

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

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

PRELIMINARY PROSPECTUS

Initial Public Offering

November 9, 2021

LDB CAPITAL CORP. (a Capital Pool Company)

Offering: \$200,000 or 2,000,000 Common Shares

Price: \$0.10 per Common Share

LDB Capital Corp. (the “**Corporation**”) hereby offers for distribution on a commercially reasonable efforts basis, through its agent, Haywood Securities Inc. (the “**Agent**”), 2,000,000 common shares in the share capital of the Corporation (the “**Common Shares**”) at a price of \$0.10 per Common Share (the “**Offering Price**”) for total gross proceeds to the Corporation of \$200,000 (the “**Offering**”). The purpose of this Offering is to provide the Corporation with a minimum 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 (the “**Exchange**”) and, in the case of a Non Arm’s Length Qualifying Transaction (as defined herein), 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 Corporation is a Capital Pool Company (“**CPC**”), has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of a 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 proposed Qualifying Transaction. See “*Business of the Corporation*” and “*Use of Proceeds*”.

	Price to Public ⁽¹⁾	Agent’s Commission ⁽²⁾	Proceeds to Corporation ⁽³⁾
Per Common Share	\$0.10	\$0.01	\$0.09
Offering ⁽⁴⁾	\$200,000	\$20,000	\$180,000

Notes:

- (1) The price per Common Share has been determined by negotiation between the Corporation and the Agent.
- (2) The Agent will receive a cash commission equal to 10% of the gross proceeds of the Offering (the “**Agent’s Commission**”). In addition, the Agent (and its subagents, if any) will be granted a non-transferable option (the “**Agent’s Option**”), allowing it to purchase up to 200,000 Common Shares (the “**Agent’s Shares**”) at a price of \$0.10 per Agent’s Share exercisable for a period of 24 months following the Closing (as defined below) of the Offering. The Agent’s Option is qualified for distribution under this Prospectus. Pursuant to the CPC Policy, no more than 50% of the aggregate number of Agent’s Shares that may be acquired pursuant to the Agent’s Option may be sold prior to Completion of a Qualifying Transaction and the remaining 50% may only be sold after Completion of a Qualifying Transaction. The Agent will be reimbursed for its expenses and legal fees incurred pursuant to this Offering, plus disbursements and taxes and will also receive a Corporate Finance Fee (as defined herein) of \$15,000 (plus applicable taxes thereon). See “*Plan of Distribution*”.
- (3) Before deducting the costs and expenses of this issue, including legal and audit fees and other expenses of the Corporation, the Agent’s expenses and legal fees, the listing fees payable to the Exchange and the filing fees payable to the Commissions, estimated at \$72,000, but does not include the Agent’s Commission or the Corporate Finance Fee. See “*Use of Proceeds*”.

- (4) Unless an amendment to the final prospectus is filed and the “principal regulator” under NP 11-202 (as defined below) has issued a receipt for the amendment, the latest date that the distribution shall remain open is 90 days after the date of issuance of a receipt for the final prospectus by the principal regulator.

This Offering is being conducted on a commercially reasonable efforts basis by the Agent in the provinces of British Columbia, Alberta and Ontario and is subject to completion of an aggregate minimum subscription of 2,000,000 Common Shares for gross proceeds to the Corporation of \$200,000. The Offering Price was determined by negotiation between the Corporation 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 (as defined herein). 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 the regulatory authorities and the Agent and persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See “*Plan of Distribution*”.

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

As at the date of this Prospectus, the 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 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).

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

Other than the initial distribution of the Common Shares pursuant to this Prospectus and the grant of the Agent’s Option, trading in all securities of the Corporation is prohibited during the period between the date a receipt for this Prospectus is issued by the securities commission that is designated the principal regulator of the Corporation pursuant to Multilateral Instrument 11-102 – *Passport System* (“**MI 11-102**”) and National Policy 11-202 – *Process for Prospectus Reviews in Multiple Jurisdictions* (“**NP 11-202**”), and the time the Common Shares are listed for trading except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order. See “*Plan of Distribution*”.

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 for those investors who are prepared to risk the loss of their entire investment. See “*Risk Factors*”.

The Corporation was only recently incorporated, owns no assets (other than cash) and has not conducted active business operations. The Corporation has not entered into an Agreement in Principle, as that term is defined in the CPC Policy. The Corporation has no history of earnings and has not paid any dividends as of the date hereof. It is unlikely that the Issuer will generate earnings or pay dividends in the immediate or foreseeable future.

The business objective of the Corporation is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction. There is no assurance that the Corporation will identify assets or businesses that warrant acquisition, in whole or in part. Even if assets or businesses are identified and the acquisition of same or an interest therein is determined to be in the best interests of the Corporation, the Corporation may not be able to finance the acquisition with its existing resources and additional funds may be required to complete the transaction, and the Corporation may not be able to obtain additional financing.

The net proceeds generated from the Offering, after deducting associated costs, will be sufficient to identify and evaluate a limited number of opportunities.

The officers and directors of the Corporation are not expected to devote their full time and attention to the business and affairs of the Corporation. The Corporation may be required to compete with others in its efforts to identify suitable assets or businesses for acquisition.

The global pandemic caused by the novel coronavirus (“COVID-19”) may result in additional expenses and delays to the Corporation, the impact of which is uncertain on the Corporation at this time.

In the event that the Corporation identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to affect service or notice to commence legal proceedings upon the foreign business or assets.

Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per Common Share of approximately \$0.026 or 25.61%. Furthermore, where the Qualifying Transaction is financed by the issuance of shares from the Corporation’s treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment.

Pursuant to the CPC Policy, 75% or 1,500,000 Common Shares of the total number of Common Shares offered under this Prospectus are subject to the following limits:

- (a) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser pursuant to this Offering is 2% or 40,000 Common Shares of the total number of Common Shares offered under this Prospectus; and
- (b) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser, together with that purchaser’s Associates and Affiliates, is 4% or 80,000 Common Shares of the total number of Common Shares offered under this Prospectus.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates evidencing the Common Shares in definitive form will be available for delivery at Closing 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.

The Agent hereby conditionally offers these Common Shares, on a commercially reasonable efforts basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under “*Plan of Distribution*” and subject to the approval of certain legal matters by Gregory T. Chu, A Law Corporation, on behalf of the Corporation, and by DuMoulin Black LLP, on behalf of the Agent.

HAYWOOD SECURITIES INC.

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GLOSSARY

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

“Affiliate” means a company that is affiliated with another company as described below:

A company is an “Affiliate” of another company if:

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

A company is “controlled” by a Person if:

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

A Person beneficially owns securities that are beneficially owned by:

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

“Agency Agreement” means the agency agreement dated [●], 2021 between the Corporation and the Agent.

“Agent” means Haywood Securities Inc. at its head office in Vancouver, British Columbia.

“Agent’s Commission” means the cash commission of 10% of the gross proceeds of the Offering payable to the Agent.

“Agent’s Option” means the non-transferable option to be granted by the Corporation to the Agent entitling the Agent to purchase Agent’s Shares in an amount equal to 10% of the number of Common Shares sold pursuant to the Offering at an exercise price of \$0.10 per Agent’s Share for a period of 24 month following Closing of the Offering.

“Agent’s Shares” means Common Shares issuable to the Agent upon exercise of the Agent’s Option.

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

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

- (a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;
- (b) identifies the parties to the Qualifying Transaction;
- (c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and
- (d) identifies the conditions to any further formal agreements or to complete the transaction; and

in respect of which there are no material conditions to closing (other than receipt of shareholder approval and Exchange acceptance), the satisfaction of which is dependent upon third parties and beyond the reasonable control of

the Non Arm's Length Parties to the CPC or the Non Arm's Length Parties to the Qualifying Transaction.

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

- (a) an Issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him or her to more than 10% of the voting rights attached to all outstanding voting securities of the Issuer;
- (b) any partner of the Person;
- (c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which the Person serves as trustee or in a similar capacity; and
- (d) in the case of a Person who is an individual:
 - (i) that Person's spouse or child; or
 - (ii) any relative of that Person or of his spouse who has the same residence as that person;

but:

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

"Board" means the board of directors of the Corporation.

"Closing" means the completion of the Offering.

"Closing Date" means the date on which Closing occurs.

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

"Common Shares" means the common shares in the share capital of the 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 a Qualifying Transaction" means the date of the Final Exchange Bulletin issued by the Exchange following the close of a Qualifying Transaction.

"Concurrent Financing" has the meaning ascribed thereto in the CPC Policy.

"Conditional Acceptance Documents" has the meaning ascribed thereto in the CPC Policy.

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

"Corporate Finance Fee" means the corporate finance fee of \$15,000 (plus applicable taxes) that will be paid by the Corporation to the Agent upon Closing.

"Corporation" means LDB Capital Corp., a corporation incorporated under the *Business Corporations Act* (British Columbia) having its registered office in the Vancouver, British Columbia.

“CPC” or “Capital Pool Company” means a corporation:

- (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 Exchange Bulletin has not yet been issued.

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

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

“CPC Policy” means Policy 2.4 of the Exchange’s *Corporate Finance Manual*.

“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 [●], 2021 among the Corporation, the Trustee and certain shareholders of the Corporation.

“Exchange” or “TSXV” means the TSX Venture Exchange Inc.

“Final Exchange Bulletin” means the bulletin issued by the Exchange following the close of the Qualifying Transaction and the submission of all required documentation and that evidences the final Exchange acceptance of the Qualifying Transaction.

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

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

“Insider” if used in relation to an Issuer, means:

- (a) a director or senior officer of the Issuer;
- (b) a director or senior officer of a company that is an Insider or subsidiary of the Issuer;
- (c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the Issuer; or
- (d) the Issuer itself if it holds any of its own securities.

“Issuer” means a company and its subsidiaries which have any of its securities listed for trading on the Exchange and, as the context requires, any applicant company seeking a listing of its securities on the Exchange.

“Majority of the Minority Approval” means the approval of a Non Arm’s Length Qualifying Transaction by the majority of the votes cast at a meeting of shareholders, or by the written consent of shareholders holding more than 50% of the Common Shares, other than the Common Shares held by the following Persons and their Associates and Affiliates which are excluded from the calculation of any such approval or written consent:

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

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

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

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

“MI 11-102” means Multilateral Instrument 11-102 – *Passport System*.

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

“Non Arm’s Length Party” means:

- (a) in relation to a company:
 - (i) a promoter, officer, director, other Insider or Control Person of that company (including an Issuer) 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 of the company; and
- (b) in relation to an individual, any Associate of the individual or any company of which the individual is a promoter, officer, director, Insider or Control Person.

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

“Offering” means the offering of 2,000,000 Common Shares in accordance with the terms of this Prospectus.

“Offering Price” means the offering price of the Common Shares under this Prospectus.

“Option Plan” has the meaning ascribed thereto under the heading *“Options to Purchase Securities”*.

“Participating Organization” has the meaning ascribed thereto in Exchange Policy 1.1 – *Interpretation*.

“Person” means a company or individual.

“Principal” means:

- (a) a Person who acted as a promoter of the Issuer within two years before the IPO prospectus or the date of the Final Exchange Bulletin;
- (b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;
- (c) a 20% holder - a Person that holds securities carrying more than 20% of the voting rights attached to the Issuer’s outstanding securities immediately before and immediately after the Issuer’s IPO or immediately after the Final Exchange Bulletin for non-IPO transactions; and

- (d) a 10% holder - a Person that:
 - (i) holds securities carrying more than 10% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non-IPO transactions; and
 - (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Issuer or any of its material operating subsidiaries.

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

A company, more than 50% held by one or more Principals will be treated as a Principal and in calculating this percentage, securities of the entity that may be issued to the Principals under outstanding convertible securities are to be included in both the Principals' securities of the entity and the total securities of the entity outstanding.

A Principal's spouse and their relatives that live at the same address as the Principal will also be treated as Principals.

"Pro Group" means:

- (a) Subject to subparagraphs (b), (c) and (d), "Pro Group" shall include, either individually or as a group:
 - (i) the Member;
 - (ii) employees of the Member;
 - (iii) partners, officers and directors of the Member;
 - (iv) Affiliates of the Member; and
 - (v) Associates of any parties referred to in subparagraphs (i) through (iv).
- (b) The Exchange may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is not acting at arm's length to the Member;
- (c) The Exchange may, in its discretion, exclude a Person from the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm's length of the Member;
- (d) The Exchange may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Exchange determines that:
 - (i) the Person is an affiliate or associate of the Member and is acting at arm's length of the Member;
 - (ii) the associate or affiliate has a separate corporate and reporting structure;
 - (iii) there are sufficient controls on information flowing between the Member and the associate or affiliate; and
 - (iv) the Member maintains a list of such excluded Persons.

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

"Prospectus" means this disclosure document of the Corporation required to be prepared in connection with a public offering of Common Shares, which document complies with the form and content requirements of a prospectus as promulgated under applicable securities laws.

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

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

- (a) the Significant Assets and/or Target Company;
- (b) the parties to the Qualifying Transaction;
- (c) the value of the Significant Assets and/or Target Company and the consideration to be paid or otherwise identifies the means by which the consideration will be determined; and
- (d) the conditions to any further formal agreements or completion of the Qualifying Transaction.

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

“Resulting Issuer” means the Issuer that was formerly a CPC that exists upon issuance of the Final Exchange Bulletin.

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

“Seed Shares” means securities issued before an Issuer’s IPO, regardless of whether the securities are subject to resale restrictions or are free-trading.

“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.

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

“Stock Options” means incentive options granted to directors, officers, employees and/or consultants of the Corporation pursuant to the Option Plan.

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

“Trustee” means Odyssey Trust Company, a trust corporation having an office in Vancouver, British Columbia.

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

In this Prospectus, other words and phrases that are capitalized have the meaning assigned in this Prospectus.

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.

The Corporation	LDB Capital Corp.	
Business of the Corporation:	The Corporation is a CPC. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. See “ <i>Business of the Corporation</i> ”.	
Offering:	A total of 2,000,000 Common Shares of the Corporation are being offered and qualified under this Prospectus at a price of \$0.10 per Common Share in the provinces of British Columbia, Alberta and Ontario. This Prospectus will also qualify the distribution to the Agent of the Agent’s Option (being an option to acquire 10% of the number of Common Shares sold under this Offering, or 200,000 Agent’s Shares, at a price of \$0.10 per Agent’s Share exercisable for a period of 24 months following Closing of the Offering. See “<i>Plan of Distribution</i>”.	
Use of Proceeds:	The net proceeds of the Offering to the Corporation from the sale of Common Shares, including the balance of cash proceeds received prior to the Offering from sales by the Corporation of Seed Shares will be \$196,000 (after deduction of the costs of incorporation and prior sales of \$2,000, the Agent’s Commission of \$20,000, the Agent’s Corporate Finance Fee of \$15,000 and the Offering costs including legal and audit fees and other expenses of the Corporation, the Agent’s expenses and legal fees, the listing fees payable to the Exchange and the filing fees payable to the Commissions estimated at \$72,000. The net proceeds of this Offering plus the proceeds from prior sales of Seed Shares 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 and for general and administrative expenses. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. Until Completion of a Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of \$3,000 per month may be used for general and administrative expenses of the Corporation. See “<i>Use of Proceeds</i>” and “<i>Business of the Corporation</i>” for details of the restrictions and prohibitions on the Corporation’s use of proceeds. See also “<i>Risk Factors</i>”.	
Directors and Management	David Eaton	Chief Executive Officer, Chief Financial Officer, Corporate Secretary, Director and Promoter
	Luke Norman	Director
	Richard Silas	Director

Escrowed Securities

2,100,002 issued and outstanding Seed Shares issued at \$0.05 per Seed Share (including two Seed Shares issued upon incorporation at \$0.10 per share), and any Stock Options granted pursuant to the Option Plan prior to the Final Exchange Bulletin, will be deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to 18 months after the date of the Final Exchange Bulletin. See “*Escrowed Securities*”.

Risk Factors

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 for those investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment.

The Corporation was only recently incorporated and has no active business or assets other than cash. The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of a Qualifying Transaction, if at all. Until the 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.

The Corporation has only limited funds with which to identify and evaluate a possible Qualifying Transaction and there are no assurances that the Corporation will be able to identify or complete a suitable Qualifying Transaction. The Corporation will also be in competition with other entities with greater resources, 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. 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 management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Corporation. Even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction. Completion of a 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 of the Corporation’s shareholders. Unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non-Arm’s Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares.

Upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares will be halted and will remain halted for an indefinite period of time. Trading in the Common Shares may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required. Neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction. The Qualifying Transaction may involve the acquisition of a business or assets located

outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada.

Assuming completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior issues without deduction of selling and related expenses) per Common Share of approximately \$0.026 or 25.61%. Furthermore, where the Qualifying Transaction is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment. There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell its Common Shares.

If the Corporation does not list the Common Shares on the Exchange prior to the time of Closing or is not otherwise a "public corporation" for the purposes of the *Income Tax Act* (Canada), adverse tax consequences will arise with respect to any Common Shares held in a Deferred Plan (as defined under the heading "*Eligibility for Investment*").

See also "*Business of the Corporation*", "*Use of Proceeds*", "*Risk Factors*" and "*Dilution*".

THE CORPORATION

The Issuer was incorporated under the provisions of the *Business Corporations Act* (British Columbia) on August 9, 2021 under the name “LDB Capital Corp.”.

The head office of the Corporation is located at Suite 2250 - 1055 West Hastings Street, Vancouver, B.C. V6E 2E9.

The registered and records offices of the Corporation are located at 1166 Alberni Street, Suite 1604, Vancouver, B.C. V6E 3Z3.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As at the date of this Prospectus, the Corporation has raised \$105,001 through the sale of 2,100,002 Common Shares at a price of \$0.05 per Common Share. See “*Prior Sales*”. As of the date hereof, the Corporation has incurred or accrued preliminary expenses in the aggregate amount of approximately \$32,250 with respect to the incorporation and organization of the Corporation, corporate finance, legal, accounting and auditing fees and expenses, filing fees and the retainer for legal fees and expenses of the Agent, of which \$11,250 has been recorded in the Corporation’s financial statements as at August 31, 2021. A portion of the proceeds of the Offering will be used to satisfy the obligations of the Corporation related to the Offering, including the expenses of its legal counsel and auditor, the fees of the Exchange and securities regulatory authorities, the Agent’s Commission, the Corporate Finance Fee and the fees (including legal fees) and expenses of the Agent. See “*Use of Proceeds*”.

Proposed Operations until Completion of a Qualifying Transaction

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 and currently intends to pursue a Qualifying Transaction in the mining, technology or industrial sector but there is no assurance that these will, in fact, be the business sectors of a proposed Qualifying Transaction or of the Corporation following the Completion of a Qualifying Transaction. See “*Use of Proceeds*”.

Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition. Except as described under “*Use of Proceeds*”, the funds raised pursuant to 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 potential acquisitions with a view to completing the Qualifying Transaction, the Corporation has not yet entered into an Agreement in Principle.

Method of Financing

The Corporation may use cash, bank financing, the issuance of treasury shares, public debt or equity financing or a combination of these for the purpose of financing its proposed Qualifying Transaction. **A Qualifying Transaction financed by the issue 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.**

Criteria for a Qualifying Transaction

The Corporation will consider acquisitions of assets or businesses operated or located both inside and outside of Canada, as permitted by the CPC Policy. All potential Qualifying Transactions will initially be screened by management of the Corporation to determine their economic viability including, but not limited to, an analysis of the assets, line of services or products offered and potential markets, skills of existing and remaining management and financial, operating plans including cash flow projections, capital requirements and projected rate of return on the

proposed investment having regard to the risk of loss and potential risk factors including competition. Final approval of any proposed Qualifying Transaction will be made by the Board having regard to sound business fundamentals and utilizing their expertise and experience. 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.

REGULATORY AND SHAREHOLDER APPROVAL

Filings and Shareholder Approval of a Qualifying Transaction

Upon the Corporation entering into a Qualifying Transaction Agreement, the Corporation must issue a comprehensive news release, at which time the Exchange will generally halt trading in the Common Shares until the filing requirements of the Exchange have been satisfied as set forth under “*Trading Halts, Suspensions and Delisting*” below.

Within 75 days after issuance of such news release, the Corporation shall be required to submit for review to the Exchange a Disclosure Document that complies with Exchange requirements containing prospectus level disclosure of the Significant Assets and the Corporation, assuming Completion of a 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 business days prior to:
 - (i) the resumption of trading in the securities of the Resulting Issuer following the Completion of the Qualifying Transaction, if the securities of the 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, the 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 Exchange Bulletin. The Exchange will generally not issue the Final Exchange Bulletin until the Exchange has received:

- (a) confirmation of shareholder approval of the Qualifying Transaction, if required;
- (b) confirmation of closing of the Qualifying Transaction; and
- (c) all post-meeting or final documentation, as applicable, otherwise required to be filed with the Exchange pursuant to the CPC Policy.

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

Initial Listing Requirements

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

Trading Halts, Suspensions and Delisting

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

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

- (a) the unacceptable nature of the business of the Resulting Issuer; or
- (b) the number of conditions precedent to, or the nature and number of deficiencies required to be resolved prior to, Completion of a 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 Corporation fails to file post-meeting or final documents, as applicable, within the time required. A trading halt may also be imposed if a Sponsor terminates its sponsorship.

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

Refusal of Qualifying Transaction

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

- (a) the Resulting Issuer fails to satisfy the applicable Initial Listing Requirements of the Exchange;
- (b) the Resulting Issuer will be a mutual fund, as defined 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

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

Proceeds to the Corporation	Offering
(a) Gross cash proceeds received by the Corporation from the sale of Common Shares prior to this Offering	\$105,001 ⁽¹⁾
(b) Less: Expenses and costs relating to incorporation of the Corporation and raising the cash proceeds referred to in (a) above	(\$2,000)
(c) Plus: Gross cash proceeds to be raised by the Corporation from the sale of the Common Shares distributed pursuant to this Offering	\$200,000
(d) Less: Expenses and costs associated with the Offering referred to in (c) above, incurred to date and expected to be incurred: ⁽²⁾	(\$107,000)
(e) Estimated funds to be available to the Corporation (on completion of Offering)	\$196,001
Funds available for identifying and evaluating assets or business prospects ⁽³⁾⁽⁴⁾	\$142,001
Estimated general and administrative expenses until Completion of the Qualifying Transaction	\$54,000
Total Net Proceeds	\$196,001

Notes:

- (1) See "Prior Sales".
- (2) Expenses include the Agent's Commission of \$20,000 and the Corporate Finance Fee of \$15,000, together with costs, fees and expenses of this issue including the listing fee payable to the Exchange (of which \$5,000 plus GST has been paid) and the legal fees and expenses of the Agent (of which \$10,000 has been paid as a retainer), fees of the Corporation's counsel, audit fees, and other expenses associated with the Offering, including Commissions' filing fees and printing.
- (3) In the event the Agent exercises the Agent's Option, there will be available to the Corporation a maximum of an additional \$20,000, which will be added to the working capital of the Corporation. There is no assurance that any of these Agent's Options will be exercised.
- (4) In the event that the Corporation enters into a Qualifying Transaction Agreement prior to spending the entire amount of \$142,001 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partly finance the acquisition of, or participation in, the Significant Assets or for working capital after Completion of a Qualifying Transaction.

The net proceeds of the Offering together with the proceeds from prior sales of Common Shares 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. The CPC Policy provides that until Completion of a Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of \$3,000 per month may be used for general and administrative expenses of the CPC.

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

Permitted Use of Funds

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

- (a) reasonable expenses relating to the Offering, including:
 - (i) fees for legal services and audit services relating to the preparation and filing of this Prospectus;
 - (ii) the 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 an aggregate of \$3,000 per month), including:
 - (i) office supplies, office rent and related utilities;
 - (ii) equipment leases; and
 - (iii) fees for legal, accounting and advisory services;
- (c) reasonable expenses relating to a proposed Qualifying Transaction, including:
 - (i) valuations or appraisals;
 - (ii) feasibility studies and technical assessments;
 - (iii) business plans;
 - (iv) sponsorship reports;
 - (v) geological reports;
 - (vi) financial statements; and
 - (vii) fees for legal, accounting, assurance and audit services;
- (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 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 not a Non-Arm's Length Qualifying Transaction;
- (b) the Qualifying Transaction has been announced in a comprehensive news release;

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

Prohibited Payments to Non Arm's Length Parties

Except as described under “*Options to Purchase Securities*”, “*Permitted Use of Funds*” and “*Finder's Fees*”, the Corporation has not made, and until the Completion of a Qualifying Transaction will not make, any payment of any kind, directly or indirectly, to a Non Arm's Length Party to the Corporation or to a Non Arm's Length Party to the Qualifying Transaction, or to a person engaged in investor relations activities, promotional or market-making services in respect of the 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 or directors' fees, finders' fees (except as permitted under the CPC Policy), loans, advances and bonuses; and
- (b) deposits and similar payments.

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

Notwithstanding the above, the 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 relating to a proposed Qualifying Transaction. 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 the Completion of a Qualifying Transaction.

Private Placements for Cash

After the closing of the Offering and until the Completion of a Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of a 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 the private placement to Non Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Finders' 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 warrants only;
- (iv) the amount of any Concurrent Financing is not included in the value of the measureable 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 the 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

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement dated as of [●], 2021 between the Corporation and the Agent, the Corporation has appointed the Agent as its agent to offer for sale to the public on a "commercially reasonable efforts" basis 2,000,000 Common Shares as provided in this Prospectus, at a price of \$0.10 per Common Share, for gross proceeds of \$200,000, subject to the terms and conditions contained in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds of the Offering, being \$20,000. In addition, the Corporation will pay to the Agent a Corporate Finance Fee of \$15,000 (plus applicable taxes thereon) and will reimburse the Agent for its reasonable legal fees, plus disbursements and taxes, and any other reasonable fees and expenses of the Agent, for which the Corporation has paid a retainer of \$10,000.

The Corporation has also agreed to grant to the Agent the non-transferable Agent's Option to purchase Agent's Shares in an amount equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering, being 200,000 Agent's Shares, at a price of \$0.10 per Agent's Share which Agent's Option may be exercised for a period of 24 months following Closing of the Offering. The Agent's Option is qualified for distribution under this Prospectus. Not more than 50% of the Agent's Shares received on exercise of the Agent's Option may be sold by the Agent prior to the Completion of a Qualifying Transaction. The remaining 50% may be sold after the Completion of a Qualifying Transaction.

The Agent has agreed to use its "commercially reasonable efforts" to secure subscriptions for the Common Shares offered hereunder on behalf of the 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 and may also be terminated on the occurrence of certain events as provided in the Agency Agreement.

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 or corporation 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 total subscription has been received.

Commercially Reasonable Efforts Offering

This Offering is made on a commercially reasonable efforts basis by the Agent and is subject to the completion of an aggregate minimum subscription of 2,000,000 Common Shares for gross proceeds to the Corporation of \$200,000.

Under the CPC Policy, 75% or 1,500,000 of the total number of Common Shares offered under this Prospectus are subject to the following limits:

- (a) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser pursuant to the Offering is 2% or 40,000 of the total number of Common Shares offered under this Prospectus; and
- (b) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser, together with that purchaser's Associates and Affiliates, is 4% or 80,000 of the total number of Common Shares offered under this Prospectus.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice.

The funds received from the Offering will be held by the Agent and will not be released until a minimum of \$200,000 has been received by the Agent and the Agent consents to the release thereof. Subscriptions of 2,000,000 Common Shares for \$200,000 must be raised within 90 calendar days from the date of the receipt for the final prospectus, or such other time as may be consented to by persons or companies who subscribed within that period and, in any event, not later than 180 calendar days after the date of the receipt for the final prospectus, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Upon completion of the Offering, the Corporation must have a minimum of 150 shareholders with each shareholder beneficially owning at least 1,000 Common Shares free of resale restrictions, exclusive of Common Shares held by Non-Arm's Length Parties to the Corporation.

Determination of Price

The Offering Price of the Common Shares hereunder was determined by negotiation between the Corporation and the Agent in accordance with the CPC Policy.

Listing Application

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

Venture Issuers

As at the date of this 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 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 this Prospectus is issued by the securities commission that is designated the principal regulator of the Corporation pursuant to MI 11-102 and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which 2,100,002 Common Shares are issued and outstanding as fully paid and non-assessable as of the date hereof. There are no other shares of any class issued and outstanding. 2,000,000 Common Shares are being qualified for distribution and reserved for issuance under this Prospectus. All of the Common Shares to be outstanding on completion of this Offering will be fully paid and non-assessable.

In addition, 200,000 Agent's Shares are reserved for issuance upon the exercise of the Agent's Option.

See "*Prior Sales*" and "*Plan of Distribution*".

The holders of Common Shares are entitled to dividends, if, as and when declared by the Board, to notice of, attend and one vote per share at, meetings of the shareholders of the Corporation and, upon liquidation, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to share on a pro-rata basis according to the number of Common Shares held, in the remaining property of the Corporation.

There are no pre-emptive rights or conversion rights attached to the Common Shares. There are also no redemption or purchase for cancellation or surrender provisions, sinking or purchase fund provisions, or any provisions as to modification, amendment or variation of any such rights or provisions attached to the Common Shares.

CAPITALIZATION

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

Designation of Security	Amount Authorized	Amount Outstanding as at August 31, 2021 (1)(2)	Outstanding as at the date of this Prospectus (1)(2)	Amount Outstanding after giving effect to Offering (2)(3)(4)
Common Shares	Unlimited	\$105,001 (2,100,002 Common Shares)	\$105,001 (2,100,002 Common Shares)	\$305,001 (4,100,002 Common Shares)

Notes:

- (1) As at August 31, 2021, being the date of the statement of financial position of the Corporation contained in this Prospectus, and as of the date of this Prospectus, the Corporation had not commenced commercial operations.
- (2) 2,100,002 of these Common Shares will be subject to escrow restrictions. See "*Escrowed Securities*".
- (3) 200,000 Agent's Shares are reserved for issuance pursuant to the Agent's Option at \$0.10 per Agent's Share. See "*Plan of Distribution*".
- (4) Based on gross proceeds of the Offering of \$200,000 and before deducting the Agent's Commission, the Corporate Finance Fee, filing fees, expenses and other cost of this Offering, estimated at \$107,000. See "*Use of Proceeds – Proceeds and Principal Purposes*".

OPTIONS TO PURCHASE SECURITIES

Agent's Option

Pursuant to the terms of the Agency Agreement, upon Closing this Offering, the Board intends to grant the Agent's Option to the Agent.

Optionee	Number of Agent's Shares Under Agent's Option	Exercise Price Per Agent's Share	Expiry Date
Haywood Securities Inc.	200,000	\$0.10	24 months following Closing of the Offering

The Agent's Option will be granted (subject to regulatory approval) upon Closing of this Offering and is qualified for distribution pursuant to this Prospectus.

Stock Options

The Corporation's stock option plan (the "**Option Plan**") was adopted on [●], 2021. As of the date of this Prospectus, no Stock Options have been granted to the directors or officers of the Corporation pursuant to the Option Plan and the Corporation has no present intention of granting any such Stock Options to directors or officers upon Closing of the Offering.

Option Plan Terms

Following the Offering, the Board may from time to time, in its discretion, and in accordance with Exchange requirements and the CPC Policy, as applicable, grant to directors, officers, employees and technical consultants to the Corporation, non-transferable Stock Options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares as at the date of grant of any such Stock Option, and that the exercise period does not exceed 10 years from the date of grant.

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

Notwithstanding the terms of the Option Plan, the CPC Policy imposes certain restrictions on incentive stock options during the period that the Corporation remains a CPC until the Exchange issues the Final Exchange Bulletin indicating that the Resulting Issuer is no longer considered a CPC. Under the CPC Policy, the Corporation, while it remains a CPC, is limited to granting incentive options to only directors, officers and technical consultants of the Corporation. In addition, the total number of Common Shares reserved under options for issuance pursuant to the Option Plan may not exceed 10% of the Common Shares to be outstanding at the date of the grant. The maximum number of Common Shares reserved under option for issuance to any individual officer or director may not exceed 5% of the issued and outstanding Common Shares outstanding as at the date of grant of the Stock Option. The maximum number of Common Shares reserved under option for issuance to all technical consultants in aggregate may not exceed 2% of the issued and outstanding Common Shares as at the date of grant of any Stock Option. The number of Common Shares issuable at any given time to Eligible Charitable Organizations in aggregate will not exceed 1% of the issued and outstanding Common Shares at the date of the grant. In addition, while the Corporation is a CPC, it is prohibited from granting incentive Stock Options to any person providing investor relations activities, promotional or market making services. The exercise price per Common Share under any incentive Stock Option granted by the Corporation while it

is a CPC may not be less than the greater of \$0.05 and the Discounted Market Price (as defined under Exchange policies).

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

All Stock Options and Common Shares issued pursuant to the exercise of Stock Options prior to the date of the Final Exchange Bulletin are subject to escrow under the Escrow Agreement. In addition, all Common Shares issued on or after the date of the Final Exchange Bulletin pursuant to the exercise of a Stock Option granted prior to this Offering with an exercise price that is less than the Offering Price are also subject to escrow under the Escrow Agreement. For further details of the escrow requirements and release provisions, see “Escrowed Securities”.

PRIOR SALES

Since the date of incorporation of the Corporation, 2,100,002 Common Shares have been issued and are currently outstanding as follows.

Date	Number of Common Shares	Issue Price Per Share	Aggregate Issue Price	Consideration Received
August 9, 2021	2 ⁽¹⁾	\$0.10 ⁽¹⁾	\$0.20	Cash
August 30, 2021	2,100,000	\$0.05	\$105,000.00	Cash
Total	2,100,002 ⁽²⁾		\$105,000.20 ⁽³⁾	

Notes:

- (1) These Common Shares were issued upon incorporation of the Corporation at the issue price of \$0.10 per Common Share and subsequently transferred to certain directors and officers of the Corporation.
- (2) All of these Common Shares are being held in escrow. See “Escrowed Securities”.
- (3) Rounded up to \$105,001 in the Corporation’s financial statements as at August 31, 2021.

ESCROWED SECURITIES

Securities Escrowed Prior to Completion of the Qualifying Transaction

All of the Common Shares issued prior to this Offering at a price below the issue price of \$0.10 per Common Share (totaling 2,100,002 Common Shares) and all Common Shares that may be acquired from treasury by Non Arm’s Length Parties of the Corporation either under the Offering or otherwise prior to the date of the Final Exchange Bulletin will be deposited with the Trustee under the Escrow Agreement.

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

The following table sets out, as at the date of this Prospectus, the number of Common Shares and Stock Options, if any, which are or will be held in escrow:

Name and Municipality of Residence of Shareholder	Number of Common Shares Held Prior to Offering	Number of Common Shares Escrowed ⁽¹⁾	Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering ⁽²⁾	Percentage of Common Shares of the Corporation After Giving Effect to the Offering ⁽³⁾	Number of Stock Options Held in Escrow ⁽⁴⁾
David Eaton Vancouver, B.C.	700,001	700,001	33.33%	17.07%	Nil
Luke Norman Whistler, B.C.	700,001	700,001	33.33%	17.07%	Nil
Richard Silas Vancouver, B.C.	700,000	700,000	33.33%	17.07%	Nil
Total	2,100,002	2,100,002	100%	51.21%	Nil

Notes:

- (1) Assuming no Common Shares are purchased by these persons under the Offering.
- (2) Based on 2,100,002 Common Shares issued and outstanding prior to giving effect to the Offering.
- (3) Based on 4,100,002 Common Shares issued and outstanding after giving effect to the Offering. Assuming no Common Shares are purchased by these persons under the Offering and assuming no exercise of the Agent's Option.
- (4) As of the date of this Prospectus, no Stock Options have been granted to the directors or officers of the Corporation pursuant to the Option Plan and the Corporation has no present intention of granting any Stock Options to its directors or officers upon Closing of the Offering.

Where the Common Shares required to be held in escrow are held by a non-individual (a “**holding company**”), each holding company pursuant to the Escrow Agreement, has agreed, or will agree, not to carry out any transactions during the currency of the Escrow Agreement which would result in a change of control of the holding company, without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize securities to be issued or transferred if it could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any Control Person of the holding company not to transfer the shares of that company.

Under the Escrow Agreement:

- (a) all Stock Options granted prior to the date of the Final Exchange Bulletin, if any, and all Common Shares that were issued pursuant to the exercise of such Stock Options prior to the date of the Final Exchange Bulletin will be released from escrow on the date of the Final Exchange Bulletin, other than Stock Options that were granted prior to the Offering with an exercise price that is less than the Offering Price under this Prospectus and any Common Shares that were issued pursuant to the exercise of such Stock Options which will be released from escrow in accordance with paragraph (b) below; and
- (b) except for Stock Options and Common Shares issued pursuant to the exercise of such Stock Options that are released from escrow on the date of the Final Exchange Bulletin as provided for in paragraph (a) above, all of the securities held in escrow will be released from escrow in accordance with the following schedule:

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

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

If a Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement, upon issuance by the Exchange of a bulletin delisting the Corporation, the Trustee 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 Stock Options and Common Shares issued pursuant to the exercise of such Stock Options held by such persons; and
- (b) cancel all of the escrowed securities on a date that is 10 years from the date of such Exchange bulletin.

Escrowed Securities on Qualifying Transaction

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

PRINCIPAL SHAREHOLDERS

The following table lists those persons who own of record or who are known to the Corporation as at the date hereof to own beneficially, directly or indirectly, more than 10% of the issued and outstanding Common Shares of the Corporation, or exercises control or direction over, more than 10% of the issued and outstanding Common Shares of the Corporation:

Name	Type of Ownership	Number of Common Shares	Percentage of Common Shares Owned Prior to Giving Effect to the Offering ⁽¹⁾⁽²⁾	Percentage of Common Shares Owned After Giving Effect to the Offering ⁽²⁾⁽³⁾⁽⁴⁾
David Eaton	Legal and Beneficial	700,001	33.33%	17.07%
Luke Norman Consulting Ltd. ⁽⁵⁾	Legal and Beneficial	700,001	33.33%	17.07%
Richard Silas	Legal and Beneficial	700,000	33.33%	17.07%
TOTAL		2,100,002	100%	51.21%

Notes:

- (1) Based on 2,100,002 Common Shares issued and outstanding prior to giving effect to the Offering.
- (2) Subject to the Escrow Agreement. See "Escrow Securities".
- (3) Based on 4,100,002 Common Shares issued and outstanding after giving effect to the Offering. Assuming no Common Shares are purchased by these persons under the Offering and assuming no exercise of the Agent's Option.

- (4) On a fully diluted basis under the Offering, assuming full exercise of the Agent's Option, David Eaton will hold 16.28%, Luke Norman (directly and indirectly) will hold 16.28%, and Richard Silas will hold 16.28% of the issued and outstanding Common Shares.
- (5) Luke Norman Consulting Ltd. is a private company controlled by Luke Norman, a director of the Corporation.

OFFICERS AND DIRECTORS

The following is a list of the current directors, officers and promoters of the Corporation, their province or state and country of residence, their current positions with the Corporation, their respective principal occupations during the last five years, and the number of Common Shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised.

Name, (Age), Province or State and Country of Residence	Positions and Offices Held	Common Shares Held (1)	Percentage of Common Shares Beneficially Owned Before Offering	Percentage of Common Shares Beneficially Owned Upon Closing of Offering (2)(3)	Principal Occupation for Past Five Years
David Eaton (59) (4)(5) B.C., Canada	CEO, CFO, Corporate Secretary, Director and Promoter	700,001	33.33%	17.07%	Baron Global Financial Canada Ltd., Chairman of the Board, 2007 to present
Luke Norman (50) (4)(5) B.C., Canada	Director	700,001	33.33%	17.07%	Executive Chairman and CEO, Leviathan Gold Ltd. (TSXV), Nov. 2020 to present; President, CEO and Director, Northern Lion Gold Corp. (TSXV), Dec. 2017 to present; Chairman and Director, Silver One Resources Inc. (TSXV), since May 30, 2012 (President, CEO and CFO from May 2012 to Aug. 2016); Mining consultant for over 10 years.
Richard Silas (49) (4)(5) B.C., Canada	Director	700,000	33.33%	17.07%	Vice-President, Corp. Development and Corporate Secretary, Guanajuato Silver Company Ltd. (TSXV), May 2021 to present (Director since Oct. 2019); Corporate Secretary, Barksdale Resources Corp. (TSXV), June 2016 to Feb. 2021 (previously a Director from June 2016 to April 2019 and President from June 2016 to Dec. 2017); CEO, CFO and director of Sanibel Ventures Corp. (NEX), Oct. 2017 to present; Director and Corporate Secretary, Northern Lion Gold Corp. (TSXV), Sep. 2019 to present; Principal of Universal Solutions Inc., private company providing management and administration services to TSX Venture Exchange issuers, 1997 to present.
Total		2,100,002	100%	51.21%	

Notes:

- (1) These Common Shares will be held in escrow. See “*Escrowed Securities*”.
- (2) Assuming no Common Shares are purchased by the above directors and officers of the Corporation under the Offering, and assuming no exercise of the Agent’s Option. See “*Plan of Distribution*”.
- (3) On a fully diluted basis under the Offering, assuming full exercise of the Agent’s Option, David Eaton will hold 16.28%, Luke Norman (directly and indirectly) will hold 16.28%, and Richard Silas will hold 16.28% of the issued and outstanding Common Shares.
- (4) Member of the Audit Committee.
- (5) Appointed as a director of the Corporation on August 9, 2021. Mr. Eaton was appointed as CEO, CFO and Corporate Secretary of the Corporation on August 30, 2021.

The directors and officers, or private companies controlled by such directors and officers, as a group, beneficially own and control or have direction over 2,100,002 Common Shares which represents 100% of the issued Common Shares of the Corporation before giving effect to this Offering and which will represent 51.21% of the issued Common Shares of the Corporation upon completion of Offering.

The term of the directors expires annually at the time of the Corporation’s annual general meeting. The term of office of the officers expires at the discretion of the Board.

David Eaton, CEO, CFO, Corporate Secretary, Director and Promoter

David Eaton has been involved the capital markets since 1981, starting as a floor trader at the Vancouver Stock Exchange. Throughout his career he has been active in all aspects of the corporate finance industry, consulting to both public and private companies in the areas of investor relations, arranging financings and corporate transactions. Since 2007 he has been Chairman at Baron Global Financial Canada Ltd., a subsidiary of the Hong Kong Stock Exchange Member Firm VBG International Holdings Limited. Baron Global Financial Canada Ltd. provides advisory services in the areas of financing, structuring, transaction planning, corporate transactions, public listings planning, ongoing financial reporting, and public company management.

Luke Norman, Director

Luke Norman is a seasoned growth executive with 20 years of experience in the venture capital markets and raising funds for both public and private companies predominantly in the resource sector. In recent years, Mr. Norman has operated a consultancy company to the metals and mining industry. He also co-founded Gold Standard Ventures Corp., a TSX and NYSE Market listed gold exploration company and US Gold Corp., listed on the Nasdaq exchange. He is Chairman of Silver One Resources Inc., a silver predevelopment and exploration company, listed on the TSXV and was recently appointed President and CEO of Leviathan Gold Ltd. listed on the TSXV. Mr. Norman brings expertise in mineral exploration, finance, corporate governance, M&A and corporate leadership to his role as Director.

Richard Silas, Director

Richard Silas is Vice-President, Corporate Development, Corporate Secretary and a director of Guanajuato Silver Company Ltd., a silver/gold development and exploration company listed on the TSXV and former a President and director of Barksdale Resources Corp., a mineral exploration company listed on the TSXV. Mr. Silas has over 20 years’ experience in corporate governance, regulatory compliance, and administration of junior resource companies. Prior to Barksdale, Mr. Silas was a director and Corporate Secretary of Gold Standard Ventures Corp. (TSX and NYSE Market) from 2009 until 2017.

In addition to any other requirements of the Exchange, the Exchange expects management of the Corporation to meet a high management and ethical 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 Significant Assets. Each of the officers and directors are independent contractors and will devote the time considered necessary to perform the work required in connection with the management and direction of the Corporation and Completion of a Qualifying Transaction. None of the officer or directors have

entered into any non-competition or non-disclosure agreements with the Corporation.

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 (or the equivalent in a jurisdiction outside of Canada):

Name	Name of Reporting Issuer	Exchange	Position	Term
David Eaton	Jayden Resources Inc. VEXT Science, Inc. Cerro Mining Corp. Providence Gold Mines Inc. Jushi Holdings Inc. HealthSpace Data Systems Ltd.	TSXV CSE NEX TSVX CSE CSE	Senior Officer and Director Director Director Director Director Director	June 2016 to present May 2019 to present Dec. 2017 to Feb. 2020 Oct. 2018 to June 2019 Apr. 2018 to July 2018 Nov. 2015 to July 2018
Luke Norman	Silver One Resources Inc. Northern Lion Gold Corp. Leviathan Gold Ltd. Black Mountain Gold USA Corp. Eat Well Investment Group Inc.	TSXV TSXV TSVX TSXV CSE	Senior Officer and Director Senior Officer and Director Senior Officer and Director Director Director	Feb 2011 to present Dec. 2017 to present Nov. 2020 to present Jan. 2021 to present June 2015 to July 2019
Richard Silas	Sanibel Ventures Corp. Northern Lion Gold Corp. Guanajuato Silver Company Ltd. Barksdale Resources Corp. Lithoquest Resources Inc. GFG Resources Inc. Gold Standard Ventures Corp.	NEX TSXV TSXV TSXV TSXV TSXV TSX, NYSE Market	Senior Officer and Director Senior Officer and Director Senior Officer and Director Senior Officer and Director Senior Officer and Director Senior Officer and Director Senior Officer and Director	Oct. 2017 to present Sep 2019 to present Oct. 2019 to present June 2016 to Feb. 2021 Mar. 2014 to Nov. 2017 Apr. 2015 to Oct. 2016 Apr. 2009 to Sep. 2017

Corporate Cease Trade Orders

Save as disclosed below, no director, officer, Insider or Promoter of the Corporation, or any shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is, or was within the 10 years before the date of the Prospectus, a director, officer, Insider or Promoter of any other Issuer that:

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

Mr. Silas is the Chief Executive Officer and a director of Sanibel Ventures Corp., a capital pool company that was suspended from trading by the TSXV on July 30, 2020 for failure to complete a qualifying transaction within 24 months of its listing. Mr. Silas is also a former director of Spirit Bear Capital Corp., a capital pool company that was suspended from trading by the TSXV on May 15, 2014 for failure to complete a qualifying transaction within 24 months of its listing.

Penalties or Sanctions

Save as disclosed below, no director, officer, Insider or Promoter of the Corporation, or any shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to any: (a) penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

On April 29, 2013, Mr. Silas was fined \$8,000 by the Autorité des marchés financiers in Quebec for failure to file insider reports within the prescribed time periods in respect of changes in his control over securities of Northern Star Mining Corp., a reporting issuer whose common shares were previously listed for trading on a predecessor to the TSXV, in November 2008 and April 2010. Such fine has been paid in full.

Bankruptcies

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

- (a) is, as at the date of this Prospectus, or has been within the 10 years before the date of this Prospectus, a director, officer, Insider or Promoter of any company (including the Corporation) that, while that person was acting 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) has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, become subject to or instituted any proceeding, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer, Insider, Promoter or shareholder.

Conflicts of Interest

There are potential conflicts of interest to which all of the directors, officers, Insiders and Promoters of the Corporation may be subject to in connection with the operations of the Corporation. All of the directors, officers, Insiders and Promoters are engaged in and will continue to be engaged in corporations or businesses, including publicly traded corporations, which may be in competition with the search by the Corporation for businesses or assets in order to close a Qualifying Transaction. Certain officers and directors are also currently directors and/or officers of other publicly traded corporations that are or may in the future seek business or asset acquisition transactions. Situations may arise where a particular business opportunity is not presented to the Corporation, but rather to another corporation of which one of the directors or officers of the Corporation is also a director.

Accordingly, situations may arise where the directors, officers, Insiders and Promoters will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under the *Business Corporations Act* (British Columbia).

AUDIT COMMITTEE

The Corporation is required to include in this Prospectus the disclosure required under Form 52-110F2 – *Disclosure by Venture Issuers*, with respect to the audit committee of the Board (the “**Audit Committee**”). The Corporation does not have any other committees.

The Audit Committee Charter

The responsibilities and duties of the Audit Committee are set out in the Audit Committee’s charter, the text of which is set forth in Appendix “A” to this Prospectus.

Composition of the Audit Committee

The Audit Committee consists of three members: Richard Silas (Chair), Luke Norman and David Eaton. Richard Silas and Luke Norman are independent members. David Eaton is not independent because he is also an officer of the Corporation. As the Corporation is a “venture issuer” for the purposes of National Instrument 52-110 – *Audit Committees* (“NI 52-110”), the Corporation is exempt from the requirement to have the Audit Committee comprised of entirely independent directors. All of the members of the Audit Committee are “financially literate” for the purposes of NI 52-110 having the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

Relevant Education and Experience

All of the Audit Committee members are business persons with experience in financial matters; each has an understanding of accounting principles used to prepare financial statements and varied experience as to general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from working in their individual fields of endeavor. See “*Officers and Directors*” above for a description of the relevant education and experience of each member of the Audit Committee.

Audit Committee Oversight

At no time since the incorporation of the Corporation has a recommendation of the Audit Committee to nominate or compensate an external auditor not been accepted by the Board of the Corporation.

Reliance on Certain Exemptions

Since its incorporation on August 9, 2021, the Corporation has not relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval of Audit and Non-Audit Services by Independent Auditors

The Audit Committee pre-approves all audit services provided to the Corporation by its independent auditors. The Audit Committee’s policy regarding the pre-approval of non-audit services is that all such services shall be pre-approved by the Audit Committee. Prior to the granting of any pre-approval, the Audit Committee must be satisfied that the performance of the services in question will not compromise the independence of the independent auditors.

Audit Fees

In the following table, “audit fees” are fees billed by the Corporation’s external auditor for services provided to perform the annual audit and, if applicable, quarterly reviews of the Corporation’s financial statements. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation’s financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Corporation to DeVisser Gray LLP, Chartered Professional Accountants, the Corporation’s auditor, for services rendered in connection with the preparation of the Corporation’s audited financial statements for the period from incorporation on August 9, 2021 to August 31, 2021 included in this Prospectus, by category, are as follows:

Financial Ending	Period	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
August 31, 2021		[\$•]	Nil	Nil	Nil

Exemption

The Corporation is relying on the exemption provided by section 6.1 of NI 52-110, which provides that the Corporation, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

EXECUTIVE COMPENSATION

Except as set out below or otherwise disclosed in this Prospectus, prior to Completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly to 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 Stock Options as described in "*Options to Purchase Securities*";
- (b) payment for and reimbursement of certain expenses as described in "*Use of Proceeds - Permitted Use of Funds*" and "*Use of Proceeds - Prohibited Payments to Non Arm's Length Parties*"; and
- (c) finder's fees as described in "*Use of Proceeds - Finder's Fees*".

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

DILUTION

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of approximately \$0.026 per Common Share or 25.61% on the basis of there being 4,100,002 Common Shares issued and outstanding upon completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this Prospectus and from sales of securities prior to filing of this Prospectus, without deduction of commissions or related expenses incurred by the Corporation as set forth below.

Item	Offering
Gross proceeds of prior share issuances	\$105,001
Gross proceeds of this Offering	\$200,000
Total gross proceeds after this Offering	\$305,001
Offering Price per Common Share	\$0.10
Proceeds per Common Share after this Offering	\$0.074
Dilution per Common Share to subscriber	\$0.026
Percentage of dilution in relation to Offering Price	25.61%

Furthermore, where the Qualifying Transaction is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment.

RISK FACTORS

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The following are risk factors associated with the Corporation:

- (a) the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of a Qualifying Transaction, if at all;
- (b) investment in the Common Shares offered by this Prospectus is highly speculative given the proposed nature of the Corporation's business and present stage of development;
- (c) purchasers of Common Shares under this Prospectus will suffer an immediate dilution of approximately \$0.026 or 25.61%;
- (d) the Corporation is relying solely on the past business experience 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 management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Corporation;
- (e) the directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See "*Directors and Officers – Conflicts of Interest*";
- (f) the Corporation has only limited funds with which to identify and evaluate a potential Qualifying Transaction and there can be no assurance that the Corporation will be able to identify a suitable Qualifying Transaction. The Corporation will also be in competition with other corporations with greater resources;
- (g) until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of a potential Qualifying Transaction;
- (h) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;
- (i) Completion of a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and, in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval;
- (j) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares;
- (k) upon public announcement of a proposed 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 (if required) and certain preliminary reviews have been conducted. The Common Shares of the Corporation may be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction;
- (l) trading in the Common Shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required;
- (m) listing of the Common Shares is subject to the Corporation fulfilling all of the listing requirements of the Exchange and the approval of the Exchange;

- (n) in the event that management of the Corporation resides outside of Canada or 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;
- (o) the Qualifying Transaction may be financed in whole 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. The Qualifying Transaction may also result in increased debt by the Corporation;
- (p) subject to prior acceptance by 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 shareholder approval and there can be no assurance that the Issuer will be able to recover that loan;
- (q) the Corporation cannot be certain and provides no guarantee that, if the Qualifying Transaction is completed, the business acquired pursuant to the Qualifying Transaction will be profitable or ultimately benefit the Corporation and its shareholders. Neither the Exchange nor any securities regulatory authority passes on the merits of the proposed Qualifying Transaction. Any failure to successfully integrate a business acquired pursuant to the Qualifying Transaction or a failure of such business to benefit the Corporation, could have a material adverse effect on the Resulting Issuer's business and results of operations;
- (r) there can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell its Common Shares;
- (s) if the Corporation does not make an election to be a "public corporation" for purposes of the *Income Tax Act* (Canada) or have its shares listed on a designated stock exchange prior to the time of closing of the Offering adverse tax consequences may arise with respect to any Common Shares held in respect of registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts; and
- (t) the Corporation faces risks related to health epidemics, pandemics and other outbreaks of communicable diseases, which could significantly disrupt its ability to complete a Qualifying Transaction on a timely basis, or at all, and adversely affect its financial conditions. The Corporation's business could be adversely impacted by the effects of the COVID-19 pandemic or other epidemics and/or pandemics. In December 2019, COVID-19 emerged in China and the virus has now spread with infections been reported globally. On March 11, 2020, the World Health Organization declared the outbreak of COVID-19 to be a pandemic. The extent to which COVID-19 and variants of concern including, but not limited to, the Delta variant impacts the Corporation's ability to complete a Qualifying Transaction on a timely basis, or at all, and the market for its securities, will depend on future developments, which are highly uncertain and cannot be predicted at this time, and include the duration, severity and scope of the pandemic and the actions taken to contain or treat the COVID-19 pandemic (including restrictions and/or recommendations from public health officials). In addition, the COVID-19 pandemic represents a widespread global health crisis that could adversely affect global economies and financial markets resulting in an economic downturn that could have an adverse effect on the Corporation and its ability to complete a Qualifying Transaction in a timely manner, or at all.

As a result of these factors, 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 currently a party to any legal proceedings, nor is the Corporation currently contemplating any legal proceedings. Management of the Corporation is currently not aware of any legal proceedings contemplated against the Corporation or its property.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers of the Corporation have acquired all of the Common Shares of the Corporation in the seed capital phase of the Corporation. See “*Prior Sales*”, “*Escrowed Securities*” and “*Principal Shareholders*”.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Corporation is not a “*related issuer*” or “*connected issuer*” of the Agent for the purposes of National Instrument 33-105 – *Underwriting Conflicts*.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Gregory T. Chu, A Law Corporation, on behalf of the Corporation, and by DuMoulin Black LLP on behalf of the Agent.

As of the date hereof: (a) no Person whose profession or business gives authority to a statement made by such Person and who is named in this Prospectus has received or shall receive a direct or indirect interest in the property of the Corporation or any Associate or Affiliate of the Corporation; and (b) none of the aforementioned Persons or their respective Associates or Affiliates beneficially own, directly or indirectly, any securities of the Corporation. In addition, none of the aforementioned Persons nor any director, officer or employee of any of the aforementioned Persons, is or is expected to be elected, appointed or employed as a director, senior officer or employee of the 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 shareholders, partners and associates of Gregory T. Chu, A Law Corporation and DuMoulin Black LLP, as applicable, may subscribe for Common Shares pursuant to the Offering.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is DeVisser Gray LLP, Chartered Professional Accountants, at 401 – 905 West Pender Street, Vancouver, B.C. V6C 1L6.

The transfer agent and registrar of the Corporation is Odyssey Trust Company, at 323 – 409 Granville Street, Vancouver, B.C. V6C 1T2.

MATERIAL CONTRACTS

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

1. Agency Agreement dated as of [●], 2021 between the Corporation and the Agent. See “*Plan of Distribution*”.
2. Escrow Agreement dated as of [●], 2021 among the Corporation, the Trustee and those shareholders that executed such agreement. See “*Escrowed Securities*”.
3. Transfer Agent and Registrar Agreement dated September 9, 2021 between the Corporation and the Trustee.

Copies of these agreements will be available for inspection at the registered office of the Corporation located at 1166 Alberni Street, Suite 1604, Vancouver, B.C., V6E 3Z3, during ordinary business hours while the securities offered by this Prospectus are in the course of distribution and for a period of 30 days thereafter.

DIVIDEND POLICY

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

OTHER MATERIAL FACTS

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Gregory T. Chu, A Law Corporation, counsel to the Corporation, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively the "**Tax Act**") in force as of the date hereof and all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, provided that the Common Shares are listed on a "designated stock exchange" within the meaning of the Tax Act (which includes the Exchange), if issued on the date hereof, the Common Shares would be qualified investments under the Tax Act for a trust governed by a registered retirement savings plan, registered retirement income fund, registered education savings plan, registered disability savings plan, tax-free savings account (collectively referred to as "**Registered Plans**") or a deferred profit sharing plan.

If the Common Shares are not listed on the Exchange on the Closing of the Offering but become listed on the Exchange prior to the date on which the Corporation must file a tax return under the Tax Act for its first taxation year, the Corporation may make an election in such income tax return to be deemed to have been a "public corporation" for the purposes of the Tax Act from the beginning of its first taxation year until the time when the Common Shares are listed on the Exchange. If this occurs, the Common Shares will be qualified investments for a Registered Plan or deferred profit sharing plan.

Notwithstanding the foregoing, the holder or subscriber of, or annuitant under, a Registered Plan (the "**Controlling Individual**") will be subject to a penalty tax in respect of Common Shares held in the Registered Plan if such Common Shares are a "prohibited investment" for the particular Registered Plan. A Common Share will generally be a "prohibited investment" for a Registered Plan under the Tax Act if the Controlling Individual does not deal at arm's length with the Corporation for the purposes of the Tax Act or the Controlling Individual has a "significant interest" (as defined in subsection 207.01(4) the Tax Act) in the Corporation. Controlling Individuals should consult their own tax advisors as to whether the Common Shares will be a prohibited investment in their particular circumstances. However, a Common Share will generally not be a "prohibited investment" for a Registered Plan if such securities are "excluded property" (as defined in subsection 207.01(1) of the Tax Act) for such Registered Plan.

Purchasers who intend to hold Common Shares in their Registered Plans, should consult their own tax advisors in regard to the application of these rules in their particular circumstances.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

LDB Capital Corp.
(A Capital Pool Company)

Financial Statements
For the period ended August 31, 2021
(Expressed in Canadian Dollars)

LDB CAPITAL CORP.
(A Capital Pool Company)
Index to Financial Statements
For the period ended August 31, 2021
(Expressed in Canadian Dollars)

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INDEPENDENT AUDITOR'S REPORT

To the Directors of LDB Capital Corp.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of LDB Capital Corp. (the "Company"), which comprise the statement of financial position as at August 31, 2021, and the statements of comprehensive loss, changes in shareholders' equity and cash flows for the period from incorporation on August 9, 2021 to August 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 August 31, 2021 and its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

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

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

The engagement partner on the audit resulting in this independent auditor's report is James D. Gray.

"DRAFT"

Chartered Professional Accountants

Vancouver, BC, Canada
November xx, 2021

LDB CAPITAL CORP.
(A Capital Pool Company)
Statement of Financial Position
(Expressed in Canadian Dollars)

	As at August 31, 2021
	\$
ASSETS	
Current	
Cash	105,000
TOTAL ASSETS	105,000
LIABILITIES	
Current	
Accounts payable and accrued liabilities	10,000
Due to related party (Note 3)	1,249
	<u>11,249</u>
SHAREHOLDERS' EQUITY	
Share capital (Note 4)	105,001
Deficit	<u>(11,250)</u>
	<u>93,751</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	105,000
Nature of operations (Note 1)	
Subsequent event (Note 8)	
On behalf of the Board of Directors:	
<u>“David Eaton”</u> Director	<u>“Luke Norman”</u> Director

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

LDB CAPITAL CORP.
(A Capital Pool Company)
Statement of Comprehensive Loss
(Expressed in Canadian Dollars)

	For the period from incorporation on August 9, 2021 to August 31, 2021
	\$
Expenses	
Professional fees	11,250
Loss and comprehensive loss for the period	(11,250)
BASIC AND DILUTED LOSS PER SHARE	(0.06)
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING – BASIC AND DILUTED	182,611

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

LDB CAPITAL CORP.
(A Capital Pool Company)
Statement of Cash Flows
(Expressed in Canadian Dollars)

	For the period from incorporation on August 9, 2021 to August 31, 2021
	\$
Cash flows used in operating activities	
Net loss for the period	(11,250)
Changes in non-cash working capital items:	
Accounts payable and accrued liabilities	10,000
Due to related party	1,249
	<u>(1)</u>
Cash flows from financing activities	
Proceeds from shares issued	105,001
	<u>105,001</u>
Net increase in cash	105,000
Cash, beginning of the period	<u>-</u>
Cash, end of the period	<u>105,000</u>

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

LDB CAPITAL CORP.**(A Capital Pool Company)**

Statement of Changes in Shareholders' Equity

(Expressed in Canadian Dollars)

	Number of Shares Issued	Share Capital \$	Deficit \$	Total Shareholders' Equity \$
Balance at August 9, 2021	-	-	-	-
Issuance of incorporation shares	2	1	-	1
Proceeds from shares issued	2,100,000	105,000	-	105,000
Net loss for the period	-	-	(11,250)	(11,250)
Balance at August 31, 2021	2,100,002	105,001	(11,250)	93,751

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

LDB CAPITAL CORP.

(A Capital Pool Company)

Notes to Financial Statements

For the period from incorporation on August 9, 2021 to August 31, 2021

(Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS

LDB Capital Corp. (the “Company”) was incorporated under the Business Corporations Act (British Columbia) on August 9, 2021. The Company is in the process of completing an Initial Public Offering (the “Offering”) to be classified as a Capital Pool Company (“CPC”) as defined in the TSX Venture Exchange (“TSX-V”) Policy 2.4. The principal business of the Company is the identification and evaluation of assets or a business and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

The Company’s registered office is located at Suite 1604 -1166 Alberni Street, Vancouver, British Columbia, Canada, V6E 3Z3.

The Company’s continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses within 24 months of listing on the TSX-V. Such a transaction will be subject to regulatory approval and may be subject to shareholder approval. There is no assurance that the Company will complete a transaction within twenty-four months from the date the Company’s shares are listed on the TSX-V, at which time the TSX-V may suspend or de-list the Company’s shares from trading.

The Company has no source of operating revenue, has incurred net losses since inception and as at August 31, 2021 has a deficit of \$11,250. Its continued existence will be dependent on the receipt of related party debt, or equity financing on terms which are acceptable to the Company.

2. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies used in the preparation of these financial statements.

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”).

Basis of presentation

These financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The financial statements are presented in Canadian dollars unless otherwise noted.

These financial statements were approved and authorized for issuance by the Board of Directors on November xx, 2021.

Significant estimates and assumptions

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company’s management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

LDB CAPITAL CORP.

(A Capital Pool Company)

Notes to Financial Statements

For the period from incorporation on August 9, 2021 to August 31, 2021

(Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES - (continued)

Significant judgments

The preparation of the financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments applying to the Company's financial statements include:

- i. The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.
- ii. The determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood of utilizing tax carry-forwards. Changes in these assumptions could materially affect the recorded amounts, and therefore do not necessarily provide certainty as to their recorded values.
- iii. In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. This contagious disease outbreak, which has continued to spread, and any related adverse public health developments, has adversely affected workforces, customers, economies, and financial markets globally, potentially leading to an economic downturn. It has also disrupted the normal operations of many businesses, including the Company's. This outbreak could decrease spending, adversely affect and harm our business and results of operations. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or results of operations at this time.

Financial instruments

Financial assets

On initial recognition, financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL. On initial recognition of an equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income.

The classification determines the method by which the financial assets are carried on the statement of financial position subsequent to inception and how changes in value are recorded.

Impairment

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

LDB CAPITAL CORP.

(A Capital Pool Company)

Notes to Financial Statements

For the period from incorporation on August 9, 2021 to August 31, 2021

(Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES - (continued)

Financial liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) amortized cost. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. Accounts payable and accrued liabilities and due to related party are classified and carried on the statement of financial position at amortized cost.

As at August 31, 2021, the Company did not have any derivative financial liabilities.

Income taxes

Current income tax:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the country where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax:

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

The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Loss per share

Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

LDB CAPITAL CORP.

(A Capital Pool Company)

Notes to Financial Statements

For the period from incorporation on August 9, 2021 to August 31, 2021

(Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES - (continued)

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

Accounting pronouncements not yet adopted

A number of amendments to standards and interpretations applicable to the Company are not yet effective for the period ended August 31, 2021 and have not been applied in preparing these financial statements nor does the Company expect these amendments to have a significant effect on its financial statement.

3. RELATED PARTY TRANSACTIONS

As at August 31, 2021, the Company owed \$1,249 to an officer and director of the Company in respect of legal fees paid on behalf of the Company. This amount is non-interest bearing and has no specific terms of repayment.

4. SHARE CAPITAL

Authorized Share Capital

Unlimited number of common shares without par value.

Issued Shares

During the period ended August 31, 2021, the Company issued the following shares:

- 2 shares at a price of \$0.10 per share for gross proceeds of \$0.20; and
- 2,100,000 shares at a price of \$0.05 per share for gross proceeds of \$105,000.

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's accounts payable and accrued liabilities and due to related party approximate their carrying value. The Company's other financial instrument, being cash, is measured at fair value using Level 1 inputs.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

LDB CAPITAL CORP.

(A Capital Pool Company)

Notes to Financial Statements

For the period from incorporation on August 9, 2021 to August 31, 2021

(Expressed in Canadian Dollars)

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT - (continued)

- (a) Credit risk:
Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in trust. The Company has deposited the cash with its lawyer's trust account. The risk of loss is low.
- (b) Liquidity risk:
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accrued liabilities are due within the current operating period. The Company has a sufficient cash balance to settle current liabilities.
- (c) Market risk:
Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company is not exposed to market risk.
- (d) Interest rate risk:
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on call with financial institutions and management actively negotiates favorable market related interest rates.

6. CAPITAL DISCLOSURES AND MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to pursue the completion of a Qualifying Transaction ("QT") as defined in TSX-V Policy 2.4. Therefore, the Company monitors the level of risk incurred in its expenditures relative to its capital structure.

The Company considers its capital structure to include shareholders' equity. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the potential underlying assets. To maintain or adjust the capital structure, the Company may issue new equity if available on favorable terms and approved by the TSX-V.

As a CPC, the Company is subject to externally imposed capital requirements as outlined in the TSX-V Policy 2.4 and summarized below:

- 1) No salary, consulting, management fees or similar remuneration of any kind may be paid directly or indirectly to a related party of the Company or a related party of a QT;
- 2) Gross proceeds realized from the sale of all securities issued by a CPC may only be used to identify and evaluate assets or businesses and obtain shareholder approval for a QT;
- 3) No more than the lesser of \$210,000 and 30% of the gross proceeds from the sale of securities issued by a CPC may be used for purposes other than to identify and evaluate a QT;
- 4) After the completion of its IPO and until the completion of a QT, a CPC may not issue any securities unless written acceptance of the TSX-V is obtained before the issuance of the securities.

There were no changes in the Company's approach to capital management during the period ended August 31, 2021.

LDB CAPITAL CORP.**(A Capital Pool Company)**

Notes to Financial Statements

For the period from incorporation on August 9, 2021 to August 31, 2021

(Expressed in Canadian Dollars)

7. INCOME TAXES

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

	Period From incorporation on August 9, 2021 to August 31, 2021
	\$
Loss before income taxes	(11,250)
Expected income tax (recovery) at statutory rates	(2,925)
Unrecognized benefits of non-capital losses	2,925
Deferred income tax recovery	-

There are no deferred tax assets or liabilities presented in the statement of financial position.

This potential future tax benefit has been offset entirely by a valuation allowance and has not been recognized in these financial statements. The non-capital loss carry-forwards expire according to the following schedule:

	Non-capital Losses
	\$
2041	11,250

The deferred tax assets have not been recognized because at this stage of the Company's development it is not determinable that future taxable profit will be available against which the Company can't utilize such deferred tax assets.

8. SUBSEQUENT EVENT

On November xx, 2021, the Company filed a prospectus to offer to sell and issue 2,000,000 common shares at a price of \$0.10 per common share for total gross proceeds of \$200,000 (the "Offering").

The Company has entered into an agreement with Haywood Securities Inc. (the "Agent") to raise gross proceeds of up to \$200,000 in connection with the Offering. The Company will pay a commission of 10% of gross proceeds to the Agent and will grant the Agent the option to purchase common shares equal to 10% of the total number of common shares sold as part of the Offering at an exercise price of \$0.10 per share for a period of 24 months from the date the Offering is completed. The Company is also required to pay an administration fee and will reimburse the Agent for legal fees and other reasonable expenses incurred pursuant to the Offering.

Appendix A

LDB CAPITAL CORP.

CHARTER FOR THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

PURPOSE OF THE COMMITTEE

The purpose of the Audit Committee (the “**Committee**”) of the board of directors (the “**Board**”) of LDB Capital Corp. (the “**Company**”) is to provide an open avenue of communication between management, the Company’s external auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Company’s financial reporting and disclosure practices;
- the Company’s compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Company’s external auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company’s Articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of a minimum of three directors who are appointed and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Company. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee’s role is one of oversight. Management is responsible for preparing the Company’s financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with International Financial Reporting Standards (“**IFRS**”), as issued by the International Accounting Standards Board. Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The external auditor’s responsibility is to audit the Company’s financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with IFRS.

The Committee is responsible for recommending to the Board the external auditor to be nominated for the purpose of auditing the Company’s financial statements, preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the external auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the external auditor including the resolution of any disagreements between management and the external auditor regarding financial reporting. The external auditor shall report

directly to the Committee. The Committee is also entitled to engage independent counsel and other advisers in the performance of its duties and to set and pay the compensation for such counsel or advisers.

AUTHORITY AND RESPONSIBILITIES

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any changes to the Board from time to time.
2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.
3. Review with management and the external auditor the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the external auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management the Company's financial statements, MD&A and any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the external auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the external auditor without the presence of management.
8. Review with management and the external auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve and monitor all audit services to be provided to the Company by the external auditor.
10. Pre-approve and monitor all non-audit services to be provided to the Company by the external auditor, provided that prior to granting any such pre-approval, the Committee must be satisfied that the performance of the services in question will not compromise the independence of the external auditor.
11. Monitor the independence of the external auditor by reviewing all relationships between the external auditor and the Company including reviewing and approving the Company's hiring policies regarding partners, employees and former partners and employees of the Company's current and former external auditors.
12. Establish and review the Company's procedures for the:

- (a) receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
 - (b) confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
- 13. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
- 14. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of National Instrument 52-110 *Audit Committees* of the Canadian Securities Administrators, the *Business Corporations Act* (British Columbia) and the Articles of the Company.

CERTIFICATE OF THE CORPORATION

Dated: November 9, 2021

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

"David Eaton"

David Eaton
Chief Executive Officer and
Chief Financial Officer

ON BEHALF OF THE BOARD

"Luke Norman"

Luke Norman
Director

"Richard Silas"

Richard Silas
Director

CERTIFICATE OF THE PROMOTER

Dated: November 9, 2021

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

"David Eaton"

David Eaton
Promoter

CERTIFICATE OF THE AGENT

Dated: November 9, 2021

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

Haywood Securities Inc.

"David Taylor"

David Taylor
Associate Corporate Finance