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PROSPECTUS

Initial Public Offering

November 9, 2022

ALDD VENTURES CORP.

(a Capital Pool Company)

\$400,000

4,000,000 Common Shares

Price: \$0.10 per Common Share

ALDD Ventures Corp. (the “**Corporation**”) offers on a commercially reasonable efforts basis through its agent, Haywood Securities Inc., (the “**Agent**”), 4,000,000 common shares (“**Common Shares**”) in the capital of the Corporation (the “**Offering**”) for sale to the public at a price of \$0.10 per Common Share for gross proceeds of \$400,000 (the “**Offering**”).

The purpose of the Offering is to provide the Corporation with funds with which to identify and evaluate businesses or assets with a view to completing the Qualifying Transaction, as hereinafter defined. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange (the “**Exchange**”) and, in the case of a Non-Arm’s Length Qualifying Transaction, as hereinafter defined, must also receive Majority of the Minority Approval, as hereinafter defined, in accordance with Exchange Policy 2.4 – *Capital Pool Companies* (the “**CPC Policy**”). The Corporation 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, as hereinafter defined, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See “*Business of the Corporation*” and “*Use of Proceeds*”.

	Common Shares	Price to Public	Agent’s Commission⁽¹⁾	Proceeds to Corporation⁽²⁾
Per Common Share	1	\$0.10	\$0.010	\$0.090
Total Offering	4,000,000	\$400,000	\$40,000	\$360,000

Notes:

- (1) A cash commission of 10% of the gross proceeds of the Offering will be paid to the Agent. Additionally, the Corporation will pay a corporate finance fee (the “**Corporate Finance Fee**”) of \$14,500 (plus applicable taxes) to the Agent on closing of the Offering. The Agent will also be granted Agent’s Warrants (as defined below) referred to below. See “*Plan of Distribution - Agency Agreement and Agent’s Compensation*”.
- (2) Before deducting the costs of this issue estimated at \$140,000, which includes legal and audit fees and other expenses of the Corporation estimated at \$50,000 (plus applicable taxes), taxes payable on the Corporate Finance Fee, the Agent’s Commission, the Agent’s expenses and legal fees (inclusive of applicable taxes and disbursements) estimated at \$62,000, the listing fee of \$15,000 payable to the Exchange (plus applicable taxes) and estimated filing fees of \$13,000.
- (3) Up to 4,000,000 Common Shares are qualified for distribution hereunder. This prospectus also qualifies for distribution: the Agent’s Warrants and the CPC Stock Options to be granted to directors and officers See “*Plan of Distribution*”.

The Offering is being made on a commercially reasonable efforts basis by the Agent pursuant to the Agency Agreement (as hereinafter defined), in the Provinces of British Columbia, Ontario, and Alberta. The offering price of the Common Shares was determined by arm’s length negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement.

The Offering is subject to an aggregate minimum subscription of 4,000,000 Common Shares for total gross proceeds to the Corporation of \$400,000. If proceeds of at least \$400,000 are not raised within 90 days of the issuance of the receipt for this prospectus or such other time as may be consented to by the Agent and the purchasers, all subscription proceeds will be returned to purchasers without interest or deduction, unless the purchasers have otherwise instructed the Agent. See “*Plan of Distribution*”.

Pursuant to the Agency Agreement, the Agent, and any sub-agents as the Agent may direct, will be granted non-transferable warrants (the “**Agent’s Warrants**”) to purchase Common Shares of the Corporation (the “**Agent’s Shares**”) in an amount equal to 10% of the Common Shares sold pursuant to the Offering, or 400,000 Agent’s Warrants, at an exercise price of \$0.10 per Agent’s Share, and expiring 60 months from the closing date of the Offering. The grant of the Agent’s Warrants is qualified under this prospectus. See “*Agency Agreement and Agent’s Compensation*”.

This prospectus also qualifies for distribution the CPC Stock Options granted to the directors and officers of the Corporation as further discussed herein. The CPC Stock Options are exercisable to purchase up to 360,000 Common Shares exercisable at \$0.05 for a period of 10 years following the date of grant. The CPC Stock Options are qualified for distribution under this prospectus. See “*CPC Stock Options*”.

Market for Securities

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

The Corporation has applied to list its Common Shares (including the Common Shares underlying the Agent’s Warrants and the CPC Stock Options) on the Exchange and the Exchange has conditionally approved the Corporation’s listing application. Listing remains subject to the Corporation fulfilling all of the listing requirements of the Exchange. Closing of the Offering is conditional upon the Common Shares being approved for listing on the Exchange. See “*Plan of Distribution*”.

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

Risk Factors

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

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

Upon completion of the Offering, purchasers will suffer an immediate dilution of \$0.024 or 24% per Common Share based on gross proceeds from this Offering and prior issues (without deduction of selling and related expenses) and on the basis of there being 7,600,000 Common Shares issued and outstanding following completion of the Offering.

The business objective of the Corporation is to identify and evaluate assets or businesses with a view to completing the Qualifying Transaction which receives Exchange approval and in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval of the Corporation's shareholders; however, there can be no assurance that the Corporation will successfully complete the Qualifying Transaction. The Corporation has commenced the process of identifying potential acquisitions, but to date, the Corporation has not identified any potential acquisitions. The Corporation may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition and additional funds may be required. The Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada. Where the investment or acquisition is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment. The Corporation will be in competition with other entities with greater resources. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future.

The Corporation's directors, officers, Promoters and, as applicable, Control Persons, as hereinafter defined, and their Associates, as hereinafter defined, and Affiliates, as hereinafter defined, as a group, beneficially own or control, directly or indirectly, 3,600,000 Common Shares, which represents 100% of the issued and outstanding Common Shares before giving effect to the Offering and 47.37% of the issued and outstanding Common Shares in the event the Offering is completed. The directors and officers of the Corporation will only devote part of their time to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. See "*Business of the Corporation*", "*Use of Proceeds*", "*Capitalization*", "*Officers and Directors*", "*Dilution*" and "*Risk Factors*".

Maximum Investment

Pursuant to the CPC Policy, 75% 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 80,000 of the total number of Common Shares offered under this prospectus; and
- (b) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser, together with that purchaser's Associates (as hereinafter defined) and Affiliates (as hereinafter defined) is 4% or 160,000 of the total number of Common Shares offered under this prospectus.

Receipt of Subscriptions

Haywood Securities Inc., as agent, hereby conditionally offers these Common Shares, on a "commercially reasonable efforts" agency basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "*Plan of Distribution*" and subject to the approval of certain legal matters by Segev LLP, on behalf of the Corporation and by MLT Aikins LLP, on behalf of the Agent.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that one or more global share certificates that represent the aggregate number of Common Shares subscribed for under the Offering will be issued in registered form as directed by the Agent and will be available for delivery at the closing of the Offering. The Common Shares subscribed for under the Offering may also be issued on an uncertificated basis. In either case, purchasers of Common Shares will only receive a client confirmation from the Agent as to the number of Common Shares subscribed for. Certificates representing the Common Shares in registered and definitive form will be issued to the purchasers in certain limited circumstances only.

No Person is authorized to provide any information or to make any representation in connection with the Offering other than as contained in this prospectus.

HAYWOOD SECURITIES INC.

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GLOSSARY

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

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

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

A company is “controlled” by a Person if:

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

A Person beneficially owns securities that are beneficially owned by:

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

“**Agency Agreement**” means the agency agreement dated November 9, 2022 between the Corporation and the Agent.

“**Agent**” means Haywood Securities Inc. at its office in the City of Vancouver, in the Province of British Columbia.

“**Agent’s Commission**” means the cash commission of 10.0% of the gross proceeds of the Offering payable to the Agent.

“**Agent’s Shares**” means Common Shares acquired upon exercise of the Agent’s Warrants.

“**Agent’s Warrants**” means the non-transferable warrants to be granted by the Corporation to the Agent entitling the Agent to purchase Agent’s Shares in an amount equal to 10.0% of the number of Common Shares sold pursuant to the Offering at an exercise price of \$0.10 per Agent’s Share, expiring 60 months from the closing date of the Offering.

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

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

- (a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;
- (b) identifies the parties to the Qualifying Transaction;
- (c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and
- (d) identifies the conditions to any further formal agreements or to complete the transaction; and in respect of which there are no material conditions to closing (other than receipt of shareholder approval and Exchange acceptance), the satisfaction of which is dependent upon third parties and beyond the reasonable control of the Non-Arm’s Length Parties to the CPC or the Non-Arm’s Length Parties to the Qualifying Transaction.

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

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

but

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

“Audit Committee” has the meaning ascribed to such term under the heading *“Audit Committee – Audit Committee Charter”*.

“Commissions” means, collectively, the British Columbia Securities Commission, the Alberta Securities Commission and the Ontario Securities Commission.

“Common Shares” means the common shares in the share capital of the Corporation.

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

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

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

“Corporation” means ALDD Ventures Corp., a corporation incorporated under the *Business Corporations Act* (British Columbia) having its registered office in the City of Vancouver, in the Province of British Columbia.

“CPC” means a corporation:

- (a) that has filed and obtained a receipt for a preliminary CPC Prospectus from one or more of the Commissions in compliance with the CPC Policy; and
- (b) in regard to which the Final QT Exchange Bulletin has not yet been issued.

"CPC Escrow Agreement" means the escrow agreement to be entered into on or prior to closing of the Offering among the Corporation, Odyssey Trust Company and certain shareholders of the Corporation.

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

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

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

"CPC Prospectus" means an initial public offering prospectus prepared in accordance with Form 3A – *Information Required in a CPC Prospectus*, the CPC Policy and applicable securities laws in the jurisdictions where such an offering is made.

"CPC Stock Option(s)" means an option to purchase Common Shares of the Corporation which may be granted by the Corporation in accordance with the CPC Policy.

"Eligible Charitable Organization" means: (a) any Charitable Organization or Public Foundation which is a Registered Charity, but is not a Private Foundation, or (b) a Registered National Arts Service Organization, as such terms are defined in the *Income Tax Act* (Canada), as amended from time to time.

"Exchange" or **"TSXV"** 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.

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

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

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

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

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

"Majority of the Minority Approval" means the approval by the majority of the votes cast at a 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 the CPC holds its own shares, the CPC; and
 - (ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or (b) in respect of the transaction;

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

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

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

"NI 52-110" has the meaning ascribed to such term under the heading *"Audit Committee"*.

"NP 11-202" means National Policy 11-202 – *Process for Prospectus Reviews in Multiple Jurisdictions*.

"Non Arm's Length Party" means:

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

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

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

"Offering" means the offering of Common Shares in accordance with the terms of this prospectus.

"Option Plan" means the Corporation's incentive stock option plan.

"Person" means a company or individual.

“Principal” means:

- (a) a Person who acted as a Promoter of the Issuer within two years before the initial public offering (“**IPO**”) prospectus or the date of the bulletin issued by the Exchange that evidences the final Exchange acceptance of a transaction (the “**Final 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, trust, partnership or other entity 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 their relatives that live at the same address as the Principal will also be treated as Principals and any securities of the Issuer they hold will be subject to escrow requirements.

“Pro Group” means:

- (a) Subject to subparagraphs (b), (c) and (d), “Pro Group” shall include, either individually or as a group:
 - (i) the Member;
 - (ii) employees of the Member;
 - (iii) partners, officers and directors of the Member;
 - (iv) Affiliates of the Member; and
 - (v) Associates of any parties referred to in subparagraphs (i) through (iv).
- (b) The Exchange may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is not acting at arm’s length to the Member.
- (c) The Exchange may, in its discretion, exclude a Person from the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm’s length to 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 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 ascribed to it in section 1(1) of the *Securities Act* (British Columbia).

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

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

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

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

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

"Seed Shares" means securities issued before an Issuer's IPO.

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

PROSPECTUS SUMMARY

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

- Business of the Corporation:** The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing the Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. See “*Business of the Corporation*”.
- Offering:** A total of 4,000,000 Common Shares are being offered under this prospectus at a price of \$0.10 per Common Share. In addition, pursuant to the Agency Agreement, the Corporation will grant to the Agent and its designated sub-agents, if any, the Agent’s Warrants to purchase up to such number of Common Shares as is equal to 10.0% of the aggregate number of Common Shares sold pursuant to the Offering, at an exercise price of \$0.10 per Agent’s Share which will be exercisable for a period of 60 months from the closing date of the Offering. The grant of the Agent’s Warrants and CPC Stock Options to directors and officers are qualified under this prospectus. See “*Plan of Distribution*”.
- Use of Proceeds:** The net proceeds of the Offering to the Corporation will be approximately \$260,000. The net proceeds of the Offering plus the proceeds from prior sales of Common Shares will be used to provide the Corporation with funds with which to identify and evaluate assets or businesses for acquisition with a view to completing the Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. See “*Use of Proceeds*”, “*Business of the Corporation*” and “*Risk Factors*” for details of the restrictions and prohibitions on the Corporation’s use of funds.
- Management and Directors:** Chun Sing Cheung – Chief Executive Officer and Director
Tak Tsan Tso – Chief Financial Officer, Corporate Secretary, and Director
Robert Birmingham – Director
Simon Cheng – Director
Chun Sing Cheung is considered to be the Promoter of the Corporation. See “*Directors and Officers*”.
- Escrowed Securities:** All of the currently issued and outstanding Common Shares, being 3,600,000 Common Shares, and all of the CPC Stock Options, being 360,000 CPC Stock Options, will be deposited in 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:** There is currently no established market for the Common Shares. Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation’s business and its present stage of development. The Corporation was only recently incorporated

and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. **The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment.** The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of approximately 24% or \$0.024 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 Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing the Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction. The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. See “*Business of the Corporation*”, “*Officers and Directors*”, “*Capitalization*”, “*Dilution*”, “*Risk Factors*” and “*Conflicts of Interest*”.

THE CORPORATION

The Corporation was incorporated on February 14, 2022 by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name “ALDD Ventures Corp.”

The head and registered office of the Corporation is at 6th Floor – 905 West Pender Street, Vancouver, British Columbia, V6C 1L6.

BUSINESS OF THE CORPORATION

Preliminary Expenses

The Corporation has paid \$15,750 (including applicable taxes) to the Exchange as part of its listing fees and paid \$9,940 with respect to filing fees incurred in connection with filing this prospectus. The Corporation has advanced a retainer to the Agent for expenses, including legal fees, in the aggregate amount of \$10,000 and has also advanced a retainer to its legal counsel for legal fees, in the aggregate amount of \$10,000. On closing of the Offering, the Corporation will pay a Corporate Finance Fee of \$14,500 (plus applicable taxes) to the Agent.

Upon completion of the Offering, the retainer which has been paid to the Agent will be applied towards the payment of the expenses of the Agent and its legal counsel.

Certain of the Offering proceeds will be utilized to satisfy the obligations of the Corporation related to the Offering, including legal expenses of the Corporation and the Agent. See “*Use of Proceeds*”.

Proposed Operations until Completion of the Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing the Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm’s Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations. The Corporation is not currently targeting any specific industry sector with respect to a Qualifying Transaction.

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

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

Method of Financing

The Corporation may use cash, bank financing, the issuance of treasury shares, public debt or equity financing or a combination of these for the purpose of financing its proposed Qualifying Transaction. **A Qualifying Transaction financed by the issue of treasury shares could result in a change in the control of the Corporation and may cause the shareholders’ interest in the Corporation to be further diluted.**

Criteria for the Qualifying Transaction

The Corporation will consider acquisitions of assets or businesses operated or located both inside and outside of Canada, as permitted by the CPC Policy. All potential acquisitions will be screened initially by management of the Corporation to determine their economic viability.

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

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

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

Once the Conditional Acceptance Documents have been accepted for filing, the Exchange will advise the Corporation that it is cleared to file the final disclosure document on SEDAR and:

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

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

- (a) in the case of a Non Arm's Length Qualifying Transaction, confirmation of Majority of the Minority Approval of the Qualifying Transaction;
- (b) confirmation of closing of the Qualifying Transaction; and
- (c) all post-meeting or final documentation, as applicable, otherwise required to be filed with the Exchange pursuant to the CPC Policy.

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

Initial Listing Requirements

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

Trading Halts, Suspensions and Delisting

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

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

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

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

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

Refusal of Qualifying Transaction

The Exchange, in its sole discretion, may not accept the 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 the Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Proceeds and Principal Purposes

The aggregate gross proceeds to be received by the Corporation from the sale of all the Common Shares offered by this prospectus will be \$400,000. The gross proceeds received by the Corporation from the sale of 3,600,000 Common Shares prior to the date of this prospectus was \$180,000. Assuming the Offering is completed, from the aggregate gross proceeds will be deducted the expenses and costs of this issue estimated in the aggregate, including legal, accounting, printing, regulatory fees and the Agent's Commission, to be approximately \$140,000.

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

Principal Uses	Amount after Offering
Gross cash proceeds received by the Corporation from the sale of Common Shares prior to this Offering (Seed Shares) ⁽¹⁾	\$180,000
Plus: Gross cash proceeds to be raised by the Corporation from the sale of the Common Shares distributed pursuant to this Offering	\$400,000
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 ⁽²⁾	\$(140,000)
Estimated funds available on completion of Seed Share issuances and the Offering ⁽³⁾⁽⁴⁾	\$440,000
Funds available for identifying and evaluating assets or business prospects	\$390,000
Estimated general and administrative expenses until Completion of the Qualifying Transaction	\$50,000 ⁽⁵⁾

Notes:

- (1) See "Prior Sales".
- (2) Includes legal and audit fees and other expenses of the Corporation estimated at \$50,000 (plus applicable taxes), taxes payable on the Corporate Finance Fee, the Agent's Commission, the Agent's expenses and legal fees (inclusive of applicable taxes and disbursements) estimated at \$62,000, the listing fee of \$15,000 payable to the Exchange (plus applicable taxes) and estimated filing fees of \$13,000.
- (3) In the event, and to the extent, the Agent exercises the Agent's Warrants, there will be available to the Corporation up to an additional \$40,000, which will be added to the working capital of the Corporation. There is no assurance that the foregoing warrants will be exercised.
- (4) In the event that the Corporation enters into an Agreement in Principle prior to spending all of the funds available to it on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.
- (5) This figure reflects an estimate of aggregate expenses incurred by the Corporation for a period of 24 months following the completion of the Offering. Estimated general expenses consists of: (i) \$15,000 allocated to the preparation of quarterly filings; (ii) \$25,000 for legal fees; and (iii) \$10,000 for administrative costs.

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

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

Permitted Use of Funds

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

- (a) reasonable expenses relating to the Corporation’s IPO, including:
 - (i) fees for legal services and audit services relating to the preparation and filing of this prospectus;
 - (ii) Agent’s fees, costs and commissions; and
 - (iii) printing costs, including printing of this prospectus and share certificates;
- (b) reasonable general and administrative expenses of the Corporation (not exceeding in aggregate \$3,000 per month), including:
 - (i) office supplies, office rent and related utilities;
 - (ii) equipment leases;
 - (iii) fees for legal services; and
 - (iv) fees for accounting and advisory services;
- (c) reasonable expenses relating to a proposed Qualifying Transaction, including:
 - (i) valuations or appraisals;
 - (ii) business plans;
 - (iii) feasibility studies and technical assessments;
 - (iv) sponsorship reports;
 - (v) 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 Corporation;

- (f) escrow agent and transfer agent fees of the Corporation; and
- (g) regulatory filing fees of the Corporation.

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

- (a) the Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction;
- (b) the Qualifying Transaction has been announced in a comprehensive news release;
- (c) due diligence with respect to the Qualifying Transaction is well underway;
- (d) if applicable, a Sponsor has been engaged or the sponsorship requirement has been waived;
- (e) the loan has been announced in a 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 Corporation does not exceed a maximum of \$250,000 in aggregate unless the aggregate amount advanced from the Corporation to the Target Company or the Vendor(s) does not represent more than 20% of the working capital of the Corporation.

Prohibited Payments to Non Arm's Length Parties

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

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

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

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

The foregoing restrictions on the use of proceeds and prohibitions on payments to Non-Arm's Length Parties and persons engaged in investor relations activities continue to apply until 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 Corporation 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 Corporation where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed \$10,000,000. Generally, the only securities issuable pursuant to such a private placement will be Common Shares and Agent's Warrants. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non-Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Finders' Fees

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

- (a) to a Person that is not a Non-Arm's Length Party to the Corporation; and
- (b) to a Non-Arm's Length Party to the Corporation, provided that:
 - (i) the Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction;
 - (ii) the Qualifying Transaction is not a transaction between the Corporation and an existing public company;
 - (iii) the finder's fee is payable in the form of cash, 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 Corporation or by the written consent of shareholders of the Corporation holding more than 50% of the issued Listed Shares of the Corporation, provided that the votes attached to the Listed Shares of the Corporation held by the recipient of the finder's fee and its Associates and Affiliates are excluded from the calculation of any such approval or written consent.

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement between the Corporation and the Agent, the Corporation has appointed the Agent as its agent to offer for sale, on a "commercially reasonable efforts" agency basis to the public, 4,000,000 Common Shares as provided for in this prospectus, at a price of \$0.10 per Common Share, for gross proceeds of \$400,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a cash commission of 10.0% of the aggregate gross proceeds from the sale of Common Shares. In addition, the Agent will be paid a Corporate Finance Fee of \$14,500 plus applicable taxes. The Corporation will also pay the Agent's expenses, including reasonable legal fees, plus applicable taxes and disbursements.

The Corporation has also agreed to grant to the Agent the Agent's Warrants to purchase up to 400,000 Common Shares, representing 10.0% of the total number of Common Shares sold to the public pursuant to the Offering at an exercise price of \$0.10 per Agent's Share, which may be exercised for a period of 60 months from the closing of the Offering. The Agent's Warrants are qualified for distribution under this prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent's Warrants may be sold by the holders thereof prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

Commercially Reasonable Efforts Offering and Minimum Distribution

The Agent has agreed to use commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation but is not obligated to do so. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets or upon the occurrence of certain events stated in the Agency Agreement.

The Offering consists of 4,000,000 Common Shares for total gross proceeds of \$400,000. Under the CPC Policy, 75%, or 3,000,000 Common Shares of the total number of Common Shares offered under this prospectus are subject to the following limits:

- (a) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser pursuant to the Offering is 2.0% of the total number of Common Shares offered under this prospectus, being 80,000 Common Shares (\$8,000); and
- (b) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser, together with that purchaser's Associates and Affiliates is 4.0% of the total number of Common Shares offered under this prospectus, being 160,000 Common Shares (\$16,000).

The funds received from the Offering will be deposited with the Agent and will not be released until proceeds of \$400,000 have been deposited. The total subscription must be raised within 90 days of the date a receipt for this prospectus is issued, or such other time as may be consented to by persons or companies who subscribed during that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

The Corporation has also granted CPC Stock Options to purchase 360,000 Common Shares to directors and officers in accordance with the policies of the Exchange, which CPC Stock Options are qualified for distribution under this prospectus.

Determination of Price

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

Listing Application

The Corporation has applied to list its Common Shares (including the Common Shares underlying the Agent's Warrants and the CPC Stock Options) on the Exchange and the Exchange has conditionally approved the Corporation's listing application. Listing remains subject to the Corporation fulfilling all of the listing requirements of the Exchange. Closing of the Offering is conditional upon the Common Shares being approved for listing on the Exchange. See "*Plan of Distribution*".

As at the date of this prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities and does not intend to list or quote any securities on the Toronto Stock Exchange, a U.S. marketplace or a marketplace outside Canada and the United States of America.

Subscriptions by and Restrictions on the Agent

All subscriptions by any member of the Aggregate Pro Group are subject to the applicable client priority rules and the general rule of the CPC Policy that no purchaser can: (i) directly or indirectly purchase more than 2% of 75% of the total Common Shares offered under this prospectus; and (ii) together with any Associates or Affiliates purchase more than 4% of 75% of the total Common Shares offered under this prospectus. Any Common Shares issued to any member of the Aggregate Pro Group prior to the date of this prospectus are being held in escrow pursuant to the CPC Policy.

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the Aggregate Pro Group, including participants referred to above, is 20% of the issued and outstanding Common Shares exclusive of Common Shares reserved for issuance at a future date. The Exchange will require that any securities issued to the Pro Group in connection with or in contemplation of the Qualifying Transaction will be required to be subject to a four month Exchange hold period and the securities certificate(s) legended accordingly, as prescribed by Exchange Policy 3.2 “Filing Requirements and Continuous Disclosure”. Such participants are permitted to subscribe for Common Shares pursuant to the Offering, subject to (i) compliance with any applicable client priority rules, and (ii) the restrictions applicable to all purchasers under the Offering described under “*Plan of Distribution*”.

Venture Issuers

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

Restrictions on Trading

Other than the initial public offering of the Common Shares pursuant to this prospectus and the grant of the Agent’s Warrants and CPC Stock Options, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to MI 11-102 and NP 11-202 and the time the Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF THE SECURITIES DISTRIBUTED

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 3,600,000 Common Shares are issued and outstanding as fully paid and non-assessable. A maximum of 400,000 Common Shares underlying the Agent’s Warrants will be issuable upon exercise of the Agent’s Warrants. See “*Plan of Distribution*”.

The holders of Common Shares are entitled to dividends, if, as and when declared by the board of directors, to notice of, attend and one vote per share at, meetings of the shareholders of the Corporation and, upon liquidation, subject to the rights, privileges, restrictions and conditions attaching to any other class of shares of the Corporation, to share on a pro-rata basis according to the number of Common Shares held in the remaining property of the Corporation. All Common Shares outstanding after completion of the Offering will be fully paid and non-assessable.

CAPITALIZATION

Designation of Security	Amount Authorized	Amount outstanding as of the date of the most recent balance sheet contained in the Prospectus ⁽¹⁾⁽⁴⁾	Amount Outstanding as of the date hereof, before giving effect to the Offering ⁽⁴⁾	Amount outstanding after giving effect to the Offering ⁽²⁾⁽³⁾⁽⁴⁾
Common Shares	Unlimited	\$180,000 (3,600,000 Common Shares)	\$180,000 (3,600,000 Common Shares)	\$580,000 (7,600,000 Common Shares)

Notes:

- (1) As of the date of the most recent balance sheet contained in the prospectus, the Corporation had not commenced commercial operations or actively searching for a business of merit.
- (2) Assuming completion of the Offering, the Corporation will grant to the Agent 400,000 Agent's Warrants, exercisable to acquire 400,000 Agent's Shares at a price of \$0.10 per Agent's Share for 60 months following the closing of the Offering.
- (3) Funds available upon completion of the Offering are expected to be \$440,000 in the event the Offering is completed, which is net of the \$140,000 estimated expenses for the Offering. See "Use of Proceeds".
- (4) Excludes 360,000 CPC Stock Options with an expiry date of 10 years from the date of issuance. See "CPC Stock Options" to be granted to directors and officers.

CPC STOCK OPTIONS

The Corporation has adopted an incentive stock option plan (the "**Option Plan**"). On May 11, 2022, the Corporation granted 360,000 CPC Stock Options to directors and officers of the Corporation at an exercise price of \$0.05 per Common Share (each an "**Option Share**") pursuant to the terms of the Option Plan, as follows:

Name of Optionee	Number of Common Shares Under Options	Exercise Price	Date of Grant	Expiry Date
Chun Sing Cheung	180,000	\$0.05	May 11, 2022	10 years from date of grant
Tak Tsan Tso	180,000	\$0.05	May 11, 2022	10 years from date of grant
TOTAL	360,000			

The CPC Stock Options to purchase up to 360,000 Common Shares to directors and officers are qualified for distribution pursuant to this prospectus.

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

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 Corporation, or of the Resulting Issuer, as the case may be, subject to any earlier expiry date of such CPC Stock Option.

As long as the Corporation is classified as a CPC, the terms and conditions of the Option Plan will remain subject to the following specific restrictions:

- (a) CPC Stock Options granted by the Corporation may only entitle the holder to acquire Common Shares of the Corporation. Options may only be granted to a director or officer of the Corporation, and where permitted by applicable securities legislation, a technical consultant whose particular industry expertise in relation to the business of the Vendors or the Target Company, as the case may be, is required to evaluate the proposed Qualifying Transaction, or a company, all of whose securities are owned, directly and indirectly, by such a director, officer or technical consultant, or to an Eligible Charitable Organization. The total number of Common Shares reserved for issuance pursuant to CPC Stock Options may not exceed 10% of the Common Shares outstanding as at the date of grant of any CPC Stock Option.
- (b) the number of Common Shares reserved for issuance pursuant to CPC Stock Options to any individual director or officer may not exceed 5% of the Common Shares outstanding as at the date of such grant. The number of Common Shares reserved for issuance pursuant to CPC Stock Options to all technical consultants may not exceed 2% of the Common Shares outstanding as at the date of such grant. The number of Common Shares reserved for issuance to all Eligible Charitable Organizations may not exceed 1% of the Common Shares of the Corporation as at the date of the grant. CPC Stock Options granted by a CPC are subject to the percentage limitations set forth in Policy 4.4 of the TSXV;
- (c) the Corporation is prohibited from granting CPC Stock Options to any person providing Investor Relations Activities (as defined in the policies of the TSXV), promotional or market-making services;
- (d) the exercise price per Common Share under CPC Stock Option granted by the Corporation prior to the closing of the IPO cannot be less than the lowest price at which Seed Shares were issued by the Corporation;
- (e) no CPC Stock Option may be granted by the Corporation unless the optionee first enters into a CPC Escrow Agreement (as defined in the policies of the TSXV) agreeing to deposit the stock option and the Common Shares acquired pursuant to the exercise of such CPC Stock Option, into escrow as described in Part 10 of Policy 2.4 of the TSXV;
- (f) the terms of a CPC Stock Option must expire not later than 12 months after the optionee ceases to be a director, senior officer or technical consultant of the Corporation, or of the Resulting Issuer, as the case may be, subject to any earlier expiry date of such CPC Stock Option

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 *Escrow Securities*.

PRIOR SALES

Since the date of incorporation of the Corporation, 3,600,000 Common Shares have been issued and 3,600,000 Common Shares are currently outstanding as follows.

Date	Number of Common Shares	Issue Price per Share	Aggregate Issue Price	Consideration Received
February 14, 2022	1 ⁽¹⁾	\$0.0001	\$0.0001	Cash
March 9, 2022	3,600,000	\$0.05	\$180,000	Cash

Note:

(1) Initial incorporator's share, which was subsequently repurchased by the Corporation.

ESCROWED SECURITIES

All of the 3,600,000 outstanding Common Shares issued prior to the Offering at a price below \$0.10 per Common Share and all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under the Offering or otherwise prior to the date of the Final QT Exchange Bulletin, all Common Shares issued to members of the Aggregate Pro Group below \$0.10 per Common Share, and all CPC Stock Options, being 360,000, will be deposited with OdysseyTrust Company, as escrow agent, under the Escrow Agreement.

All CPC Stock Options and all Common Shares issued prior to the date of the Final QT Exchange Bulletin pursuant to the exercise of the 360,000 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 the 360,000 CPC Stock Options granted to Directors and Officers of the Corporation 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.

Subject to certain exemptions permitted by the Exchange, all securities of the Corporation held by Principals of the Resulting Issuer will also be escrowed.

Notwithstanding the foregoing, Common Shares acquired by Principals of the Corporation or Principals of the Resulting Issuer pursuant to a private placement will not be subject to escrow provided that various conditions, as set forth in the CPC Policy, are met.

The following table sets out, as at the date hereof, the number of Common Shares of the Corporation and CPC Stock Options, which are held in escrow.

Name and Municipality of Residence of Shareholder	Common Shares	Number of Common Shares Escrowed ⁽¹⁾	Percentage of Common Shares Prior to Giving Effect to the Offering	Percentage of Common Shares after Giving Effect to the Offering ⁽¹⁾	Number of CPC Stock Options Held in Escrow After Giving Effect to the Offering
Tak Tsan Tso <i>Vancouver, BC</i>	1,700,000	1,700,000	47.22%	22.37%	180,000
Chun Sing Cheung <i>Vancouver, BC</i>	1,700,000	1,700,000	47.22%	22.37%	180,000
Robert Birmingham <i>Vancouver, BC</i>	100,000	100,000	2.78%	1.32%	Nil
Simon Cheng <i>Vancouver, BC</i>	100,000	100,000	2.78%	1.32%	Nil
	3,600,000	3,600,000	100%	47.37%	360,000

Notes:

- (1) Before giving effect to the exercise of the Agent's Warrants and CPC Stock Options and assuming that no Common Shares are purchased by these persons under the Offering.

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

Under the CPC Escrow Agreement:

- (a) all CPC Stock Options granted prior to the date of the Final QT Exchange Bulletin and all Common Shares that were issued pursuant to the exercise of such CPC Stock Options prior to the date of the Final QT Exchange Bulletin will be released from escrow on the date of the Final QT Exchange Bulletin, other than CPC Stock Options that were granted prior to the Corporation's IPO with an exercise price that is less than the issue price of the Common Shares under this prospectus and any Common Shares that were issued pursuant to the exercise of such CPC Stock Options which will be released from escrow in accordance with (b);
- (b) except for the CPC Stock Options and Common Shares issued pursuant to the exercise of such CPC Stock Options that are released from escrow on the date of the Final QT Exchange Bulletin as provided for in (a), all of the securities held in escrow will be released from escrow in accordance with the following schedule;

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

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

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

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

Escrowed Securities on Qualifying Transaction

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

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares	Percentage of Common Shares Owned Prior to the Offering⁽¹⁾⁽³⁾	Percentage of Common Shares Owned after giving effect to the Offering⁽¹⁾⁽²⁾⁽⁴⁾
Tak Tsan Tso <i>Vancouver, BC</i>	Beneficial	1,700,000	47.22%	22.37%
Chun Sing Cheung <i>Vancouver, BC</i>	Beneficial	1,700,000	47.22%	22.37%
Total		3,400,000	94.44%	44.74%

Notes:

- (1) Assuming no Common Shares are purchased by these persons under the Offering.
- (2) Before giving effect to the exercise of the Agent's Warrants and CPC Stock Options and assuming that no Common Shares are purchased by these persons under the Offering.
- (3) Based on 3,600,000 Common Shares issued and outstanding as of the date of this prospectus.
- (4) Based on 7,600,000 Common Shares issued and outstanding upon completion of the Offering.

OFFICERS, DIRECTORS AND PROMOTERS

The following is a list of the current directors, officers and Promoters of the Corporation, their municipalities of residence, their current positions with the Corporation, and the number of shares of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised. Each of the directors of the Corporation shall serve until the next annual general meeting of the shareholders or until the director sooner ceases to hold office:

Name and Municipality of Residence	Positions and Offices Held⁽⁶⁾	Principal Occupation in the last five years ⁽⁷⁾	Number of Common Shares⁽¹⁾	Percentage of Common Shares Owned Prior to the Offering⁽²⁾	Percentage of Common Shares Owned After the Offering⁽¹⁾⁽³⁾
Chun Sing Cheung <i>Vancouver, British Columbia</i>	Chief Executive Officer, Director and Promoter	Director, 0882787 BC Ltd. dba Café Il Nido (2020 to Present); and Director, Saint Vivant Wines (2017 to Present)	1,700,000	47.22%	22.37%
Tak Tsan Tso ⁽⁴⁾ <i>Vancouver, British Columbia</i>	Chief Financial Officer, Corporate Secretary and Director	Partner, Athena Chartered Professional Accountant Ltd. (2018 to Present); Managing Partner, Simon & Co. Professional Corporation (2015 to Present); CFO, Surge Exploration Inc. (2019 to 2021); CFO, Nevada Energy Metals Corp. (2019 to 2021); Director and CFO, Jessy Ventures Corp. (2018 to 2019); and Director of Finance, Mondivan Developments Group (2015 to 2019)	1,700,000	47.22%	22.37%
Simon Cheng ⁽⁴⁾ <i>Calgary, Alberta</i>	Director	CEO and Director, Pure to Pure Beauty Inc. (2021 to Present); Interim CEO and Director, Trench Metal Corp. (2019 to Present); Director, Little Fish Acquisition I Corp. (2021 to Present); Interim CEO and Director, Deserving Health International Corp. (2020 to 2022); Director, Blockchain Impact Institute Limited Partnership. (2017 to 2020); and Project Manager, Urban Select Capital Corp. (2008 to 2017)	100,000	2.78%	1.32%
Robert Birmingham ⁽⁵⁾ <i>North Vancouver, British Columbia</i>	Director	President, CEO and Director, Brigadier Gold Corp. (2021 to Present); Director, BIGG Digital Assets Inc. (2017 to Present); Director, Three Sixty Solar Ltd. (2019 to Present); Director, Clear Sky Lithium Corp. (2021 to Present); President and Director, New Wave Holdings Corp. (2022 to Present); Director, Ronin Ventures Corp. (2022 to Present); Director, New Destiny Mining Corp. (2012 to 2021); Director, Calaveras Resource Corp. (2017 to 2018); and Director, GGX Gold Corp. (2012 to 2017)	100,000	2.78%	1.32%

Notes:

- (1) Before giving effect to the exercise of the Agent's Warrants and CPC Stock Options and assuming that no Common Shares are purchased by these persons under the Offering.
- (2) Based on 3,600,000 Common Shares issued and outstanding as of the date of this prospectus.
- (3) Based on 7,600,000 Common Shares issued and outstanding upon completion of the Offering.
- (4) Member of the audit committee.
- (5) Chair of the audit committee.
- (6) As of the date hereof, no director or officer has entered into a non-competition or non-disclosure agreement with the Corporation. Additionally, no director has an employment or independent contractor agreement with the Corporation.
- (7) See "Officers, Directors and Promoters" for additional information regarding the principal occupations of the Corporation's directors and officers.

As of the date of this prospectus, the directors and officers of the Corporation, as a group, beneficially owned, directly or indirectly, or exercised control or direction over 3,600,000 Common Shares representing approximately 100% of the issued and outstanding Common Shares prior to completion of the Offering. The Promoter of the Corporation beneficially owned, directly or indirectly, or exercised control or direction over 1,700,000 Common Shares representing approximately 47.22% of the issued and outstanding Common Shares prior to completion of the Offering.

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

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

Pursuant to the provisions of the *Business Corporations Act* (British Columbia), the Corporation is required to have an audit committee when it becomes a public company. The general function of the audit committee is to review the overall audit plan and the Corporation's system of internal controls, to review the results of the external audit and to resolve any potential disputes with the Corporation's auditor. The audit committee of the Corporation currently consists of Tak Tsan Tso, Simon Cheng, and Robert Birmingham. Robert Birmingham is chair of the audit committee.

Chun Sing Cheung, Age 37, Chief Executive Officer, Director and Promoter

Mr. Cheung is an entrepreneur with over a decade of experience in investor relations, raising funds and business management. He owns and operates Saint Vivant Wines Ltd., which specializes in the procurement, importing and wholesale of fine wines, spirits, and other trophy items for private clients. He is also a director of Café il Nido, a boutique and historical Italian restaurant in Downtown Vancouver. He has been actively involved in real estate development and construction and has acted as a private consultant and fundraiser for large-scale commercial real estate projects. Mr. Cheung graduated with a BBA degree from Simon Fraser University, with a specialization in Accounting and Finance.

Tak Tsan Tso, Age 32, Chief Financial Officer, Corporate Secretary and Director

Mr. Tso is the principal of Athena Chartered Professional Accountant Ltd., a full-cycle accounting firm that assists both private and public companies with their financial reporting, regulatory filing and taxation requirements. Simon is also a co-founder of Zeus Capital Ltd., a boutique corporate finance firm that specializes in providing financial advisory, valuation and consulting services. Prior to his current roles, Mr. Tso spent a number of years as an associate at a local corporate finance firm and as a senior accountant at a firm of chartered accountants, where he managed numerous private and publicly-traded corporations, commonly acting as their Controller or Chief Financial Officer. Mr. Tso graduated with a Bachelor of Commerce (Finance) degree with honours from the UBC Sauder School of Business and is both a CFA Charterholder and a Chartered Professional Accountant.

Simon Cheng, Age 42, Director

Mr. Cheng has over 10 years of experience in the technology and finance sector. Mr. Cheng specializes in program development, with an emphasis on capital finance, business agreement negotiations and corporate development. He holds a degree in business administration from the University of the People in the United States and is an accredited director as certified by the Chartered Governance Institute of Canada. Mr. Cheng previously held positions with professional investment firms providing advisory services to high-net-worth individuals and institutional investors. Mr. Cheng is the former CEO and director of Deserving Health International Corp, a British Columbia-based manufacturer of natural products, where he oversaw global supply planning, inventory control and global transportation functions. He is the CEO and a director of Pure to Pure Beauty Inc., which listed on the CSE on September 1, 2022, as well as acting as a director or officer or both of several private companies in the mining and natural products/health and wellness industries.

Robert Birmingham, Age 41, Director

Mr. Birmingham has over 15 years of public markets experience, with a focus on corporate development, investor relations and capital raising. Mr. Birmingham is currently President, CEO and a director of Brigadier Gold Ltd. and director of BIGG Digital Assets Inc. Mr. Birmingham is the founder and president of investor relations company, Benaterra Communications Inc., and has been on the board of numerous TSX.V- and Canadian Securities Exchange-listed companies. Mr. Birmingham holds a Bachelor of Business Administration from Capilano University.

Other Reporting Issuer Experience

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

Name of Director or Officer	Name of Reporting Issuer	Name of Exchange	Position	Term
Robert Birmingham	BIGG Digital Assets Inc.	CSE	Director	December 2017 to Present
	Brigadier Gold Ltd.	TSXV	CEO, President and Director	February 2021 to Present
	Three Sixty Solar Ltd.	NEO	Director	October 2019 to Present
	Clear Sky Lithium Corp.	CSE	Director	October 2021 to Present
	New Wave Holdings Corp.	TSXV	President and Director	April 2022 to Present
	Ronin Ventures Corp.	TSXV	Director	January 2022 to Present
	New Destiny Mining Corp.	TSXV	Director	January 2012 to June 2021
	Calaveras Resource Corp.	CSE	Director	July 2017 to December 2018
	GGX Gold Corp.	TSXV	Director	February 2012 to October 2017
Simon Cheng	Little Fish Acquisition I Corp.	TSXV	CEO and Director	April 2021 to Present
	Trench Metal Corp.	TSXV	Interim CEO and Director	June 2019 to Present
	Deserving Health International Corp.	n/a	Interim CEO and Director	March 2013 to March 2022
	Pure to Pure Beauty Inc.	CSE	CEO and Director	May 2021 to Present
	1151560 BC Ltd.	n/a	Director	January 2019 to June 2019
	1151559 BC Ltd.	n/a	Director	January 2019 to June 2019
Tak Tsan Tso	Jessy Ventures Corp.	TSXV	Director and CFO	November 2018 to November 2019
	Surge Exploration Inc.	TSXV	CFO	February 2019 to March 2021
	Nevada Energy Metals Corp.	TSXV	CFO	February 2019 to March 2021

Corporate Cease Trade Orders or Bankruptcies

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

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

On December 11, 2015, the British Columbia Securities Commission (“**BCSC**”) issued a permanent cease trade order against PDC Biological Health Group Corporation (“**PDC**”) in connection with PDC’s failure to file its audited annual financial statements for the year ended July 31, 2015, and its management discussion and analysis relating to such financial statements, within the time periods prescribed by National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”). Mr. Cheng was the interim chief executive officer of PDC during this time. As of the date of this prospectus, this order has not been revoked.

On December 17, 2015, the Ontario Securities Commission (“**OSC**”) issued a temporary cease trade order against PDC in connection with PDC’s failure to file its audited annual financial statements for the year ended July 31, 2015, and its management discussion and analysis relating to such financial statements, within the time periods prescribed by NI 51-102, and the certification of the foregoing filings as required by National Instrument 52-109 – *Certification of Disclosure in Issuers’ Annual and Interim Filings*. On December 30, 2015, the OSC issued a permanent cease trade order against PDC in respect of the matters outlined above. Mr. Cheng was the interim chief executive officer of PDC during this time. As of the date of this prospectus, that order has not been revoked. Mr. Cheng resigned from his interim officer position in PDC in July 2016.

Mr. Cheng was the director and interim chief executive officer of Deserving Health International Corp. (“**Deserving Health**”) from March 2013 and January 2020, respectively until his resignation in March 2022. Deserving Health has been and is subject to certain cease trade orders resulting from the failure to file its financial statements. Deserving Health was subject to a cease trade order issued on May 10, 2016 and revoked on June 10, 2016 by the BCSC. Subsequently, Deserving Health was subject to a cease trade order issued on May 5, 2017 and revoked on December 4, 2017 by the BCSC. Finally, Deserving Health is currently subject to a cease trade issued on May 7, 2021 by the BCSC. As of the date of this prospectus, the order has not been revoked or rescinded.

Penalties or Sanctions

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

Bankruptcies

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

- (a) is 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 Corporation) 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 proceeds, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, state the fact; or
- (b) has within 10 years before the date of the prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer, Insider, Promoter or shareholder.

Conflicts of Interest

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

AUDIT COMMITTEE

The following information of the Corporation is disclosed in accordance with National Instrument 52-110 – *Audit Committees* (“NI 52-110”).

Audit Committee Charter

The complete text of the charter of the Corporation’s audit committee (the “**Audit Committee**”) is attached to this prospectus as Schedule “A”. See Schedule “A” – *Audit Committee Charter*.

Composition of Audit Committee

A majority of the members must not be executive officers, employees or Control Persons of the Corporation or of an affiliate of the Corporation as defined in NI 52-110, provided that should the Corporation become listed on a more senior exchange, each member of the Audit Committee will also satisfy the independence requirements of such exchange and NI 52-110.

NI 52-110 provides that a member of an audit committee is “independent” if the member has no direct or indirect material relationship with the Corporation which could, in the view of the Corporation’s board, reasonably interfere with the exercise of the member’s independent judgment. NI 52-110 further provides that an individual is “financially literate” if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

The Audit Committee currently consists of Simon Cheng, Robert Birmingham, and Tak Tsan Tso. Robert Birmingham acts as chairman of the Audit Committee. Each member of the Audit Committee is financially literate within the definition of NI 52-110, with Robert Birmingham and Simon Cheng being the two independent members. Robert Birmingham and Simon Cheng are not executive officers, employees or Control Persons of the Corporation or of an affiliate of the Corporation as defined in NI 52-110. Tak Tsan Tso is the Chief Executive Officer, Corporate Secretary, and a Director of the Corporation, and is not considered independent.

The Issuer is a “venture issuer” for the purposes of NI 52-110. The Issuer is therefore relying on the exemption set out in Section 6.1 of NI 52-110 in respect of Part 3 (*Composition of the Audit Committee*) thereof, that would otherwise require, subject to certain exceptions, that all members of the audit committee be independent.

Relevant Education and Experience of Audit Committee Members

All current members of the Audit Committee have received relevant education in financial literacy and have been involved in enterprises which publicly report financial results, each of which requires a working understanding of, and ability to analyze and assess, financial information (including financial statements). See “*Directors, Officers and Promoters*” and “*Other Reporting Issuer Experience*”.

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

- (a) an understanding of the accounting principles used by the Corporation to prepare the Corporation's financial statements;
- (b) the ability to assess the general application of the above-noted principles in connection with estimates, accruals and reserves;
- (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Corporation's financial statements, or experience actively supervising individuals engaged in such activities; and
- (d) an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

At no time since incorporation was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the board.

Reliance on Certain Exemptions

Since incorporation, the Corporation has not relied on certain exemptions set out in NI 52-110, namely section 2.4 (De Minimis Non-audit Services), subsection 6.1.1(4) (Circumstance Affecting the Business or Operations of the Venture Issuer), subsection 6.1.1(5) (Events Outside Control of Member), subsection 6.1.1(6) (Death, Incapacity or Resignation), and any exemption, in whole or in part, in Part 8 (Exemptions).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted formal policies and procedures for the engagement of non-audit services. Subject to the requirements of the NI 52-110, the engagement of non-audit services is considered by, as applicable, the board of directors of the Corporation and the Audit Committee, on a case by case basis.

External Auditor Service Fees (By Category)

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

	Audit Fees ⁽¹⁾	Audit-Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
Since February 14, 2021 (date of incorporation) to the date of this prospectus	\$5,250 (incl. GST)	Nil.	Nil.	Nil.

Notes:

- (1) "Audit fees" include aggregate fees billed by the Corporation's external auditor since incorporation of the Corporation.
- (2) "Audited related fees" include the aggregate fees billed since incorporation of the Corporation for assurance and related services by the Corporation's external auditor that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not reported under "Audit Fees" above. The services provided 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 the aggregate fees billed since incorporation of the Corporation for professional services rendered by the Corporation's external auditor for tax compliance, tax advice and tax planning. The services provided include 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 the aggregate fees billed since incorporation of the Corporation for products and services provided by the Corporation's external auditor, other than "Audit fees", "Audit related fees" and "Tax fees" above.

EXECUTIVE COMPENSATION

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

- (a) grants of 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*".

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

PROMOTER

Chun Sing Cheung may be considered to be the Promoter of the Corporation in that he took the initiative in establishing the Corporation.

DILUTION

Purchasers of Common Shares under this prospectus will suffer an immediate dilution of approximately \$0.024 per Common Share or 24% if the Offering is completed. Dilution has been computed on the basis of there being 7,600,000 Common Shares issued and outstanding following completion of the Offering and total gross proceeds to be raised by this prospectus and from sales of securities prior to filing of this prospectus, without deduction of commissions or related expenses incurred by the Corporation.

	Offering
Gross proceeds of prior share issues (Seed Shares)	\$180,000
Gross proceeds of the Offering	\$400,000
Total gross proceeds after the Offering	\$580,000
Offering price per share	\$0.10
Gross proceeds per share after the Seed Shares and Offering	\$0.076
Dilution per share to subscriber	\$0.024
Percentage of dilution in relation to offering price	24%

RISK FACTORS

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

- (a) the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;
- (b) investment in the Common Shares offered by this prospectus is highly speculative given the proposed nature of the Corporation's business and present stage of development;
- (c) the directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time;
- (d) assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of approximately \$0.024 or 24% per Common Share based on the gross proceeds from this Offering and prior issues (without deduction of selling and related expenses) and on the basis of there being 7,600,000 Common Shares issued and outstanding following completion of the Offering;
- (e) there can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell its Common Shares;
- (f) until Completion of the Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;
- (g) the Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Corporation will be able to identify a suitable Qualifying Transaction;
- (h) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;
- (i) Completion of the Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and, in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval;
- (j) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares;
- (k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares (if listed on the Exchange) will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. If listed on the Exchange, 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 Corporation completing the proposed Qualifying Transaction;

- (l) trading in the Common Shares may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required;
- (m) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- (n) in the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons judgments obtained in Canadian courts;
- (o) the Qualifying Transaction may be financed in whole or in part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation;
- (p) subject to prior acceptance by the Exchange, the Corporation may be permitted to loan or advance up to an aggregate of \$250,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan;
- (q) the Corporation is relying solely on its past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Corporation is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Corporation. In such event, the Corporation will seek satisfactory replacements but there can be no guarantee that appropriate personnel may be found;
- (r) if the Common Shares are not listed on the Exchange as of the time of issuance on closing of the Offering in the manner contemplated in this prospectus under the section “*Eligibility for Investment*”, adverse tax consequences may result with respect to any Common Shares acquired or held within registered plans. See also “*Eligibility for Investment*”; and
- (s) the Corporation may incur additional expenses and delays due to the impact of the global pandemic caused by COVID-19 on the capital markets and general market conditions. Such expenses and delays may result in a material adverse impact in connection with the Corporation's ability to complete the Offering or ability to identify and complete a proposed Qualifying Transaction;

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

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Certain directors and officers of the Corporation have acquired Common Shares in the seed capital phase of the Corporation. See “*Principal Shareholders*”.

MATERIAL CONTRACTS

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

- (a) Agency Agreement dated as of November 9, 2022 between the Corporation and the Agent. See “*Plan of Distribution*”.
- (b) Transfer Agent, Registrar and Disbursing Agent Agreement dated May 12, 2022 between the Corporation and Odyssey Trust Company for provision of transfer agent and registrar services.

- (c) Escrow Agreement dated as of November 7, 2022 among the Corporation, the Odyssey Trust Company as escrow agent and certain shareholders of the Corporation. See “*Escrowed Securities*”.
- (d) Option Plan of the Company dated as of May 11, 2022, as amended September 2, 2022. See “*CPC Stock Options*”.

Copies of these agreements will be available for inspection at the registered office of the Corporation located at 6th Floor, 905 West Pender Street, Vancouver, British Columbia, V6C 1L6, 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.

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

LEGAL PROCEEDINGS

The Corporation is not currently a party to, or is any of its property presently or previously the subject of, any legal proceedings, nor is the Corporation currently contemplating any legal proceedings. Management of the Corporation is currently not aware of any legal proceedings contemplated against the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Agent was not involved in the decision by the Corporation to distribute Common Shares pursuant to the Offering, nor was the Offering requested or suggested to the Corporation by the Agent. The Agent, through its corporate finance department, was involved in the determination of the terms of the Offering in its capacity as agent for the sale of the Common Shares on a commercially reasonable efforts agency basis. The only proceeds of the Offering to be received by the Agent is the remuneration to be paid to it in connection with the sale of the Common Shares, which includes the Agent’s Commission, the Corporate Finance Fee and the Agent’s Warrants. See “*Plan of Distribution*”.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to the Offering will be passed upon by Segev LLP, on behalf of the Corporation, and by MLT Aikins LLP, on behalf of the Agent. The partners and associates of Segev LLP may subscribe pursuant to the Offering.

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

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Corporation is Mao & Ying LLP of Suite 1488 - 1188 West Georgia Street, Vancouver, BC V6E 4A2. The transfer agent and registrar of the Corporation is Odyssey Trust Company of 323 – 409 Granville Street, Vancouver, BC V6C 1T2.

DIVIDEND POLICY

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Segev LLP, counsel to the Corporation, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the “**Tax Act**”), provided that the Common Shares are listed on a “designated stock exchange” (as defined in the Tax Act, which includes the Exchange) on the date of the closing of its IPO (the “**Closing**”) and subject to the provisions of any particular plan, the Common Shares offered hereby will, on the date of Closing, constitute “qualified investments” under the Tax Act for trusts governed by a registered retirement savings plan, registered retirement income funds, registered education savings plans, registered disability savings plans, tax-free savings accounts (collectively referred to as “**Registered Plans**”) or deferred profit sharing plans.

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

Holders who intend to acquire or hold Common Shares within a Registered Plan should consult their own tax advisors in regard to the application of all of the above rules in their particular circumstances.

PURCHASERS’ STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

OTHER MATERIAL FACTS

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

FINANCIAL STATEMENTS

Audited financial statements of the Corporation for the period from February 14, 2022 (date of incorporation) to March 31, 2022, and unaudited condensed interim financial statements for the three months ended June 30, 2022 are attached as Schedule “B”.

SCHEDULE "A"
AUDIT COMMITTEE CHARTER

See attached.

ALDD VENTURES CORP.
CHARTER OF THE AUDIT COMMITTEE

1. PURPOSE AND PRIMARY RESPONSIBILITY

1.1 This charter sets out the Audit Committee's purpose, composition, member qualification, member appointment and removal, responsibilities, operations, manner of reporting to the Board of Directors (the "**Board**") of ALDD Ventures Corp. (the "**Company**"), annual evaluation and compliance with this charter.

1.2 The primary responsibility of the Audit Committee is that of oversight of the financial reporting process on behalf of the Board. This includes oversight responsibility for financial reporting and continuous disclosure, oversight of external audit activities, oversight of financial risk and financial management control, and oversight responsibility for compliance with tax and securities laws and regulations as well as whistle blowing procedures. The Audit Committee is also responsible for the other matters as set out in this charter and/or such other matters as may be directed by the Board from time to time. The Audit Committee should exercise continuous oversight of developments in these areas.

2. MEMBERSHIP

2.1 A majority of the members of the Audit Committee must not be executive officers, employees or control persons of the Issuer or of an affiliate of the Company, as defined in NI 52-110 – *Audit Committees* ("**NI 52-110**"), provided that should the Company become listed on a more senior exchange, each member of the Audit Committee will also satisfy the independence requirements of such exchange and of NI 52-110.

2.2 The Audit Committee will consist of at least three members, all of whom shall be financially literate, provided that an Audit Committee member who is not financially literate may be appointed to the Audit Committee if such member becomes financially literate within a reasonable period of time following his or her appointment.

2.3 The members of the Audit Committee will be appointed annually (and from time to time thereafter to fill vacancies on the Audit Committee) by the Board. An Audit Committee member may be removed or replaced at any time at the discretion of the Board and will cease to be a member of the Audit Committee on ceasing to be a director.

2.4 The Chair of the Audit Committee will be appointed by the Board.

3. AUTHORITY

3.1 In addition to all authority required to carry out the duties and responsibilities included in this charter, the Audit Committee has specific authority to:

- (a) engage, set and pay the compensation for independent counsel and other advisors as it determines necessary to carry out its duties and responsibilities, and any such consultants or professional advisors so retained by the Audit Committee will report directly to the Audit Committee;
- (b) communicate directly with management and any internal auditor, and with the external auditor without management involvement; and

- (c) incur ordinary administrative expenses that are necessary or appropriate in carrying out its duties, which expenses will be paid for by the Company.

4. DUTIES AND RESPONSIBILITIES

4.1 The duties and responsibilities of the Audit Committee include:

- (a) recommending to the Board the external auditor to be nominated by the Board;
- (b) recommending to the Board the compensation of the external auditor to be paid by the Company in connection with (i) preparing and issuing the audit report on the Company's financial statements, and (ii) performing other audit, review or attestation services;
- (c) reviewing the external auditor's annual audit plan, fee schedule and any related services proposals (including meeting with the external auditor to discuss any deviations from or changes to the original audit plan, as well as to ensure that no management restrictions have been placed on the scope and extent of the audit examinations by the external auditor or the reporting of their findings to the Audit Committee);
- (d) overseeing the work of the external auditor;
- (e) ensuring that the external auditor is independent by receiving a report annually from the external auditors with respect to their independence, such report to include disclosure of all engagements (and fees related thereto) for non-audit services provided to Company;
- (f) ensuring that the external auditor is in good standing with the Canadian Public Accountability Board by receiving, at least annually, a report by the external auditor on the audit firm's internal quality control processes and procedures, such report to include any material issues raised by the most recent internal quality control review, or peer review, of the firm, or any governmental or professional authorities of the firm within the preceding five years, and any steps taken to deal with such issues;
- (g) ensuring that the external auditor meets the rotation requirements for partners and staff assigned to the Company's annual audit by receiving a report annually from the external auditors setting out the status of each professional with respect to the appropriate regulatory rotation requirements and plans to transition new partners and staff onto the audit engagement as various audit team members' rotation periods expire;
- (h) reviewing and discussing with management and the external auditor the annual audited and quarterly unaudited financial statements and related Management Discussion and Analysis ("MD&A"), including the appropriateness of the Company's accounting policies, disclosures (including material transactions with related parties), reserves, key estimates and judgements (including changes or variations thereto) and obtaining reasonable assurance that the financial statements are presented fairly in accordance with IFRS and the MD&A is in compliance with appropriate regulatory requirements;
- (i) reviewing and discussing with management and the external auditor major issues regarding accounting principles and financial statement presentation including any significant changes in the selection or application of accounting principles to be observed in the preparation of the financial statements of the Company and its subsidiaries;

- (j) reviewing and discussing with management and the external auditor the external auditor's written communications to the Audit Committee in accordance with generally accepted auditing standards and other applicable regulatory requirements arising from the annual audit and quarterly review engagements;
- (k) reviewing and discussing with management and the external auditor all earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies prior to such information being disclosed;
- (l) reviewing the external auditor's report to the shareholders on the Company's annual financial statements;
- (m) reporting on and recommending to the Board the approval of the annual financial statements and the external auditor's report on those financial statements, the quarterly unaudited financial statements, and the related MD&A and press releases for such financial statements, prior to the dissemination of these documents to shareholders, regulators, analysts and the public;
- (n) satisfying itself on a regular basis through reports from management and related reports, if any, from the external auditors, that adequate procedures are in place for the review of the Company's disclosure of financial information extracted or derived from the Company's financial statements that such information is fairly presented;
- (o) overseeing the adequacy of the Company's system of internal accounting controls and obtaining from management and the external auditor summaries and recommendations for improvement of such internal controls and processes, together with reviewing management's remediation of identified weaknesses;
- (p) reviewing with management and the external auditors the integrity of disclosure controls and internal controls over financial reporting;
- (q) reviewing and monitoring the processes in place to identify and manage the principal risks that could impact the financial reporting of the Company and assessing, as part of its internal controls responsibility, the effectiveness of the overall process for identifying principal business risks and report thereon to the Board;
- (r) satisfying itself that management has developed and implemented a system to ensure that the Company meets its continuous disclosure obligations through the receipt of regular reports from management and the Company's legal advisors on the functioning of the disclosure compliance system, (including any significant instances of non-compliance with such system) in order to satisfy itself that such system may be reasonably relied upon;
- (s) resolving disputes between management and the external auditor regarding financial reporting;
- (t) establishing procedures for:
 - (i) the receipt, retention and treatment of complaints received by the Company from employees and others regarding accounting, internal accounting controls or auditing matters and questionable practices relating thereto; and

- (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- (u) reviewing and approving the Company's hiring policies with respect to partners or employees (or former partners or employees) of either a former or the present external auditor;
- (v) pre-approving all non-audit services to be provided to the Company or any subsidiaries by the Company's external auditor;
- (w) overseeing compliance with regulatory authority requirements for disclosure of external auditor services and Audit Committee activities;
- (x) establishing procedures for:
 - (i) reviewing the adequacy of the Company's insurance coverage, including the Directors' and Officers' insurance coverage;
 - (ii) reviewing activities, organizational structure, and qualifications of the Chief Financial Officer ("CFO") and the staff in the financial reporting area and ensuring that matters related to succession planning within the Company are raised for consideration with the Board;
 - (iii) obtaining reasonable assurance as to the integrity of the Chief Executive Officer ("CEO") and other senior management and that the CEO and other senior management strive to create a culture of integrity throughout the Company;
 - (iv) reviewing fraud prevention policies and programs, and monitoring their implementation;
 - (v) reviewing regular reports from management and others (e.g., external auditors, legal counsel) with respect to the Company's compliance with laws and regulations having a material impact on the financial statements including:
 - (A) Tax and financial reporting laws and regulations;
 - (B) Legal withholding requirements;
 - (C) Environmental protection laws and regulations; and
 - (D) Other laws and regulations which expose directors to liability.

4.2 A regular part of Audit Committee meetings involves the appropriate orientation of new members as well as the continuous education of all members. Items to be discussed include specific business issues as well as new accounting and securities legislation that may impact the organization. The Chair of the Audit Committee will regularly canvass the Audit Committee members for continuous education needs and in conjunction with the Board education program, arrange for such education to be provided to the Audit Committee on a timely basis.

4.3 On an annual basis the Audit Committee shall review and assess the adequacy of this charter taking into account all applicable legislative and regulatory requirements as well as any best practice guidelines recommended by regulators or stock exchanges with whom the Company has a

reporting relationship and, if appropriate, recommend changes to the Audit Committee charter to the Board for its approval.

5. MEETINGS

5.1 The quorum for a meeting of the Audit Committee is a majority of the members of the Audit Committee.

5.2 The Chair of the Audit Committee shall be responsible for leadership of the Audit Committee, including scheduling and presiding over meetings, preparing agendas, overseeing the preparation of briefing documents to circulate during the meetings as well as pre-meeting materials, and making regular reports to the Board. The Chair of the Audit Committee will also maintain regular liaison with the CEO, CFO, and the lead external audit partner.

5.3 The Audit Committee will meet separately with each of the CEO and the CFO of the Company at least annually to review the financial affairs of the Company.

5.4 The Audit Committee will meet with the external auditor of the Company at least once each year, at such time(s) as it deems appropriate, to review the external auditor's examination and report.

5.5 The external auditor must be given reasonable notice of, and has the right to appear before and to be heard at, each meeting of the Audit Committee.

5.6 Each of the Chair of the Audit Committee, members of the Audit Committee, Chair of the Board, external auditor, CEO, CFO or secretary shall be entitled to request that the Chair of the Audit Committee call a meeting which shall be held within 48 hours of receipt of such request to consider any matter that such individual believes should be brought to the attention of the Board or the shareholders.

6. REPORTS

6.1 The Audit Committee will report, at least annually, to the Board regarding the Audit Committee's examinations and recommendations.

6.2 The Audit Committee will report its activities to the Board to be incorporated as a part of the minutes of the Board meeting at which those activities are reported.

7. MINUTES

7.1 The Audit Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

8. ANNUAL PERFORMANCE EVALUATION

8.1 The Board will conduct an annual performance evaluation of the Audit Committee, taking into account the Charter, to determine the effectiveness of the Committee.

**SCHEDULE “B”
FINANCIAL STATEMENTS**

See attached.

ALDD VENTURES CORP.

(A Capital Pool Company)

Financial Statements

Period from February 14, 2022 (incorporation) to March 31, 2022

(Expressed in Canadian dollars)

Mao & Ying LLP

CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Directors of **ALDD Ventures Corp.**

Opinion

We have audited the financial statements of **ALDD Ventures Corp.** (the "Company"), which comprise the statement of financial position as at March 31, 2022, and the statements of loss and comprehensive loss, changes in equity and cash flows for the period from February 14, 2022 (incorporation) to March 31, 2022, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at March 31, 2022, and its financial performance and its cash flows for the period from February 14, 2022 (incorporation) to March 31, 2022 in accordance with International Financial Reporting Standards (IFRSs).

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which describes matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other information

Management is responsible for the other information. The other information comprises the Management's Discussion and Analysis. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the financial statements

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

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

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

Auditor's responsibilities for the Audit of the Financial Statements

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

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

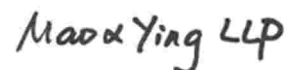
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Linda Zhu.

Vancouver, Canada,
November 9, 2022



Chartered Professional Accountants

ALDD VENTURES CORP.
(A Capital Pool Company)

Statement of financial position
(Expressed in Canadian dollars)

	March 31, 2022
	\$
Assets	
Current assets	
Cash (Note 4)	159,207
Prepaid expenses	15,619
Taxes receivable	106
Total assets	174,932
Liabilities and shareholders' equity	
Current liability	
Accounts payable and accrued liabilities	4,000
Shareholders' equity	
Share capital (Note 5)	180,000
Deficit	(9,068)
Total shareholders' equity	170,932
Total liabilities and shareholders' equity	174,932

Going concern (Note 1)
Subsequent events (Note 10)

Approved and authorized for issuance on behalf of the Board of Directors on November 9, 2022 by:

/s/ Tak Tsan Tso

Tak Tsan Tso, Director

/s/ Chun Sing Cheung

Chun Sing Cheung, Director

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

ALDD VENTURES CORP.**(A Capital Pool Company)**

Statement of net loss and comprehensive loss
(Expressed in Canadian dollars)

	February 14, 2022 (Incorporation) to March 31, 2022 \$
Expenses	
Accounting and audit fees	4,000
Bank fees and interest	12
Legal fees	5,056
Net loss and comprehensive loss for the period	(9,068)
Net loss per share, basic and diluted (Note 7)	0.005
Weighted average shares outstanding, basic and diluted (Note 7)	1,800,000

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

ALDD VENTURES CORP.**(A Capital Pool Company)**

Statement of changes in shareholders' equity
(Expressed in Canadian dollars)

	Share capital		Deficit \$	Total shareholders' equity \$
	Number of shares	Amount \$		
Balance, February 14, 2022 (date of incorporation)	-	-	-	-
Shares issued for cash	3,600,000	180,000	-	180,000
Net loss for the period	-	-	(9,068)	(9,068)
Balance, March 31, 2022	3,600,000	180,000	(9,068)	170,932

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

ALDD VENTURES CORP.
(A Capital Pool Company)

Statement of cash flows
(Expressed in Canadian dollars)

	February 14, 2022 (date of incorporation) to March 31, 2022 \$
Operating activities	
Net loss for the period	(9,068)
Adjustment for non-cash working capital:	
Increase in accounts payable and accrued liabilities	4,000
Increase in prepaid expenses	(15,619)
Increase in taxes receivable	(106)
Net cash used in operating activities	(20,793)
Financing activity	
Issuance of common shares	180,000
Net cash provided by financing activity	180,000
Increase in cash, being cash end of period	159,207

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

ALDD VENTURES CORP.

(A Capital Pool Company)

Notes to the financial statements

For the period from February 14, 2022 (incorporation) to March 31, 2022

(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

ALDD Ventures Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on February 14, 2022. The Company is classified as a Capital Pool Company ("CPC") while the principal business is the identification and evaluation of assets or a business (the "Qualifying Transaction" ("QT")) and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

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

The registered and head office of the Company is located at 6th Floor – 905 West Pender Street, Vancouver, B.C. V6C 1L6, Canada.

These financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. As at March 31, 2022, the Company has not generated any revenues from operations and has an accumulated deficit of \$9,068. The Company expects to incur further losses in the development of its business, all of which casts significant doubt about the Company's ability to continue as a going concern. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments to the carrying values of assets and liabilities, the reported expenses, and the balance sheet classifications used that may be necessary if the Company is unable to continue as a going concern.

2. BASIS OF PRESENTATION

Statement of Compliance

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

Basis of Preparation

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

ALDD VENTURES CORP.
(A Capital Pool Company)

Notes to the financial statements

For the period from February 14, 2022 (incorporation) to March 31, 2022

(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION (Cont'd)

Significant Accounting Judgments, Estimates and Assumptions

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

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

3. SIGNIFICANT ACCOUNTING POLICIES

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

Financial Instruments

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

i) Financial assets

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

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

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

The Company's financial assets consists of cash only which measured at amortized cost.

ALDD VENTURES CORP.
(A Capital Pool Company)

Notes to the financial statements

For the period from February 14, 2022 (incorporation) to March 31, 2022

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial Instruments (Cont'd)

i) Financial assets (Cont'd)

Measurement

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

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

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

ALDD VENTURES CORP.
(A Capital Pool Company)

Notes to the financial statements

For the period from February 14, 2022 (incorporation) to March 31, 2022

(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial Instruments (Cont'd)

ii) Financial liabilities

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

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

The financial liabilities consists of accounts payable and accrue liabilities and are measured at amortized cost. These financial liabilities are classified as current liabilities as the payment is due within 12 months.

Related parties

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

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

Deferred Taxes

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

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

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

Future changes in accounting policies

The new standards or amendments are either not applicable or not expected to have a significant impact on the Company's financial statements.

ALDD VENTURES CORP.
(A Capital Pool Company)

Notes to the financial statements

For the period from February 14, 2022 (incorporation) to March 31, 2022

(Expressed in Canadian dollars)

4. CASH RESTRICTION

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or \$210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the Exchange Policy 2.4.

5. SHARE CAPITAL

Authorized share capital

Unlimited common shares, without par value.

Share issuances

On March 9, 2022, the Company issued 1,700,000 common shares at \$0.05 per share to the directors and/or officers of the Company for proceeds of \$85,000.

On March 9, 2022, the Company issued 200,000 common shares at \$0.05 per share to the directors and/or officers of the Company for proceeds of \$10,000.

On March 9, 2022, the Company issued 1,700,000 common shares at \$0.05 per share to the directors and/or officers of the Company for proceeds of \$85,000.

The issued and outstanding common shares are subject to a CPC Escrow Agreement. Under the CPC Escrow Agreement, 10% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 15% will be released on the dates 6, 12, 18, 24, 30 and 36 months following the Initial Release. All common shares acquired on the exercise of stock options granted to directors, officers and non-employees prior to the completion of a qualifying transaction must also be deposited in escrow until the Final Exchange Bulletin is issued. In addition, all common shares of the Company acquired in the secondary market prior to the completion of a qualifying transaction by any person or company who becomes a control person are required to be deposited in escrow. Subject to certain exemptions permitted by the Exchange, all securities of the Company held by principals of the resulting issuer will also be escrowed.

6. TRANSACTIONS WITH RELATED PARTIES

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as persons performing similar functions.

During the period from February 14, 2022 (incorporation) to March 31, 2022, the Company issued 3,600,000 common shares to its directors and offices for cash of \$180,000. There was no compensation to key management personnel.

7. LOSS PER SHARE

The calculation of basic and diluted loss per share for the period from February 14, 2022 (incorporation) to March 31, 2022 was based on the loss attributable to common shareholders of \$9,068 and the average weighted average number of common shares is 1,800,000.

ALDD VENTURES CORP.
(A Capital Pool Company)

Notes to the financial statements

For the period from February 14, 2022 (incorporation) to March 31, 2022

(Expressed in Canadian dollars)

8. INCOME TAXES

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

	2022 \$
Loss before income taxes	(9,068)
Expected income tax (recovery)	(2,448)
Loss carryforwards	2,448
Income tax	-

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

	2022 \$
Deferred income tax assets:	
Non-capital loss carryforwards	2,448
Net deferred tax assets unrecognized	2,448

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

	Expiry Date Range
Temporary Differences	
Non-capital losses available for future period (Canada)	2042

9. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

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

The Company includes share capital in the definition of capital.

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

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

ALDD VENTURES CORP.
(A Capital Pool Company)

Notes to the financial statements

For the period from February 14, 2022 (incorporation) to March 31, 2022

(Expressed in Canadian dollars)

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

Risk Disclosures and Fair Values

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

As at March 31, 2022, the Company had accounts payable and accrued liabilities of \$4,000 due within 12 months and had cash of \$159,207 to meet its current obligations. As a result the Company has minimal liquidity risk.

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. The Trust believes it has no significant credit risk.

10. SUBSEQUENT EVENTS

The Company intends to file a prospectus with the securities regulatory authorities in the provinces of Alberta and British Columbia, and pursuant to an Agency Agreement (the "Agency Agreement") to be entered into between the Company and Haywood Securities Inc. (the "Agent"), to offer 4,000,000 common shares at \$0.10 (the "Offering") per share to the public for total estimated proceeds of \$400,000 (before transaction costs). The Agent will be granted options to purchase up to 10% of the total common shares sold under the offering at a price of \$0.10 per share, and expiring 60 months from the closing date. The Company also intends to grant 760,000 stock options immediately after the closing of the Offering to directors and officers under the Company's share option plan at a price of \$0.10 per share and an expiry date of five years from the date of grant.

The Company will pay the agent a commission equal to 10% of the gross proceeds and grant 400,000 agent's warrants, a corporate finance fee of \$14,500 and reasonable expenses (of which a \$10,000 retainer has been advanced).

On May 11, 2022, the Company granted 360,000 stock options to two of its directors with an exercise price of \$0.05 per option. These options vest immediately and expire 10 years from the grant date.

ALDD VENTURES CORP.

(A Capital Pool Company)

Condensed Interim Financial Statements
For the Three Months Ended June 30, 2022

(Unaudited)

(Expressed in Canadian dollars)

ALDD VENTURES CORP.
(A Capital Pool Company)

Condensed Interim Statements of financial position
(Unaudited)
(Expressed in Canadian dollars)

	As at June 30, 2022 \$	As at March 31, 2022 \$
Assets		
Current assets		
Cash (Note 4)	121,329	159,207
Prepaid expenses	10,000	15,619
Taxes receivable	2,268	106
Total assets	133,597	174,932
Liabilities and shareholders' equity		
Current liability		
Accounts payable and accrued liabilities	10,870	4,000
Shareholders' equity		
Share capital (Note 5)	180,000	180,000
Contributed surplus (Note 5)	34,091	-
Deficit	(91,364)	(9,068)
Total shareholders' equity	122,727	170,932
Total liabilities and shareholders' equity	133,597	174,932

Going concern (Note 1)

Approved and authorized for issuance on behalf of the Board of Directors on September 9, 2022 by:

/s/ Tak Tsan Tso

Tak Tsan Tso, Director

/s/ Chun Sing Cheung

Chun Sing Cheung , Director

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

ALDD VENTURES CORP.
(A Capital Pool Company)

Condensed Interim Statement of net loss and comprehensive loss
(Unaudited)
(Expressed in Canadian dollars)

	Three months ended June 30, 2022 \$
Expenses	
Bank fees and interest	200
Filing fees	24,440
Professional fees	23,565
Share based compensation (Note 5)	34,091
Net loss and comprehensive loss for the period	(82,296)
Net loss per share, basic and diluted (Note 7)	0.023
Weighted average shares outstanding, basic and diluted (Note 7)	3,600,000

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

ALDD VENTURES CORP.
(A Capital Pool Company)

Condensed Interim Statements of changes in shareholders' equity
(Unaudited)
(Expressed in Canadian dollars)

	Share capital		Contributed		Total
	Number of	Amount	Surplus	Deficit	shareholders'
	shares	\$	\$	\$	equity
					\$
Balance, February 14, 2022 (date of incorporation)	-	-	-	-	-
Shares issued for cash	3,600,000	180,000	-	-	180,000
Net loss for the period	-	-	-	(9,068)	(9,068)
Balance, March 31, 2022	3,600,000	180,000	-	(9,068)	170,932
Share based compensation	-	-	34,091	-	34,091
Net loss for the period	-	-	-	(82,296)	(82,296)
Balance, June 30, 2022	3,600,000	180,000	34,091	(91,364)	122,727

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

ALDD VENTURES CORP.**(A Capital Pool Company)**

Condensed Interim Statement of cash flows

(Unaudited)

(Expressed in Canadian dollars)

	Three months ended June 30, 2022 \$
Operating activities	
Net loss for the period	(82,296)
Items not involving cash	
Share based compensation (Note 5)	34,091
Changes in non-cash working capitals:	
Other receivables	(2,162)
Increase in accounts payable and accrued liabilities	6,870
Prepaid expenses	5,619
Net cash used in operating activities	(37,878)
Net decrease in cash	(37,878)
Cash, beginning of period	159,207
Cash, end of period	121,329

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

ALDD VENTURES CORP.

(A Capital Pool Company)

Notes to the condensed interim financial statements
For the three months ended June 30, 2022
(Unaudited)
(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS

ALDD Ventures Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on February 14, 2022. The Company is classified as a Capital Pool Company ("CPC") while the principal business is the identification and evaluation of assets or a business (the "Qualifying Transaction" ("QT")) and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

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

The registered and head office of the Company is located at 6th Floor – 905 West Pender Street, Vancouver, B.C. V6C 1L6, Canada.

On June 15, 2022, the Company filed a preliminary prospectus with the securities regulatory authorities in the provinces of Alberta and British Columbia, and pursuant to an Agency Agreement (the "Agency Agreement") to be entered into between the Company and Haywood Securities Inc. (the "Agent"), to offer 4,000,000 Common Shares at \$0.10 (the "Offering") per share to the public for total estimated proceeds of \$400,000 (before transaction costs). The Agent will be granted warrants to purchase up to 10% of the total common shares sold under the offering at a price of \$0.10 per share, and expiring 60 months from the closing date.

The Company will pay the agent a commission equal to 10% of the gross proceeds and grant 400,000 agent's warrants, a corporate finance fee of \$14,500 and reasonable expenses (of which a \$10,000 retainer has been advanced).

These financial statements have been prepared on the going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. Should the Company be unable to continue as a going concern, it may be unable to realize the carrying value of its assets and to meet its liabilities as they become due. As at June 30, 2022, the Company has not generated any revenues from operations and has an accumulated deficit of \$91,364. The Company expects to incur further losses in the development of its business, all of which casts significant doubt about the Company's ability to continue as a going concern. The continued operations of the Company are dependent on its ability to generate future cash flows or obtain additional financing. Management is of the opinion that sufficient working capital will be obtained from external financing to meet the Company's liabilities and commitments as they become due, although there is a risk that additional financing will not be available on a timely basis or on terms acceptable to the Company. These financial statements do not reflect any adjustments to the carrying values of assets and liabilities, the reported expenses, and the balance sheet classifications used that may be necessary if the Company is unable to continue as a going concern.

2. BASIS OF PRESENTATION

Statement of Compliance

These condensed interim financial statements of the Company have been prepared in accordance with International Accounting Standards ("IAS") 34, '*Interim Financial Reporting*' using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

ALDD VENTURES CORP.
(A Capital Pool Company)

Notes to the condensed interim financial statements
For the three months ended June 30, 2022
(Unaudited)
(Expressed in Canadian dollars)

2. BASIS OF PRESENTATION (Cont'd)

Basis of Preparation

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

Significant Accounting Judgments, Estimates and Assumptions

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

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

3. SIGNIFICANT ACCOUNTING POLICIES

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

Financial Instruments

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

i) Financial assets

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

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

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

The Company's financial assets consists of cash only which measured at amortized cost.

ALDD VENTURES CORP.
(A Capital Pool Company)

Notes to the condensed interim financial statements
For the three months ended June 30, 2022
(Unaudited)
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Financial Instruments (Cont'd)

i) Financial assets (Cont'd)

Measurement

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

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

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

ii) Financial liabilities

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

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

The financial liabilities consist of accounts payable and accrue liabilities and are measured at amortized cost. These financial liabilities are classified as current liabilities as the payment is due within 12 months.

ALDD VENTURES CORP.
(A Capital Pool Company)

Notes to the condensed interim financial statements
For the three months ended June 30, 2022
(Unaudited)
(Expressed in Canadian dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

Related parties

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

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

Deferred Taxes

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

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

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

Future changes in accounting policies

The new standards or amendments are either not applicable or not expected to have a significant impact on the Company's financial statements.

4. CASH RESTRICTION

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or \$210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the Exchange Policy 2.4.

5. SHARE CAPITAL

Authorized share capital

Unlimited common shares, without par value.

Share issuances

On March 9, 2022, the Company issued 3,600,000 common shares at \$0.05 per share to the directors and/or officers of the Company for proceeds of \$180,000.

ALDD VENTURES CORP.
(A Capital Pool Company)

Notes to the condensed interim financial statements
For the three months ended June 30, 2022
(Unaudited)
(Expressed in Canadian dollars)

5. SHARE CAPITAL (Cont'd)

The issued and outstanding common shares are subject to a CPC Escrow Agreement. Under the CPC Escrow Agreement, 10% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "Initial Release") and an additional 15% will be released on the dates 6, 12, 18, 24, 30 and 36 months following the Initial Release. All common shares acquired on the exercise of stock options granted to directors, officers and non-employees prior to the completion of a qualifying transaction must also be deposited in escrow until the Final Exchange Bulletin is issued. In addition, all common shares of the Company acquired in the secondary market prior to the completion of a qualifying transaction by any person or company who becomes a control person are required to be deposited in escrow. Subject to certain exemptions permitted by the Exchange, all securities of the Company held by principals of the resulting issuer will also be escrowed.

Options

On May 11, 2022, the Company adopted a Stock Option Plan which provides that the Board of Directors may from time to time, at its discretion, grant options exercisable over periods of up to 10 years and will not have an exercise price lower than the greater of the closing market price of the underlying securities on (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options. The maximum number of common shares which may be issued pursuant to options granted under the Stock Option Plan will be 10% of the issued and outstanding common shares at the time of the grant. In addition, the number of common shares which may be reserved for issuance to any one individual may not exceed 5% of the issued shares in any 12-month period or 2% if the optionee is engaged in investor relations activities or is a consultant. The Stock Option Plan contains no vesting requirements, other than for consultants performing investor relations activities but permits the Board to specify a vesting schedule at its discretion.

On May 11, 2022, the Company granted 360,000 stock options to two of its directors at an exercise price of \$0.05 per option. These options vest immediately and expire 10 years from the grant date.

The fair value of these stock options was determined to be \$34,091 using the Black-Scholes Option Pricing Model using the following assumptions:

Risk-Free Annual Interest	2.99%
Expected Volatility	107.37%
Expected Life of Option	10 years
Expected Annual Dividend	0%

Volatility was estimated by using the historical volatility of other company in the same industry during the similar period. The expected life in years represents the period of time that option granted are expected to be outstanding.

6. TRANSACTIONS WITH RELATED PARTIES

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as persons performing similar functions.

During the three months ended June 30, 2022, there were no related party transactions. There was no compensation to key management personnel.

ALDD VENTURES CORP.

(A Capital Pool Company)

Notes to the condensed interim financial statements

For the three months ended June 30, 2022

(Unaudited)

(Expressed in Canadian dollars)

7. LOSS PER SHARE

The calculation of basic and diluted loss per share for the three months ended June 30, 2022 was based on the loss attributable to common shareholders of \$82,296 and the average weighted average number of common shares is 3,600,000.

8. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

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

The Company includes share capital in the definition of capital.

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

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

Risk Disclosures and Fair Values

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

As at June 30, 2022, the Company had accounts payable and accrued liabilities of \$10,870 (March 31, 2022 - \$4,000) due within 12 months and had cash of \$121,329 (March 31, 2022 - \$159,207) to meet its current obligations. As a result, the Company has minimal liquidity risk.

Credit Risk

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

CERTIFICATE OF THE CORPORATION

Dated: November 9, 2022

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

“Chun Sing Cheung”

Chun Sing Cheung
Chief Executive Officer

“Tak Tsan Tso”

Tak Tsan Tso
Chief Financial Officer and Corporate Secretary

On behalf of the Board of Directors

“Simon Cheng”

Simon Cheng
Director

“Robert Birmingham”

Robert Birmingham
Director

CERTIFICATE OF THE PROMOTER

Dated: November 9, 2022

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

“Chun Sing Cheung”

Chun Sing Cheung

CERTIFICATE OF THE AGENT

Dated: November 9, 2022

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

HAYWOOD SECURITIES INC.

“Don Wong”

Don Wong

Vice President, Investment Banking

ACKNOWLEDGEMENT – PERSONAL INFORMATION FORM

November 9, 2022

“Personal Information” means any information about an identifiable individual, and includes the information contained in any Items in the attached prospectus that are analogous to Items 4.2, 6.7, 11.1, 13.1, 14, 15 and 21 of Form 3A of the CPC Policy, as applicable.

The undersigned hereby acknowledges and agrees that it has obtained the express written consent of each individual to:

- (a) the disclosure of Personal Information by the undersigned to the Exchange (as defined in Appendix 6B) pursuant to the prospectus; and
- (b) the collection, use and disclosure of Personal Information by the Exchange for the purposes described on Appendix 6B or as otherwise identified by the Exchange, from time to time.

ALDD VENTURES CORP.

“Chun Sing Cheung”

Chun Sing Cheung
Chief Executive Officer and Director