086)	34,129
Net loss for the period	-	-	(29,751)	(29,751)
Balance at September 30, 2022	2,000,000	91,215	(86,837)	4,378

1. Nature of Operations

Argo Opportunity Corp. (the "Corporation" or the "Company") was incorporated under the Business Corporations Act of Ontario on May 26, 2021 and has applied for status as a Capital Pool Corporation ("CPC"), as defined by Policy 2.4 of the TSX Venture Exchange Inc. (the "Exchange") and is currently awaiting approval for its application submitted on January 6, 2023. The principal business of the corporation will be the identification and the evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Corporation's continuing operations as intended are dependent upon its ability to identify, evaluate, and negotiate an acquisition, or business, or an interest therein. Such an acquisition or business will be subject to the approval of the Exchange and in case of a non-arm's length transaction, of the majority of the corporation's minority shareholders.

When a QT has been identified, the ability of the Corporation to complete the transaction may require additional funding. There is no assurance that the Corporation will be successful in obtaining any additional funding.

The principal office of the Company is located at P.O. Box 3566 Stn Terminal, Vancouver British Columbia, V6B 3Y6. The registered office of the Company is located at 1460-70 University Avenue, Toronto, Ontario M5J 2MR.

2. Going Concern

These financial statements have been prepared on the basis of accounting principles applicable to a going concern which assumes the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations.

The proposed business of the Company, and the completion of a QT, involves a high degree of risk. There is no assurance that the Company will identify an appropriate business for acquisition or investment, and even if so identified and warranted, it may not be able to finance such an acquisition or investment within the requisite time period. Additional funds will be required to enable the Company to pursue such an initiative, and the Company may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the business will be profitable. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Should the Company be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position. These financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate.

If the going concern assumption was not appropriate for these financial statements, adjustments would be necessary to the statement of financial position classifications used. Such adjustments could be material.

3. Basis of Presentation

Statement of Compliance

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

The financial statements were approved and authorized for issuance on January 6, 2023 by the Board of Directors.

Basis of Presentation

These financial statements have been prepared on a historical cost basis and presented in Canadian dollars which is the functional currency of the Company. All amounts are rounded to the nearest dollar. The financial statements have been prepared on an accrual basis, except for cash flow information.

3. Basis of Presentation (Continued)

Critical Accounting Estimates and Judgements

The preparation of these financial statements require management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and income and expenses. Significant estimates and judgments made by the Company that have the most significant risk of causing material misstatement to the carrying amounts of assets and liabilities are discussed below. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ.

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. These financial statements do not include any accounts that require significant estimates as the basis for determining the stated amounts.

Judgments

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements include the assessment of the Company's ability to continue as a going concern.

Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. The Company recognizes liabilities and contingencies for anticipated tax audit issues based on the Company's current understanding of the tax law in the relevant jurisdiction. For matters where it is probable that an adjustment will be made, the Company records its best estimate of the tax liability including the related interest and penalties in the current tax provision. The Company recognizes deferred tax assets only to the extent it is probable that future taxable profit will be realized against which a deferred tax asset can be applied.

4. Significant Accounting Policies

Financial instruments

Recognition, classification and measurement

Financial assets are classified and measured based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. IFRS 9 contains three primary measurement categories for financial assets: amortized cost, fair value through other comprehensive income and fair value through profit and loss. Financial assets are recognized in the statements of financial position if the Company has a contractual right to receive cash or other financial assets from another entity. Financial assets are derecognized when the rights to receive cash flows from the asset have expired or were transferred and the Company has transferred substantially all risks and rewards of ownership.

All financial liabilities are recognized initially on the trade date at which the Company becomes a party to the contractual provisions of the instruments. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expired. The Company has classified its accounts payable and accrued liabilities as liabilities measured at amortized cost. Such liabilities are recognized initially at fair value inclusive of any directly attributable transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment losses. The Company has classified its cash as a financial asset measured at fair value through profit and loss.

4. Significant Accounting Policies (Continued)

Financial assets and financial liabilities are offset and the net amount presented in the statements of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Impairment of financial assets

The Company recognizes loss allowances for expected credit losses on financial assets measured at amortized cost. Loss allowances for accounts receivables are always measured at an amount equal to lifetime expected credit losses if the amount is not considered fully recoverable. A financial asset carried at amortized cost is considered credit-impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset that can be estimated reliably. Individually significant financial assets are tested for credit-impairment on an individual basis. The remaining financial assets are assessed collectively.

An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate.

In assessing collective impairment, the Company uses historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgment as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

Losses are recognized in the statements of loss and comprehensive loss and reflected in an allowance account against receivables. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through the statements of comprehensive loss.

Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issuance of common shares are recognized as a deduction from shareholders' equity, net of tax.

Per share amounts

Basic loss per share is calculated by dividing the profit or loss attributable to common shareholders of the Corporation by the weighted average number of common shares outstanding during the period.

Diluted earnings per share is determined by dividing the profit or loss attributable to common shareholders by the weighted average number of common shares outstanding, adjusted for the effects of all potential dilutive common shares related to outstanding stock options issued by the corporation.

Income taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used are those that are substantively enacted by the end of the reporting date.

Deferred income tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting.

(Expressed in Canadian dollars)

4. Significant Accounting Policies (Continued)

The change in the net deferred income tax asset or liability is included in income except for deferred income tax relating to equity items which is recognized directly in equity. The income tax effects of differences in the periods when revenue and expenses are recognized, in accordance with Company accounting practices, and the periods they are recognized for income tax purposes are reflected as deferred income tax assets or liabilities. Deferred income tax assets and liabilities are measured using the substantively enacted statutory income tax rates which are expected to apply to taxable income in the years in which the assets are realized or the liabilities settled. A deferred income tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized.

Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to offset current tax assets against liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity and are intended to be settled on a net basis.

The determination of current and deferred taxes requires interpretations of tax legislation, estimates of expected timing of reversal of deferred tax assets and liabilities, and estimates of future earnings.

Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to offset current tax assets against liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity and are intended to be settled on a net basis.

The determination of current and deferred taxes requires interpretations of tax legislation, estimates of expected timing of reversal of deferred tax assets and liabilities, and estimates of future earnings.

Accounting standards issued but not yet effective

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any new standards and determined that there are no standards that are relevant to the Company.

5. Accounts Payable and Accrued Liabilities

	September 30, 2022	December 31, 2021
Accounts payable	$ 20,879	$ 6,599
Accrued liabilities	14,000	14,000
	$ 34,879	$ 20,599

6. Share Capital

Authorized capital

The Company is authorized to issue unlimited common shares without par value.

Shares issued

For the nine-month period ended September 30, 2022:

No shares were issued during the nine-month period ended September 30, 2022.

6. Share Capital (Continued)

For the period from Incorporation on May 26, 2021 to September 30, 2021:

On the date of incorporation, the Company issued one common share for gross proceeds of $1. This share was repurchased by the Company for $1 on June 29, 2021.

During the period from incorporation on May 26, 2021 to September 30, 2021, the Company issued 2,000,000 shares at $0.05 per share for proceeds of $100,000.

The Company is pursuing an offering of up to 3,500,000 common shares at $0.10 per share to raise gross proceeds of $350,000 (the "IPO") and entered into an agency agreement with Integral Wealth Securities Limited Wealth Management Inc. ("Integral Wealth") as agent for the IPO. The Agent will receive, in the aggregate, a commission of 10% of the aggregate gross proceeds for the sale of the common shares pursuant to the IPO. In addition, the Corporation will pay the Agent a corporate finance fee of $10,000 and will pay the Agent's legal fees (plus any GST), and any other reasonable costs and expenses of the Agent. The Company has also agreed to grant a non-transferable option (the "Agent's Options") to purchase up to ten percent of the total number of common shares sold pursuant to the IPO at an exercise price of $0.10 per common share, expiring five years from the closing date of the IPO.

7. Related Party Transactions

Key management consists of the officers and directors who are responsible for planning, directing, and controlling the activities of the Company. All related party transactions are carried out in the normal course of operation.

There were no compensation costs for key management personnel during the nine month period ended September 30, 2022 and the period from incorporation on May 26, 2021 to September 30, 2021.

As at September 30, 2022 and 2021, there were no balances owing to related parties.

As at September 30, 2022, $10,000 was due to the Company from the Chief Executive Officer and was repaid subsequent to the period.

During the period from incorporation on May 26, 2021 to September 30, 2021, the company issued 600,000 shares to the directors and officers for proceeds of $30,000.

8. Capital Management

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of equity which is comprised of issued share capital and retained earnings. The Company manages its capital structure and makes adjustments to it in light of economic conditions.

The Company's primary source of capital is through the issuance of common shares. The Company manages and adjusts its capital structure when changes in economic conditions occur. To maintain or adjust the capital structure, the Company may seek additional funding. The Company may require additional capital resources to meet its administrative overhead expenses in the long term. The Company believes it will be able to raise capital as required in the long term but recognizes there will be risks involved that may be beyond its control.

The Corporation is not subject to any externally imposed capital requirements other than the expenditure restrictions applicable under Policy 2.4, which apply on completion of the IPO. These expenditure restrictions limit the aggregate amount that the Corporation is permitted to spend on reasonable general and administrative costs of the Corporation not exceeding in aggregate of $3,000 per month, and reasonable expenses incurred related to a QT.

9. Financial Instruments and Risk Management

Financial Instruments

The Company's financial instruments consist of cash and accounts payable and accrued liabilities. Cash is measured at fair value through profit and loss ("FVTPL"). The carrying value of accounts payable and accrued liabilities approximate their fair value largely due to the short-term maturities of these instruments. The fair value of the financial assets and financial liabilities are included at the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in an arm's length transaction, other than in a forced or liquidation sale.

Fair values of quoted instruments are based on price quotations at the reporting date. The fair value of unquoted instruments and liabilities measured at amortized cost are estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk, and maturities.

Fair value hierarchy

As at September 30, 2022, the Company held the following financial instruments measured at fair value: cash and other receivable (level 1).
The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3: techniques which use inputs which have a significant effect on the recorded fair value that are

During the nine month period ended September 30, 2022, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Corporation's financial assets consist of cash. The Company's maximum exposure to credit risk, as at period-end, is the carrying value of its financial assets. The company mitigates credit risk by holding financial instruments within financial institutions of high creditworthiness.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they come due. The Company currently settles its financial obligations with cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at September 30, 2022, the Company had a cash balance of $29,257, other receivable of $10,000 and accounts payable and accrued liabilities of $34,879 and does not have significant exposure to liquidity risk.

9. Financial Instruments and Risk Management (Continued)

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to any significant interest rate risk.

Foreign currency risk

The Company is not currently exposed to foreign currency risk as all of its assets, liabilities and operations are denominated in Canadian dollars.

10. COVID-19 Pandemic

On March 11, 2020, the World Health Organization declared the COVID-19 coronavirus outbreak a pandemic, which continues to spread globally. As a CPC with no commercial operations, the COVID-19 pandemic has not had a significant impact on the Company's routine operations or on the carrying value of its assets. However, the pandemic's effect on broader capital markets may hinder the Company's ability to complete the IPO or identify and complete a QT.

11. Income Taxes

The following table reconciles the amount of income tax recoverable on application of the statutory Canadian federal and provincial income tax rates:

		Nine months ended September 30, 2022		For the period from Incorporation on May 26, 2021 to September 30, 2021
Net loss	$	29,751	$	25,484
Statutory income tax rate		27%		27%
Income tax benefit computed at the statutory tax rate		(8,033)		(6,881)
Unrecognized benefit from income tax losses		8,033		6,881
Income tax recovery	$	-	$	-

The tax effects of temporary differences that give rise to significant portions of the potential deferred tax assets are as follows:

		Nine months ended September 30, 2022		For the period from Incorporation on May 26, 2021 to September 30, 2021
Deferred income tax assets				
Share issuance costs	$	-	$	2,107
Non-capital losses carried forward		8,033		7,450
		8,033		9,557
Unrecognized deferred income tax assets		(8,033)		(9,557)
Net deferred income tax assets	$	-	$	-

11. Income Taxes (Continued)

In assessing the realizability of deferred tax assets, management considers whether it is probable that some portion of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. The amount of deferred tax asset considered realizable could change materially in the near term based on future taxable income during the carry forward period.

The Company has tax loss carry forwards of approximately $88,594 to reduce income taxes in futures years which expire in 2042.

12. Subsequent Events

On November 18, 2022, the Company completed a private placement financing of 1,000,000 common shares for gross proceeds of $50,000. The 1,000,000 common shares were issued to Companies controlled by directors of the Company.

Argo Opportunity Corp.

MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE NINE MONTH PERIOD ENDED SEPTEMBER 30, 2022

The following management's discussion and analysis ("**MD&A**) should be read in conjunction with the Company's financial statements for the nine-month period ended September 30, 2022 prepared in accordance with International Financial Reporting Standards ("**IFRS**").

All dollar figures included therein and in the following discussion analysis are quoted in Canadian dollars unless otherwise noted.

DATE

This MD&A is dated January 6, 2023 and is in respect of the nine month period ended September 30, 2022. The discussion in this MD&A focuses on this period. Estimates and forward-looking information are based on assumptions of future events and actual results may vary from these estimates.

DISCLAIMER FOR FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking statements relating to future events. In some cases, forward looking statements can be identified by such words as "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" or similar expressions. These statements represent management's best projections, but under reliance should not be placed upon them as they are derived from numerous assumptions. These assumptions are subject to known and unknown risks and uncertainties, including the business risks discussed in the MD&A which may cause actual performance and financial results to differ materially from any projections of future performance or results expressed or implied by such forward-looking statements. Accordingly, readers are cautioned that events or circumstances could cause results to differ materially from those predicted.

DESCRIPTION OF BUSINESS AND OVERALL PERFORMANCE

Argo Opportunity Corp. (the "**Company**") was incorporated under the Business Corporations Act of Ontario on May 26, 2021. The Company is a Capital Pool Company ("**CPC**") as defined in the TSX Venture Exchange (the "**Exchange**") Policy 2.4.

The principal business of the Company is the identification and evaluation of assets or business with a view to potentially acquire them or an interest therein by an option or any concomitant transaction. The purpose of such acquisition is to satisfy the related conditions of a qualifying transaction under the policies of the Exchange.

The principal office of the Company is located at P.O. Box 3566 Stn Terminal, Vancouver British Columbia, V6B 3Y6. The registered office of the Company is located at 1460-70 University Avenue, Toronto, Ontario M5J 2MR.

RISKS AND UNCERTAINTIES

The Company does not have a history of earnings, nor has it paid any dividends. The Company has only limited funds and there is no assurance that the Company will identify a business or asset that warrants acquisition or participation within the time limitations permissible under the policies of the Exchange, at which time the exchange may suspend or de-list the Company's shares from trading.

The global impact of the COVID-19 has resulted in a great deal of volatility and uncertainty in the financial markets, global economy and related supply chains. The financial markets have recovered from their lows although the negative impact from COVID-19 on the Corporations financial results remains high and cannot be estimated at this time.

RESULTS OF OPERATIONS

Total assets as at September 30, 2022 were $39,257 (December 31, 2021 - $54,728). Cash was generated from the issuance of common shares. Total liabilities as at September 30, 2022 are $34,879 (December 31, 2021 - $20,599). This primarily consists of legal expenses, accounting fees, and audit fees.

For the nine month period ended September 30, 2022 the Company incurred a loss of $29,751 (from incorporation on May 26, 2021 to September 30, 2021 - $25,484). This primarily consists of legal expenses, accounting fees, audit fees, and interest expense.

For the three month period ended September 30, 2022, the Company incurred a loss of $16,386 (Three months ended September 30, 2021 $18,476). This primarily consists of legal expenses, accounting fees, audit fees, and interest expense.

SELECTED FINANCIAL INFORMATION

The following table is a summary of selected financial information (in Canadian dollars) derived from the Corporation's financial statements prepared in accordance with IFRS:

		For the nine month period ended September 30, 2022		**For the period from incorporation on May 26, 2021 to December 31, 2021**
Total assets	$	39,257	$	54,728
Total liabilities	$	34,879	$	20,599
Net loss and comprehensive loss for the period	$	29,751	$	57,086
Basic and diluted net loss per share for the period	$	(0.01)	$	(0.03)
Weighted average number of common shares outstanding[1]		2,000,000		1,689,498

Escrowed Shares

Upon completion of the Company’s initial public offering, the 2,000,000 issued and outstanding common shares will be held in escrow pursuant to the requirements of the Exchange. 25% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin (as defined in the policies of the Exchange) (the “Initial Release”) and an additional 25% will be released on each of the dates which are 6 months, 12 months, and 18 months following the Initial Release.

OUTSTANDING SHARE DATA

Common Shares

As at September 30, 2022, the Company had 2,000,000 common shares issued and outstanding.

As at the date of this MD&A, the Company had 3,000,000 common shares issued and outstanding.

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2022, the Company had working capital of $4,378 (December 31, 2021 - $34,129), comprised of $29,257 (December 31, 2021 - $54,728) cash, $10,000 (December 31, 2021 - $nil) in other receivable and $34,879 (December 31, 2021 - $20,599) in accounts payable and accrued liabilities. Working capital is currently insufficient to meet the Company’s ongoing obligations for the next year. In order to meet these obligations, the Company will have to raise capital. Management continues to monitor the capital markets for opportunities to raise additional funds.

OFF-BALANCE SHEET ARRANGEMENTS

None.

PROPOSED TRANSACTIONS

None.

TRANSACTIONS WITH RELATED PARTIES

The Company has identified its directors and certain officers as its key management personnel. Current directors and officers of the Company are as follows:

Michele (Mike) Marrandino, CEO, CFO, President, Secretary-Treasurer, Director
Michele Feola, Director (resigned on December 22, 2022)
David Franklin, Director
Mark Fekete, Director (appointed on November 14, 2022)
John Gibson, Director (appointed on November 14, 2022)

All related party transactions are carried out in the normal course of operations.

There were no compensation costs for key management personnel during the nine month period ended September 30, 2022 and the period from incorporation May 26, 2021 to September 30, 2021.

As at September 30, 2022 and 2021, there were no balances owing to related parties.

As at September 30, 2022, $10,000 was due to the Company from the Michele (Mike) Marrandino, CEO, CFO, President, Secretary-Treasurer and Director of the Company and was repaid subsequent to the nine month period ended September 30, 2022.

During the period from incorporation on May 26, 2021 to September 30, 2021, the Company issued 200,000 common shares to a company controlled by Michele (Mike) Marrandino for total proceeds of $10,000.

During the period from incorporation on May 26, 2021 to September 30, 2021, the Company issued 400,000 common shares to Michele Feola, a director of the Company for total proceeds of $20,000.

On December 22, 2022, the Company accepted Michele Feola's resignation from the board of directors, the Company gives thanks to Mr. Feola for his service, and wishes him all the best in his future endeavours.

FINANCIAL INSTRUMENTS

The Company's senior management oversees the management of risks and advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's senior management provides assurance that the Company's financial risk-taking activities are governed by appropriate policies and procedures and that financial risks are identified, measured, and managed in accordance with the Company's policies and group risk appetite. All derivative activities, if any, for risk management purposes are carried out by a team that has the appropriate skills, experience, and supervision. It is the Company's policy that no trading in derivatives for speculative purposes shall be undertaken.

The Board of Directors reviews and agrees on policies for managing each of the risks summarized below:

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Corporation's financial assets consist of cash and cash equivalents. The Company's maximum exposure to credit risk, as at period-end, is the carrying value of its financial assets. The Company mitigates credit risk by holding financial instruments within financial institutions of high creditworthiness. As at September 30, 2022, the Company is not exposed to significant credit risk.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they come due. The Company currently settles its financial obligations with cash. The ability to do this relies on the Company raising equity financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at September 30, 2022, the Company had a cash balance of $29,257 (December 31, 2021 - $54,728), other receivable of $10,000 (December 31, 2021 - $nil) and accounts payable and accrued liabilities of $34,879 (December 31, 2021 - $20,599).

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to any significant interest rate risk.

Foreign currency risk

The Company is not currently exposed to foreign currency risk as all of its assets, liabilities and operations are denominated in Canadian dollars.

CRITICAL ACCOUNTING ESTIMATES

This MD&A is based on the financial statements which have been prepared in accordance with IFRS. The preparation of the financial statements requires that certain estimates and judgments are based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances.

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and income and expenses. Although management uses historical experience and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates. The financial statements do not include any accounts that require significant estimates as the basis for determining the stated amounts.

CAPITAL RISK MANAGEMENT

The Corporation is not subject to any externally imposed capital requirements other than the expenditure restrictions applicable under Policy 2.4, which apply on completion of the IPO. These expenditure restrictions limit the aggregate amount that the Corporation is permitted to spend on reasonable general and administrative costs of the Corporation not exceeding in aggregate of $3,000 per month, and reasonable expenses incurred related to a QT.

The Company's capital currently consists of common shares. The Company defines capital as total shareholders' equity, which was $4,378 at September 30, 2022 (December 31, 2021 - $34,129). Its principal source of cash is from the issuance of common shares. The Company's capital management objectives are to safeguard its ability to continue as a going-concern and to have sufficient capital to be able to identify, evaluate and then acquire an interest in a business or assets.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Company may issue new debt or equity. The Company is highly dependent on capital markets as its source of operating capital.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or business for future investment, with the exception that not more than the lessor of 30% of the gross proceeds from the issuance of shares issued in the IPO may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until the completion of a Qualifying Transaction.

EVENTS AFTER THE REPORTING PERIOD

On November 18, 2022, the Company completed a private placement financing of 1,000,000 common shares for gross proceeds of $50,000. The 1,000,000 common shares were issued to Companies controlled by directors of the Company.

CERTIFICATE OF THE CORPORATION

Date: March 21, 2023

The foregoing 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, Alberta, Manitoba, Ontario and Quebec and the regulations thereunder.

"Michele Nino Marrandino" (signed)

Michele Nino Marrandino
Chief Executive Officer, Chief Financial Officer,
President, Secretary & Director

ON BEHALF OF THE BOARD OF DIRECTORS

"Mark Fekete" (signed)	*"David Franklin" (signed)*
Mark Fekete Director	David Franklin Director

CERTIFICATE OF THE PROMOTER

Date: March 21, 2023

The foregoing 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, Alberta, Manitoba, Ontario and Quebec and the regulations thereunder.

"Michele Nino Marrandino" (signed)

Michele Nino Marrandino

CERTIFICATE OF THE AGENT

Date: March 21, 2023

To the best of our knowledge, information and belief, the foregoing 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, Alberta, Manitoba, Ontario and Quebec and the regulations thereunder.

INTEGRAL WEALTH SECURITIES LIMITED

Per: *"John Gibson" (signed)*
John Gibson
Chief Executive Officer