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

AMENDED AND RESTATED PROSPECTUS AMENDING THE PROSPECTUS DATED JUNE 7, 2022

Initial Public Offering August 26, 2022

AXE2 ACQUISITIONS INC.
(a Capital Pool Company)
$428,646.80
4,286,468 Common Shares
Price: $0.10 per Common Share

The purpose of this offering (the "**Offering**") is to provide Axe2 Acquisitions Inc. (the "**Issuer**") with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. (the "**Exchange**"), and in the case of a Non-Arm's Length Qualifying Transaction, must also receive Majority of the Minority Approval in accordance with Exchange Policy 2.4 – *Capital Pool Companies* (the "**CPC Policy**"). The Issuer is a Capital Pool Company ("**CPC**"). It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Issuer will not carry on 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*".

This Offering is being conducted on a commercially reasonable efforts agency basis on behalf of the Issuer by PI Financial Corp. (the "**Agent**") in the Provinces of Alberta, British Columbia and Ontario and is subject to the receipt by the Issuer of subscriptions for 4,286,468 common shares of the Issuer (the "**Common Shares**") at a price of $0.10 per share (the "**Offering Price**") for gross proceeds to the Issuer of $428,646.80 (the "**Offering Amount**"). See "*Plan of Distribution*". The Offering Price was determined by the directors of the Issuer. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement. If the Offering Amount is not raised within 90 days of the issuance of a receipt for this amended and restated prospectus or 180 days of the issuance of the receipt for the final prospectus, which was issued on June 8, 2022, or such time as may be consented to by persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "*Plan of Distribution*".

	Common Shares	Price to the Public	Agent's Commission(1)(4)(5)	Proceeds to the Issuer(1)(2)(4)
Per Common Share	1	$0.10	$0.01	$0.09
Total Offering(3)	4,286,468	$428,646.80	$30,000.00	$398,646.80

Notes:

(1) Pursuant to the Agency Agreement (as defined herein), the Agent has agreed to act as the agent of the Issuer in connection with the Offering, and will receive a cash commission (the "**Agent's Commission**") of 10% of the gross proceeds of the Offering (other than for persons on the President's List). In addition, the Agent will receive a non-refundable corporate finance fee of $10,500 (including applicable taxes), which has been paid to the Agent as of the date hereof, and will be reimbursed for their expenses, including reasonable legal fees (plus applicable taxes and disbursements) incurred pursuant to this Offering, expected to be up to $17,500, towards which a retainer of $10,000 has been paid to the Agent. The Issuer will also grant to the Agent, and to any sub-agents as the Agent may direct, upon completion of the Offering, compensation options equal to 10% (other than for persons on the President's List) of the number of Common Shares sold pursuant to the Offering (the "**Compensation Options**"). Each Compensation Option entitling the holder thereof to acquire one (1) Common Share at an exercise price equal to the Offering Price for a period of sixty (60) months from the date of listing of the Common Shares on the Exchange (the "**Listing Date**"), which options are qualified for distribution under this prospectus. See "*Plan of Distribution*". Notwithstanding the

foregoing, no Agent's Commission is payable to the Agent and no Compensation Options are issuable to the Agent in respect of Common Shares sold to certain purchasers designated by the Issuer on the president's list (the "**President's List**").

(2) Before deducting expenses of this Offering, estimated to be $78,684.00, not including the Agent's Commission, corporate finance fee or expenses of the Agent.

(3) A total of 4,286,468 Common Shares are offered hereunder, not including the Compensation Options or the CPC Stock Options to be granted to the directors and officers of the Issuer to purchase an aggregate of 688,647 Common Shares at a price of $0.10 per Common Share (the "**CPC Stock Options**"), which CPC Stock Options are also qualified for distribution under this prospectus. See "*Options to Purchase Securities*". The CPC Stock Options must be granted at closing and in any event within 90 days of the issuance of a receipt for this amended and restated prospectus or 180 days of the issuance of the receipt for the final prospectus, which was issued on June 8, 2022.

(4) Calculations in the table above and in this prospectus account for anticipated sales to the President's List for aggregate proceeds of $128,646.80. No Agent's Commission is payable in respect of the President's List and the net proceeds to the Issuer is $0.10. No Compensation Options is issuable to the Agent in respect of the President's List. The Agent's Commission would be $42,864.68, assuming no sales to the President's List.

(5) Assumes 1,286,468 Common Shares are subscribed for by persons on the President's List.

The following table sets out the securities that may be issued by the Issuer pursuant to the Compensation Options:

Agent's Position	Maximum size or number of securities	Exercise period	Exercise price
Compensation Options[(1)]	300,000 Compensation Options[(2)]	60 months from Closing Date	$0.10 per Compensation Option

Notes:

(1) This prospectus qualifies the distribution of the Compensation Options. See "*Plan of Distribution*".

(2) Assumes 1,286,468 Common Shares are acquired under the President's List. The maximum number of Compensation Options would be 428,647, assuming no sales to the President's List.

Market for Securities

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

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, the grant of the CPC Stock Options and the grant of the Compensation Options, no securities of the Issuer will be permitted to be issued during the period between the date a receipt for the Issuer's preliminary prospectus is issued by the securities commission that is designated the principal regulator for the Issuer pursuant to Multilateral Instrument 11-102 – *Passport System* (the "**Principal Regulator**") 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 pursuant to a discretionary order of the applicable securities regulatory authority.

Risk Factors

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

Maximum Investment

The Agent hereby conditionally offers for sale, on a "commercially reasonable efforts" agency basis, 4,286,468 Common Shares without nominal or par value at a price of $0.10 per Common Share. The Common Shares are conditionally offered, subject to prior sale, if, as and when issued and delivered by the Issuer, and accepted in accordance with the conditions contained in the Agency Agreement referred to under "*Plan of Distribution*" and subject to the approval of certain legal matters by Fasken Martineau DuMoulin LLP, Calgary, Alberta, on behalf of the Issuer, and by MLT Aikins LLP on behalf of the Agent, of such legal matters for which approval is specifically sought by the Issuer or the Agent.

Pursuant to the CPC Policy, 75%, or 3,214,851, 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 85,729 Common Shares ($8,572.90) under this prospectus; and (b) the maximum number of Common Shares that may be directly or indirectly purchased pursuant to the Offering by any one purchaser, together with that purchaser's Associates and Affiliates (as hereinafter defined), is 4% of the Offering, or 171,458 Common Shares ($17,145.80) under this prospectus.

Subscriptions will be received subject to rejection or allotment in whole or in part and the Issuer reserves the right to close the subscription books at any time without notice. It is expected that share certificates evidencing the Common Shares in definitive form will be available for delivery at the closing of the Offering unless the Agent elects for delivery in electronic book entry form through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee. If delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased as to the number of Common Shares subscribed for.

PI Financial Corp.
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Tel: 604-664-2670
Toll-free: 1-800-810-7022

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GLOSSARY OF TERMS

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

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

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

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

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

A Company is "controlled" by a Person if:

(a) Voting Shares of the Company are held, other than by way of security only, by or for the benefit of that Person; and

(b) the Voting Shares, if voted, entitle the Person to elect a majority of the directors of the Company.

A Person beneficially owns securities that are beneficially owned by:

(a) a Company controlled by that Person; or

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

"**Agency Agreement**" has the meaning assigned thereto under the heading "*Plan of Distribution*".

"**Agent**" means PI Financial Corp.

"**Agent's Commission**" has the meaning assigned thereto on the first page of this prospectus.

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

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

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

(b) any partner of the Person;

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

(d) in the case of a Person who is an individual, 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.1.00 of the TSX Venture Exchange Rule Book and Policies with respect to that Member firm, Member corporation or holding company.

"**CDS**" has the meaning assigned thereto on the third page of this prospectus.

"**Common Shares**" has the meaning assigned thereto on the first page of this prospectus.

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

"**Compensation Options**" has the meaning assigned thereto on the first page of this prospectus.

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

"**Control Person**" means any Person or company 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**" or "**Capital Pool Company**" means a corporation or trust:

(a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities 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**" has the meaning assigned thereto under the heading "*Escrowed Securities*".

"**CPC Filing Statement**" means the disclosure document of the CPC prepared in accordance with the TSX Venture Form 3B2 which provides full, true and plain disclosure of all material facts relating to the CPC and the Target Company.

"**CPC Information Circular**" means the information circular of the CPC prepared in accordance with applicable securities laws and the TSX Venture Form 3B1 which provides full, true and plain disclosure of all material facts relating to the CPC and the Target Company.

"**CPC Policy**" means Policy 2.4 – *Capital Pool Companies* of the Exchange.

"**CPC Stock Options**" has the meaning assigned thereto on page two of this prospectus.

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

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

"**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.

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

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

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

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

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

"**Issuer**" means Axe2 Acquisitions Inc.

"**Listed Share**" means a share or other security that is listed on the Exchange.

"**Listing Date**" has the meaning assigned thereto on the second page of this prospectus.

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

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

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

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

(i) if a 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 a 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.

"**NI 52-110**" means National Instrument 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.

"**Offering**" has the meaning assigned thereto on the first page of this prospectus.

"**Offering Amount**" has the meaning assigned thereto on the first page of this prospectus.

"**Offering Price**" has the meaning assigned thereto on the first page of this prospectus.

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

"**President's List**" has the meaning assigned thereto on page two of this prospectus.

"**Principal**" means:

(a) a Person who acted as a Promoter of the Issuer within two years before the initial public offering ("**IPO**") prospectus or the date of the bulletin issued by the Exchange that evidences the final Exchange acceptance of a transaction (the "**Final Exchange Bulletin**");

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

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

(d) a **10% holder** – a Person that:

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

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

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

A Company, more than 50% held by one or more Principals will be treated as a Principal. (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.

"**Principal Regulator**" has the meaning assigned thereto on the second page of this prospectus.

"**Pro Group**" means:

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

   (i) the Member;

   (ii) employees of the Member;

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

   (iv) Affiliates of the Member; and

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

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

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

(d) The Exchange may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Exchange determines that:

   (i) the Person is an affiliate or associate of the Member and is acting at arm's length of the Member;

   (ii) the associate or affiliate has a separate corporate and reporting structure;

   (iii) there are sufficient controls on information flowing between the Member and the associate or affiliate; and

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

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

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

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

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

(b) the parties to the Qualifying Transaction;

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

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

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

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

“**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 of the Exchange.

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

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

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

“**Voting Share**” means a security of an issuer that:

(a) is not a debt security; and

(b) carries a voting right either under all circumstances or under some circumstances that have occurred and are continuing.

PROSPECTUS SUMMARY

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

THE ISSUER:	Axe2 Acquisitions Inc.
BUSINESS OF THE ISSUER:	The principal business of the Issuer will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Issuer has not commenced commercial operations, has not identified any potential Qualifying Transactions and has no assets other than a minimum amount of cash. See "*Business of the Issuer*".
OFFERING:	An aggregate of 4,286,468 Common Shares are being offered under this prospectus at a price of $0.10 per Common Share in the Provinces of Alberta, British Columbia and Ontario. **In addition, pursuant to the Agency Agreement, the Issuer will also grant to the Agent, and to any sub-agents as the Agent may direct, the Compensation Options to purchase up to 300,000 Common Shares at a price of $0.10 per Common Share for a period of sixty (60) months from the date of listing of the Common Shares on the Exchange (assuming 1,286,468 Common Shares are subscribed for by persons on the President's List), which options are qualified under and distributed pursuant to this prospectus. If the anticipated sales to the President's List is not completed, the maximum number of Compensation Options available would be 428,647. The CPC Stock Options to be granted to the directors, officers and technical consultants of the Issuer to purchase an aggregate of 688,647 Common Shares at a price of $0.10 per Common Share for a period of ten years from the date of grant are also to be qualified under and distributed pursuant to this prospectus. See "*Plan of Distribution*" and "*Options to Purchase Securities*".**
USE OF PROCEEDS:	The net proceeds to the Issuer from the Offering and prior sales of Common Shares, after the payment of all costs in respect of the prior sales and the Offering (including the Agent's Commission, the corporate finance fee and the expenses of the Agent) estimated to be $147,184.00, are estimated to be $403,962.80. The net proceeds of this Offering and proceeds from prior sales of Common Shares will be used to provide the Issuer with a minimum of funds with which to identify and evaluate assets and businesses with a view to completing a Qualifying Transaction. The Issuer may not have sufficient funds to secure such assets or businesses once identified and evaluated and additional funds may be required. See "*Use of Proceeds*" for details of restrictions and prohibitions on the Issuer's use of funds.
DIRECTORS AND OFFICERS:	The directors and officers of the Issuer are: David Dattels, Interim Chief Executive Officer and Corporate Secretary; Chris Rowan, Director and Chief Financial Officer; Norm Chang, Director; William Lamb, Director and Krisztian Toth, Director.

ESCROWED SHARES:	An aggregate of 2,600,000 Common Shares, being all of the currently issued and outstanding Common Shares, and all of the CPC Stock Options, being 688,647 CPC Stock Options, will be deposited into escrow pursuant to the terms of the CPC Escrow Agreement and will be released from escrow in stages over a period of 18 months from the date of the Final QT Exchange Bulletin. See "*Escrowed Securities*".
RISK FACTORS:	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 recently incorporated, has no active business and owns no business operations or assets, other than cash, has not identified a potential company, asset or business as a proposed Qualifying Transaction. The Issuer does not have a history of earnings, has not paid any dividends and will not generate earnings or pay dividends until at least after the completion of the Qualifying Transaction. The Offering is suitable only to those investors who are willing to rely entirely on the directors and management of the Issuer and who 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 18.8% or $0.0188 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. In the event that management of the Issuer resides outside of Canada or the Issuer identifies a foreign business or assets outside of Canada as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers or experts resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons or companies, judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. If the Issuer does not list the Common Shares on the Exchange prior to the time of closing in the manner contemplated in this prospectus under the heading "*Eligibility for Investment*", adverse tax consequences may arise with respect to any Common Shares held in RRSPs, RRIFs, TFSAs, deferred profit sharing plans and registered education savings plans. See "*Business of the Issuer*", "*Management and Key Personnel*", "*Directors, Officers and Promoters*", "*Use of Proceeds*", "*Risk Factors*" and "*Conflicts of Interest*".

THE ISSUER

The Issuer was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on October 14, 2020.

The registered office of the Issuer is located at 2900 – 550 Burrard Street, Vancouver, British Columbia V6C 0A3. The head office of the Issuer is located at 25 King Street West, 29th Floor, Toronto, Ontario M5L 1G3.

BUSINESS OF THE ISSUER

Proposed Operations of the Issuer

The Issuer has not conducted operations of any kind and does not own any assets, other than cash.

The Issuer proposes to identify and evaluate assets or businesses 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 the Majority of the Minority Approval of the shareholders of the Issuer in accordance with the CPC Policy. The Issuer has not conducted commercial operations. Once a suitable company, asset or business is identified and evaluated, the Issuer will negotiate the terms under which such company, asset or business may be acquired or participated in by itself or jointly with others.

Until the Completion of a Qualifying Transaction, the Issuer shall not carry on any business, other than the identification and evaluation of assets or businesses with a view to completing a potential Qualifying Transaction. With the consent of the Exchange, 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 a potential Qualifying Transaction and not for any deposit, loan or direct investment in a potential acquisition.

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

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

Preliminary Expenses of the Issuer

As at the date hereof, the Issuer has paid to the Agent the non-refundable corporate finance fee of $10,500 (inclusive of GST) and a $10,000 retainer to be applied towards the expenses of the Agent. In addition, the Issuer has paid $5,250.00 (inclusive of GST) to the Exchange, as part of the Issuer's initial listing fee. Further, the Issuer has incurred expenses in the amount of $112,529 to date. Part of the gross proceeds of the Offering will be utilized to satisfy the obligations of the Issuer related to the Offering estimated at $147,184.00, including the expenses and fees of the Agent, the Agent's Commission, the expenses of its auditors, legal counsel and the Agent's legal counsel and the filing fees of the Exchange and applicable securities regulatory authorities. See "*Use of Proceeds*".

Method of Financing Qualifying Transaction

The Issuer will negotiate the terms of the Qualifying Transaction and may use cash, secured or unsecured debt, the issuance of treasury shares, a public equity or debt financing or a combination of the foregoing for the purpose of financing its proposed Qualifying Transaction. **A Qualifying Transaction**

financed by the issuance of shares from the treasury could result in a change of control of the Issuer and may cause shareholders to suffer further dilution to their investment.

Criteria for Qualifying Transactions

A Qualifying Transaction may arise in numerous ways and management has not placed geographical restrictions on potential Qualifying Transactions. The Issuer has not established pre-determined criteria for potential Qualifying Transactions, other than sound business fundamentals. Such fundamentals include, but are not limited to:

(a) the ratio of risk to reward;

(b) the cost effectiveness of the participation or acquisition;

(c) the length of the payout period; and

(d) the rate of return.

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.

REGULATORY AND SHAREHOLDER APPROVAL

Filings and Shareholder Approval of a Qualifying Transaction

Upon the Issuer reaching a Qualifying Transaction Agreement, the Issuer must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Common Shares until the filing requirements of the Exchange have been satisfied as set forth under the heading "*Regulatory and Shareholder Approval – Trading Halts, Suspension and Delisting*". Within 75 days after issuance of such news release, the Issuer is required to submit for review to the Exchange a CPC Filing Statement that complies with the Exchange requirements containing prospectus level disclosure of the Target Company and the Issuer, assuming Completion of the Qualifying Transaction. Where the proposed Qualifying Transaction is a Non-Arm's Length Qualifying Transaction, the Issuer must obtain Majority of the Minority Approval of the Qualifying Transaction. Where the proposed Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction, the Exchange will not require the Issuer to obtain shareholder approval of the Qualifying Transaction provided that it files the CPC Filing Statement or a Prospectus.

Once the conditional acceptance documents have been accepted for filing, the Exchange will advise the Issuer that it is cleared to file the final disclosure document on SEDAR and:

(a) where shareholder approval of the Qualifying Transaction is not required, the Issuer must file the final CPC Filing Statement or Prospectus on SEDAR at least seven business days prior to:

  (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 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, Suspension and Delisting

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of a Qualifying Transaction Agreement until all filing requirements of the Exchange have been satisfied, which includes the submission by the Sponsor of a sponsorship acknowledgment form where the Qualifying Transaction is subject to sponsorship. In addition, personal information forms or, if applicable, declarations and consent forms, 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 "*Regulatory and Shareholder Approval – 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

The gross proceeds to be received by the Issuer from the sale of the Common Shares under the Offering will be $428,646.80. Prior to the date of this prospectus, the Issuer issued 2,600,000 Common Shares at a price of $0.05 per Common Share for total proceeds of $130,000. The expenses and costs associated with the aforementioned sale of Common Shares and the organization of the Issuer was $7,500. The expenses and costs of this Offering expected to be incurred will be $147,184.00, including the Agent's Commission and the corporate finance fee. The Issuer estimates that $403,962.80 will be available to it upon completion of the Offering.

The gross proceeds to be received by the Issuer from the combination of prior sales of Common Shares and the sale of the Common Shares offered by this prospectus will be $558,646.80.

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

Gross cash proceeds received by the Issuer from the sale of Common Shares prior to this Offering(1)	$130,000
Less: Expenses and costs relating to raising the cash proceeds	$(7,500.00)
Plus: Gross cash proceeds to be raised by the Issuer from the sale of the Common Shares distributed pursuant to this Offering(2)	$428,646.80
Less: Expenses and costs relating to the Offering (including listing fees, Agent's Commission, legal fees, audit fees and expenses), incurred to date and expected to be incurred(3)	$147,184.00
Estimated funds to be available to the Issuer (on completion of the Offering)	$403,962.80

Funds available for identifying and evaluating assets or business prospects[4]	$403,962.80
Estimated general and administrative expenses until Completion of a Qualifying Transaction	$(50,000.00)
Total Net Proceeds	$353,962.80

Notes:

(1) See "*Prior Sales*".

(2) In the event the Agent (or a sub-agent, as applicable) exercises the Compensation Options and the holders exercise the CPC Stock Options, there will be available to the Issuer a maximum of an additional $98,864.70, which will be added to the working capital of the Issuer. There is no assurance that any of the options will be exercised. See "*Plan of Distribution*".

(3) If the estimated $128,646.80 proceeds are not raised from President's List purchasers, then such expenses will be increased by $12,864.68.

(4) In the event that the Issuer enters into a Qualifying Transaction Agreement prior to spending the entire net proceeds amount of $353,962.80 on identifying and evaluating assets or businesses, the Issuer may use the remaining funds to finance or partly finance the acquisition of, or participation in, the Significant Assets or for working capital after Completion of the 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 thereof 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 minimum number of assets or businesses, and additional funds may be required to finance any acquisition to which the Issuer may commit. See "*Business of the Issuer*" and "*Risk Factors*".

Permitted Use of Funds

Until the Completion of the Qualifying Transaction and except as otherwise provided by the CPC Policy and described in "*Use of Proceeds – Private Placements for Cash*", "*Use of Proceeds – Prohibited Payments to Non-Arm's Length Parties*" and "*Use of Proceeds – 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 businesses or assets and to obtain shareholder approval, if applicable, for a proposed Qualifying Transaction, including expenses such as:

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

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

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

- (i) office supplies, office rent and related utilities;
- (ii) equipment leases;

(iii) fees for legal services; and

(iv) fees for accounting and advisory services;

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

(i) valuations or appraisals;

(ii) business plans;

(iii) feasibility studies and technical assessments;

(iv) sponsorship reports;

(v) geological reports;

(vi) financial statements;

(vii) fees for legal services; and

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

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

(e) assurance and audit fees of the Issuer;

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

(g) regulatory filing fees of the Issuer.

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

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

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

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

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

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

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

Prohibited Payments to Non-Arm's Length Parties

Except as permitted by the CPC Policy and described under the heading "*Options to Purchase Securities",* "*Use of Proceeds - Permitted Use of Funds*" and "*Use of Proceeds – 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 "*Use of Proceeds – Permitted Use of Funds*".

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

Private Placements for Cash

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

Agent and Agent's Compensation

Pursuant to the agency agreement dated as of June 7, 2022, as amended by an amending agreement dated August 26, 2022 between the Issuer and the Agent (together, the "**Agency Agreement**"), the Issuer has appointed the Agent as its agent to offer for sale on a commercially reasonable basis to the public 4,286,468 Common Shares as provided in this prospectus, at a price of $0.10 per Common Share, for gross proceeds of $428,646.80, subject to the terms and conditions in the Agency Agreement. The Agent will receive a cash commission equal to 10% of the aggregate gross proceeds from the sale of the Common Shares under the Offering. Notwithstanding the foregoing, no Agent's Commission is payable in respect of Common Shares sold to certain purchasers on the President's List. In addition, the Agency Agreement provides that the Issuer will pay the Agent a non-refundable corporate finance fee of $10,500 (inclusive of GST), which has been paid as of the date hereof, and will pay the Agent's reasonable legal fees and other reasonable expenses incurred with respect to the Offering (plus applicable taxes and disbursements) estimated at $10,000 and to which has been advanced to the Agent as a retainer.

The Issuer has also agreed to grant to the Agent, and to any sub-agents as the Agent may direct, upon the completion of the Offering, the non-transferable Compensation Options to purchase up to 300,000 Common Shares (assuming 1,286,468 Common Shares are subscribed for by persons on the President's List), at a price of $0.10 per Common Share, which may be exercised for a period of sixty (60) months following the date of listing of the Common Shares on the Exchange. The maximum number of non-transferable Compensation Options would be 428,647, assuming no sales to the President's List. All of the Compensation Options are qualified under this prospectus. Not more than 50% of the Common Shares received on the exercise of the Compensation Options 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 the Common Shares offered hereunder on behalf of the Issuer and may make co-brokerage arrangements with other investment dealers at no additional cost to the Issuer. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

Commercially Reasonable and Minimum Distribution

The total Offering is for 4,286,468 Common Shares for total gross proceeds of $428,646.80. Under the CPC Policy, 75% or 3,214,851 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 85,729, 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% of the Offering, or 171,458 of the total number of Common Shares offered under this prospectus.

The funds received from the Offering will be deposited with the Agent and will not be released until $428,646.80 has been deposited. The total subscription must be raised within 90 days of the date a receipt for this amended and restated prospectus is issued or 180 days of the issuance of the receipt for the final prospectus, which was issued on June 8, 2022, 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 Qualified and Distributed

The Issuer proposes to grant CPC Stock Options to purchase 688,647 Common Shares to directors and officers, which is 10% of the issued and outstanding Common Shares of the Issuer on completion of the Offering, in accordance with the policies of the Exchange. The Common Shares to be issued upon the exercise of the Compensation Options and the CPC Stock Options will be issued in addition to the 4,286,468 Common Shares being offered pursuant to this prospectus. The Compensation Options and the CPC Stock Options will be qualified for distribution under this prospectus.

Determination of Price

The Offering Price of $0.10 per Common Share was arbitrarily established by the board of directors of the Issuer.

Listing Application

The Exchange has conditionally accepted the listing of the Common Shares on the Exchange. Listing will be subject to the Issuer fulfilling all the listing requirements of the Exchange.

Venture Issuers

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

Restrictions on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus, the grant of the CPC Stock Options and the grant of the Compensation Options, no securities of the Issuer will be permitted to be issued during the period between the date on which a receipt for the Issuer's preliminary prospectus is issued by the Principal Regulator and the time the Common Shares are listed for trading 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 SHARE CAPITAL

General

The Issuer is authorized to issue an unlimited number of Common Shares without nominal or par value, of which, as at the date hereof, 2,600,000 Common Shares are issued and outstanding as fully paid and non-assessable, 688,647 Common Shares are reserved for issuance upon exercise of the CPC Stock Options to be granted to directors and officers of the Issuer (10% of the issued and outstanding Common Shares as at the closing of the Offering reserved under the CPC Stock Option plan of the Issuer) and 300,000 Common Shares are reserved for issuance upon exercise of the Compensation Options (assuming 1,286,468 Common Shares are subscribed for by persons on the President's List). See "*Options to Purchase Securities*" and "*Plan of Distribution*".

The Issuer is also authorized to issue an unlimited number of Class A Preferred Shares ("**Preferred Shares**") without nominal or par value, of which, as at the date hereof, none have been issued. As of the date hereof, the Issuer has no intention to issue Preferred Shares.

Common Shares

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

Preferred Shares

The Preferred Shares may be issued in one or more series, and the directors of the Issuer are authorized to fix the number of shares in each series, and to determine the designation, rights, privileges, restrictions and conditions attached to the shares of each series. **The preferred shares are entitled to a priority over the Common Shares with respect to the payment of dividends and the distribution of assets upon the liquidation of the Issuer.**

CAPITALIZATION

The following table sets forth information respecting the capitalization of the Issuer as at the dates indicated:

Capital	Authorized	Outstanding as at March 31, 2022[(1)(2)(3)]	Outstanding as at the Date Hereof[(2)(3)]	Outstanding After Giving Effect to the Offering[(2)(3)]
Common Shares	Unlimited	$100,000 (2,000,000 Common Shares)	$130,000 (2,600,000 Common Shares)	$558,646.80[(4)] (6,886,468 Common Shares)
Preferred Shares	Unlimited	Nil	Nil	Nil

Notes:

(1) The account of the Issuer as at March 31, 2022, the date of the statement of financial position of the Issuer included in this prospectus, was $2,086, which represents the shareholders' equity. As at the date of this prospectus, the Issuer had not commenced commercial operations.

(2) The Issuer has also reserved for issuance 10% of the issued and outstanding Common Shares from time to time for the CPC Stock Option plan of the Issuer. The Issuer intends to grant CPC Stock Options to purchase 688,647 Common Shares, which is 10% of the issued and outstanding Common Shares of the Issuer at the closing of the Offering. See "*Options to Purchase Securities*".

(3) The Issuer has also reserved for issuance up to 300,000 Common Shares to be issued upon exercise of the Compensation Options (assuming 1,286,468 Common Shares are subscribed for by persons on the President's List). See "*Plan of Distribution*". If the anticipated sales to the President's List is not completed, the maximum number of Compensation Options available would be 428,647.

(4) This amount represents gross proceeds of this Offering and of prior issues of Common Shares, before the deduction of the expenses of the Offering estimated at $147,184.00, which includes, the Agent's Commission, fees and expenses and other expenses and costs incurred by the Issuer. See "*Use of Proceeds*". If the anticipated sales to the President's List is not completed, the maximum number of Compensation Options available would be 428,647.

OPTIONS TO PURCHASE SECURITIES

The Issuer has adopted a stock option plan in accordance with the policies of the Exchange (the "**Stock Option Plan**") which provides that the board of directors of the Issuer may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and consultants of the Issuer non-transferable CPC Stock Options to purchase Common Shares, provided that the number of Common Shares reserved for issuance under the Stock Option Plan shall not exceed ten percent (10%) of the issued and outstanding Common Shares from time to time exercisable for a period of up to ten (10) years.

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 CPC 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 CPC 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 CPC Stock Option.

The number of Common Shares issuable at any given time to persons employed to provide investor relation activities will not exceed (2%) of the issued and outstanding Common Shares of the Issuer as at the date of grant of any CPC Stock Option, in any 12 month period.

The number of Common Shares reserved for issuance at any given time to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares of the Issuer at the time of issuance.

The term of a CPC Stock Option must expire not later than 12 months after the optionee ceases to be a director, officer or technical consultant of the Issuer, or of the Resulting Issuer, as the case may be, subject to any earlier expiry date of such CPC Stock Option. The exercise price of the Common Shares subject to each option shall be determined by the board of directors of the Issuer, subject to applicable Exchange approval, at the time any option is granted. In no event shall such exercise price be lower than the exercise price permitted by the Exchange. Subject to any vesting restrictions imposed by the

Exchange, the board of directors of the Issuer may, in its sole discretion, determine the time during which options shall vest and the method of vesting, or that no vesting restriction shall exist. Any acceleration or removal of required Exchange vesting provisions are subject to the prior written approval of the Exchange.

The Issuer intends to enter into stock option agreements granting the CPC Stock Options concurrent with the completion of the Offering, and in any event within ninety (90) days of the issuance of a receipt for this prospectus or 180 days of the issuance of the receipt for the final prospectus, which was issued on June 8, 2022, as follows:

Name	Number of Common Shares Under Option	Exercise Price Per Common Share	Expiry Date
David Dattels	137,730	$0.10	Ten years from the date of grant
Chris Rowan	137,730	$0.10	Ten years from the date of grant
Norm Chang	137,729	$0.10	Ten years from the date of grant
William Lamb	137,729	$0.10	Ten years from the date of grant
Krisztian Toth	137,729	$0.10	Ten years from the date of grant
Total	688,647		

The CPC Stock Options to be granted to the directors and officers to purchase an aggregate of 688,647 Common Shares at a price of $0.10 per Common Share are qualified for distribution under this prospectus.

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

PRIOR SALES

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

Date	Number of Common Shares	Issue Price Per Common Share	Aggregate Issue Price	Nature of Consideration Received
October 14, 2020	1,000,000	$0.05	$50,000	Cash
December 22, 2020	1,000,000	$0.05	$50,000	Cash
June 6, 2022	500,000	$0.05	$25,000	Cash
June 6, 2022	100,000	$0.05	$5,000	Cash

The 2,600,000 Common Shares issued at a price of $0.05 per share will be held in escrow. See “*Escrowed Securities*”.

ESCROWED SECURITIES

2,600,000 Common Shares issued prior to this Offering at a price below $0.10 per Common Share, all Common Shares that may be acquired from treasury by a Non-Arm’s Length Party of the Issuer, either under the Offering or otherwise prior to the date of the Final QT Exchange Bulletin and all

Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with Odyssey Trust Company, as escrow agent, under an escrow agreement dated as of June 7, 2022 (the "**CPC Escrow Agreement**"). The CPC Escrow Agreement provides that the Common Shares held thereunder and the beneficial ownership of or interest in them may not be sold, assigned, hypothecated, transferred within escrow, or dealt with in any manner without the prior written consent of the Exchange.

All Common Shares acquired on exercise of CPC Stock Options prior to the date of the Final QT Exchange Bulletin pursuant to the exercise of CPC Stock Options, must also be deposited in escrow and will be subject to escrow under the CPC Escrow Agreement.

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

The following table sets out, as at the date hereof, the number of Common Shares (the "**Escrowed Shares**") and CPC Stock Options, which are held in escrow pursuant to the CPC Escrow Agreement:

Name and Municipality of Residence	Number of Common Shares Held in Escrow[(1)]	Percentage of Common Shares Before Giving Effect to the Offering	Percentage of Common Shares After Giving Effect to the Offering[(1)]	Number of CPC Stock Options Held in Escrow
Graham Donahue[(2)] Toronto, Ontario	500,000[(2)]	19.23%	7.26%	-
David Dattels Toronto, Ontario	500,000	19.23%	7.26%	137,730
Chris Rowan Toronto, Ontario	500,000	19.23%	7.26%	137,730
Norm Chang Toronto, Ontario	500,000	19.23%	7.26%	137,729
William Lamb Vancouver, British Columbia	500,000[(3)]	19.23%	7.26%	137,729
Krisztian Toth Toronto, Ontario	100,000	3.85%	1.45%	137,729
Total	**2,600,000**	**100.00%**	**37.76%**	**688,647**

Note:

(1) Assuming the shareholders who are a party to the CPC Escrow Agreement do not acquire any Common Shares pursuant to the Offering or exercise their CPC Stock Options prior to the Final QT Exchange Bulletin.

(2) As disclosed in the news release of Axe2 dated July 21, 2022, Graham Donahue, who was the previous Chief Executive Officer and director of Axe2, tragically passed away. The 500,000 Common Shares that were held by him are currently held in his estate.

(3) All of which are owned by WLP Consulting Services Ltd., a company wholly owned and controlled by William Lamb.

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

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

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

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

If a Final QT Exchange Bulletin is not issued, the Escrowed Shares will not be released. Under the CPC Escrow Agreement, upon the issuance by the Exchange of a bulletin delisting the Issuer, Odyssey Trust Company, as escrow agent, is irrevocably authorized to:

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

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

Escrowed Securities on Qualifying Transaction

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

PRINCIPAL SHAREHOLDERS

The only Persons who own, legally or beneficially, directly or indirectly, more than 10% of the issued and outstanding Common Shares, are as follows:

Name	Type of Ownership	Number of Shares(1)	Percentage of Shares Owned Before Giving Effect to the Offering	Percentage of Shares Owned After Giving Effect to the Offering(3)
Graham Donahue(7)	Direct	500,000(2)(7)	19.23%	7.26%
David Dattels	Direct	500,000(2)	19.23%	7.26%(4)
Chris Rowan	Direct	500,000(2)	19.23%	7.26%(4)
Norm Chang	Direct	500,000(2)	19.23%	7.26%(5)
William Lamb	Direct	500,000(2)	19.23%	7.26%(5)
Krisztian Toth	Direct	100,000(2)	3.85%	1.45%(6)

Notes:

(1) These Common Shares are all held in escrow. See "*Escrowed Securities*".

(2) These Common Shares are owned both of record and beneficially.

(3) Assuming the shareholders do not acquire any Common Shares pursuant to the Offering.

(4) In the event the shareholder exercises all CPC Stock Options proposed to be granted to the shareholder (see "*Options to Purchase Securities*"), the shareholder will own, or exercise control or direction over, 637,730 Common Shares representing 8.03% of the issued and outstanding Common Shares, calculated on a fully-diluted basis.

(5) In the event the shareholder exercises all CPC Stock Options proposed to be granted to the shareholder (see "*Options to Purchase Securities*"), the shareholder will own, or exercise control or direction over, 637,729 Common Shares representing 8.03% of the issued and outstanding Common Shares, calculated on a fully-diluted basis.

(6) In the event the shareholder exercises all CPC Stock Options proposed to be granted to the shareholder (see "*Options to Purchase Securities*"), the shareholder will own, or exercise control or direction over, 237,729 Common Shares representing 2.99% of the issued and outstanding Common Shares, calculated on a fully-diluted basis.

(7) As disclosed in the news release of Axe2 dated July 21, 2022, Graham Donahue, who was the previous Chief Executive Officer and director of Axe2, tragically passed away. The 500,000 Common Shares that were held by him are currently held in his estate.

As at the date hereof, the 2,600,000 Common Shares legally owned, directly or indirectly, or controlled by, all directors and officers as a group, the estate of Graham Donahue (who was the Chief Executive Officer and director of the Company until the time of his passing) and their Associates and Affiliates, prior to giving effect to the Offering or the exercise of the CPC Stock Options or Compensation Options, represents all of the issued and outstanding Common Shares. After giving effect to the Offering and assuming no exercise of CPC Stock Options or Compensation Options, the directors and officers as a group, the estate of Graham Donahue (who was the Chief Executive Officer and director of the Company until the time of his passing) and their Associates and Affiliates will own or control 2,600,000 Common Shares representing approximately 37.76% of the issued and outstanding Common Shares, assuming the directors, officers, the estate of Graham Donahue and their Associates and Affiliates do not acquire any Common Shares pursuant to the Offering.

DIRECTORS, OFFICERS AND PROMOTERS

General

The following are the names and municipalities of residence of the directors and officers of the Issuer, their position and offices with the Issuer, their principal occupations during the last five years and the number of Common Shares held by each such individual.

Name, Municipality of Residence and Position	**Present Occupation and Position During the Last Five Years**	**Directorship Term**	**Number and Percentage of Common Shares owned prior to Offering(2)**	**Number and Percentage of Common Shares owned after Offering(3)(4)**
David Dattels *Toronto, Ontario* Interim Chief Executive Officer and Corporate Secretary	President of NewGen Asset Management Limited since September 2009.	N/A	500,000 (19.23%)	500,000 (7.26%)
Chris Rowan(1) *Toronto, Ontario* Chief Financial Officer and Director	Partner, Portfolio Manager of NewGen Asset Management Limited since June 2011.	Date Appointed: October 2020 End of Term: Until the next annual general meeting	500,000 (19.23%)	500,000 (7.26%)
Norm Chang(5) *Toronto, Ontario* Director	Partner, Portfolio Management of NewGen Asset Management Limited since January 2010.	Date Appointed: October 2020 End of Term: Until the next annual general meeting	500,000 (19.23%)	500,000 (7.26%)
William Lamb(1)(5) *Vancouver, British Columbia* Director	Partner/Chief Technical Officer of NewGen Resource Lending since May 2021. Prior thereto, Chief Executive Officer of NDH Mining Corp. from March 2019 to March 2021 and Chief Executive Officer of Lucara Diamond Corp. from May 2011 to March 2018. Chairman of Bluestone Resources Inc. since October 2017, executive chairman of Riley Gold Corp. since January 2015 and director of Heliostar Metals Ltd. since August 2020.	Date Appointed: June 7, 2022 End of Term: Until the next annual general meeting	500,000 (19.23%)	500,000 (7.26%)

Name, Municipality of Residence and Position	Present Occupation and Position During the Last Five Years	Directorship Term	Number and Percentage of Common Shares owned prior to Offering(2)	Number and Percentage of Common Shares owned after Offering(3)(4)
Krisztian Toth(1)(5) *Toronto, Ontario* Director	Partner, Fasken Martineau DuMoulin LLP	Date Appointed: June 7, 2022 End of Term: Until the next annual general meeting	100,000 (3.85%)	100,000 (1.45%)

Notes:

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

(2) These Common Shares are owned both of record and beneficially.

(3) Assuming that no Common Shares are purchased by these Persons under the Offering.

(4) Before giving effect to the exercise of the Compensation Options and the exercise of the CPC Stock Options.

(5) Independent director.

(6) NewGen Asset Management Limited is an employee-owned, alternative investment manager based in Toronto. It manages approximately $1 billion on behalf of institutions, family offices, retails advisors and high net worth individuals. It is also registered with the Ontario Securities Commission as a Portfolio Manager, Investment Fund Manager and Exempt Market Dealer.

Management and Key Personnel

The following is a brief description of the management and key personnel of the Issuer.

David Dattels

David Dattels, 42, is the Interim Chief Executive Officer and Corporate Secretary of the Issuer.

Prior to founding NewGen Asset Management Limited, Mr. Dattels was co-manager of the RAB Special Situation Fund at RAB Capital PLC (fund rated Best Energy & Natural Resources Fund by Hedge Funds Review in 2007 and ranked No1 in Barron’s Hedge Fund 50 Global rankings in 2007). Previously, Mr. Dattels was an analyst for Canaccord Adams, focusing on small and mid-cap companies. He graduated from the University of Western Ontario with a BA (Hons) in Economics and is a CFA Charterholder.

Mr. Dattels is an employee of the Issuer and has not entered into any non-competition or non-disclosure agreements with the Issuer.

Chris Rowan

Chris Rowan, 39, is the Chief Financial Officer and Director of the Issuer.

Mr. Rowan has 13 years of capital markets experience. Since 2011, he has been Portfolio Manager and Head Trader at NewGen Asset Management Limited since 2011. He formerly worked at the CPP Investment Board, one of Canada's largest asset managers with over $350 billion under management, from August 2006 to June 2011, where he was most recently Portfolio Manager in the Global Capital Markets Group, responsible for co-managing the fund's passive global indices, trading on behalf of all groups outside of Capital Markets, and managing a proprietary book (over $2 billion of dedicated capital) focused on several trading strategies. Mr. Rowan holds an Honours in Business Administration from the University of Western Ontario and is a CFA charterholder.

Mr. Rowan is an employee of the Issuer and has not entered into any non-competition or non-disclosure agreements with the Issuer.

Norm Chang

Norm Chang, 46, is a Director of the Issuer.

Mr. Chang previously worked as a consultant for Victoria Gold Corp., a development stage mining company, from March 2009 to January 2010, and was co-founder and portfolio advisor of SouthShore Capital Management, which managed the Ark Canadian Long/Short Equity fund, a top decile performer in Canada in 2008. Mr. Chang was also senior research analyst at Epic Capital Management, a prominent top performing Canadian hedge fund, from January 2002 to March 2007, where he focused on fundamental company research. He also has experience in the research group at BMO Capital Markets from January 1998 to January 2002. He graduated from the University of Western Ontario with a BA (Hons) in Finance and Economics.

Mr. Chang is not an employee of the Issuer and has not entered into any non-competition or non-disclosure agreements with the Issuer.

William Lamb

William Lamb, 51, is a Director of the Issuer.

Mr. Lamb has 30-years of experience in the mining industry, including serving as Chief Executive Officer of Lucara Diamond Corp. ("**Lucara**") (TSX:LUC) from May 2011 to March 2018 before retiring from Lucara. During that time, Mr. Lamb played an integral role in taking Lucara's Karowe mine from feasibility through to a steady state, world class, operating diamond mine. This being the seventh mine where he has been involved from the study phase through to operations. Mr. Lamb built the foundation of his career in various roles within the industrial and precious metals space, most prominently as Metallurgical Manager for De Beers Canada's Victor Mine, Senior Metallurgical Superintendent at De Beers Canada, Senior Plant Metallurgist at Rand Mines as well as Lead Process Engineer at Kvaerner Metals in their Non-Ferrous Metals Division.

Mr. Lamb is not an employee of the Issuer and has not entered into any non-competition or non-disclosure agreements with the Issuer.

Krisztian Toth

Krisztian Toth, 45, is a Director of the Issuer.

Mr. Toth is an experienced mining, capital markets and M&A lawyer. His experience in mining finance and M&A stretches across all jurisdictions and minerals. Mr. Toth has been recognized by a number of legal publications as a leading lawyer in mining, capital markets, private equity and M&A. Mr. Toth is a partner at the law firm of Fasken Martineau DuMoulin LLP, a leading international business law and litigation firm with offices in Canada, South Africa, the United Kingdom and China. Mr. Toth is a member of Fasken's Global Mining Group.

Mr. Toth is not an employee of the Issuer and has not entered into any non-competition or non-disclosure agreements with the Issuer.

Other Corporate Information

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 Significant Assets.

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

Share Ownership

As at the date hereof, the 2,600,000 Common Shares legally owned, directly or indirectly, by the directors and officers as a group, the estate of Graham Donahue (who was the Chief Executive Officer and director of the Company until the time of his passing) and their Associates and Affiliates, prior to giving effect to the Offering, represents all of the issued and outstanding Common Shares. After completion of the Offering, the 2,600,000 Common Shares to be legally owned, directly or indirectly, by the directors and officers as a group, the estate of Graham Donahue (who was the Chief Executive Officer and director of the Company until the time of his passing) and their Associates and Affiliates will represent approximately 37.76% of the issued and outstanding Common Shares, assuming no directors or officers acquire any Common Shares pursuant to the Offering.

Other Reporting Issuer Experience

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

Name	**Name of Reporting Issuer**	**Name of Exchange or Market**	**Position**	**From**	**To**
William Lamb	Bluestone Resources Inc.	TSXV	Chairman	October 2017	Present
	Riley Gold Corp. (formerly, Riley Resources Corp.)	TSXV	Executive Chairman	January 2015	Present
	Heliostar Metals Ltd.	TSXV	Director	August 2020	Present
	Lucara Diamond Corp.	TSX	President and CEO	April 2008	March 2018
	Mountain Province Diamonds Inc.	TSX	Director	June 2019	June 2020
Krisztian Toth	Trillium Gold Mines Inc. (formerly, Confederation Minerals Ltd.)	TSXV	Director	July 2020	Present
	Valour Inc. (formerly, DeFi Technologies Inc.)	NEO	Director	May 2021	Present
	BetterLife Pharma Inc.	CSE	Director, Chairman	May 2019	May 2021

Name	Name of Reporting Issuer	Name of Exchange or Market	Position	From	To
	Leviathan Gold Ltd.	TSXV	Director	November 2020	Present
	Voyager Digital Ltd.	TSX (was on CSE until August 2021)	Director	February 2021	Present
	Pasofino Gold Limited	TSXV	Director	April 2020	Present
	Route1 Inc.	TSXV	Officer, Corporate Secretary	April 2014	Present

Cease Trade Orders

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

Penalties or Sanctions

No director, senior officer, executive officer, Promoter or 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 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 in making an investment decision.

Bankruptcies

Except as noted below, no director, Insider, senior officer, executive officer or Promoter of the Issuer, personal holding company of any such persons or shareholder holding a sufficient number of securities of the Issuer to affect materially the control of the Issuer: (i) is, as at the date of the prospectus, or has been within the 10 years before the date of the prospectus, a director, officer, Insider or Promoter of any company (including the Issuer) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (ii) 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.

Mr. Toth is a director of Voyager Digital Ltd. ("**Voyager**"). On July 5, 2022, Voyager commenced a voluntary Chapter 11 process in the U.S. Bankruptcy Court of the Southern District of New York and recognition of this order was obtained in the Ontario Superior Court of Justice (Commercial List) pursuant to the Companies' Creditors Arrangement Act.

Conflicts of Interest

There are potential conflicts of interest to which the directors, officers, Insiders and Promoters of the Issuer will be subject in connection with the operations of the Issuer. Some of the directors, officers, Insiders and Promoters are engaged and will continue to be engaged, directly or indirectly, with corporations or businesses which may be in competition with the Issuer for businesses or assets in order to complete a Qualifying Transaction. Accordingly, situations may arise where some of the directors, officers, Insiders and Promoters will be in direct competition with the Issuer. Conflicts, if any, will be subject to the procedures and remedies under the *Business Corporations Act* (British Columbia). See "*Interests of Directors, Officers and Others in Material Transactions*".

Audit Committee

Some of the directors of the Issuer will constitute an audit committee in accordance with NI 52-110 and the *Business Corporations Act* (British Columbia). It is expected that the members of the audit committee will be Messrs. Lamb, Toth and Rowan. Each of Messrs. Lamb and Toth will not be executive officers, employees or control persons of the Issuer or any of its associates or affiliates in accordance with the requirements of the Exchange and NI 52-110 for "independent" directors. 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 of the Issuer.

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.

Audit Committee Charter

The responsibilities and duties of the Audit Committee are set out in the committee's charter, the text of which is attached as Schedule "A" hereto.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Issuer's external auditor in the financial year ended December 31, 2021, are approximately as follows:

Financial Year Ending	**Audit Fees(1)**	**Audit Related Fees(2)**	**Tax Fees(3)**	**All Other Fees(4)**

December 31, 2021	$9,000	$Nil	$Nil	$Nil

Notes:

(1) "Audit Fees" include fees necessary to perform the annual audit and, if applicable, quarterly reviews of the Issuer's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

(2) "Audit-Related Fees" include fees for services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.

(3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.

(4) "All Other Fees" include all other non-audit services.

Exemption

The Issuer is relying on the exemption provided in Section 6.1 of NI 52-110 as the Issuer is a "venture Issuer". As a result, the Issuer is exempt from the requirements of Part 3 [Composition of Audit Committee] and Part 5 [Reporting Obligations] of NI 52-110.

REMUNERATION OF DIRECTORS AND OFFICERS

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:

(a) grants of CPC Stock Options as described in "*Options to Purchase Securities*";

(b) payment for and reimbursement of certain expenses as described in "*Use of Proceeds – Permitted Use of Funds*" and "*Use of Proceeds – Prohibited Payments to Non-Arm's Length Parties*"; and

(c) finder's fees as described in "*Use of Proceeds – Finder's Fees*".

Following Completion of the Qualifying Transaction, it is anticipated that the Issuer shall pay compensation to its directors and officers. However, 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.

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of approximately 18.8% or $0.0188 per Common Share on the basis of there being 6,886,468 Common Shares issued and outstanding following completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Issuer.

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 is a list of risk factors that a prospective investor should consider before subscribing for the Common Shares.

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

(b) An investment in the Common Shares offered by the prospectus is highly speculative given the proposed nature of the Issuer's business and its present stage of development.

(c) The directors and officers of the Issuer will only devote a portion of their time to the business and affairs of the Issuer and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time.

(d) Assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 18.8% or $0.0188 per Common Share.

(e) 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.

(f) Until Completion of a Qualifying Transaction, the Issuer is not permitted to carry on any business, other than the identification and evaluation of potential Qualifying Transactions.

(g) The Issuer has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Issuer will be able to identify a suitable Qualifying Transaction.

(h) Even if a proposed Qualifying Transaction is identified, there can be no assurance that the Issuer will be able to successfully complete the transaction.

(i) Completion of the Qualifying Transaction is subject to a number of conditions, including acceptance by the Exchange and, in certain circumstances, Majority of the Minority Approval.

(j) Unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non-Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders is required by CPC Policy and has been given, will have no rights of dissent and no entitlement to payment by the Issuer of fair value for the Common Shares.

(k) Upon the public announcement of a proposed Qualifying Transaction, trading in the Common Shares will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained (if required) and certain preliminary reviews have been conducted. The Common Shares will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Issuer completing the proposed Qualifying Transaction.

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

(m) Trading in the Common Shares may be halted at other times for other reasons, including for failure by the Issuer to submit documents to the Exchange in the time periods required.

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

(o) The Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Issuer and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Issuer.

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

(q) If the Issuer does not list the Common Shares on the Exchange prior to the time of closing in the manner contemplated in this prospectus under the heading "*Eligibility for Investment*", adverse tax consequences may arise with respect to any Common Shares held in RRSPs, RRIFs, TFSAs, deferred profit sharing plans and registered education savings plans.

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

LEGAL PROCEEDINGS

Management of the Issuer is not aware of any legal proceedings outstanding, pending, or threatened as at the date hereof, by or against the Issuer.

RELATIONSHIP BETWEEN THE ISSUER AND THE AGENT

The Agent for the Offering is PI Financial Corp.

The Issuer is not a related or connected party (as such terms are defined in National Instrument 33-105 – *Underwriting Conflicts*) to the Agent.

RELATIONSHIP BETWEEN THE ISSUER AND PROFESSIONAL PERSONS

The legal counsel of the Issuer is Fasken Martineau DuMoulin LLP, Suite 3400, 350 - 7th Avenue SW, Calgary, Alberta T2P 3N9.

The partners and associates of Fasken Martineau DuMoulin LLP beneficially own, directly or indirectly, less than 2% of the Common Shares. Mr. Toth, a director of the Issuer and a partner of Fasken Martineau DuMoulin LLP currently owns 100,000 Common Shares. The Issuer anticipates granting to Mr. Toth 137,729 CPC Stock Options at closing. See "*Directors, Officers and Promoters*".

Legal counsel to the Agent is MLT Aikins LLP, 1066 W Hastings St #2600, Vancouver, British Columbia V6E 3X1. The partners and associates of MLT Aikins LLP do not own any Common Shares, but may subscribe for Common Shares pursuant to the Offering.

The partners and associates of Goodman & Associates LLP, the auditors of the Issuer, do not own any Common Shares.

As of the date hereof, no "professional person" holds any beneficial interest, direct or indirect, in any securities or properties of the Issuer or an Associate or Affiliate of the Issuer. In addition, no "professional person" 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.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Issuer are Goodman & Associates LLP, 45 St. Clair Ave. West, Suite 200, Toronto, Ontario M4V 1K6.

Odyssey Trust Company, through its principal offices at Stock Exchange Tower, 1230 – 300 5th Avenue SW, Calgary, Alberta T2P 3C4, is the transfer agent and registrar for the Common Shares.

PROMOTERS

David Dattels may be considered to be a Promoter of the Issuer in that he took the initiative in founding and organizing the Issuer. Mr. Dattels has subscribed for and received Common Shares and will be granted stock options to purchase Common Shares. See "*Directors, Officers and Promoters*", "*Prior Sales*", "*Principal Shareholders*" and "*Options to Purchase Securities*".

INTEREST OF DIRECTORS, OFFICERS AND OTHERS IN MATERIAL TRANSACTIONS

There are no material interests, direct or indirect, of directors, officers, and any shareholder who beneficially owns, directly or indirectly, more than 10% of the outstanding Common Shares or any known Associates or Affiliates of such Persons, in any transaction since incorporation of the Issuer, or in any proposed transaction which has materially affected or would materially affect the Issuer, other than each of the directors has subscribed for Common Shares and will be granted the CPC Stock Options.

MATERIAL CONTRACTS

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

1. The CPC Escrow Agreement among the Issuer, Odyssey Trust Company and certain shareholders of the Issuer. See "*Escrowed Securities*".

2. The Agency Agreement between the Issuer and the Agent. See "*Plan of Distribution*".

3. A transfer agent and registrar agreement dated as of July 19, 2021 between the Issuer and Odyssey Trust Company. See "*Auditors, Transfer Agent and Registrar*".

Copies of these agreements will be available for inspection at the offices of the Issuer's counsel, Fasken Martineau DuMoulin LLP, at Suite 3400, 350 - 7th Avenue SW, Calgary, Alberta T2P 3N9, at any time 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.

ELIGIBILITY FOR INVESTMENT

In the opinion of Fasken Martineau DuMoulin 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) 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**"), deferred profit sharing plan, registered education savings plan ("**RESP**"), registered disability savings plan ("**RDSP**") or a tax-free savings account ("**TFSA**").

Notwithstanding the foregoing, the holder of a TFSA or RDSP, the subscriber of an RESP or the annuitant under an RRSP or RRIF will be subject to a penalty tax in respect of Common Shares held in a TFSA, RDSP, RESP, RRSP or RRIF if such Common Shares are a "prohibited investment" for a TFSA, RDSP, RESP, RRSP or RRIF. Generally, the Common Shares would be considered to be a "prohibited investment" if the holder of a TFSA or RDSP, the subscriber of an RESP or the annuitant of an RRSP or RRIF, 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 TFSA, RDSP, RESP, RRSP or RRIF 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 Alberta, British Columbia and Ontario provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal adviser.

FINANCIAL STATEMENTS

The audited financial statements of the Issuer for the period from October 14, 2020 (date of incorporation) to December 31, 2021, and the unaudited financial statements of the Issuer for the period from January 1, 2022 to March 31, 2022, are attached as Schedule "B" to this prospectus.

OTHER MATERIAL FACTS

There are no other material facts other than as disclosed herein.

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

AXE2 ACQUISITIONS INC.
(the "Corporation")

AUDIT COMMITTEE MANDATE

OVERALL ROLE AND RESPONSIBILITY

The Audit Committee shall:

1.1 Assist the board of directors of the Corporation (the "**Board of Directors**") in its oversight role with respect to:

(a) the quality and integrity of financial information;

(b) the independent auditor's performance, qualifications and independence;

(c) the performance of the Corporation's internal audit function, if applicable;

(d) the Corporation's compliance with legal and regulatory requirements; and

1.2 Prepare such reports of the Audit Committee required to be included in the information/proxy circular of the Corporation in accordance with applicable laws or the rules of applicable securities regulatory authorities.

MEMBERSHIP AND MEETINGS

The Audit Committee shall consist of three (3) or more Directors appointed by the Board of Directors, the majority of whom shall not be officers or employees of the Corporation or any of the Corporation's affiliates. Each of the members of the Audit Committee shall satisfy the applicable independence and experience requirements of the laws governing the Corporation, and applicable securities regulatory authorities.

The Board of Directors shall designate one (1) member of the Audit Committee as the Audit Committee Chair. Each member of the Audit Committee shall be financially literate as such qualification is interpreted by the Board of Directors in its business judgment. The Board of Directors shall determine whether and how many members of the Audit Committee qualify as a financial expert as defined by applicable law.

STRUCTURE AND OPERATIONS

The affirmative vote of a majority of the members of the Audit Committee participating in any meeting of the Audit Committee is necessary for the adoption of any resolution.

The Audit Committee shall meet as often as it determines, but not less frequently than quarterly. The Committee shall report to the Board of Directors on its activities after each of its meetings at which time minutes of the prior Committee meeting shall be tabled for the Board of Directors.

The Audit Committee shall review and assess the adequacy of this Charter periodically and, where necessary, will recommend changes to the Board of Directors for its approval.

The Audit Committee is expected to establish and maintain free and open communication with management and the independent auditor and shall periodically meet separately with each of them.

SPECIFIC DUTIES

Oversight of the Independent Auditor

- Make recommendations to the Board of Directors for the appointment and replacement of the independent auditor.

- Responsibility for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.

- Authority to pre-approve all audit services and permitted non-audit services (including the fees, terms and conditions for the performance of such services) to be performed by the independent auditor.

- Evaluate the qualifications, performance and independence of the independent auditor, including: (i) reviewing and evaluating the lead partner on the independent auditor's engagement with the Corporation, and (ii) considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence.

- Obtain from the independent auditor and review the independent auditor's report regarding the management internal control report of the Corporation to be included in the Corporation's annual information/proxy circular, as required by applicable law.

- Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law (currently at least every five years).

Financial Reporting

- Review and discuss with management and the independent auditor:

  - prior to the annual audit the scope, planning and staffing of the annual audit;

  - the annual audited financial statements;

  - the Corporation's annual and quarterly disclosures made in management's discussion and analysis;

  - approve any reports for inclusion in the Corporation's Annual Report, if any, as required by applicable legislation;

  - the Corporation's quarterly financial statements, including the results of the independent auditor's review of the quarterly financial statements and any matters required to be communicated by the independent auditor under applicable review standards;

  - significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements;

  - any significant changes in the Corporation's selection or application of accounting principles;

  - any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies; and

  - other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.

- Discuss with the independent auditor matters relating to the conduct of the audit, including any difficulties encountered in the course of the audit work, any restrictions on the scope of activities or access to requested information and any significant disagreements with management.

AUDIT COMMITTEE'S ROLE

The Audit Committee has the oversight role set out in this Charter. Management, the Board of Directors, the independent auditor and the internal auditor all play important roles in respect of compliance and the preparation and presentation of financial information. Management is responsible for compliance and the preparation of financial statements and periodic reports. Management is responsible for ensuring the Corporation's financial statements and disclosures are complete, accurate, in accordance with generally accepted accounting principles and applicable laws. The Board of Directors in its oversight role is responsible for ensuring that management fulfills its responsibilities. The independent auditor, following the completion of its annual audit, opines on the presentation, in all material respects, of the financial position and results of operations of the Corporation in accordance with Canadian generally accepted accounting principles.

FUNDING FOR THE INDEPENDENT AUDITOR AND RETENTION OF OTHER INDEPENDENT ADVISORS

The Corporation shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor for the purpose of issuing an audit report and to any advisors retained by the Audit Committee. The Audit Committee shall also have the authority to retain such other independent advisors as it may from time to time deem necessary or advisable for its purposes and the payment of compensation therefor shall also be funded by the Corporation.

APPROVAL OF AUDIT AND REMITTED NON-AUDIT SERVICES PROVIDED BY EXTERNAL AUDITORS

Over the course of any year there will be two levels of approvals that will be provided. The first is the existing annual Audit Committee approval of the audit engagement and identifiable permitted non-audit services for the coming year. The second is in-year Audit Committee pre-approvals of proposed audit and permitted non-audit services as they arise.

Any proposed audit and permitted non-audit services to be provided by the External Auditor to the Corporation or its subsidiaries must receive prior approval from the Audit Committee, in accordance with this protocol. The Chief Financial Officer shall act as the primary contact to receive and assess any proposed engagements from the External Auditor.

Following receipt and initial review for eligibility by the primary contacts, a proposal would then be forwarded to the Audit Committee for review and confirmation that a proposed engagement is permitted.

In the majority of such instances, proposals may be received and considered by the Chair of the Audit Committee (or such other member of the Audit Committee who may be delegated authority to approve audit and permitted non-audit services), for approval of the proposal on behalf of the Audit Committee. The Audit Committee Chair will then inform the Audit Committee of any approvals granted at the next scheduled meeting.

SCHEDULE “B”

FINANCIAL STATEMENTS

[*See attached*]

AXE2 ACQUISITIONS INC.

FINANCIAL STATEMENTS

DECEMBER 31, 2021

(Expressed in Canadian Dollars)

Axe2 Acquisitions Inc.

Financial Statements

(Expressed in Canadian Dollars)

December 31, 2021

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GOODMAN
& ASSOCIATES LLP
CHARTERED PROFESSIONAL ACCOUNTANTS

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INDEPENDENT AUDITORS' REPORT

To the directors of
Axe2 Acquisitions Inc.

Opinion

We have audited the accompanying financial statements of Axe2 Acquisitions Inc. (the "Company"), which comprise the statements of financial position as at December 31, 2021 and December 31, 2020, the statements of loss and comprehensive loss, changes in equity and cash flows for the year ended December 31, 2021 and for the period from the date of incorporation October 14, 2020 to December 31, 2020, and the related notes, which comprise a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2021, and its financial performance and its cash flows for the year ended December 31, 2021 in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

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

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

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

Auditors' 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 auditors' 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 GAAS 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 GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' 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 Auditors' 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.

(Signed) Goodmans & Associates LLP
Chartered Professional Accountants
Licensed Public Accountants

Toronto, Ontario
May 16, 2022

Axe2 Acquisitions Inc.

Statement of Financial Position

(Expressed in Canadian Dollars)

As at December 31,	2021	2020
ASSETS		
Current		
Cash	$ 54,071	$ -
Subscription receivable (Note 4)	12,500	100,000
Prepaid expenses and other assets	20,500	-
	$ 87,071	$ 100,000
LIABILITIES		
Current		
Accounts payable and accrued liabilities	$ 66,098	$ 39,596
SHAREHOLDERS' EQUITY		
Share Capital (Note 5)	100,000	100,000
Deficit	(79,027)	(39,596)
	20,973	60,404
	$ 87,071	$ 100,000

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

Approved on behalf of the Board "Graham Donahue" **Director** "Chris Rowan" **Director**

Axe2 Acquisitions Inc.

Statement of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

For the year ended December 31,	2021	2020
		(Note 9)
Interest Income	$ 63	$ -
Expenses		
General and administrative	18,940	-
Professional fees	17,502	39,596
Occupancy	3,000	-
Interest and bank charges	52	-
	39,494	39,596
Net Loss and Comprehensive Loss	$ (39,431)	$ (39,596)
Basic and diluted loss per common share	$ (0.02)	(0.12)
Weighted average number of common shares outstanding	2,000,000	281,690

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

Axe2 Acquisitions Inc.

Statement of Changes in Shareholder's Equity

(Expressed in Canadian Dollars)

For the year ended December 31, 2021

	Number of Shares	Share Capital	Deficit	Shareholders Equity
Balance, October 14, 2020	-	$ -	$ -	$ -
Common shares issued (Note 5)	2,000,000	100,000	-	100,000
Net loss and comprehensive loss (Note 9)	-	-	(39,596)	(39,596)
Balance, December 31, 2020	2,000,000	$ 100,000	$ (39,596)	$ 60,404
Net loss and comprehensive loss	-	-	(39,431)	(39,431)
Balance, December 31, 2021	2,000,000	$ 100,000	$ (79,027)	$ 20,973

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

Axe2 Acquisitions Inc.

Statement of Cash Flows

(Expressed in Canadian Dollars)

For the year ended December 31,	2021	2020
		(Note 9)
OPERATING ACTIVITIES		
Net loss and comprehensive loss	$ (39,431)	$ (39,596)
Changes in non-cash balances:		
Prepaid expenses and other assets	(20,500)	-
Accounts payable and accrued liabilities	26,502	39,596
	6,002	39,596
Cash Used In Operating Activities	(33,429)	-
FINANCING ACTIVITY		
Common shares issued	87,500	-
Cash Provided By Financing Activity	87,500	-
NET CHANGE IN CASH	54,071	-
CASH, Beginning of year	-	-
CASH, End of year	$ 54,071	$ -

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

1. NATURE OF BUSINESS AND ORGANIZATION

Axe2 Acquisitions Inc. (the "Company"), was incorporated on October 14, 2020 under the British Columbia Business Corporations Act. These financial statements were approved for issuance by management on May 16, 2022.

The address of the Company's registered office is 2900 - 550 Burrard Street Vancouver, British Columbia, Canada, V6C 0A3.

2. BASIS OF ACCOUNTING

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

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies are as follows:

Financial Instruments

Recognition

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. On initial recognition, all financial assets and financial liabilities are recorded at fair value, net of attributable transaction costs, except for financial assets and liabilities classified as at fair value through profit or loss ('FVTPL'). The directly attributable transactions costs of financial assets and liabilities as at FVTPL are expensed in the period in which they are incurred.

Classification and Measurement

The Company determines the classification of its financial instruments at initial recognition. Financial assets and financial liabilities are classified according to the following measurement categories:

- those to be measured subsequently at fair value through profit or loss ("FVTPL"); or
- those to be measured subsequently at amortized cost.

The classification and measurement of financial assets after initial recognition at fair value depends on the business model for managing the financial asset and the contractual terms of the cash flows. 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 on the principal outstanding, are generally measured at amortized cost at each subsequent reporting period. All other financial assets are measured at their fair values at each subsequent reporting period, with any changes recorded through profit or loss.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Classification and Measurement (Cont'd)

After initial recognition at fair value, financial liabilities are classified and measured at amortized cost.

The amortized cost of the financial asset is the amount at which the financial asset is measured at initial recognition minus the principal payments, plus the cumulative amortization using effective interest method of any difference between the initial amount and the maturity amount, adjusted for any loss allowance.

All of the Company's financial assets are measured at amortized cost. The Company's financial assets at amortized costs primarily include cash and government remittances receivable included in current assets.

The Company's financial liabilities consist of accounts payable and accrued liabilities which are classified and measured at amortized cost using the effective interest method.

Fair value

IFRS requires classification of the financial instrument fair value measurements using a fair value hierarchy that reflects the significance of the inputs used to measure fair value into three broad levels. Investments measured at fair value are classified in one of three fair value hierarchy levels, based on the lowest level input that is significant to the fair value measurement in its entirety. The inputs or methodologies used for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

The three fair value hierarchy levels are as follows:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (ie., as prices) or indirectly (ie., derived from prices); and

Level 3 – Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Income Tax

The Company follows the liability method of accounting for income taxes, whereby deferred tax assets and liabilities reflect the expected deferred tax consequences of temporary differences between carrying amounts of assets and liabilities and their income tax bases. Deferred tax assets and liabilities are measured based on the enacted or substantively enacted income tax rates that are expected to be in effect when the deferred tax assets or liabilities are expected to be realized or settled. The effect on deferred tax assets and liabilities of a change in income tax rates is recognized into income in the period that includes the substantive enactment date.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred 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. Any such reduction shall be reversed to the extent that it becomes probable that sufficient taxable profit will be available.

(Expressed in Canadian Dollars)

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Share capital

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

Preference share capital is classified as equity if it is non-redeemable, or redeemable only at the Company's option, and any dividends are discretionary. Dividends thereon are recognized as distributions within equity upon approval by the Company's shareholders. Preference share capital is classified as a liability if it is redeemable on a specific date or at the option of the shareholders, or if dividend payments are not discretionary. Dividends thereon are recognized as interest expense in profit or loss as accrued.

Loss per share

Basic loss per share is computed by dividing the net comprehensive loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive.

The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

Use of estimates

The preparation of these financial statements, in conformity with International Financial Reporting Standards, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from these estimates.

4. SHARE SUBSCRIPTIONS RECEIVABLE

The amount was received subsequent to the year end. It represents due from subscribers for 250,000 (2020 - 2,000,000) common shares issued.

5. SHARE CAPITAL

Authorized

Unlimited	Common shares without par value		
Unlimited	Class A Preferred shares without par value		
		2021	**2020**
Issued			
2,000,000	Common shares	$ 100,000	$ 100,000

2,000,000 common shares were issued at $0.05 per share on the date of incorporation, October 14, 2020.

6. INCOME TAXES

The Company has non-capital loss carried forward in the amount of $79,027 available to reduce future year's income for tax purposes, the tax effect of which has not been recorded in the accounts. The expiry dates for these losses are summarized below.

2040	$ 39,596
2041	39,431
	$ 79,027

7. CAPITAL DISCLOSURES

The Company defines its capital as shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support its search for business opportunities. The Board of Directors do not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. As such, the Company has historically relied on the equity markets to fund its activities. In addition, the Company is dependent upon external financing to fund activities.

In order to continue its search for business opportunities and pay for administrative costs, the Company will need to raise additional funds. The Company will continue to assess new business opportunities and/or seek to acquire other businesses if it feels there is sufficient economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

8. FINANCIAL INSTRUMENTS

Management of Financial Instrument Risks

In the normal course of business, the Company is exposed to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate risk, other price risk and currency risk). Risk management relates to management of various risks that the Company is exposed to. The Company is not significantly exposed to interest rate risk, other price risk and currency risk for the period ended December 31, 2021.

Credit Risk

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. The Company's cash balances are maintained at large financial institutions. The Company is exposed to credit risk in its receivables. However, this risk is limited due to the nature and financial stability of the client base.

Liquidity Risk

Liquidity risk is defined as the risk that the Company may not be able to settle or meet its obligation on time or at a reasonable price. The Company retains sufficient cash to fund the payment of liabilities as they come due. Thus, liquidity risk is considered to be minimal.

8. FINANCIAL INSTRUMENTS (Cont'd)

Currency Risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Currency risk arises from financial instruments (including cash and cash equivalents) that are denominated in a currency other than Canadian dollars, which represents the functional currency of the Company. However, this risk is limited as the management continuously monitors its exposure to the currency risk and maintains significant cash balances.

9. COMPARATIVE FIGURES

The prior year figures presented in these financial statements are for the period from the date of incorporation October 14, 2020 to December 31, 2020.

AXE2 ACQUISITIONS INC.

INTERIM FINANCIAL STATEMENTS

For the period ended March 31, 2022

(Expressed in Canadian Dollars)

(Unaudited)

Axe2 Acquisitions Inc.

Financial Statements

(Expressed in Canadian Dollars)

March 31, 2022
(Unaudited)

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Axe2 Acquisitions Inc.

Statement of Financial Position

(Expressed in Canadian Dollars)

As at
(Unaudited)

	March 31, 2022	December 31, 2021
ASSETS		
Current		
Cash	$ 44,095	$ 54,071
Share subscriptions receivable (Note 4)	12,500	12,500
Prepaid expense and deposit (Note 3)	20,500	20,500
	$ 77,095	$ 87,071
LIABILITIES		
Current		
Accounts payable and accrued liabilities	$ 75,009	$ 66,098
SHAREHOLDERS' EQUITY		
Share Capital (Note 5)	100,000	100,000
Deficit	(97,914)	(79,027)
	2,086	20,973
	$ 77,095	$ 87,071

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

Approved on behalf of the Board "Graham Donahue" **Director** "Chris Rowan" **Director**

Axe2 Acquisitions Inc.

Statement of Loss and Comprehensive Loss

(Expressed in Canadian Dollars)

For the quarter ended March 31, (Unaudited)	2022	2021
Revenue		
Interest income	$ 27	$ 5
Expenses		
Professional fees	9,911	8,247
General and administrative	6,000	-
Occupancy	3,000	-
Interest and bank charges	3	3
	18,914	8,250
Net Loss and Comprehensive Loss	$ (18,887)	$ (8,245)
Basic and diluted loss per common share	$ (0.01)	-
Weighted average number of common shares outstanding	2,000,000	2,000,000

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

Axe2 Acquisitions Inc.

Statement of Changes in Shareholders' Equity

(Expressed in Canadian Dollars)

For the quarter ended March 31, 2022

(Unaudited)

	Number of Shares	Share Capital	Deficit	Shareholders' Equity
Balance, December 31, 2021	2,000,000	$ 100,000	$ (79,027)	$ 20,973
Net loss and comprehensive loss	-	-	(18,887)	(18,887)
Balance, March 31, 2022	2,000,000	$ 100,000	$ (97,914)	$ 2,086
Balance, December 31, 2020	2,000,000	$ 100,000	$ (39,596)	$ 60,404
Net loss and comprehensive loss	-	-	(8,245)	(8,245)
Balance, March 31, 2021	2,000,000	$ 100,000	$ (47,841)	$ 52,159

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

Axe2 Acquisitions Inc.

Statement of Cash Flows

(Expressed in Canadian Dollars)

For the quarter ended March 31, (Unaudited)	2022	2021
OPERATING ACTIVITIES		
Net loss and comprehensive loss	$ (18,887)	$ (8,245)
Changes in non-cash balances:		
Prepaid expense and deposit	-	(20,500)
Accounts payable and accrued liabilities	8,911	8,247
	8,911	(12,253)
Cash Used In Operating Activities	(9,976)	(20,498)
FINANCING ACTIVITY		
Common shares issued	-	37,500
Cash Provided by Financing Activity	-	37,500
CASH, Beginning of period	54,071	-
CASH, End of period	$ 44,095	$ 17,002

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

1. NATURE OF BUSINESS AND ORGANIZATION

Axe2 Acquisitions Inc. (the "Company"), was incorporated on October 14, 2020 under the British Columbia Business Corporations Act. These financial statements were approved for issuance by management on May 16, 2022.

The address of the Company's registered office is 2900 - 550 Burrard Street Vancouver, British Columbia, Canada, V6C 0A3.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Measurement

The interim financial statements have been prepared on a historical cost basis as modified by the revaluation of marketable securities and financial assets as set out in the accounting policies below.

The interim financial statements are presented in Canadian dollars, unless otherwise stated, which is also the Company's functional currency.

The preparation of interim financial statements in compliance with IFRS requires management to make judgments, estimates and assumptions that effect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may vary significantly from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future period affected. Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the interim financial statements is included in the financial statements.

b) Statement of Compliance

These interim financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the Accounting Standards Board ("IASB") as applicable to the preparation on interim financial statements, including IAS 34, Interim Financial Reporting. These statements do not include all of the information and disclosures required by IFRS for annual financial statements. The unaudited interim financial statements should be read in conjunction with the company's 2021 audited financial statements and accompanying notes. In the opinion of management, all adjustments and information considered necessary for fair presentation have been included in these financial statements.

3. PREPAID EXPENSE AND DEPOSIT

Prepaid expense and deposit are comprised of cash advances on services to be rendered to the Company within the next twelve months with respect to retainer and deposit for financing services.

4. SHARE SUBSCRIPTIONS RECEIVABLE

$12,500 was received subsequent to the quarter end (Note 9). This amount represents due from subscribers for 250,000 common shares issued.

(Expressed in Canadian Dollars)

5. SHARE CAPITAL

Authorized

Unlimited	Common shares without par value
Unlimited	Class A Preferred shares without par value

Issued		**March 31, 2022**	**December 31, 2021**
2,000,000	Common shares	$ 100,000	$ 100,000

6. INCOME TAXES

The Company has non-capital loss carried forward in the amount of $97,914 available to reduce future year's income for tax purposes, the tax effect of which has not been recorded in the accounts. The expiry dates for these losses are summarized below.

2040	$ 39,596
2041	39,431
2042	18,887
	$ 97,914

7. CAPITAL DISCLOSURES

The Company defines its capital as shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support its search for business opportunities. The Board of Directors do not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. As such, the Company has historically relied on the equity markets to fund its activities. In addition, the Company is dependent upon external financings to fund activities.

In order to continue its search for business opportunities and pay for administrative costs, the Company will need to raise additional funds. The Company will continue to assess new business opportunities and/or seek to acquire other businesses if it feels there is sufficient economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

8. FINANCIAL INSTRUMENTS

Management of Financial Instrument Risks

In the normal course of business, the Company is exposed to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate risk, other price risk and currency risk). Risk management relates to management of various risks that the Company is exposed to. The Company is not significantly exposed to interest rate risk, other price risk and currency risk for the period ended March 31, 2022.

8. FINANCIAL INSTRUMENTS (Cont'd)

Credit Risk

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Company. The Company's cash balances are maintained at large financial institutions. The Company is exposed to credit risk in its receivables. However, this risk is limited due to the nature and financial stability of the client base.

Liquidity Risk

Liquidity risk is defined as the risk that the Company may not be able to settle or meet its obligation on time or at a reasonable price. The Company retains sufficient cash to fund the payment of liabilities as they come due. Thus, liquidity risk is considered to be minimal.

Currency Risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Currency risk arises from financial instruments (including cash and cash equivalents) that are denominated in a currency other than Canadian dollars, which represents the functional currency of the Company. However, this risk is limited as the management continuously monitors its exposure to the currency risk and there was no financial instruments that were denominated in a currency other than Canadian dollars as of March 31, 2022.

9. SUBSEQUENT EVENTS

a). Subsequent to the quarter end, 600,000 common shares were issued at $0.05 per share on June 6, 2022.

b). The $12,500 receivable was received on May 11, 2022 (Note 4).

CERTIFICATE OF THE ISSUER

Dated: August 26, 2022

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

(signed) "David Dattels"	(signed) "Chris Rowan"
David Dattels Interim Chief Executive Officer and Corporate Secretary	**Chris Rowan** Chief Financial Officer and Director

ON BEHALF OF THE BOARD

(signed) "Norm Chang"	(signed) "William Lamb"
Norm Chang Director	**William Lamb** Director

CERTIFICATE OF THE PROMOTER

Dated: August 26, 2022

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

(signed) "David Dattels"

David Dattels

CERTIFICATE OF THE AGENT

Dated: August 26, 2022

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

PI FINANCIAL CORP.

Per: (signed) "Jim Locke"
Jim Locke
Vice President, Investment Banking