

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. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

PROSPECTUS

Initial Public Offering

January 28, 2022

DRAXOS CAPITAL CORP. (a Capital Pool Company)

\$225,000
1,500,000 Common Shares

Price: \$0.15 per Common Share

Draxos Capital Corp. (the “**Issuer**”) hereby qualifies for distribution, through its agent, Haywood Securities Inc. (the “**Agent**”), 1,500,000 common shares of the Issuer (“**Common Shares**”) at an issuance price of \$0.15 per Common Share for aggregate gross proceeds of \$225,000 (the “**Offering**”). The purpose of the Offering is to provide the Issuer with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction (as defined herein). Any proposed Qualifying Transaction must be approved by 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 Issuer is a Capital Pool Company (“**CPC**”), as such term is defined in the CPC Policy. It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction (as defined herein) the Issuer will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See “*Business of the Issuer*” and “*Use of Proceeds*”.

	<u>Common Shares</u>	<u>Price to Public⁽¹⁾</u>	<u>Agent’s Commission⁽²⁾</u>	<u>Proceeds to the Issuer⁽³⁾</u>
Per Common Share	1	\$0.15	\$0.015	\$0.135
Total Offering ^{(4) (5)}	1,500,000	\$225,000	\$22,500	\$202,500

Notes:

1. The offering price of the Common Shares hereunder was determined by negotiation between the Issuer and the Agent.
2. A cash commission of 10% of the gross proceeds of the Offering will be paid to the Agent (the “**Agent’s Commission**”). Additionally, the Issuer will pay the Agent a corporate finance fee of \$12,500 plus applicable taxes (the “**Corporate Finance Fee**”), upon closing of the Offering or upon termination of the Agent’s engagement letter. The Agent will also be reimbursed by the Issuer for its expenses, including reasonable legal fees (up to \$12,500) plus tax and disbursements. The Agent and its designated sub-agents, if any, will also be granted the Agent’s Warrants referred to below. See “*Plan of Distribution - Agency Agreement and Agent’s Compensation*”.
3. After the Agent’s Commission and before deducting the other expenses of this Offering, which are estimated to be \$102,500 (inclusive of taxes), which expenses include audit fees and other expenses of the Issuer, the Corporate Finance Fee, legal fees and the listing fee payable to the Exchange and filing fees payable to the Commissions (as hereafter defined). See “*Use of Proceeds*”.
4. A total of 1,500,000 Common Shares are qualified for distribution hereunder. In addition, this prospectus qualifies for distribution the Agent’s Warrants, and the grant of the Directors’ and Officers’ Options (as defined herein). See “*Plan of Distribution*”.
5. Unless an amendment to the final prospectus is filed and the “principal regulator” under NP 11-202 (as defined herein) (the “**Securities Regulatory Authority**”) has issued a receipt for the amendment, the latest date that the distribution is to remain open is 90 days after the date of issuance of a receipt for the final prospectus by the Securities Regulatory Authority.

This Offering is made on a “commercially reasonable efforts” agency basis by the Agent and is subject to a subscription of 1,500,000 Common Shares for total gross proceeds to the Issuer of \$225,000. The offering price of the Common Shares was determined by negotiation between the Issuer and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of an agency agreement between the Issuer and the Agent dated January 28, 2022 (the “**Agency Agreement**”). If the subscription is not completed within 90 days of the issuance of a receipt for the final prospectus or such other time as may be consented to by the regulatory authorities and the Agent and persons or companies who subscribed within that period, all subscription

monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent.

Pursuant to the Agency Agreement, the Agent and its designated sub-agents, if any, will be granted non-transferable warrants (the “**Agent’s Warrants**”) which will entitle the holder to purchase up to such number of Common Shares equal to ten percent (10%) of the total number of Common Shares issued pursuant to the Offering, being 150,000 Common Shares, at a price of \$0.15 per Common Share and which may be exercised until the earlier of (i) 24 months from Closing (as defined herein), and (ii) 12 months from the date on which the common shares of the Resulting Issuer (as defined herein) commence trading on the Exchange (or other recognized stock exchange) following Completion of the Qualifying Transaction. The Agent’s Warrants and the Common Shares issuable on exercise of the Agent’s Warrants are qualified for distribution under this prospectus. See “*Plan of Distribution*” and “*Options to Purchase Securities*”.

This prospectus also qualifies for distribution options to be granted to directors and officers of the Issuer (the “**Directors’ and Officers’ Options**”) at the Closing. The Directors’ and Officers’ Options will entitle the holders to purchase an aggregate of 10% of the number of Common Shares that will be outstanding immediately after Closing (323,347 Common Shares) at a price of \$0.15 per Common Share and such options may be exercised for a period of 10 years from the date of grant. See “*Plan of Distribution*” and “*Options to Purchase Securities*”.

Market for Securities

The Exchange has conditionally approved the listing of the Common Shares on the Exchange. Listing will be subject to the Issuer fulfilling all of the requirements of the Exchange including the distribution of the Common Shares to a minimum number of public shareholders.

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

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

Other than the initial distribution of the Common Shares pursuant to this prospectus and the grant of the Agent’s Warrants and the grant of the Directors’ and Officers’ Options, trading in all securities of the Issuer is prohibited during the period between the date a receipt for the preliminary prospectus is issued by the securities commissions and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities commissions grant a discretionary order.

Risk Factors

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

The Issuer has not commenced commercial operations and has no assets other than cash. It has no history of earnings and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. Until Completion of the Qualifying Transaction, the Issuer is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions. See “*Business of the Issuer*” and “*Use of Proceeds*”.

The directors and officers of the Issuer will only devote a portion of their time to the business and affairs of the Issuer and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See “*Directors and Officers*”.

The global pandemic caused by COVID-19 may result in additional expenses and delays to the Issuer, the impact of which is uncertain on the Issuer at this time. See “*Risk Factors*”.

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.

Investor’s acquiring the Common Shares offered by this prospectus will suffer an immediate dilution on investment (based on the gross proceeds of this issue before deduction of selling commissions or related expenses of the issue) of approximately 26.8% or \$0.040 per Common Share. See “*Dilution*”.

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

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

In the event that management or directors of the Issuer reside outside of Canada or the Issuer identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management or director 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.

The Agent conditionally offers these Common Shares, on a “commercially reasonable efforts” agency basis, if, as and when subscriptions are accepted by the Issuer, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under “*Plan of Distribution*” and subject to the approval of certain legal matters by Minden Gross LLP on behalf of the Issuer and by Peterson McVicar LLP on behalf of the Agent.

Maximum Investment

Pursuant to the CPC Policy, 75%, or 1,125,000, 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 30,000, 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 60,000, of the total number of Common Shares offered under this prospectus.

Receipt of Subscriptions

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 the Common Shares sold under the Offering will be issued in electronic book entry form through CDS Clearing and Depository Services Inc. (“CDS”) or its nominee. Consequently, purchasers of Common Shares will receive a customer confirmation from the registered dealer that is a CDS participant from or through which the Common Shares were purchased and no certificate evidencing the Common Shares will be issued. Registration will be made through the depository services of CDS. A purchaser of Common Shares will receive only a customer confirmation from the registered dealer from or through which the Common Shares were purchased as to the number of Common Shares subscribed for. See “*Depository Services*”.

Agent for the Offering:

**Haywood Securities Inc.
Brookfield Place, 181 Bay Street
Suite 2910, PO Box 2910
Toronto, Ontario M5J 2T3
Tel: 416-507-2300
Fax: 416-507-2399**

TABLE OF CONTENTS

Page Number

GLOSSARY	2
PROSPECTUS SUMMARY	8
THE ISSUER	10
BUSINESS OF THE ISSUER	10
Preliminary Expenses	10
Proposed Operations until Completion of the Qualifying Transaction	10
Method of Financing	10
Criteria for a Qualifying Transaction.....	10
Filings and Shareholder Approval of a Qualifying Transaction	10
Initial Listing Requirements	11
Trading Halts, Suspensions and Delisting	11
Refusal of Qualifying Transaction.....	12
USE OF PROCEEDS	12
Proceeds and Principal Purposes	12
Permitted Use of Funds	13
Prohibited Payments to Non-Arm's Length Parties.....	14
Private Placements for Cash	15
Finder's Fees	15
PLAN OF DISTRIBUTION	16
Agency Agreement and Agent's Compensation	16
Commercially Reasonable Efforts Offering	16
Other Securities to be Distributed.....	16
Determination of Price.....	17
Listing of the Common Shares	17
Venture Issuers	17
Restrictions on Trading	17
DESCRIPTION OF THE SECURITIES DISTRIBUTED.....	17
Common Shares.....	17
CAPITALIZATION	18
OPTIONS TO PURCHASE SECURITIES	18
PRIOR SALES	19
ESCROWED SECURITIES	19
Escrowed Securities on Qualifying Transaction	21
PRINCIPAL SHAREHOLDERS.....	21
DIRECTORS, OFFICERS AND PROMOTER.....	22
Name, Municipality, Occupation, Security Holdings and Involvement with Other Reporting Issuers	22
Cease Trade Orders	26
Penalties or Sanctions.....	26
Bankruptcies.....	26
Conflicts of Interest	27
Audit Committee	27
Executive Compensation	28
PROMOTER.....	28
DILUTION	28
RISK FACTORS	29
LEGAL PROCEEDINGS	30
RELATIONSHIP BETWEEN THE ISSUER AND PROFESSIONAL PERSONS	30
AUDITOR, TRANSFER AGENT AND REGISTRAR	30
MATERIAL CONTRACTS	31
INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	31
DIVIDEND POLICY.....	31
ELIGIBILITY FOR INVESTMENT	31
PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION.....	32
SCHEDULE "A" - FINANCIAL STATEMENTS.....	A-1
SCHEDULE "B" - AUDIT COMMITTEE CHARTER.....	B-1
CERTIFICATE OF THE ISSUER.....	C-1
CERTIFICATE OF THE PROMOTER	C-1
CERTIFICATE OF THE AGENT	C-2

GLOSSARY

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

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

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

A company is “controlled” by a Person if:

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

A Person beneficially owns securities that are beneficially owned by:

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

“Agent” means Haywood Securities Inc. at its office in the City of Toronto, in the Province of Ontario.

“Agent’s Warrants” means the non-transferable compensation option to be granted by the Issuer to the Agent or its designated sub-agents, if any, entitling the Agent and any sub-agents to purchase such number of Common Shares equal to 10% of the number of Common Shares sold pursuant to the Offering, being 150,000 Common Shares, at an exercise price of \$0.15 per Common Share, and which may be exercised until the earlier of (i) 24 months from Closing, and (ii) 12 months from the date on which the common shares of the Resulting Issuer commence trading on the Exchange (or other recognized stock exchange) following Completion of the Qualifying Transaction.

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

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

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

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

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

- (c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which the Person serves as trustee or in a similar capacity; and
 - (d) in the case of a person, a relative of that person, including:
 - (i) that person's spouse or child; or
 - (ii) any relative of 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 of the Exchange Rule Book and Policies with respect to that Member firm, Member corporation or holding company.

"Closing" means the completion of the Offering.

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

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

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

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

"Concurrent Financing" has the meaning specified 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.

"CPC" 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 QT Exchange Bulletin has not yet been issued.

"CPC Escrow Agreement" means the escrow agreement dated January 28, 2022 among the Issuer, the Transfer Agent and certain shareholders of the Issuer.

"CPC Filing Statement" means the filing statement of a 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 a 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 – *Capital Pool Companies* of the Exchange.

“**CSE**” means the Canadian Securities Exchange.

“**Directors’ and Officers’ Options**” means options to be granted at the completion of the Offering to directors and officers of the Issuer which options shall entitle the holders to purchase up to an aggregate of 323,347 Common Shares at an exercise price of \$0.15 per Common Share and which options may be exercised for a period of 10 years from the date of grant.

“**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.

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

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

“**Finder’s Option**” means an option to purchase Common Shares of the CPC which may be granted by the CPC to an agent or finder in accordance with the CPC Policy.

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

“**Initial Public Offering**” or “**IPO**” means a transaction that involves an issuer issuing securities from its treasury pursuant to its first prospectus.

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

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

“**Issuer**” means Draxos Capital Corp., a corporation incorporated under the OBCA having its registered office in the City of Toronto, in the Province of Ontario.

“**Listed Shares**” means a share or other security that is listed on the Exchange.

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

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

“**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.

“**NI 52-110**” means National Policy 52-110 – *Audit Committees*.

“**Non-Arm’s Length Party**” means:

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

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

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

“**OBCA**” means the *Business Corporations Act* (Ontario), as amended, including the regulations promulgated thereunder.

“**Offering**” means the offering of 1,500,000 Common Shares at an issuance price of \$0.15 per Common Share for aggregate gross proceeds of \$225,000 in accordance with the terms of this prospectus.

“**Option Plan**” has the meaning specified under “*Options to Purchase Securities*”.

“**Participating Organization**” means, generally, a Company that is not a Member but has been granted access to trading privileges through the Exchange.

“**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 Final QT Exchange Bulletin;
- (b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final QT Exchange Bulletin;
- (c) a 20% holder – a Person that holds securities carrying more than 20% of the voting rights attached to the Issuer’s outstanding securities immediately before and immediately after the Issuer’s IPO or immediately after the Final QT Exchange Bulletin for non IPO transactions; and
- (d) a 10% holder – a Person that:

- (i) holds securities carrying more than 10% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final QT Exchange Bulletin for non IPO transactions; and
- (i) 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 in which more than 50% ownership is held by one or more Principals will be treated as a Principal (in calculating this percentage, include securities of the entity that may be issued to the Principals under outstanding convertible securities in both the Principals' securities of the entity and the total securities of the entity outstanding). Any securities of the Issuer that this entity holds will be subject to escrow requirements.

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

"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; and
- (d) the Exchange may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Exchange determines that:
 - (i) the Person is an Affiliate or Associate of the Member acting at arm's length of the Member;
 - (ii) the Associate or Affiliate has a separate corporate and reporting structure;
 - (iii) there are sufficient controls on information flowing between the Member and the Associate or Affiliate; and
 - (iv) the Member maintains a list of such excluded Persons.

"Promoter" has the meaning prescribed by 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.

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

“Seed Capital” or **“Seed Shares”** means securities issued before the Issuer’s IPO, or by a private Target Company before a reverse take-over bid, change of business or Qualifying Transaction, regardless of whether the securities are subject to resale restrictions or are free trading.

“SEDAR” means System for Electronic Document Analysis and Retrieval.

“Significant Assets” means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the Initial Listing Requirements. See Exchange Policy 2.1 – *Initial Listing Requirements*.

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

“Sponsorship Acknowledgment Form” has the meaning specified in Exchange Policy 2.2 – *Sponsorship and Sponsorship Requirements*.

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

“Transfer Agent” means Odyssey Trust Company, a trust corporation having an office in the City of Calgary, in the Province of Alberta.

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

PROSPECTUS SUMMARY

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

Business of the Issuer:	The Issuer is a CPC. The principal business of the Issuer will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Issuer has not commenced commercial operations and has no assets other than a minimal amount of cash. See “ <i>Business of the Issuer</i> ”.	
Offering:	A total of 1,500,000 Common Shares are being offered under this prospectus at a price of \$0.15 per Common Share. In addition, the Issuer will issue to the Agent and its designated sub-agents, if any, the Agent’s Warrants to purchase up to that number of Common Shares equal to 10% of the aggregate Common Shares sold pursuant to the Offering, being 150,000 Common Shares, at an exercise price of \$0.15 per Common Share which will be exercisable until the earlier of (i) 24 months from Closing, and (ii) 12 months from the date on which the common shares of the Resulting Issuer commence trading on the Exchange (or other recognized stock exchange) following Completion of the Qualifying Transaction. The grant of the Agent’s Warrants is qualified under this prospectus. The Issuer also intends to grant Directors’ and Officers’ Options to purchase up to an aggregate of 323,347 Common Shares to directors and officers under the Issuer’s Option Plan. The grant of all of Directors’ and Officers’ Options is also qualified under this prospectus. See “ <i>Plan of Distribution</i> ”.	
Use of Proceeds:	The net proceeds to the Issuer, including total cash proceeds raised prior to this Offering and total proceeds of the Offering, net of all expenses of the Offering, including the Agent’s Commission, is estimated to be \$230,010. The net proceeds of this Offering will be used to provide the Issuer with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Issuer may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. See “ <i>Use of Proceeds</i> ” for details of the restrictions and prohibitions on the Issuer’s use of funds.	
Directors and Officers	Gregory Prekupec Jason Atkinson Campbell Becher William Kanters Ronald Love	- Director and Chief Executive Officer - Director and Corporate Secretary - Director - Director - Chief Financial Officer
	Gregory Prekupec can be considered to be a Promoter of the Issuer. See “ <i>Directors, Officers and Promoter</i> ” and “ <i>Promoter</i> ”.	
Escrowed Securities:	All of the currently issued and outstanding Common Shares of the Issuer, being 1,733,470 Common Shares, and all of the Directors’ and Officers’ Options, being 323,347 Directors’ and Officers’ Options, have been deposited in escrow pursuant to the terms of the CPC Escrow Agreement and will be released from escrow in stages over a period of up to 18 months from the date of the Final QT Exchange Bulletin. See “ <i>Escrowed Securities</i> ”.	

Risk Factors:

Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Issuer's business and its present stage of development. The Issuer was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. **The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Issuer and can afford to risk the loss of their entire investment.** The directors and officers of the Issuer will only devote part of their time and attention to the affairs of the Issuer and there are potential conflicts of interest to which some of the directors and officers of the Issuer will be subject in connection with the operations of the Issuer. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of approximately 26.8% or \$0.040 per Common Share. There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Issuer will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Issuer has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Issuer will be able to identify or complete a suitable Qualifying Transaction.

The 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. The global pandemic caused by COVID-19 may result in additional expenses and delays to the Issuer, the impact of which is uncertain on the Issuer at this time. See "*Business of the Issuer*", "*Directors, Officers and Promoter*", "*Capitalization*", "*Dilution*", "*Risk Factors*" and "*Conflicts of Interest*".

THE ISSUER

The full corporate name of the Issuer is Draxos Capital Corp. The Issuer was incorporated September 8, 2021 by a Certificate of Incorporation issued pursuant to the provisions of the OBCA.

The head office of the Issuer is located at 145 King Street West, Suite 2200, Toronto, Ontario M5H 4G2, and the registered office of the Issuer is located at 145 King Street West, Suite 2200, Toronto, Ontario M5H 4G2.

BUSINESS OF THE ISSUER

Preliminary Expenses

To date the Issuer has raised \$130,010 through the sale of 1,733,470 Common Shares (see “*Prior Sales*” and “*Capitalization*”). As of the date hereof, the Issuer has paid a deposit of \$5,000 (plus applicable taxes) to the Exchange towards the initial listing fee. Certain of the Offering proceeds will be utilized to satisfy the obligations of the Issuer related to the Offering, including any additional expenses of its auditor, legal expenses and the Agent’s legal counsel. See “*Use of Proceeds*”.

Proposed Operations until Completion of the Qualifying Transaction

The Issuer proposes to identify and evaluate businesses and assets with a view to completing 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. The Issuer has not conducted commercial operations. The Issuer has not yet identified the particular industry sector in which it intends to pursue a Qualifying Transaction.

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

Method of Financing

The Issuer may use either 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 Issuer and may cause the shareholders’ interest in the Issuer to be further diluted.** See “*Risk Factors*”.

Criteria for a Qualifying Transaction

The Issuer will consider acquisitions of assets or businesses operated or located both inside and outside of Canada, as permitted by the CPC Policy. All potential acquisitions will be screened initially by management of the Issuer to determine their economic viability. Approval of acquisitions will be made by the board of directors. The board of directors will examine proposed acquisitions having regard to sound business fundamentals and to the expertise and experience of the directors. The board of directors of the Issuer must approve any proposed Qualifying Transaction. In exercising their powers and discharging their duties in relation to a proposed Qualifying Transaction, the directors will act honestly and in good faith with a view to the best interests of the Issuer and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Filings and Shareholder Approval of a Qualifying Transaction

Upon the Issuer reaching a Qualifying Transaction Agreement, the Issuer must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Issuer’s Common Shares until the filing requirements of

the Exchange have been satisfied as set forth under “*Trading Halts, Suspensions and Delisting*”. Within 75 days after issuance of such news release, the Issuer shall be required to submit for review to the Exchange a Disclosure Document that complies with Exchange requirements containing prospectus level disclosure of the Significant Assets and the Issuer, assuming Completion of the Qualifying Transaction. Where the proposed Qualifying Transaction is not a Non-Arm’s Length Qualifying Transaction, the Exchange will not require the Issuer to obtain shareholder approval of the Qualifying Transaction provided that it files the CPC Filing Statement or a prospectus.

Once the Conditional Acceptance Documents (as defined in the CPC Policy) have been accepted for filing, the Exchange will advise the Issuer that it is cleared to file the final Disclosure Document on SEDAR and:

- (a) where shareholder approval of the Qualifying Transaction is not required, the Issuer must file the final CPC Filing Statement or prospectus on SEDAR at least seven business days prior to:
 - (i) the resumption of trading in the securities of the Resulting Issuer following the Completion of the Qualifying Transaction, if the securities of the Issuer are halted from trading; or
 - (ii) the Completion of the Qualifying Transaction, if the securities of the Issuer are not halted from trading;
- (b) where shareholder approval is required and is to be obtained at a meeting of shareholders, the Issuer will file on SEDAR and mail to its shareholders the notice of meeting, CPC Information Circular and form of proxy, together with any other required documents; and
- (c) where shareholder approval is required and is to be obtained by written consent, the Issuer will file on SEDAR the final Disclosure Document.

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

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

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

Initial Listing Requirements

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

Trading Halts, Suspensions and Delisting

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

background searches that the Exchange considers necessary or advisable must also be completed before the trading halt will be lifted by the Exchange.

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

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

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

In the event that the Common Shares of the Issuer are delisted by the Exchange, within 90 days from the date of such delisting, the Issuer shall wind up and shall make a pro rata distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of Non-Arm's Length Parties to the Issuer, determine to deal with the Issuer or its remaining assets in some other manner. See "*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 gross proceeds to be received by the Issuer from the sale of all the Common Shares offered by this prospectus will be \$225,000. The gross proceeds received by the Issuer from the sale of Common Shares prior to the date of this prospectus was \$130,010. It is estimated that in aggregate, \$125,000 (inclusive of taxes) will be deducted from the aggregate gross proceeds of \$225,000 in respect of the expenses and costs of this issue including, legal, accounting, printing, regulatory fees and the Agent's Commission. Following the completion of the Offering, it is estimated that the Issuer will have \$230,010 available to it.

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

(a) Gross cash proceeds received by the Issuer from the sale of Common Shares prior to this Offering (Seed Shares) ⁽¹⁾	\$130,010
(b) Less: Expenses and costs relating to the cash proceeds referred to in (a) above (inclusive of taxes)	\$(3,955) ⁽²⁾
(c) Plus: Gross cash proceeds to be raised by the Issuer from the sale of the Common Shares distributed pursuant to this Offering ⁽³⁾	\$225,000

(d) Less: Expenses and costs relating to the Offering (including listing fees, Agent's commission, legal fees, audit fees and expenses and applicable taxes) referred to in (c) above, incurred to date and expected to be incurred \$(121,045)

(e) Estimated funds to be available to the Issuer on completion of the Offering	\$230,010
Funds available for identifying and evaluating assets or business prospects ⁽⁴⁾	\$230,010
Estimated general and administrative expenses until Completion of the Qualifying Transaction ⁽⁵⁾	\$(72,000)
Total Net Proceeds	\$158,010

Notes:

- (1) See "Prior Sales".
- (2) Issue costs in the amount of \$3,500 (plus applicable taxes) have been allocated towards the issuance of these shares. See the Issuer's most recent statement of financial position.
- (3) In the event, and to the extent, the Agent exercises the Agent's Warrants or the directors or officers exercise the Directors' and Officers' Options, there will be available to the Issuer a maximum of an additional \$22,500 on the exercise of the Agent's Warrants and a maximum of an additional \$48,502 on the exercise of the Directors' and Officers' Options, which will be added to the working capital of the Issuer. There is no assurance that the foregoing options will be exercised.
- (4) In the event that the Issuer enters into an a Qualifying Transaction Agreement prior to spending the entire \$230,010 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 the Qualifying Transaction.
- (5) See "Restrictions on Use of Proceeds". This amount assumes that the Issuer takes 24 months to identify and complete a Qualifying Transaction.

Until required for the Issuer's purposes, the proceeds will only be invested in securities of, or those guaranteed by, the Government of Canada or any Province 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 Issuer may commit.

Permitted Use of Funds

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

- (a) reasonable expenses relating to the Issuer's IPO, including:
 - (i) fees for legal services and audit services relating to the preparation and filing of this prospectus;
 - (ii) Agent's fees, costs and commissions; and
 - (iii) printing costs, including printing of this prospectus and share certificates;
- (b) reasonable general and administrative expenses of the Issuer (not exceeding in aggregate \$3,000 per month), including:
 - (i) office supplies, office rent and related utilities;
 - (ii) equipment leases;
 - (iii) fees for legal services; and
 - (iv) fees for accounting and advisory services;

- (c) reasonable expenses relating to a proposed Qualifying Transaction, including:
 - (i) valuations or appraisals;
 - (ii) business plans;
 - (iii) feasibility studies and technical assessments;
 - (iv) sponsorship reports;
 - (v) Geological Reports (as defined in Policy 1.1 - *Interpretation of the Exchange*);
 - (vi) financial statements;
 - (vii) fees for legal services; and
 - (viii) fees for accounting, assurance and audit services;
- (d) agents' and finders' fees, costs and commissions;
- (e) assurance and audit fees of the Issuer;
- (f) escrow agent and transfer agent fees of the Issuer; and
- (g) regulatory filing fees of the Issuer.

In addition, a maximum aggregate amount of \$25,000 may be advanced as a non-refundable deposit or unsecured loan to a Target Company or Vendor(s), as the case may be, without the prior acceptance of the Exchange. Any proposed deposit, advance or loan of funds from the Issuer to the Target Company or a Vendor(s) in excess of such \$25,000 maximum aggregate may only be made as a secured loan with the prior acceptance of the Exchange where all of the following conditions are satisfied:

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

Prohibited Payments to Non-Arm's Length Parties

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

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

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

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

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

Private Placements for Cash

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

Finder's Fees

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

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

Shares of the Issuer held by the recipient of the finder's fee and its Associates and Affiliates are excluded from the calculation of any such approval or written consent.

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement the Issuer has appointed the Agent as its agent to offer for sale on a "commercially reasonable efforts" basis to the public 1,500,000 Common Shares as provided in this prospectus, at a price of \$0.15 per Common Share, for gross proceeds of \$225,000, subject to the terms and conditions of the Agency Agreement. The Agent and its designated sub-agents, if any, will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares, which equals \$22,500 for the Offering. In addition, the Agent will be paid a Corporate Finance Fee of \$12,500 plus applicable taxes. The Issuer will also pay the Agent's expenses, including legal fees and other reasonable expenses, estimated to be approximately \$12,500 plus disbursements and applicable taxes.

The Issuer has also agreed to grant to the Agent and its designated sub-agents, if any, the Agent's Warrants to purchase 150,000 Common Shares representing 10% of the total number of Common Shares sold to the public pursuant to the Offering at an exercise price of \$0.15 per Common Share, which may be exercised until the earlier of (i) 24 months from Closing, and (ii) 12 months from the date on which the common shares of the Resulting Issuer commence trading on the Exchange (or other recognized stock exchange) following Completion of the Qualifying Transaction. The Agent's Warrants and the Common Shares issued upon their exercise are qualified under this prospectus for distribution. Not more than 50% of the aggregate number of Common Shares which can be acquired on the exercise of the entire Agent's Warrants may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for Common Shares offered hereunder on behalf of the Issuer and may make co-brokerage arrangements with other investment dealers at no additional cost to the Issuer. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

Commercially Reasonable Efforts Offering

The total Offering is of 1,500,000 Common Shares at a price of \$0.15 per Common Share for total gross proceeds of \$225,000. Under the CPC Policy, 75% or 1,125,000 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 30,000 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 60,000 of the total number of Common Shares offered under this prospectus.

The funds received from the Offering will not be released by the Agent until proceeds of \$225,000 have been raised. The total subscription must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

The Issuer also proposes to grant Directors' and Officers' Options at Closing of the Offering to purchase up to 323,347 Common Shares to current directors and officers in accordance with the policies of the Exchange. The grant of all of the Directors' and Officers' Options is qualified for distribution under this prospectus and entitles the holders of the

Directors' and Officers' Options to purchase an aggregate of 323,347 Common Shares at an exercise price of \$0.15 per Common Share for a period of 10 years from the date of grant. See "*Options to Purchase Securities*".

Determination of Price

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

Listing of the Common Shares

The Exchange has conditionally approved the listing of the Common Shares on the Exchange. Listing will be subject to the Issuer fulfilling all of the requirements of the Exchange including the distribution of the Common Shares to a minimum number of public shareholders.

Venture Issuers

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

Restrictions on Trading

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

DESCRIPTION OF THE SECURITIES DISTRIBUTED

Common Shares

The Issuer is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 1,733,470 Common Shares are issued and outstanding as fully paid and non-assessable and 1,500,000 Common Shares are reserved for issuance under this prospectus, 150,000 Common Shares will be reserved for issuance to the Agents and sub-agents, if any, pursuant to the exercise of the Agent's Warrants and 323,347 Common Shares are reserved for issuance to directors and officers pursuant to the exercise of the Directors' and Officers' Options. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

The holders of Common Shares are entitled to dividends, if, as and when declared by the board of directors. They are also entitled to receive notice of, to attend and to one vote per share at, meetings of the shareholders of the Issuer and, upon liquidation, to receive the remaining property and assets of the Issuer. All Common Shares outstanding after completion of this Offering will be fully paid and non-assessable.

CAPITALIZATION

Designation of Security	Amount Authorized	Amount Outstanding as of the most recent statement of financial position contained in the prospectus ⁽¹⁾⁽²⁾	Amount Outstanding as of the date hereof ⁽²⁾⁽³⁾	Amount Outstanding After Giving Effect to this Offering ⁽⁴⁾⁽⁵⁾
Common Shares	unlimited	\$110,000 (1,466,670 Common Shares)	\$130,010 (1,733,470 Common Shares)	\$355,010 (3,233,470 Common Shares)

Notes:

- (1) As at the date of the Issuer's most recent statement of financial position, the Issuer had not commenced operations.
- (2) These Common Shares are subject to escrow restrictions. See "*Escrowed Securities*".
- (3) There has been no material change in the loan capital of the Issuer since the most recent statement of financial position contained in the prospectus.
- (4) Immediately after closing this Offering, the Issuer plans to grant to officers and directors the Directors' and Officers' Options to purchase an aggregate of 323,347 Common Shares at \$0.15 per share pursuant to the Issuer's Option Plan, which options shall expire 10 years from the date of grant, and has reserved an aggregate of 150,000 Common Shares at \$0.15 per share pursuant to the Agent's Warrants that expire on the earlier of (i) 24 months from Closing, and (ii) 12 months from the date on which the common shares of the Resulting Issuer commence trading on the Exchange (or other recognized stock exchange) following Completion of the Qualifying Transaction. See "*Plan of Distribution*".
- (5) Funds estimated available upon completion of the Offering are expected to amount to \$230,010, which is net of the \$125,000 estimated expenses (inclusive of taxes) of the Offering. See "*Use of Proceeds*".

OPTIONS TO PURCHASE SECURITIES

It is expected that immediately prior to listing on the Exchange, the Issuer will adopt an incentive stock option plan (the "**Option Plan**") which will provide that the board of directors of the Issuer may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants to the Issuer and Eligible Charitable Organizations (as defined in Policy 4.7 – *Charitable Options* of the Exchange) non-transferable stock options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the Common Shares of the Issuer issued and outstanding as at the date of grant of any stock options, and that the exercise period does not exceed 10 years from the date of grant.

The number of Common Shares issuable to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares of the Issuer as at the date of grant of the stock option.

The number of Common Shares issuable at any given time to all technical consultants in aggregate will not exceed two percent (2%) of the issued and outstanding Common Shares of the Issuer as at the date of grant of any stock option.

The number of Common Shares issuable at any given time to Eligible Charitable Organizations in aggregate will not exceed one percent (1%) of the issued and outstanding Common Shares of the Issuer as at the date of grant of any stock option.

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

All stock options and Common Shares issued prior to the date of the Final QT Exchange Bulletin pursuant to the exercise of stock options are subject to escrow under the CPC Escrow Agreement. In addition, all Common Shares issued on or after the date of the Final QT Exchange Bulletin pursuant to the exercise of stock options granted prior to the Offering with an exercise price that is less than the issue price of this Offering are also subject to escrow under the CPC Escrow Agreement. For further details of the escrow requirements and release provisions, see "*Escrowed Securities*".

Pursuant to the Option Plan, immediately after closing this Offering, the board of directors of the Issuer intends to grant the Directors' and Officers' Options as follows:

Optionee	Number of Common Shares Under Option	Exercise Price Per Common Share	Expiry Date
Gregory Prekupec	70,000	\$0.15	10 years from the date of grant
Jason Atkinson	61,117	\$0.15	10 years from the date of grant
Campbell Becher	61,115	\$0.15	10 years from the date of grant
William Kaners	61,115	\$0.15	10 years from the date of grant
Ronald Love	70,000	\$0.15	10 years from the date of grant
Total	323,347		

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

Optionee	Number of Common Shares Under Option	Exercise Price Per Common Share	Expiry Date from Closing⁽¹⁾
Haywood Securities Inc.	150,000	\$0.15	24 months

Notes:

- (1) The Agent's Warrants will be exercisable until the earlier of (i) 24 months from Closing, and (ii) 12 months from the date on which the common shares of the Resulting Issuer commence trading on the Exchange (or other recognized stock exchange) following Completion of the Qualifying Transaction.

The 323,347 Directors' and Officers' Options to be granted immediately after closing this Offering and the Agent's Warrants (subject to regulatory approval) are qualified for distribution pursuant to this prospectus.

PRIOR SALES

Since the date of incorporation of the Issuer, 1,733,470 Common Shares have been issued and are currently outstanding as follows.

Date	Number of Common Shares⁽¹⁾	Issue Price Per Share	Aggregate Issue Price	Consideration Received
September 8, 2021	1,466,670	\$0.075	\$110,000	cash
November 3, 2021	266,800	\$0.075	\$20,010	cash

Notes:

- (1) These Common Shares are being held in escrow. See "Escrowed Securities".

ESCROWED SECURITIES

All of the 1,733,470 Common Shares issued prior to this Offering at a price below \$0.15 per Common Share and all Common Shares that may be acquired from treasury by Non-Arm's Length Parties of the Issuer either under the Offering or otherwise prior to the date of the Final QT Exchange Bulletin will be deposited with Odyssey Trust Company under the CPC Escrow Agreement.

All stock options and all Common Shares issued prior to the date of the Final QT Exchange Bulletin pursuant to the exercise of Directors' and Officers' Options are subject to escrow under the CPC Escrow Agreement. In addition, all

Common Shares issued on or after the date of the Final QT Exchange Bulletin pursuant to the exercise of stock options granted prior to the Offering with an exercise price that is less than the issue price of this Offering are also subject to escrow under the CPC Escrow Agreement.

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

Name and Municipality of Residence and Controlling Shareholder(s) of Shareholder	Common Shares	Number of Common Shares Escrowed	Percentage of Common Shares of the Issuer Prior to Giving Effect to the Offering	Percentage of Common Shares of the Issuer After Giving Effect to the Offering⁽¹⁾	Number of Stock Options held in escrow
White Rabbit Capital Corp. <i>Toronto, Ontario</i> (Gregory Prekupec)	333,334	333,334	19.2%	10.3%	70,000
Jason Atkinson <i>Mississauga, Ontario</i>	333,334	333,334	19.2%	10.3%	61,117
Becher Family Holdings Ltd. <i>Caledon, Ontario</i> (Campbell Becher)	333,334	333,334	19.2%	10.3%	61,115
Whisper Resources Inc. <i>Calgary, Alberta</i> (William Kanters)	333,334	333,334	19.2%	10.3%	61,115
Ronald Love <i>Calgary, Alberta</i>	133,334	133,334	7.7%	4.1%	70,000
CPT Inc. <i>Nassau, Bahamas</i> (Kevin Coombes)	133,400	133,400	7.7%	4.1%	Nil
Sausilito Ltd. <i>Nassau, Bahamas</i> (James Longshore)	133,400	133,400	7.7%	4.1%	Nil

Notes:

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

Where the Common Shares of the Issuer which are required to be held in escrow are held by a non-individual (a “**holding company**”), each holding company pursuant to the CPC Escrow Agreement, has agreed, or will agree, not to carry out any transactions during the currency of the CPC 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 CPC Escrow Agreement:

- (a) all stock options granted prior to the date of the Final QT Exchange Bulletin and all Common Shares that were issued pursuant to the exercise of such stock Options prior to the date of the Final QT Exchange Bulletin will be released from escrow on the date of the Final QT Exchange Bulletin, other than stock options that were granted prior to the Issuer’s IPO with an exercise price that is less

than the issue price of the Common Shares under this prospectus and any Common Shares that were issued pursuant to the exercise of such stock options which will be released from escrow in accordance with (b);

- (b) except for the 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 QT Exchange Bulletin as provided for in (a), all of the securities held in escrow will be released from escrow in accordance with the following schedule:

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

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

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

- (a) immediately cancel all of the escrowed Common Shares held by each Non-Arm's Length Party to the Issuer that were issued at a price below the Offering price under this prospectus and all stock options and shares issuable on exercise thereof held by such persons; and
- (b) cancel all of the escrowed securities on a date that is 10 years from the date of such Exchange bulletin.

Escrowed Securities on Qualifying Transaction

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

PRINCIPAL SHAREHOLDERS

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

Name	Type of Ownership	Number of Shares	Percentage of Shares Owned Before Offering	Percentage of Shares Owned After Offering⁽¹⁾⁽²⁾
Gregory Prekupec	Indirect ⁽³⁾	333,334	19.2%	10.3%

Name	Type of Ownership	Number of Shares	Percentage of Shares Owned Before Offering	Percentage of Shares Owned After Offering⁽¹⁾⁽²⁾
Jason Atkinson	Direct	333,334	19.2%	10.3%
Campbell Becher	Indirect ⁽⁴⁾	333,334	19.2%	10.3%
William Kanters	Indirect ⁽⁵⁾	333,334	19.2%	10.3%

Notes:

- (1) Assuming that no Common Shares are purchased by these persons under the Offering and before the exercise of the Agent's Warrants and the Directors' and Officers' Options.
- (2) On a fully diluted basis, assuming the exercise of the Agent's Warrants and the Directors' and Officers' Options and after giving effect to the Offering, Gregory Prekupec would indirectly own approximately 10.9%, Jason Atkinson would directly own approximately 10.6%, Campbell Becher would indirectly own approximately 10.6%, and William Kanters would indirectly own approximately 10.6% of the outstanding Common Shares, respectively.
- (3) The Common Shares are beneficially owned and are registered in the name of White Rabbit Capital Corp., a corporation wholly-owned by Gregory Prekupec.
- (4) The Common Shares are beneficially owned and are registered in the name of Becher Family Holdings Ltd., a corporation wholly-owned by Campbell Becher.
- (5) The Common Shares beneficially owned and are registered in the name of Whisper Resources Inc., a corporation controlled by William Kanters.

DIRECTORS, OFFICERS AND PROMOTER

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

The following is a list of the current directors, officers and Promoter of the Issuer, their provinces of residence, their current positions with the Issuer, their principal occupations during the five preceding years, and the number of shares of the Issuer beneficially owned, directly or indirectly, or over which control or direction is exercised:

Name, Residence of Shareholder, and Position with Issuer⁽¹⁾	Director or Officer Since	Principal Occupation for Past Five Years	Common Shares	Number of Common Shares Escrowed	Percentage of Common Shares of the Issuer Prior to Giving Effect to the Offering	Percentage of Common Shares of the Issuer After Giving Effect to the Offering⁽²⁾
Gregory Prekupec ⁽³⁾ Ontario, Canada <i>Director, Chief Executive Officer and Promoter</i>	September 8, 2021	Lawyer at Dipchand LLP since January 2014.	333,334	333,334	19.2%	10.3%
Jason Atkinson Ontario, Canada <i>Director, Corporate Secretary</i>	September 8, 2021	Self-employed as Consultant since June 2018, previously VP Corporate Finance at Red Cloud Klondike from September 2017 to May 2018 and Investment Banking Associate at Eight Capital from December 2016 to August 2017.	333,334	333,334	19.2%	10.3%

Name, Residence of Shareholder, and Position with Issuer⁽¹⁾	Director or Officer Since	Principal Occupation for Past Five Years	Common Shares	Number of Common Shares Escrowed	Percentage of Common Shares of the Issuer Prior to Giving Effect to the Offering	Percentage of Common Shares of the Issuer After Giving Effect to the Offering⁽²⁾
Campbell Becher ⁽³⁾ Ontario, Canada <i>Director</i>	September 8, 2021	President of Orchid Capital Partners Corp., previously Managing Director of Haywood Securities Inc. from 2016 to 2020.	333,334	333,334	19.2%	10.3%
William Kanters ⁽³⁾ Alberta, Canada <i>Director</i>	September 8, 2021	President of Whisper Resources Inc. since 2014.	333,334	333,334	19.2%	10.3%
Ronald Love Alberta, Canada <i>Chief Financial Officer</i>	September 8, 2021	CFO of Voyageur Pharmaceuticals Ltd. since 2020 and CFO of Get Assist Inc. since 2018; prior thereto, CFO of Six Safety Systems Inc. since 2016.	133,334	133,334	7.7%	4.1%

Notes:

- (1) The listed individuals will be granted Directors' and Officers' Options to purchase an aggregate of 323,347 Common Shares. See "*Plan of Distribution*".
- (2) Assuming that no Common Shares are purchased by these persons under the Offering.
- (3) A member of the audit committee.

The Issuer's Articles provide for advance notice of nominations of directors of the Issuer which require that advance notice be provided to the Issuer in circumstances where nominations of persons for election to the board of directors are made by shareholders of the Corporation other than pursuant to: (i) a requisition of a meeting of shareholders made pursuant to the provisions of the OBCA; or (ii) a shareholder proposal made pursuant to the provisions of the OBCA. A copy of the Articles are available under the Issuer's profile on SEDAR at www.sedar.com.

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

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

Prior to this Offering, the directors and officers beneficially own, directly or indirectly, or have control or direction over, an aggregate of 1,466,670 Common Shares (84.6%). Subsequent to this Offering, the directors and officers will beneficially own, directly or indirectly, or have control or direction over, an aggregate of 1,466,670 Common Shares (45.4%), assuming the directors and officers do not acquire any Common Shares under the Offering. In addition, following completion of the Offering, the directors and officers will collectively hold 323,347 Directors' and Officers' Options.

Pursuant to the provisions of the OBCA, the Issuer is required to have an audit committee. The general function of the audit committee is to review the overall audit plan and the Issuer's system of internal controls, to review the results of the external audit and to resolve any potential dispute with the Issuer's auditor. The audit committee of the Issuer currently consists of Jason Atkinson (chair), Campbell Becher and William Kanters.

Gregory Prekupec, Director, Chief Executive Officer and Promoter (Age 37)

Mr. Prekupec is a corporate and franchise lawyer by background that has focused on the hospitality industry, financial technology, blockchain, and cryptoassets. He is also an entrepreneur and business advisor with a deep interest in disruptive technology and emerging markets. Since January 2014, Mr. Prekupec has practiced corporate and franchising law at Dipchand LLP. In addition to a career in law, Mr. Prekupec is an advisor to multiple venture-backed fintech companies where he helped raise funds, as well as establish key relationships. His experience covers business and regulatory strategy, franchising, venture capital and investing, and private corporate finance. Mr. Prekupec received his J.D. from Bond University, in Australia and is called to the bar in Ontario. He is a member of the Law Society of Upper Canada, the Canadian Franchise Association and the Society of Trust and Estate Practitioners.

Mr. Prekupec will devote the time necessary to perform the work required in connection with the management of the Issuer and completion of the Qualifying Transaction. Mr. Prekupec is an independent contractor of the Issuer and has not entered into any non-competition or non-disclosure agreement with the Issuer.

Jason Atkinson, Director, Corporate Secretary (Age 34)

Mr. Atkinson is a finance professional with experience in private equity, venture capital, investment banking and corporate finance. Jason began his career in a family office that specialized in real estate, technology and venture capital. His primary focus was assisting with origination and investment analysis as well as operational oversight during the initial phases of venture projects. Jason has also spent time as an Investment Banker at a full-service Canadian investment dealer primarily focused in the metals and mining sector. There he played a key role in raising capital and providing advisory services to private and publicly listed companies. Most recently, Jason has provided corporate development advisory services to several public and private companies across multiple industries. He is a co-founder of Mindset Pharma Inc., a CSE listed drug discovery and development company with a focus on creating novel, next-generation psychedelic medicines. He holds an MBA from the Degroote School of Business and is a CFA Charterholder.

Mr. Atkinson will devote the time necessary to perform the work required in connection with the management of the Issuer and completion of the Qualifying Transaction. Mr. Atkinson is an independent contractor of the Issuer and has not entered into any non-competition or non-disclosure agreement with the Issuer.

Campbell Becher, Director (Age 49)

Mr. Becher is currently President of Orchid Capital Partners Corp. Previously, he was a Managing Director of Haywood Securities Inc. from 2016 to 2020, focused on Special Situations. He has been actively involved in the investment industry since 1993. Mr. Becher spent eight years in retail at RBC Dominion and BMO Nesbitt Burns before pursuing merchant banking for six years with Bearbeech Capital and Becher McMahon. From 2008-2014, he served as President & CEO of Byron Capital Markets Ltd., an investment bank headquartered in Toronto with offices in Montreal and Vancouver. Mr. Becher attended Brock University from 1992 to 1995.

Mr. Becher will devote the time necessary to perform the work required in connection with the management of the Issuer and completion of the Qualifying Transaction. Mr. Becher is an independent contractor of the Issuer and has not entered into any non-competition or non-disclosure agreement with the Issuer.

William Kanters, Director (Age 51)

William Kanters has been the President of Whisper Resources Inc., a business consultancy company since September 2014. Mr. Mr Kanters currently is the president, CEO and director of High Mountain 2 Capital Corp. (a TSXV listed CPC) and a director of Buccaneer Gold Corp. (a CSE listed company). Previously, from September 2019 to August 2021 he was a director of Facedrive Inc. (a TSXV listed company) and prior thereto the president, CEO and director of High Mountain Capital Corp. Mr. Kanters obtained his Master of Business Administration in 2004 from the Haskayne School of Business (University of Calgary) and an MSc in 1996 from the University of British Columbia.

Mr. Kanters will devote the time necessary to perform the work required in connection with the management of the Issuer and completion of the Qualifying Transaction. Mr. Kanters is an independent contractor of the Issuer and has not entered into any non-competition or non-disclosure agreement with the Issuer.

Ronald Love, Chief Financial Officer (Age 59)

Mr. Love is a Chartered Accountant with over 27 years' experience in senior financial roles in various companies and industries. Mr. Love received his Chartered Accountant designation in 1994 after obtaining his Bachelor of Commerce degree from the University of Calgary. He has substantial experience as a Chief Financial Officer in various public companies with businesses crossing international borders. Mr. Love has guided companies through IPO's, M&A transactions, investments/divestitures, equity and debt raises and international strategic partnerships. Mr. Love has significant experience with IFRS and international accounting consolidations and reporting. Mr. Love has been Chief Financial Officer of Voyageur Pharmaceuticals Ltd., a TSXV listed company that is a fully integrated pharmaceutical company, since February 2020 and also Chief Financial Officer of Get Assist Inc., a private company engaged in developing a social and business networking technology, since 2018. Prior thereto, Mr. Love was Chief Financial Officer of Six Safety Systems Inc., a start-up company developing fatigue detection systems, since 2016.

Mr. Love will devote the time necessary to perform the work required in connection with the management of the Issuer and completion of the Qualifying Transaction. Mr. Love is an independent contractor of the Issuer and has not entered into any non-competition or non-disclosure agreement with the Issuer.

Other Reporting Issuer Experience

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

Name of Director, Officer or Promoter	Name of Reporting Issuer	Exchange	Position	Term
Campbell Becher <i>Director</i>	Royal Helium Ltd.	TSXV	Director	November 2020 to December 2020
	CENTR Brands Corp.	CSE	Director	December 2020 to December 2020
	Modern Plant Based Foods Inc.	CSE	Director	August 2020 to December 2020
William Kanters <i>Director</i>	Buccaneer Gold Corp.	CSE	Director	April 12, 2021 - Present
	High Mountain 2 Capital Corporation	TSXV	Director, President and Chief Executive Officer	August 25, 2020 - Present
	Leveljump Healthcare Corp. (formerly Good2Go2 Corp.)	TSXV	Director	November 15, 2019 – December 7, 2020
	Facedrive Inc. (formerly High Mountain Capital Corporation)	TSXV	Director	May 7, 2018 – August 31, 2021
Ronald Love <i>Chief Financial Officer</i>	Voyageur Pharmaceuticals Ltd. (formerly Voyageur Minerals Ltd.)	TSXV	Chief Financial Officer	February 18, 2020 - Present
	High Mountain 2 Capital Corporation	TSXV	Chief Financial Officer	August 25, 2020 - Present
	Composite Alliance Group Inc. (formerly CanAsia Financial Inc.)	TSXV	Director	January 24, 2019 - Present

Name of Director, Officer or Promoter	Name of Reporting Issuer	Exchange	Position	Term
Jason Atkinson <i>Corporate Secretary, Director</i>	Mindset Pharma Inc.	CSE	VP Corporate Development	September 14, 2020 – Present

Cease Trade Orders

No director, officer, Insider or Promoter of the Issuer, or any shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer is or was within the 10 years before the date of the prospectus a director, officer, Insider or Promoter of any other issuer that was subject to a cease trade or similar order or an order that denied the 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 was subject to a cease trade or similar order or an order that denied the other issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days, that was issued after the director, officer, Insider, Promoter or shareholder ceased to be a director, officer, Insider or promoter and which resulted from an event that occurred while that person was acting in the capacity as director, officer, Insider or Promoter.

Penalties or Sanctions

Other than as set out below, no director, officer, Insider or Promoter of the Issuer, or any shareholder holding sufficient securities of the Issuer to affect materially the control of the Issuer has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would likely be considered important to a reasonable investor making an investment decision.

On June 10, 2014, the Investment Industry Regulatory Organization of Canada (“IIROC”) rendered a decision accepting a settlement agreement, with sanctions, in respect of a failure of: (i) Mr. Becher to adequately supervise the activities of a research analyst during his time as a supervisor and head of investment banking at Byron Capital, contrary to IIROC Dealer Member Rule 38.1; and (ii) Byron Capital to ensure that adequate disclosure was made in various research reports published by the firm. Under the settlement agreement, each of Mr. Becher and Byron Capital were subject to a fine of \$24,000 (plus costs of \$1,000).

Bankruptcies

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

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

Conflicts of Interest

There are potential conflicts of interest to which all of the directors, officers, Insiders and Promoter of the Issuer may be subject in connection with the operations of the Issuer. All of the directors, officers, Insiders and Promoter 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 Issuer for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may arise where all of the directors, officers, Insiders and Promoter will be in direct competition with the Issuer. Conflicts, if any, will be subject to the procedures and remedies as provided under the OBCA.

Audit Committee

The Issuer is required to include in this prospectus the disclosures required under Form 52-110F2 – *Disclosure by Venture Issuers*, with respect to the audit committee (the “**Audit Committee**”) of the board of directors, including the composition of the Audit Committee, the text of the Audit Committee charter (attached hereto as Schedule “B”), and the fees paid to the external auditor.

The current members of the Audit Committee are Jason Atkinson (chair), Campbell Becher and William Kanter. Messrs. Becher and Kanter are independent members. Mr. Atkinson is not independent because he is the corporate secretary of the Issuer. As the Issuer is a “venture issuer” for the purposes of NI 52-110, the Issuer is exempt from the requirement to have the Audit Committee comprised entirely of independent members. All of the current and proposed members of the Audit Committee are “financially literate” for the purposes of NI 52-110.

Relevant Education and Experience

All the members of the Audit Committee have the education and/or practical experience required to understand and evaluate financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Issuer’s financial statements. Each member of the Audit Committee also has a significant understanding of the business in which the Issuer is engaged and has an appreciation for the relevant accounting principles used in the Issuer’s business.

Audit Committee Oversight

At no time has a recommendation of the Audit Committee to nominate or compensate an external auditor not been adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Issuer’s most recently completed financial period has the Issuer relied on the exemption in Section 2.4 of NI 52-110 [De Minimis Non-audit Services], or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

The Issuer is a “venture issuer” for the purposes of NI 52-110. Accordingly, the Issuer is relying upon the exemption in section 6.1 of NI 52-110 providing that the Issuer is exempt from the application of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

External Auditor Service Fees (By Category)

The following table provides details in respect of audit, audit related, tax and other fees billed by the external auditor of the Issuer for professional services rendered to the Issuer since incorporation:

Since incorporation on September 8, 2021 to the date of this prospectus	Audit Fees ⁽¹⁾	Audit-Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
	\$7,000	Nil	Nil	Nil

Notes:

- (1) The aggregate fees billed for audit services since incorporation (plus applicable taxes).
- (2) The aggregate fees billed since incorporation of the Issuer for assurance and related services by the Issuer's external auditor that are reasonably related to the performance of the audit or review of the Issuer's financial statements and are not disclosed in the "Audit Fees" column.
- (3) The aggregate fees billed for tax compliance, tax advice, and tax planning services.
- (4) The aggregate fees billed for professional services other than those listed in the other three columns.

Executive Compensation

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

- (c) grants of stock options as described in "*Options to Purchase Securities*";
- (d) 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
- (e) finder's fees as described in "*Use of Proceeds – Finder's Fees*".

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

PROMOTER

Gregory Prekupec may be considered to be a Promoter of the Issuer in that he took the initiative in founding and organizing the Issuer. Mr. Prekupec beneficially owns, directly or indirectly, or exercises control over 333,334 Common Shares or 10.3% of the issued and outstanding Common Shares before the Offering. See "*Principal Shareholders*".

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of approximately 26.8% or \$0.040 per Common Share on the basis of there being 3,233,470 Common Shares of the Issuer issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Issuer, as set forth below:

Item	Total Offering (\$)
Gross proceeds of prior share issues	130,010
Gross proceeds of this Offering	225,000
Total gross proceeds after this Offering	355,010
Offering price per share	0.150
Proceeds per share after this Offering	0.110
Dilution per share to subscriber	0.040
Percentage of dilution in relation to offering price	26.8%

RISK FACTORS

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

- (a) the Issuer was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;
- (b) investment in the Common Shares offered by this prospectus is highly speculative given the proposed nature of the Issuer's business and present stage of development;
- (c) the directors and officers of the Issuer will only devote a portion of their time to the business and affairs of the Issuer and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time;
- (d) the Issuer may incur additional expenses and delays due to the impact of the global pandemic caused by COVID-19 on the capital markets and general market conditions. Such expenses and delays may result in a material adverse impact in connection with the Issuer's ability to complete its Offering, and its ability to obtain additional necessary capital in the future. In particular, while the precise impact of the COVID-19 outbreak on the Issuer remains unknown, rapid spread of COVID-19 and its declaration as a global pandemic may have a negative impact on the Issuer's business in general;
- (e) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 26.8% or \$0.040 per Common Share;
- (f) 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;
- (g) until Completion of the Qualifying Transaction, the Issuer is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;
- (h) the Issuer has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Issuer will be able to identify a suitable Qualifying Transaction;
- (i) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Issuer will be able to successfully complete the transaction;
- (j) Completion of the Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and, in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval;
- (k) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non-Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Issuer of fair value for the Common Shares;
- (l) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Issuer will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained (if required) and certain preliminary reviews have been conducted. The Common Shares of the Issuer will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Issuer completing the proposed Qualifying Transaction;

- (m) trading in the Common Shares of the Issuer may be halted at other times for other reasons, including for failure by the Issuer to submit documents to the Exchange in the time periods required;
- (n) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- (o) in the event that management of the Issuer resides outside of Canada or the Issuer identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;
- (p) the Qualifying Transaction may be financed in whole or in part by the issuance of additional securities by the Issuer and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Issuer; and
- (q) subject to prior acceptance by the Exchange, the Issuer may be permitted to loan or advance up to the greater of \$250,000 and 20% of its working capital to a target business without shareholder approval and there can be no assurance that the Issuer will be able to recover that loan.

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

LEGAL PROCEEDINGS

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

RELATIONSHIP BETWEEN THE ISSUER AND THE AGENT

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

RELATIONSHIP BETWEEN THE ISSUER AND PROFESSIONAL PERSONS

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

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Issuer is Segal LLP at 4101 Yonge Street, Suite 502, Toronto, ON M2P 1N6. Such firm is independent of the Issuer in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

The transfer agent and registrar of the Issuer is Odyssey Trust Company, at 1230-300 5th Avenue S.W., Calgary, AB T2P 3C4.

MATERIAL CONTRACTS

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

1. Agency Agreement between the Issuer and the Agent. See “*Plan of Distribution*”.
2. CPC Escrow Agreement among the Issuer, Odyssey Trust Company and those shareholders that executed such agreement. See “*Escrowed Securities*”.
3. Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated January 28, 2022 between the Issuer and Odyssey Trust Company.
4. Option Plan dated January 28, 2022.

Copies of these agreements will be available for inspection at the registered office of the Issuer located at 145 King Street West, Suite 2200, Toronto, Ontario M5H 4G2, 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.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Certain directors and officers of the Issuer have acquired Common Shares of the Issuer in the Seed Capital phase of the Issuer. In addition, each of the directors and officers of the Issuer will be granted options to purchase Common Shares pursuant to the Issuer’s Option Plan. See “*Principal Shareholders*” and “*Directors’ and Officers’ Options*”.

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.

DIVIDEND POLICY

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Minden Gross LLP, counsel to the Issuer, based on the current provisions of the *Income Tax Act* (Canada) (the “**Tax Act**”), the regulations thereunder in force as of the date hereof and all specific proposals to amend the Tax Act and the regulations 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 for the purposes of the Tax Act (which currently includes the Exchange) or the Issuer is otherwise a “public corporation” (as such term is defined in the Tax Act) at the time of closing of the Offering, the Common Shares issued pursuant to the Offering will be “qualified investments” for a trust governed by a registered retirement savings plan (“**RRSP**”), registered retirement income fund (“**RRIF**”), registered education savings plan (“**RESP**”), registered disability savings plan (“**RDSP**”), tax-free savings account (“**TFSA**” and together with an RRSP, RRIF, RESP and RDSP are each hereinafter referred to as a “**Registered Plan**”) or deferred profit sharing plan (“**DPSP**”).

The Common Shares are not currently listed on a “designated stock exchange” and the Issuer is not currently a “public corporation” for the purposes of the Tax Act. 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 Issuer must file a tax return under the Tax Act for its first taxation year, the Issuer may make an election in such income tax return to be deemed to have

been a “public corporation” for 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 and DPSP at the closing of the Offering notwithstanding that the Common Shares were not listed on the Exchange at the closing of the Offering.

Notwithstanding that the Common Shares may be a qualified investment for a trust governed by a Registered Plan, the holder, subscriber or annuitant of the Registered Plan, as the case may be, will be subject to a penalty tax in respect of Common Shares held in a Registered Plan if such Common Shares are a “prohibited investment” for a Registered Plan. Generally, the Common Shares would be considered to be a “prohibited investment” if the holder, subscriber or the annuitant of a Registered Plan, as the case may be: (i) does not deal at arm’s length with the Issuer for the purposes of the Tax Act; or (ii) has a “significant interest” (as defined in subsection 207.01(4) of the Tax Act) in the Issuer. A “significant interest” generally includes, but is not limited to, the ownership of 10% or more of any class of issued shares of a corporation. **Prospective purchasers who intend to hold Common Shares in their Registered Plan should consult their own tax advisors having regard to their own particular circumstances.**

PURCHASERS’ STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the Provinces of Ontario, Alberta and British Columbia provide 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.

SCHEDULE "A"
FINANCIAL STATEMENTS
(attached)

DRAXOS CAPITAL CORP. (A Capital Pool Company)

**FINANCIAL STATEMENTS
FOR THE PERIOD FROM SEPTEMBER 8, 2021 (DATE OF INCORPORATION) TO
SEPTEMBER 30, 2021**
(In Canadian Dollars)

INDEX

	Page
Independent Auditor's Report	2 - 3
Statement of Financial Position	4
Statement of Changes in Equity	5
Statement of Loss and Comprehensive Loss	6
Statement of Cash Flows	7
Notes to the Financial Statements	8 - 15

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Draxos Capital Corp.

Opinion

We have audited the financial statements of Draxos Capital Corp. (the "Company"), which comprise the statement of financial position as at September 30, 2021 and the statement of comprehensive loss, statement of changes in equity and statement of cash flows for the period from the date of incorporation on September 8, 2021 to September 30, 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 September 30, 2021, and its financial performance and its cash flows for the period from the date of incorporation on September 8, 2021 to September 30, 2021 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 on our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with 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 judgement 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.

A handwritten signature in dark ink that reads "Segal LLP". The signature is written in a cursive, flowing style.

Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario
January 28, 2022

DRAVOS CAPITAL CORP.

STATEMENT OF FINANCIAL POSITION

AS AT SEPTEMBER 30, 2021

(In Canadian Dollars)

ASSETS

Current

Cash, note 4 \$ 110,010

LIABILITIES

Current

Accrued liabilities \$ 10,000

SHAREHOLDERS' EQUITY

Share capital, note 5 106,500

Deficit (6,490)

100,010

\$ 110,010

Subsequent events, note 9

Approved on behalf of the Board:

"Gregory Prekupec" Director

"Jason Atkinson" Director

DRAXOS CAPITAL CORP.**STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD FROM THE DATE OF INCORPORATION ON SEPTEMBER 8, 2021 TO
SEPTEMBER 30, 2021**

(In Canadian Dollars)

	Number of Shares Issued and Outstanding	Share Capital	Deficit	Shareholders' Equity
Incorporation, September 8, 2021, note 5	1,466,670	\$ 110,000	\$ -	\$ 110,000
Share issuance costs, note 5	-	(3,500)	-	(3,500)
Net loss and comprehensive loss	<u>-</u>	<u>-</u>	<u>(6,490)</u>	<u>(6,490)</u>
Balance, September 30, 2021	<u>1,466,670</u>	<u>\$ 106,500</u>	<u>\$ (6,490)</u>	<u>\$ 100,010</u>

DRAXOS CAPITAL CORP.

**STATEMENT OF LOSS AND COMPREHENSIVE LOSS
FOR THE PERIOD FROM THE DATE OF INCORPORATION ON SEPTEMBER 8, 2021 TO
SEPTEMBER 30, 2021**

(In Canadian Dollars)

Revenue	\$ _____ -
Expenses	
Professional fees	<u>6,490</u>
Net loss and comprehensive loss for the period	\$ <u>(6,490)</u>
Loss per share - basic and diluted, note 5	\$ <u>_____ -</u>
Weighted average number of shares outstanding, note 5	<u>_____ -</u>

DRAXOS CAPITAL CORP.

STATEMENT OF CASH FLOWS FOR THE PERIOD FROM THE DATE OF INCORPORATION ON SEPTEMBER 8, 2021 TO SEPTEMBER 30, 2021

(In Canadian Dollars)

Cash flows from operating activities

Net loss and comprehensive loss for the period \$ (6,490)

Changes in non-cash working capital balances

Increase in accrued liabilities 10,000

Cash flows provided from operating activities 3,510

Cash flows from financing activities

Proceeds from issuance of common shares, note 5 110,000

Share issuance costs, note 5 (3,500)

Cash flows provided from financing activities 106,500

Net increase in cash 110,010

Cash, beginning of period -

Cash, end of period \$ 110,010

DRAXOS CAPITAL CORP.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM THE DATE OF INCORPORATION ON SEPTEMBER 8, 2021 TO SEPTEMBER 30, 2021

(In Canadian Dollars)

1. NATURE OF BUSINESS

Draxos Capital Corp. (the "Company") was incorporated under the Business Corporations Act (Ontario) on September 8, 2021. The Company intends to carry on business as a Capital Pool Company ("CPC") as defined in policy 2.4 of the TSX Venture Exchange (the "Exchange") with a view to completing an initial public offering. The Company has no commercial operations and has no significant assets other than cash and proposes to identify and evaluate potential acquisitions or businesses with a view to completing a Qualifying Transaction as defined under the policies of the Exchange.

The Company's registered head office is located 2200-145 King Street West, Toronto, Ontario, Canada M5H 4G2.

Where an acquisition or participation is warranted, additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon the ability of the Company to obtain additional financing.

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

2. BASIS OF PREPARATION

Statement of Compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of International Financial Reporting Interpretations Committee ("IFRIC"). Significant accounting estimates, judgments, and assumptions used or exercised by management in the preparation of these financial statements are presented below.

These financial statements were approved by the Board of Directors on January 28, 2022.

Basis of Measurement

These financial statements have been prepared on the historical cost basis except for financial instruments classified as fair value through profit or loss ("FVTPL"), which are stated at their fair value. In addition, these financial statements have been prepared using the accrual basis of accounting.

Functional and Presentation Currency

The Company's functional and presentation currency is the Canadian dollar.

DRAXOS CAPITAL CORP.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM THE DATE OF INCORPORATION ON SEPTEMBER 8, 2021 TO SEPTEMBER 30, 2021 (In Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES

Critical Accounting Judgments, Estimates, and Assumptions

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies, the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of financial statements, and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Uncertainty about these judgments, estimates, and assumptions could result in material adjustment to the carrying amount of the asset or liability affected in future periods.

Significant areas of estimation uncertainty considered by management in preparing the financial statements are as follows:

Deferred Tax Assets

Deferred tax assets are recognized in respect of tax losses and other temporary differences to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and level of future taxable profits, together with future tax planning strategies. These estimates will affect the reported amounts of deferred tax assets and expenses.

Financial Instruments

Recognition and Derecognition

Financial assets and financial liabilities are recognized in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

A financial asset is derecognized when the rights to receive cash flows from the asset have expired or the Company has transferred substantially all of the risk and rewards of the asset. The Company assesses each reporting date whether there is any objective evidence that a financial asset is impaired, the impairment provision is based upon the expected loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position only where the Company has a legal right to set off the recognized amounts and it intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

Income and expenses are presented on a net basis only when permitted by IFRS or for gains and losses arising from a group of similar transactions.

DRAXOS CAPITAL CORP.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM THE DATE OF INCORPORATION ON SEPTEMBER 8, 2021 TO SEPTEMBER 30, 2021 (In Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued...)

Financial Instruments (Continued...)

Classification

Financial assets and financial liabilities are classified in the following measurement categories:

- i. Those to be measured subsequently at fair value (either through profit or loss or through other comprehensive income), and;
- ii. Those to be measured subsequently at amortized cost.

The classification of financial assets depends on the business model for managing the financial assets and contractual terms of the cash flows. Financial liabilities are classified as those to be measured at amortized cost unless they are designated as those to be measured subsequently at fair value through profit or loss. For financial assets and liabilities measured at fair value, gains and losses are either recorded in profit or loss or other comprehensive income. Classification of financial assets or financial liabilities at fair value through either profit or loss or other comprehensive income, is an irrevocable designation at the time of recognition.

Financial assets are reclassified when, and only when, the Company's business model for managing those assets changes. Financial liabilities are not reclassified.

The Company has implemented the following classifications:

Cash as subsequently measured at amortized cost.

Accrued liabilities are classified as other financial liabilities and are subsequently measured at amortized cost using the effective interest method. Interest expense is recorded in profit or loss.

Measurement

All financial instruments are required to be measured at fair value on initial recognition. Transaction costs that are directly attributable to the acquisition or issuance of that instrument are added to financial instruments not measured at fair value through profit or loss. Transaction costs of financial instruments with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payments of principal and interest.

Financial assets that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest are measured at amortized cost at the end of the subsequent accounting period. All other financial assets including equity investments are measured at their fair values at the end of subsequent accounting periods, with any change taken through profit or loss or other comprehensive income.

DRAXOS CAPITAL CORP.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM THE DATE OF INCORPORATION ON SEPTEMBER 8, 2021 TO SEPTEMBER 30, 2021 (In Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued...)

Financial Instruments (Continued...)

Impairment

The Company assesses all information available, including on a forward looking basis the credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To assess whether there is significant increase in credit risk, the Company compares the risk of default occurring as at the reporting date with the risk of default as at the date of initial recognition based on all information available, and reasonable and supportive forward looking information.

Share Capital

Share capital is classified as equity. Incremental costs directly attributable to the issue of shares and share options are recognized as a deduction from equity. When capital stock is repurchased, the amount of the consideration paid, including directly attributable costs, is recognized as a deduction from equity.

Income Taxes

The Company follows the asset and liability method of tax allocation in accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the deferred tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and for loss carry-forwards. The resulting changes in the net deferred tax asset or liability are included in income.

Deferred tax assets and liabilities are measured using enacted, or substantively enacted, tax rates expected to apply to taxable income (loss) in the years in which temporary differences are expected to be recovered or settled. The effect on deferred income tax assets and liabilities of a change in tax rates, is included in income in the period that includes the substantive enactment date. Deferred income tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Loss Per Share

Basic earnings or loss per share is calculated by dividing the loss by the weighted average number of common shares outstanding during the period. The weighted average number of common shares outstanding is calculated by adjusting the shares issued at the beginning of the period by the number of shares bought back or issued during the period, multiplied by a time-weighting factor.

DRAXOS CAPITAL CORP.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM THE DATE OF INCORPORATION ON SEPTEMBER 8, 2021 TO SEPTEMBER 30, 2021

(In Canadian Dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Continued...)

Loss Per Share (Continued...)

Diluted earnings or loss per share is calculated by adjusting the number of common shares for the effects of dilutive options and other dilutive potential units. Shares which were held in escrow that are only released upon completion of the Qualifying Transaction are not included in the calculation of the weighted average number of common shares.

Instruments which comprise stock options issued under the Stock Option Plan (see note 9) are anti-dilutive and are not included in the calculation of diluted loss per share.

4. CASH

The proceeds raised from the issuance of capital stock which are held in trust with the Company's legal counsel, may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to \$3,000 per month may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions may apply until completion of a Qualifying Transaction by the Company as defined under the policies of the Exchange.

5. SHARE CAPITAL

Authorized

Unlimited number of voting common shares

Issued

Upon incorporation on September 8, 2021, the Company issued 1,466,670 common shares at a price of \$0.075 per share for gross proceeds of \$110,000. Transaction costs related to the issuance of these shares was \$3,500.

All common shares issued are held in escrow until completion of a Qualifying Transaction. Twenty-five percent of these common shares will be released on the issuance of the Final Exchange Bulletin and an additional twenty-five percent will be released on the dates 6 months, 12 months, and 18 months following the initial release. These common shares, which are considered contingently issuable until the Company completes a Qualifying Transaction, are not considered to be outstanding for the purpose of the loss per share calculation.

DRAVOS CAPITAL CORP.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM THE DATE OF INCORPORATION ON SEPTEMBER 8, 2021 TO SEPTEMBER 30, 2021

(In Canadian Dollars)

6. INCOME TAXES

Income Tax Expense

A reconciliation of the combined statutory federal and provincial corporate tax rate to the income tax expense is as follows:

	2021
Comprehensive loss before taxes	\$ (6,490)
Increase (decrease) in income for tax purposes	
Non-deductible expenses	3,500
Amounts related to timing differences	<u>(44)</u>
	(3,034)
Corporate tax rate	<u>26.5%</u>
Expected recovery at statutory rates	(804)
Deferred tax asset not recognized	<u>804</u>
Income tax expense	<u>\$ -</u>

The components of income tax expense are as follows:

	2021
Current income taxes	\$ -
Deferred income taxes	<u>-</u>
Income tax expense	<u>\$ -</u>

Deferred Taxes

The components of deferred income taxes have been determined at the combined federal and provincial statutory rate of 26.5% and are as follows:

	2021
Non-capital loss carryforwards	\$ (804)
Share issuance costs, note 5	<u>916</u>
	112
Valuation allowance	<u>(112)</u>
Deferred tax asset	<u>\$ -</u>

DRAXOS CAPITAL CORP.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM THE DATE OF INCORPORATION ON SEPTEMBER 8, 2021 TO SEPTEMBER 30, 2021

(In Canadian Dollars)

6. INCOME TAXES

Deferred Taxes (Continued...)

As at September 30, 2021, the Company has non-capital losses of approximately \$3,034, which are available to be carried forward and used against future taxable income and expire in 2041

Deferred tax assets have not been reflected in these financial statements because it is not probable that future taxable profit will be available against which the Company can use the benefits.

7. MANAGEMENT OF CAPITAL

The Company includes the following in its managed capital:

	2021
Share capital	\$ 106,500
Deficit	<u>(6,490)</u>
	<u>\$ 100,010</u>

The Company's objectives in managing capital are to:

- Maintain sufficient capital to identify, evaluate, and complete a Qualifying Transaction;
- Ensure the Company maintains the minimum level of capital required to effectively operate its business;
- Ensure the Company's ability to provide capital growth to its shareholders; and
- Maintain a flexible structure that optimizes the cost of capital at acceptable levels of risk.

Apart from the above, the Company is not subject to any externally or internally imposed capital requirements at period-end apart from the requirements of the Exchange (note 4).

DRAXOS CAPITAL CORP.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM THE DATE OF INCORPORATION ON SEPTEMBER 8, 2021 TO SEPTEMBER 30, 2021

(In Canadian Dollars)

8. FINANCIAL RISK MANAGEMENT

Fair Values

IFRS 7 requires that the Company disclose information about the fair value of its financial assets and liabilities. Fair value estimates are made at the date of the statement of financial position based on relevant market information and information about the financial instrument.

Financial assets and liabilities recorded at fair value in the Company's statement of financial position are categorized based upon the level of judgment associated with the inputs used to measure their fair value.

Hierarchical levels, defined by IFRS 7 and directly related to the amount of subjectivity associated with inputs to fair valuation of these financial assets and liabilities, are as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1);
- Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices) (Level 2); and
- Inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

The Company's financial instruments consist of cash and accrued liabilities. The fair values of these instruments approximate their carrying values due to the short-term nature of these instruments.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company manages its liquidity risk by forecasting cash flows and anticipated investing and financing activities. Officers of the Company are actively involved in the review and approval of planned expenditures. As at September 30, 2021, the Company has liabilities of \$10,000 due within twelve months and has cash of \$110,010 to meet its current obligations. As a result, management has judged liquidity risk to be low.

Credit Risk

Credit risk is the risk of loss associated with a counter-party's inability to fulfill its payment obligations. The Company believes it has no significant credit risk.

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. None of the Company's financial instruments bear interest. Therefore, management believes the Company has no significant exposure to interest rate risk through its financial instruments as at September 30, 2021.

DRAKOS CAPITAL CORP.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM THE DATE OF INCORPORATION ON SEPTEMBER 8, 2021 TO SEPTEMBER 30, 2021 (In Canadian Dollars)

9. SUBSEQUENT EVENTS

Subsequent to year-end, on November 3, 2021, the Company completed a non-brokered private placement of 266,800 common shares at a subscription price of \$0.075 per share for gross proceeds of \$20,010.

Further, the Company intends to file a prospectus with the securities regulatory authorities in the provinces of Alberta, British Columbia, and Ontario, and with the Exchange, to offer 1,500,000 common shares to the public at a price of \$0.15 per share (the "Offering"), for total estimated proceeds of \$225,000 before transaction costs. Pursuant to the agency agreement (the "Agreement") to be entered into between the Company and Haywood Securities Inc. (the "Agent"), the Agent will be granted non-transferable common share purchase warrants exercisable to purchase up to 150,000 common shares at a price of \$0.15 per share until the earlier of (i) twenty-four months from closing of the Offering, and (ii) twelve months from the listing of the shares of the resulting issuer on the Exchange following completion of the Qualifying Transaction.

As additional consideration, the Company will pay the Agent a commission equal to 10% of the gross proceeds of the Offering as well as a corporate finance fee of \$12,500 plus applicable taxes.

Concurrently with the completion of the offering, the Company intends to enter into stock option agreements with directors and officers of the Company, entitling them to purchase up to 323,347 common shares in aggregate at a price of \$0.15 per share for a period of ten years from the date of issuance.

SCHEDULE “B”

AUDIT COMMITTEE CHARTER

(attached)

DRAXOS CAPITAL CORP.
(the “Corporation”)

AUDIT COMMITTEE CHARTER

I. Mandate

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

- Serve as an independent and objective party to monitor the Corporation’s financial reporting and internal control system and review the Corporation’s financial statements.
- Review and appraise the performance of the Corporation’s external auditors.
- Provide an open avenue of communication among the Corporation’s auditors, financial and senior management and the Board of Directors.

II. Composition

The Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be independent directors.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Corporation’s Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Corporation’s financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders’ meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

III. Meetings

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

The minutes of the Committee meetings shall accurately record the decisions reached and shall be distributed to the Audit Committee members with copies to the Board of Directors, the Chief Financial Officer or such other officer acting in that capacity, and the external auditor.

IV. Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

1. Review and update this Charter annually.
2. Review the Corporation's financial statements, MD&A and any annual and interim earnings, press releases before the Corporation publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

3. Require the external auditors to report directly to the Committee.
4. Review annually the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Corporation.
5. Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Corporation and confirming their independence from the Corporation.
6. Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
7. Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.
8. Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval and the compensation of the external auditors.
9. Review with management and the external auditors the terms of the external auditors' engagement letter.
10. At each meeting, may consult with the external auditors, without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements.
11. Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.
12. Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
13. Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Corporation's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (i) the aggregate amount of all such non-audit services provided to the Corporation constitutes not more than five percent (5%) of the total amount of revenues paid by the Corporation to its external auditors during the fiscal year in which the non-audit services are provided;
 - (ii) such services were not recognized by the Corporation at the time of the engagement to be non-audit services; and
 - (iii) such services are promptly brought to the attention of the Committee by the Corporation and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee.

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

Financial Reporting Process

14. In consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external.
15. Consider the external auditors' judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.
16. Consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management.
17. Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
18. Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
19. Review any significant disagreement among management and the external auditors regarding financial reporting.
20. Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
21. Review the certification process.
22. Establish procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters; and
 - (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

Other

23. Review disclosure of any related-party transactions.

V. Authority

The Committee may:

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

The Committee shall have unrestricted access to the Corporation's personnel and documents and will be provided with the resources necessary to carry out its responsibilities.

CERTIFICATE OF THE ISSUER

Dated: January 28, 2022

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 Ontario, Alberta and British Columbia.

"Gregory Prekupec"

Gregory M. Prekupec
Chief Executive Officer,
Director

"Ronald Love"

Ronald Love
Chief Financial Officer

ON BEHALF OF THE BOARD

"Campbell Becher"

Campbell Becher
Director

"William Kanters"

William Kanters
Director

CERTIFICATE OF THE PROMOTER

Dated: January 28, 2022

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 Ontario, Alberta and British Columbia.

"Gregory Prekupec"

Gregory Prekupec
Promoter

CERTIFICATE OF THE AGENT

Dated: January 28, 2022

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 Ontario, Alberta and British Columbia.

HAYWOOD SECURITIES INC.

"Mathieu Couillard"

Mathieu Couillard
Managing Director, Investment Banking