A copy of this preliminary prospectus has been filed with the securities regulatory authorities in each of the provinces of British Columbia, Ontario, Alberta and Prince Edward Island and with the TSX Venture Exchange (the "Exchange") but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the prospectus is obtained from the British Columbia Securities Commission, the Ontario Securities Commission, the Alberta Securities Commission, and the Prince Edward Island Securities Office.

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

PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING **September 19, 2022**

RAGING RHINO CAPITAL CORP.
(a capital pool company)

$250,000

2,500,000 COMMON SHARES

PRICE: $0.10 per Common Share

The purpose of this offering (the **"Offering"**) is to provide Raging Rhino Capital Corp. (the **"Corporation"**) with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by the Exchange, and in the case of a Non-Arm's Length Qualifying Transaction, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 entitled **"Capital Pool Companies"** (the **"CPC Policy"**). The Corporation is a Capital Pool Company (**"CPC"**) as such term is hereafter defined. 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 Completion of the Qualifying Transaction (as defined herein), 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"**. The Corporation hereby offers through its agent, Haywood Securities Inc. (the **"Agent"**), 2,500,000 common shares (the **"Common Shares"**) at a price of $0.10 per Common Share for gross proceeds of $250,000. Stock Options (as defined herein) to purchase Common Shares will be granted on the date the Common Shares are listed on the Exchange (as defined herein) to directors and officers of the Corporation to purchase up to 250,000 Common Shares, which will be exercisable at a price of $0.10 per Common share, for a period of 10 years from the date of grant, subject to regulatory approval. The Corporation has previously granted a total of 409,020 Stock Options to directors and officers of the Corporation 349,020 of which were granted on December 3, 2021 and 60,000 of which were granted on August 24, 2022, all exercisable at $0.05 per Common Share, for a period of 10 years from the date of grant (the **"Stock Options"**).

Distribution

	Common Shares	Price to the Public	Agent's Commission(1)	Net Proceeds to the Corporation(2)
Per Common Share	1	$0.10	$0.01	$0.09
Total Offering	2,500,000(3)	$250,000	$25,000	$225,000

Notes:

(1) The Agent will receive a cash commission of 10% of the gross proceeds of the Offering, payable at the closing of the Offering (the **"Closing**"). The Agent will be paid a corporate finance fee of $12,500 and will be reimbursed by the Corporation for its expenses and legal fees up to a maximum of $12,500 plus the disbursements, searches and taxes of Haywood's legal counsel, in respect of which a retainer of $12,500 has been paid to the Agent by the Corporation. In addition, at Closing the Agent will be issued non-transferable share purchase warrants (the **"Agent's Warrants"**) entitling the Agent to purchase that number of Common Shares that is equal to 10% of the total number of Common Shares sold in connection with this Offering. Each Agent's Warrant is exercisable into one Common Share at a price of $0.10 per Common Share (the **"Agent's Share"**) for a term of 24 months from the date of listing of the Common Shares on the Exchange. The Agent's Warrants are qualified for distribution pursuant to this prospectus. The Agent's Warrants may be exercised in whole or in part by the Agent before the Completion of the Qualifying Transaction, provided that no more than 50% of the aggregate number of Common Shares received on the exercise of the Agent's Warrants may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. See **"Plan of Distribution"**.

(2) Before deducting the costs and expenses of this Offering estimated in the aggregate amount of $134,000 which includes legal and audit fees and other expenses of the Corporation, the Agent's expenses, legal fees and administration fee, the listing fee payable to the Exchange and filing fees payable to the Commissions. See **"Use of Proceeds"**.

(3) 2,500,000 Common Shares are offered hereunder, not including the Agent's Warrants and the Stock Options to be granted on the date the Common Shares are listed on the Exchange to directors and officers of the Corporation to purchase up to 250,000 Common Shares at an exercise price of $0.10 per Common share, for a period of 10 years from the date of grant, which Stock Options are qualified for distribution under this prospectus. The Corporation has previously granted a total of 409,020 Stock Options to directors and officers of the Corporation 349,020 of which were granted on December 3, 2021 and 60,000 of which were granted on August 24, 2022, all exercisable at $0.05 per Common Share, for a period of 10 years from the date of grant. See **"Options to Purchase Securities"**.

The Offering is made on a "commercially reasonable efforts" basis only by the Agent and is subject to the completion of a minimum subscription of 2,500,000 Common Shares for gross proceeds to the Corporation of $250,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement. If the minimum subscription is not completed within 90 days of the issuance of a final receipt for this prospectus or such other time as may be consented to by the Agent, and in any event not later than 180 days after the date of the receipt of the final prospectus, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See **"Plan of Distribution"**.

Market for Securities

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

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

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, a U.S. marketplace, or a marketplace outside Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

Other than the initial distribution of the Common Shares pursuant to this prospectus, the issue of the Agent's Warrants and the grant of the Stock Options, 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 British Columbia Securities Commission, the Alberta Securities Commission, the Ontario Securities Commission and the the Prince Edward Island Securities Office (collectively, the "Commissions") 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 Commissions grant a discretionary order.

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

This Offering is subject to the CPC Policy and other applicable policies of the Exchange.

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 was only recently incorporated and does not own any ongoing business operations, and has no assets other than cash.

Although the Corporation has commenced the process of identifying potential acquisitions with a view to completing the Qualifying Transaction, the Corporation has not yet reached an Agreement in Principle. There is no assurance that the Corporation will identify and successfully negotiate the acquisition of any potential corporations, properties, assets or businesses, or any interests therein, nor that any such opportunities or businesses acquired will be profitable.

Moreover, additional funds may be required to successfully complete an acquisition, and the Corporation may not be able to obtain such financing or may not be able to raise sufficient funds to take a meaningful position in a potential target. If the acquisition is financed by the issuance of Common Shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer additional dilution.

The directors and officers of the Corporation will only be devoting a portion of their time to the affairs of the Corporation. Potential conflicts of interest may result from the ordinary course of business of the Corporation and of the directors and officers of the Corporation. The directors and officers of the Corporation currently beneficially own 2,300,200 shares of the Corporation, directly or indirectly, which is 56.24% of the issued and outstanding Common Shares and will be 34.90% of the issued and outstanding Common Shares after completion of the Offering. See "Business of the Corporation", "Directors, Officers and Promoters", "Use of Proceeds", "Conflicts of Interest" and "Risk Factors".

In the event that management, directors or experts of the Corporation are resident outside of Canada or the Corporation identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management, directors or experts resident outside of Canada or upon the foreign business or the Resulting Issuer (as defined herein) and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities or other laws in Canada. See "Business of the Corporation", "Risk Factors" and "Conflicts of Interest".

Subscribers acquiring Common Shares under this Offering will suffer an immediate dilution of 31.03% or $0.03103 per Common Share assuming completion of the Offering, based on the gross proceeds of this issue, before the deduction of selling commissions or related expenses of the issue. See "Business of the Corporation", "Risk Factors" and "Conflicts of Interest".

AS A RESULT OF THE AFOREMENTIONED RISK FACTORS WHICH ARE ONLY A SUMMARY THEREOF, THIS OFFERING IS SUITABLE ONLY TO THOSE INVESTORS WHO ARE WILLING TO RELY SOLELY ON THE MANAGEMENT OF THE CORPORATION AND WHO CAN AFFORD TO RISK A LOSS OF THEIR ENTIRE INVESTMENT. SEE "RISK FACTORS".

Pursuant to the CPC Policy, 75% of the Common Shares offered under this prospectus being 1,875,000 of the total Common Shares offered under this prospectus, are subject to the following limits (i) no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% or 50,000 of the total Common Shares offered under this prospectus and (ii) the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 100,000 of the total number of Common Shares offered under this prospectus.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. The Common Shares will be issued and deposited in electronic book entry form through CDS Clearing and Depository Services Inc. ("CDS") or its nominee. Purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

Three of the directors of the Corporation, Michael B. Harrison, Edward Cheung and Phil Rickard reside outside of Canada. Although these directors have appointed David Smalley Law Corp. of 480 -1500 West Georgia Street, Vancouver, BC as their agent for service of process in British Columbia, it may not be possible for investors to collect from these directors, judgments obtained in courts in British Columbia predicated on the civil liability provisions of securities legislation.

HAYWOOD SECURITIES INC.
Brookfield Place
181 Bay Street, Suite 2910
Toronto, Ontario M5J 2T3

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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, entitled 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 • between the Corporation and the Agent.

"Agent" means Haywood Securities Inc.

"Agent's Warrants" means the non-transferable share purchase warrants to be issued by the Corporation to the Agent to purchase that number of Common Shares that is equal to 10% of the Common Shares sold in connection with this Offering at a price of $0.10 per Common Share, exercisable for a period of 24 months from the date of listing the Common Shares on the Exchange.

"Aggregate Pro Group" means all Persons who are members of any **"Pro Group"**, whether or not the Member (as defined in Exchange rules) is involved in a contractual relationship with the Corporation to provide financing, sponsorship and other advisory services, and **"Pro-Group"** has the following meaning:

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

  (i) the Member (as defined in Exchange rules);

  (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; and

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

(i) the Person is an Affiliate or Associate of the Member 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.

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

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

(b) identifies the parties to the Qualifying Transaction;

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

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

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

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

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

(b) any partner of the Person or Company,

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

(d) in the case of a Person, a relative of that Person, including

(i) that Person's spouse or child, or

(ii) any relative of the 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 relationship in the application of Rule D of the Exchange with respect to that Member firm, Member corporation or holding Company.

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

"CPC" means a corporation:

(a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in compliance with the CPC Policy; and

(b) in regard to which the Final Exchange Bulletin has not yet been issued.

"CPC Escrow Agreement" means the Exchange Form 2F CPC Escrow Agreement made as of • among the Corporation, the Escrow Agent and the initial shareholders of the Corporation.

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

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

"CPC Policy" means Policy 2.4 Capital Pool Companies of the Corporate Finance Manual of the Exchange effective January 1, 2021.

"Commissions" mean the British Columbia Securities Commission, the Alberta Securities Commission, the Ontario Securities Commission and the Prince Edward Island Securities Office.

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

"Completion of the Qualifying Transaction" means the date the Final Exchange Bulletin is 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 securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.

"Corporation" means Raging Rhino Capital Corp.

"Escrow Agent" means Computershare Investor Services Inc.

"Exchange" means the TSX Venture Exchange Inc.

"Final Exchange Bulletin" means the Exchange Bulletin which is issued following closing of the Qualifying Transaction and the submission of all required documentation and that evidences the final Exchange acceptance of the Qualifying Transaction.

"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.

"Majority of the Minority Approval" means the approval of a Non Arm's Length Qualifying Transaction by the majority of the votes cast by shareholders, other than:

(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,

at a properly constituted meeting of the common shareholders of the CPC.

"Non Arm's Length Party" means in relation to a Company, a promoter, officer, director, other Insider or Control Person of that Company (including an issuer) and any Associates or Affiliates of any of such Persons. In relation to an individual, means any Associate of the individual or any Company of which the individual is a promoter, officer, director, Insider or Control Person.

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

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

"Offering" means the offering by the Corporation of 2,500,000 Common Shares at a price of $0.10 per Common Share for gross proceeds of $250,000, which shares are qualified for distribution under this prospectus.

"Person" means a Company or individual.

"Principal" means:

(a) a Person or Company who acted as a promoter of the issuer within two years or their respective Associates or Affiliates before the initial public officering (**"IPO"**) prospectus or Exchange Bulletin confirming final acceptance of a transaction (**"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 or Company 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;

(d) a 10% holder – a Person or Company 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.

"Professional Person" means a Person whose profession gives authority to a statement made by the Person in the Person's professional capacity and includes a barrister and solicitor, a public accountant, an appraiser, an auditor, an engineer and a geologist.

"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.

"Responsible Solicitor" means the solicitor who is primarily responsible for the preparation of or for advice to the Corporation or Agent with respect to the contents of the prospectus.

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

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

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

"Sponsor" has the meaning specified in Exchange Policy 2.2 – Sponsorship and Sponsorship Requirements.

"Stock Options" means 409,020 options granted as of the date hereof, and 250,000 options to be granted on the date the Common Shares are listed for trading on the Exchange, to directors and officers of the Corporation to purchase up to a total of 659,020 Common Shares of the Corporation, 409,020 of which will be issued at a price of $0.05 per Common Share, and 250,000 of which will be issued at a price of $0.10 per Common Share, and all for a period of 10 years from the date of grant.

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

"Vendors" means one or all of the beneficial owners of the Significant Assets (other than a Target Company).

PROSPECTUS SUMMARY

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

ISSUER:	RAGING RHINO CAPITAL CORP.
OFFERING:	A total of 2,500,000 Common Shares in the capital of the Corporation are being offered under this prospectus at a price of $0.10 per Common Share for gross proceeds of $250,000. This Offering is being made on a commercially reasonable efforts basis by the Agent. The Agent will receive a cash commission of 10% of the gross proceeds of the Offering. In addition, the Corporation will issue to the Agent non-transferable share purchase warrants to purchase up to 250,000 Common Shares, which is equal to 10% of the Common Shares sold in connection with this Offering, at an exercise price of $0.10 per Common Share, exercisable for a period of 24 months from the date the Common Shares are listed for trading on the Exchange, which warrants are qualified for distribution under this prospectus. The Corporation has granted Stock Options to directors and officers of the Corporation, to purchase up to 409,020 Common Shares, exercisable at $0.05 per Common Share, 349,020 of which were granted on December 3, 2021 and 60,000 of which were granted on August 24, 2022, and intends to grant a further 250,000 Stock Options to directors and officers of the Corporation which shall be exercisable at a price of $0.10 per Common Share, on the the date the Common Shares are listed on the Exchange, all of such Stock Options to be exercisable, subject to the continuous services of the holder, for a period of 10 years from the date of grant, which Stock Options are qualified for distribution under this prospectus. See "**Plan of Distribution**" and "**Options to Purchase Securities**".
PRICE:	$0.10 per Common Share.
BUSINESS OF THE CORPORATION:	The Corporation is a capital pool company created pursuant to the CPC Policy. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. Any potential Qualifying Transaction must be approved by the Exchange, and in the case of a Non Arm's Length Qualifying Transaction, the potential Qualifying Transaction must also receive Majority of the Minority Approval, in accordance with the CPC Policy. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. See "**Business of the Corporation**" and "**Use of Proceeds**".
USE OF PROCEEDS:	The net proceeds to the Corporation from the Offering and cash proceeds raised from the sale of Common Shares prior to this Offering will be approximately $320,510 (after deduction of the Agent's Commission and the Offering expenses and costs, in total estimated to be $134,000). The net proceeds of this Offering will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. See "**Use of Proceeds**" for details of the restrictions and prohibitions on the Corporation's use of funds, "**Business of the Corporation**" and "**Risk Factors**".

DIRECTORS AND OFFICERS:	The following persons are the directors and officers of the Corporation: Michael B. Harrrison: Director and C.E.O. Gary O'Connor: Director John P. Conlon: Director Vladimiro G. Cernetig: Director Edward Cheung: Director Philip C. Rickard: Director Pui Hong (Eric) Tsung: C.F.O. and Corporate Secretary See "Directors, Officers and Promoters".
DIVIDEND POLICY:	It is not contemplated that any dividends will be paid on the Common Shares in the immediate or foreseeable future. See **"Dividend Policy"**.
ESCROWED SHARES:	All of the currently issued and outstanding Common Shares of the Corporation, being 4,090,200 Common Shares issued at $0.05 per Common Share and all of the Stock Options, being 659,020 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 up to eighteen months after the date of the Final Exchange Bulletin. See **"Escrowed Securities"**.
RISK FACTORS:	**Investment in the Common Shares is highly speculative due to the nature of the Corporation's business and its present stage of development.** The Corporation has applied to list its Common Shares on the Exchange. The listing will be subject to the Corporation fulfilling all of the listing requirements of the Exchange. 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 31.03% or $0.03103 per Common Share. 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 the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction. The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. The global pandemic caused by COVID-19 may result in additional expenses and delays to the Corporation, the impact of which is uncertain on the Corporation at this time. See **"Business of the Corporation"**, **"Risk Factors", "Directors, Officers and Promoters"** and **"Conflicts of Interest"**.

THE CORPORATION

Name and Incorporation

Raging Rhino Capital Corp. (the **"Corporation"**) was incorporated on August 9, 2021, pursuant to the provisions of the *Business Corporations Act* (British Columbia) under the name "Raging Rhino Capital Corp.". The registered and records office of the Corporation is located at Suite 480-1500 W. Georgia Street, Vancouver, British Columbia, V6G 2Z6. The head office of the Corporation is located at Suite 480-1500 W. Georgia Street, Vancouver, British Columbia, V6G 2Z6.

The share capital of the Corporation consists of an unlimited number of Common Shares. As of the date hereof, 4,090,200 Common Shares are issued and outstanding.

The Corporation has no subsidiaries.

BUSINESS OF THE CORPORATION

Preliminary Expenses

As at the date hereof, the Corporation has incurred preliminary expenses with respect to this Offering of approximately $62,500 being the retainers paid to the Agent and the Corporation's legal counsel, David Smalley Law Corp. (see '**Material Contracts'**) Certain of the proceeds of the Offering may be utilized to satisfy the obligations of the Corporation related to this Offering, including the expenses of its auditors, legal counsel and the Agent's legal counsel, the listing fee payable to the Exchange and filing fees payable to the Commissions. See **"Use of Proceeds"**.

Proposed Operations until Completion of a Qualifying Transaction

The Corporation is a CPC created pursuant to the CPC Policy. The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. To date, the Corporation has not conducted commercial operations of any kind other than to enter into discussions for the purpose of identifying potential acquisitions or interests in commercially viable businesses or assets. The Corporation does not own any assets, other than cash. See **"Risk Factors"**.

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

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

Method of Financing

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

Criteria for a Qualifying Transaction

The 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. Approval of acquisitions will be made by the board of directors. The board of directors will examine proposed acquisitions having regard to sound business fundamentals, utilizing 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 enter into Qualifying Transaction Agreement, the Corporation must issue a comprehensive press 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 **"Business of the Corporation – Trading Halts, Suspensions and Delisting"**. Within 75 days after the issuance of such press release, the Corporation shall be required to submit for review to the Exchange either a CPC Information Circular that complies with applicable corporate and securities laws or a CPC Filing Statement that complies with the Exchange requirements. The CPC Information Circular must be submitted where there is a Non Arm's Length Qualifying Transaction. A CPC Filing Statement must be submitted where a Qualifying Transaction is not a Non Arm's Length Qualifying Transaction or shareholder approval is not otherwise required. The CPC Information Circular or CPC Filing Statement, as applicable, must contain prospectus level disclosure of the Target Company and the Corporation, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Form 3B1 or Form 3B2. Upon acceptance by the Exchange, the Corporation must either:

(i) file the CPC Filing Statement on SEDAR at least seven business days prior to closing of the Qualifying Transaction, and issue a news release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the CPC Filing Statement is available on SEDAR; or

(ii) mail the CPC Information Circular and related proxy material to its shareholders in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval at a meeting of the shareholders.

Unless waived by the Exchange, the Corporation will also be required to retain a Sponsor, who must be a member of the Exchange, and who will be required to submit to the Exchange a Sponsor Report prepared in accordance with the Policies of the Exchange. The Corporation will no longer be considered to be a CPC upon the Exchange having issued the Final Exchange Bulletin. The Exchange will generally not issue the Final Exchange Bulletin until the Exchange has received:

(i) in the case of a Non Arm's Length Qualifying Transaction, confirmation of the Majority of the Minority Approval of the Qualifying Transaction;

(ii) confirmation of closing of the Qualifying Transaction; and

(iii) all post-meeting or final documentation, as applicable, otherwise required to be filed with the Exchange pursuant to the CPC Policy.

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

Initial Listing Requirements

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

Trading Halts, Suspension and Delisting

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

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

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

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

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

In the event that the Common Shares of the Corporation are delisted by the Exchange, 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 **"Business of the Corporation – Filings and Shareholder Approval of Non Arm's Length Qualifying Transaction"**.

Refusal of a Qualifying Transaction

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

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

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

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to be received by the Corporation from the Offering will be $250,000. The expenses and costs of the Offering incurred to date and expected to be incurred (in total) are $134,000 (inclusive of agent's commission, administration fee and expenses). The gross proceeds received by the Corporation from the sale of 4,090,200 Common Shares prior to the date of this prospectus total $204,510 for which the Corporation incurred costs and expenses of $5,000. The estimated funds to be available to the Corporation from the sale of Common Shares distributed under this prospectus and prior sales of Common Shares is approximately $320,510. The following table indicates the principal uses to which the Corporation proposes to use the total funds available to it upon the completion of this Offering:

Cash proceeds raised from the sale of Common Shares prior to this Offering(1)	$	204,510
Expenses and costs related to raising of cash proceeds	$	(5,000)
Cash proceeds to be raised pursuant to this Offering(2)	$	250,000
Expenses and costs relating to the Offering (including Exchange listing fee; prospectus filing fees of the Commissions; Agent's commission; administration fee and legal fees and expenses of the Agent; legal fees of the Corporation's law firm and audit fees; and other expenses of the Corporation)(3)	$	(129,000)
Estimated funds available (on completion of the Offering)	$	**320,510**

Funds available for identifying and evaluating assets or business prospects(2)(4)	$	248,510
Estimated general and administrative and legal expenses until Completion of a Qualifying Transaction	$	72,000
Total Net Proceeds	$	320,510

Notes:
(1) See "Prior Sales".
(2) In the event the Agent exercises the Agent's Warrants and all of the Stock Options are exercised, there will be available to the Corporation a maximum of an additional $70,451 which will be added to the working capital of the Corporation. There is no assurance that any of the Agent's Warrants or Stock Options will be exercised.
(3) The Corporation had accrued expenses of $59,850 inclusive of accounting, audit and legal fees incurred to August 31, 2022.
(4) In the event that the Corporation enters into a Qualifying Transaction Agreement prior to spending the entire $248,510 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.

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

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

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:

1. reasonable expenses relating to the Corporation's IPO, including:

    (a) fees for legal services and audit services relating to the preparation and filing of this prospectus;
    (b) Agent's fees, costs and commissions; and
    (c) printing costs, including printing of this prospectus and share certificates;

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

    (a) office supplies, office rent and related utilities;
    (b) equipment leases;
    (c) fees for legal services; and
    (d) fees for accounting and advisory services;

3. reasonable expenses relating to a proposed Qualifying Transaction, including:

    (a) valuations or appraisals;
    (b) business plans;
    (c) feasibility studies and technical assessments;
    (d) sponsorship reports;
    (e) Geological Reports;
    (f) financial statements;

(g) fees for legal services; and
(h) fees for accounting, assurance and audit services;

4. agents' and finders' fees, costs and commissions;

5. assurance and audit fees of the Corporation;

6. escrow agent and transfer agent fees of the Corporation; and

7. 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:

1. the Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction;

2. the Qualifying Transaction has been announced in a comprehensive news release;

3. due diligence with respect to the Qualifying Transaction is well underway;

4. if applicable, a Sponsor has been engaged or the sponsorship requirement has been waived;

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

6. 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.

No proceeds from the sale of securities of the Corporation may be used to acquire or lease a vehicle.

No proceeds from the sale of securities of the Corporation have been used to pay any fees or salaries to or to acquire a vehicle for any director, officer or shareholder of the Corporation.

Private Placements for Cash

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

Prohibited Payments to Non Arm's Length Parties

Except as described under **"Options to Purchase Securities"** and **"Use of Proceeds – Restrictions on Use of Proceeds"**, the Corporation has not made, and until Completion of the Qualifying Transaction will not make, any payment of any kind, directly or indirectly, to a Non Arm's Length Party to the Corporation or a Non Arm's Length Party to the Qualifying Transaction, or to a Person engaged in investor relations activities, by any means, including:

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

(b) deposits and similar payments.

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

Notwithstanding the above, the Corporation may pay or reimburse a Non-Arm's Length Party to the Corporation for reasonable general and administrative expenses of the Corporation (including office supplies, office rent and related utilities, equipment leases, fees for legal services and fees for accounting and advisory services) not exceeding in the 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.

Finder's Fees

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

1. to a Person that is not a Non-Arm's Length Party to the Corporation; and

2. to a Non-Arm's Length Party to the Corporation, provided that:

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

   (b) the Qualifying Transaction is not a transaction between the Corporation and an existing public company;

   (c) the finder's fee is payable in the form of cash, Listed Shares and/or Warrants only;

   (d) the amount of any Concurrent Financing is not included in the value of the measurable benefit used to calculate the finder's fee; and

   (e) 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

Name of Agent and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed Haywood Securities Inc. as its agent to offer for distribution to the public, on a commercially reasonable efforts basis, 2,500,000 Common Shares in the share capital of the Corporation as provided in this prospectus, at a price of $0.10 per Common Share for gross proceeds of $250,000, subject to the terms and conditions of the Agency Agreement. The Agent will receive a commission equal to 10% of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Corporation will pay to the Agent a corporate finance fee of $12,500 and will pay the Agent's legal fees and expenses, up to a maximum of $12,500 plus the disbursements, searches and taxes of Haywood's legal counsel, for which a retainer of $12,500 has been paid by the Corporation to the Agent.

The Corporation has also agreed to issue to the Agent non-transferable share purchase warrants to purchase up to 250,000 Common Shares, which is equal to 10% of the Common Shares sold in connection with this Offering, at a price of $0.10 per Common Share (the **"Agent's Warrants"**), which may be exercised for a period of 24 months from the date the Common Shares are listed for trading on the Exchange. All of the Agent's Warrants are qualified for distribution under this prospectus. The Agent's Warrants may be exercised in whole or in part by the Agent before the Completion of the Qualifying Transaction, provided that no more than 50% of the aggregate number of Common Shares received on the exercise of the Agent's Warrants may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

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

The Offering will be made in accordance with the rules and policies of the Exchange and with the consent of the Exchange. The closing of the Offering will take place at such time as the Corporation and the Agent may agree, provided that subscriptions for the full amount of the Offering have been received.

The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for all of the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as stated in the Agency Agreement.

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering is of 2,500,000 Common Shares for total gross proceeds of $250,000. Pursuant to the CPC Policy, 75% of the Common Shares offered under this prospectus being 1,875,000 of the total Common Shares offered under this prospectus, are subject to the following limits (i) no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% or 50,000 ($5,000) of the total Common Shares offered under this prospectus and (ii) the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 100,000 ($10,000) of the total number of Common Shares offered under this prospectus.

The funds received from the Offering will be deposited with the Agent, and will not be released until all proceeds from the Offering have been deposited and the Agent consents to the release thereof. Subscriptions of 2,500,000 Common Shares for total gross proceeds of $250,000 must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by the Agent and Persons or Companies who subscribed within that period, and in any event not later than 180 days after the date of the receipt for the final prospectus, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities Being Distributed

The Corporation has granted 409,020 Stock Options to directors and officers of the Corporation, 349,020 of which were granted on December 3, 2021 and 60,000 of which were granted on August 24, 2022. The Corporation proposes to grant a further 250,000 Stock Options to directors and officers of the Corporation on the date the Common Shares are listed on the Exchange, in accordance with the policies of the Exchange, which options are qualified for distribution under this prospectus. The Stock Options entitle the holders to purchase up to 659,020 Common Shares, 409,020 of which shall be exercisable at a price of $0.05 per Common Share and 250,000 of which shall be exercisable at a price of $0.10 per Common Share, all such options may be exercised for a period of 10 years from the date of grant subject to the continuous service of the holder. See **"Options to Purchase Securities"**.

Determination Price

The price of this Offering has been determined by negotiation between the Corporation and the Agent in accordance with the CPC Policy.

Listing Application

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

As at the date of this prelimiary 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, a U.S. marketplace, or a marketplace outside of Canada and the United States of America other than the Alternative Investment Market of the London Stock Exchange or the PLUS markets operated by PLUS Markets Group plc.

Subscriptions by and Restrictions on the Agent

The Agent has advised the Corporation that to the best of its knowledge and belief, no directors, officers, employees or contractors or any Associate or Affiliate of the Agent have subscribed for Common Shares of the Corporation.

Restriction on Trading

Other than the initial distribution of the Common Shares pursuant to this preliminary prospectus, the issuance of the Agent's Warrants and the grant of the Stock Options, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for this prospectus is issued by the Commissions and the time the Common Shares are listed for trading on the Exchange, except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

DESCRIPTION OF SECURITIES DISTRIBUTED

The Corporation is authorized to issue an unlimited number of Common Shares of which 4,090,200 Common Shares are issued and outstanding as fully paid and non-assessable as at the date hereof. In addition, 2,500,000 Common Shares are reserved for issuance pursuant to this Offering, 250,000 Common Shares are reserved for issuance upon exercise of the Agent's Warrants, and 659,020 Common Shares are reserved for issuance upon exercise of the Stock Options. All of the Common Shares to be outstanding on completion of this Offering will be fully paid and non-assessable. See **"Prior Sales"**, **"Options to Purchase Securities"** and **"Plan of Distribution"**.

The holders of the Common Shares are entitled to dividends, if, as and when declared by the board of directors of the Corporation, to one vote per share at meetings of the shareholders of the Corporation and, upon liquidation, to receive such assets of the Corporation as are distributable to the holders of the Common Shares.

CAPITALIZATION

Designation of Security	Amount authorized	Amount outstanding as at August 31, 2021 (1)(2)	Amount outstanding as at the date hereof (1)(2)	Amount to be outstanding after the Offering is sold (2)(3)(4)(5)
Common Shares	Unlimited	4,090,200 Common Shares ($204,510)	4,090,200 Common Shares ($204,510)	6,590,200 Common Shares ($454,510)
Long Term Debt	Nil	Nil	Nil	Nil

Notes:

(1) The Corporation had not commenced commercial operations as at August 31, 2021 or as at the date hereof.

(2) These Common Shares were issued at $0.05 per share and will be held in escrow in accordance with the CPC Policy. See **"Escrowed Securities"**.

(3) Before deducting the costs and expenses of the Offering estimated in the aggregate amount of $134,000.

(4) The Corporation has reserved an aggregate of 250,000 Common Shares to be issued pursuant to the exercise of the Agent's Warrants. The Agent's Warrants will have an exercise price of $0.10 per Common Share and may be exercised for a term of 24 months from the date of listing Common Shares on the Exchange. See "**Plan of Distribution**".

(5) The Corporation has reserved an aggregate of 659,020 Common Shares to be issued pursuant to the exercise of Stock Options. 409,020 of the Stock Options are exercisable at a price of $0.05 per Common Share, 250,000 of the Stock Options shall be exercisable at $0.10 per Common Share, all such options may be exercised for a period of 10 years from the date of grant subject to the continuous service of the holder. See **"Options to Purchase Securities"**.

OPTIONS TO PURCHASE SECURITIES

Stock Options

The Corporation has granted 409,020 Stock Options to directors and officers of the Corporation, 349,020 of which were granted on December 3, 2021 and 60,000 of which were granted on August 24, 2022. The Corporation proposes to grant a further 250,000 Stock Options to directors and officers of the Corporation on the date the Common Shares are listed on the Exchange, in accordance with the policies of the Exchange, which options are qualified for distribution under this prospectus. The Stock Options are and will be granted under the Corporation's Stock Option Plan and are allocated and expected to be allocated on the following basis:

Name of Optionee	Number of Common Shares Reserved Under Option Under the Offering	Exercise Price per Common Share	Date of Grant	Expiry Date
Michael B. Harrison	49,860	$0.05	December 3, 2021	December 3, 2031
	8,574	$0.05	August 24, 2022	August 24, 2032
Gary O'Connor	49,860	$0.05	December 3, 2021	December 3, 2031
	8,571	$0.05	August 24, 2022	August 24, 2032
John P. Conlon	49,860	$0.05	December 3, 2021	December 3, 2031
	8,571	$0.05	August 24, 2022	August 24, 2032
Vladimiro G. Cernetig	49,860	$0.05	December 3, 2021	December 3, 2031
	8,571	$0.05	August 24, 2022	August 24, 2032
Edward Cheung	49,860	$0.05	December 3, 2021	December 3, 2031
	8,571	$0.05	August 24, 2022	August 24, 2032
Philip C. Rickard	49,860	$0.05	December 3, 2021	December 3, 2031
	8,571	$0.05	August 24, 2022	August 24, 2032
Pui Hong (Eric) Tsung	49,860	$0.05	December 3, 2021	December 3, 2031
	8,571	$0.05	August 24, 2022	August 24, 2032
Michael B. Harrison	35,716	$0.10	the date the Common Shares are listed on the Exchange	10 years from the date of grant
Gary O'Connor	35,714	$0.10	the date the Common Shares are listed on the Exchange	10 years from the date of grant
John P. Conlon	35,714	$0.10	the date the Common Shares are listed on the Exchange	10 years from the date of grant
Vladimiro G. Cernetig	35,714	$0.10	the date the Common Shares are listed on the Exchange	10 years from the date of grant
Edward Cheung	35,714	$0.10	the date the Common Shares are listed on the Exchange	10 years from the date of grant
Philip C. Rickard	35,714	$0.10	the date the Common Shares are listed on the Exchange	10 years from the date of grant
Pui Hong (Eric) Tsung	35,714	$0.10	the date the Common Shares are listed on the Exchange	10 years from the date of grant
Total	**659,020**			

Stock Option Terms for Options granted while the Corporation is a CPC

While the Corporation is a CPC, 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 non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the total issued and outstanding Common Shares as at the closing of the CPC IPO and are only exercisable for a period of up to 10 years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed five percent (5%) of the issued and outstanding Common Shares as at the closing of the CPC IPO and the number of Common Shares reserved for issuance to all technical consultants will not exceed two percent (2%) of the issued and outstanding Common Shares as at the closing of the CPC IPO.

While the Corporation is a CPC it is prohibited from granting Stock Options to any person providing Investor Relations activities, promotional or market – making services.

Stock Options may be exercised anytime to and including the later of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the Option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

Any Common Shares acquired pursuant to the exercise of Stock Options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. In addition, all Common Shares issued on or after the date of the Final Exchange Bulletin pursuant to the exercise of Stock Options granted prior to or concurrent with the closing of the Offering with an exercise price that is less than the issue price of this Offering are also subject to escrow under the Escrow Agreement. For further details of the escrow requirements and release provisions. See **"Escrow Securities"**.

Stock Option Plan

The Corporation adopted a stock option plan (the **"Stock Option Plan"**) on December 3, 2021. The purpose of the Stock Option Plan, pursuant to which it may grant stock options, is to recognize contributions made by its key individuals and to create an incentive for their continuing assistance to the Corporation and its Affiliates. The Stock Option Plan provides an incentive for and encourages ownership of the Corporation's Common Shares by its key individuals so that they may increase their stake in the Corporation and benefit from increases in the value of the Corporation's Common Shares. Pursuant to the Stock Option Plan, the maximum number of Common Shares reserved for issuance in any 12 month period to any one optionee, other than a consultant or persons engaged in investor relations activities may not exceed 5% of the issued and outstanding Common Shares at the date of the grant, unless the Corporation has obtained disinterested shareholder approval. The maximum number of Common Shares reserved for issuance in any 12 month period to any consultant may not exceed 2% of the issued and outstanding Common Shares at the date of the grant while the maximum number of Common Shares reserved for issuance in any 12 month period to all persons engaged in investor relations activities may not exceed 2% of the issued and outstanding number of Common Shares at the date of the grant. While the Corporation is a CPC, it is prohibited from granting options to any person providing investor relations activities, promotional or market–making services. The expiry date of the stock options is set by the board of directors at the time the options are granted, for a period of up to 10 years from the date of grant. Stock options may be exercised for a period of 90 days following the date the optionee ceases to be a director, officer, employee or consultant of the Corporation or its Affiliates, provided that if the cessation of such position or arrangement was by reason of death or disability, the option may be exercised within a maximum period of one year after such death or disability, subject to the expiry date of such option; and if the optionee was engaged to provide investor relations services, the optionee has 30 days from the date of cessation, subject to expiry date of the stock options. While the Corporation is a CPC, the CPC Policy imposes certain restrictions on the Persons eligible to be granted stock options and certain terms on the Stock Option Plan. See **"Stock Option Terms for Options granted while the Corporation is a CPC"** above.

PRIOR SALES

Since the date of incorporation of the Corporation, 4,090,200 Common Shares have been issued as follows:

Date Issued	Number of Shares (1)	Issue Price Per Share	Aggregate Issue Price	Consideration Received
November 20, 2021	3,090,200	$0.05	$204,510	Cash
June 13, 2022	1,000,000	$0.05	$50,000	Cash

Note:
(1) All of these 4,090,200 Common Shares will be held in escrow. See **"Escrowed Securities"**.

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 4,090,200 Common Shares issued prior to this Offering at a price below $0.10 per Common Share, and all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under this Offering or otherwise prior to Completion of the Qualifying Transaction will be deposited with the Escrow Agent under the CPC Escrow Agreement.

All Stock Options and all Common Shares acquired on exercise of Stock Options prior to Completion of the Qualifying Transaction, must also be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

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

In addition, all Common Shares of the Corporation acquired in the secondary market prior to Completion of the Qualifying Transaction by any Person or Company who becomes a Control Person of the Corporation are required to be deposited in escrow. Subject to certain exceptions permitted by the Exchange, all securities of the Corporation held by Principals of the Resulting Issuer will also be escrowed.

The following table sets out, as of the date of this prospectus and immediately after completion of this Offering, the number of Common Shares and Stock Options of the Corporation which are held in escrow:

		Escrowed Shares			Escrowed Stock Options
Name and Municipality of Residence of Shareholder	Number of Common Shares Held	Number of Common Shares Escrowed	Percentage of Common Shares Issued Before Completion of the Offering	Percentage of Common Shares Issued Upon Completion of Offering(1)	Number of Stock Options Escrowed
Michael B. Harrison Bali, Indonesia	100,000	100,000	2.44%	1.52%	94,150
Gary O'Connor Georgetown, ON, Canada	500,200	500,200	12.23%	7.59%	94,145
John P. Conlon Toronto, ON, Canada	500,000	500,000	12.22%	7.59%	94,145
Vladimiro G. Cernetig Vancouver, BC, Canada	500,000	500,000	12.22%	7.59%	94,145
Edward Cheung Midlevels, Hong Kong	100,000	100,000	2.44%	1.52%	94,145
Philip C. Rickard Jakarta, Indonesia	500,000	500,000	12.22%	7.59%	94,145

Name and Municipality of Residence of Shareholder	Number of Common Shares Held	Escrowed Shares			Escrowed Stock Options
		Number of Common Shares Escrowed	Percentage of Common Shares Issued Before Completion of the Offering	Percentage of Common Shares Issued Upon Completion of Offering(1)	Number of Stock Options Escrowed
Pui Hong (Eric) Tsung Vancouver, BC, Canada	100,000	100,000	2.44%	1.52%	94,145
David W. Smalley Vancouver, BC, Canada	100,000	100,000	2.44%	1.52%	Nil
Andrew T. Hunter Vancouver, BC, Canada	100,000	100,000	2.44%	1.52%	Nil
Patricia Zacarias Vancouver, BC, Canada	590,000	590,000	14.42%	8.95%	Nil
Daniel A Bowman Jakarta, Indonesia	500,000	500,000	12.22%	7.59%	Nil
Robert Dixon Toronto, ON, Canada	150,000	150,000	3.67%	2.28%	Nil
Olav Langelaar North Vancouver, BC, Canada	100,000	100,000	2.44%	1.52%	Nil
Richard Cohen Vancouver, BC, Canada	125,000	125,000	3.06%	1.90%	Nil
Robert Klassen Vancouver, BC, Canada	125,000	125,000	3.06%	1.90%	Nil
Total	4,090,200	4,090,200	100.00%	62.06%	659,020

Notes:

(1) Assuming that no Common Shares are purchased by these shareholders under this Offering and assuming that none of the Agent's Warrants and Stock Options are exercised. See **"Plan of Distribution"** and **"Options to Purchase Securities"**.

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 any issuance of securities or transfer of securities that could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any control person of the holding company not to transfer the shares of that holding company.

Under the CPC Escrow Agreement, 25% of the escrowed Common Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the **“Initial Release”**) and an additional 25% will be released on the dates which are 6 months, 12 months, and 18 months following the Initial Release.

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

If the Final 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, the Transfer Agent is irrevocably authorized to:

1. immediately cancel any escrowed Common Shares held by any Non Arm’s Length Party to the Corporation which holds escrowed Common Shares acquired at a price below the Offering price under this prospectus; and

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

Escrowed Securities on Qualifying Transaction

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

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares Owned Before and Upon Completion of Offering(1)(2)	Percentage of Common Shares Owned Before Completion of Offering(2)	Percentage of Common Shares Owned Upon Completion of Offering(2)(3)
Philip C. Rickard Jakarta, Indonesia	Direct	500,000	12.22%	7.59%
Gary O’Connor Georgetown, ON, Canada	Direct	500,200	12.23%	7.59%
John P. Conlon Toronto, ON, Canada	Direct	500,000	12.22%	7.59%
Vladimiro G. Cernetig Vancouver, BC, Canada	Direct	500,000	12.22%	7.59%
Patricia Zacarias Vancouver, BC, Canada	Direct	590,000	14.42%	8.95%
Total		2,590,200	63.31%	39.31%

Notes:

(1) Subject to the CPC Escrow Agreement. See **“Escrowed Securities”**.
(2) Assuming that no Common Shares are purchased by these shareholders under this Offering and assuming that none of the Agent’s Warrants and the Stock Options are exercised. See **“Plan of Distribution”**.

(3) Where all the Stock Options and Agent Warrants exercised the Principal Shareholders would own 39.56% of the fully diluted Common Shares of the Corporation and where the Principal Shareholders have exercised their Stock Options they would own 42.58% of the Common Shares of the Corporation.

DIRECTORS, OFFICERS AND PROMOTERS

The following are the names and municipalities of residence of the directors, officers and promoter of the Corporation, their positions and offices with the Corporation, their present and prior principal occupations during the past five years, the number of Common Shares beneficially owned or over which they directly or indirectly exercise control or direction, and the percentage of Common Shares to be held by each of them prior to and on completion of the Offering:

Name and Municipality of Residence	Position and Office	Principal Occupation for the Five Years Preceding the Date Hereof	Number and Percentage of Common Shares Held Prior to the Offering	Number and Percentage of Common Shares Upon Completion of Offering[(1)]	Audit Committee
Michael B. Harrison Bali, Indonesia	Director, C.E.O.	Director and CEO of Pebble Labs Inc. from Oct 2016 to September 2020. Director and Chairman of Trait Biosciences Inc. from June 2017 to March, 2021. Director and CEO of Batik Resources from August 2020 to Present. Executive Chairman of Nature's Vault Ltd. from September 2021 to Present.	100,000 (2.44%)	100,000 (1.52%)	
Gary O'Connor Georgetown, ON, , Canada	Director	Vice President of Dundee Resources Ltd. from April 2007 to May 2017. CEO, President and Director of Moneta Gold Inc. from June 2017 to Present.	500,200 (12.23%)	500,200 (7.59%)	✔
John P. Conlon Toronto, ON, , Canada	Director	Retired from June 2010 to Present.	500,000 (12.22%)	500,000 (7.59%)	✔*
Vladimiro G. Cernetig Vancouver, BC, , Canada	Director	Owner and President of Catalytico – ideas in motion from 2010 to Present.	500,000 (12.22%)	500,000 (7.59%)	✔

Name and Municipality of Residence	Position and Office	Principal Occupation for the Five Years Preceding the Date Hereof	Number and Percentage of Common Shares Held Prior to the Offering	Number and Percentage of Common Shares Upon Completion of Offering(1)	Audit Committee
Edward Cheung Midlevels, Hong Kong	Director	Director of State Street Bank & Trust, Hong Kong from May 2014 to March 2016. Chief Development Officer for Pebble Labs Inc. from August 2016 to October 2020. Director of Quantum Peak Investment Ltd from November 2020 to Present.	100,000 (2.44%)	100,00 (1.52%)	
Philip C. Rickard Jakarta, Indonesia	Director	Director of Blackgold Natural Resources Ltd. from March 2015 to October 2019. Director & CEO of Nature's Vault Ltd. from September 2021 to Present.	500,000 (12.22%)	500,000 (7.59%)	
Pui Hong (Eric) Tsung Vancouver, BC, , Canada	C.F.O. & Corporate Secretary	Senior Manager at Quantum Advisory Partners LLP from Sept. 2014 to present.	100,000 (2.44%)	100,00 (1.52%)	

Notes:

* Denotes Chair of Audit Committee.

(1) Assuming that no Common Shares are purchased by these shareholders under this Offering and assuming none of the Agent's Warrants and Stock Options are exercised. See **"Plan of Distribution"**.

The Corporation's audit committee is comprised of three directors John P. Conlon (Chair), Vladimiro G. Cernetig, and Gary O'Connor. All members are "financially literate" as defined in National Instrument 52-110. An audit committee charter governs the Corporation's audit committee.

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.

The directors will devote their time and expertise as required by the Corporation, however, it is not anticipated that any director will devote 100% of his time.

The directors and officers, as a group, beneficially own and control 2,300,200 Common Shares, which represents 56.24% of the issued and outstanding Common Shares of the Corporation before giving effect to this Offering. Such Common Shares will represent 34.90%

of the issued and outstanding Common Shares of the Corporation upon completion of the Offering, assuming no Common Shares are purchased by directors and officers under this Offering, and before the exercise of the Stock Options and Agent Warrants.

The following is a brief description of the principal occupations of the above named individuals during the last five years, along with other biographical information:

Michael B. Harrison– Bali, Indonesia - 65 years of age – Director & Chief Executive Officer

Mr. Harrison was previously an investment banker and worked for Planvest Capital (C.M. Oliver) in Vancouver from 1987-1992, achieving the position of Chief Development Officer. Mr. Harrison has arranged financing for both public and private companies in both North America and Asia. He has been C.E.O. of numerous mining and biotechnology companies since that time.

Mr. Harrison has arranged financing for both public and private companies in both North America and Asia. From 1993 to 1997 he was Chief Development Officer of Biocoll Medical., a biotech company, which successfully commercialized its technology and divested it to GenSci Regeneration Sciences Inc. in 1997. He has also been involved in mining, acting as President of two companies who were public at the time (ERI Ventures from 1996 to 1997 and International Annax from 1994 to 2000 and a private company (Indoterra Resources, 2007 – 2014) in Asia.

Mr. Harrison is currently of C.E.O. of Batik Resources Ltd., a private company in the mining industry with interests in Indonesia

Mr. Harrison will devote 10% of his time, on average, to the affairs of the Corporation.

Gary O'Connor – Georgetown, Ontario, Canada - 62 years of age – Director

Mr. O'Connor has over 35 years of experience in the mining industry and is currently CEO, President and Director of Moneta Gold Inc., a TSX listed company, which is developing the Tower Gold project in Ontario, Canada. Mr O'Connor has been with the company since 2017. Previously he worked as Vice-President Exploration of Dundee Resources for 10 years from 2007 to 2017, responsible for the technical due diligence of resource projects for investment for the corporation and managed funds. He is also a director of TSX-V listed Waseco Resources since 2016 and previously a director of Alexandria Minerals Corporation from 2016 until 2019.

From 2000 to 2007 he was Vice-President, Exploration of Gabriel Resources Ltd and European Goldfields responsible for the exploration programs of both companies covering the resource definition of the Rosia Montana and Certej gold deposits, the discovery of the Rodu-Frasin gold deposit as well as the definition of the Bucium Tarnita and Rosia Poieni Cu-Au porphyry deposits.

Mr. O'Connor worked for Freeport-McMoRan Copper & Gold in Indonesia from 1990 to 2000 ending as the District Exploration Manager, managing the exploration program of Freeport in Indonesia, including the discovery of the Wabu Gold skarn deposit, the drill out of the Duwagu and Komopa Cu-Au porphyries, the Etna Bay Cu-Au porphyry discovery, the discovery of the Mamoa Au-Cu porphyry and the drill out of the Siduarsi Ni-Co laterite deposit. While with Freeport Mr. O'Connor worked on the due diligence and discovery of a major gold fraud on the Busang gold "deposit" in Kalimantan by Bre-X.

Before joining Freeport, he worked as an exploration geologist for BP Minerals, Pelsart and Amax in SE Asia, South West Pacific and New Zealand exploring the Macraes gold deposit, Martha Hill gold deposit and the Masupa Ria gold deposit in Kalimantan. He graduated from the University of Auckland in 1982 with a bachelor's degree in geology, geophysics and environmental studies. He is a Fellow of the Australasian Institute of Mining and Metallurgy, and a Fellow of the Society of Economic Geology.

John P. Conlon – Toronto, Ontario, Canada - 82 years of age – Director

Mr. Conlon has been involved in the mining industry since 1972, when he became an owner of a mining equipment supply company. In 1980, he became a major shareholder of a mining contracting company focusing on mine development and in 1995 he formed a company engaged in the business of repair and manufacturing of mining equipment. He was also a founding shareholder of Golden Reign Resources Ltd. (TSX.V:GRR). He serves or has served as a director of several companies including Cambrian Mining Plc (CBM: AIM), Mandalay Resources Corp. (MND: TSX), Coal International Plc, Xtract Energy Plc (XTR: LSE), and Western Canadian Coal Corp.

Vladimiro G. Cernetig – Vancouver, British Columbia, Canada - 60 years of age – Director

Mr. Cernetig is the founder of Catalytico – ideas in motion, a strategic branding agency that uses digital communications & multi-media production to articulate the strategic positioning and brand strategies for major corporations and government. He has a proven record of creating and executing regional and national brand strategies, with a particular focus on public policy, crisis management and strategic marketing focused on market development, as well as engagement of investors and stakeholders. His client list includes companies in real estate, agrifoods, biotech, property development, energy, mining, transportation & aviation, philanthropy, international exporters, entertainment, IPOs and government.

Prior to founding Catalytico in 2010, Miro was an award-winning journalist and documentary filmmaker who worked across Canada, North America and Asia, serving in senior writing roles covering Beijing, New York, The Arctic, Edmonton, Vancouver and Victoria. During his 25-year career, Mr. Cernetig has worked in film, print and digital mediums for some of the world's most prestigious media brands.

Edward Cheung – Midlevels, Hong Kong - 52 years of age – Director

Mr. Cheung has over 20 years experience in Equity and Derivatives Sales-Trading at investments banks in London, Singapore, Seoul and Hong Kong. During his career he has held positions at JP Morgan, Lehman Brothers, Credit Suisse, RBS and most recently at State Street Bank & Trust.

Since moving to Asia in 1998 Mr. Cheung has been advising and trading Asia Pacific equities, derivatives and exotic products for institutions, asset managers, hedge funds, central banks and sovereign wealth funds. He has been involved in the distribution of some of the biggest IPOs in Asia including ICBC (Industrial & Commercial Bank of China), China CITIC Bank and AIA Group.

Mr. Cheung was formerly the Chief Development Officer at Pebble Labs Inc., a private biotech company developing innovative solutions to pest control in plants, aquaculture, and insects.

Mr. Cheung previously served as a Director and was on the Audit Committee of Efficacious Elk Capital Corp., a capital pool company listed on the TSXV that completed its qualifying transaction with MiMedia, Inc in March 2022.

Mr. Cheung was awarded a Bachelor of Science degree from the University College London in Economics in 1993 and an Master of Arts. in Property Valuation & Law from City University Cass Business School, London in 1995.

Philip C. Rickard – Jakarta, Indonesia - 53 years of age – Director

Phil Rickard is a global entrepreneur leveraging over 30 years experience to found and develop successful ventures in Resources, FinTech, and Renewable Energy. He is currently the CEO and Founder of Nature's Vault a company focusing on revolutionizing how we mine, store, and trade gold.

Mr. Rickard is a founding shareholder of 3 renewable energy companies; Terrasys Energy, Sawa Energy, and Solarsys (renewable energy companies developing over 350MW of projects across Indonesia.) He was also a founding shareholder of IndoGold Mining and a partner in Ensbury Kalteng Gold (gold mining companies with concessions in Indonesia.)

At the beginning of the FinTech revolution he was CEO and owner of one of the largest mobile payment companies in South East Asia, pioneering micro payments for premium mobile content. Until it was sold to Stellent, now a division of Oracle, he was founder and EVP of ActiveIQ Technologies (a NASDAQ listed knowledge management company).

During the 1990's, he served as Director and VP of International Development of the Ariobimo Group (a medium sized Indonesia-based conglomerate, achieving double-digit yearly growth in all areas, revenue, profitability, number of employees, and asset base.)

He gives back to the community as Chairman of the Jakarta Intercultural School and the Co-Founder of the Artha Graha Perduli Covid 19 Centre. He is also founding president of the Association of Catalyst Companies for the Singapore Stock Exchange (SGX), assisting with policies to improve the SGX.

Pui Hong (Eric) Tsung – Vancouver, British Columbia, Canada - 45 years of age – Chief Financial Officer & Corporate Secretary

Mr. Tsung has over 15 years of experience in financial services and consulting. He has developed extensive experience in internal and external financial reporting, operations, mergers and acquisitions (M&A), public and private financing.

Currently, Mr. Tsung is a senior manager of Quantum Advisory Partners LLP, a professional services firm that provides Chief Financial Officer, Controller and day-to-day accounting support services to private and public companies in Canada and the United States. He has previously served as Chief Financial Officer of Eco Oro Minerals Corp. (CSE: EOM) and as VP, Finance of Premier Diversified Holdings Inc. (TSXV: PDH.V).

Mr. Tsung is a Chartered Professional Accountant (CPA, CGA), Association of Chartered Certified Accountants (FCCA) (UK), and holds a Masters in Business Administration (MBA) from Laurentian University.

Promoter

Michael B. Harrison may be considered to be the promoter of the Corporation in that he took the initiative in organizing the business of the Corporation. Mr. Harrison currently holds 100,000 Common Shares, either directly or indirectly, which is 2.44% of the issued and outstanding Common Shares and will be 1.52% of the issued and outstanding Common Shares after completion of the Offering, and currently holds 58,434 incentive Stock Options exercisable at a price of $0.05 per Common Share and will be issued an additional 35,716 incentive Stock Options exercisable at a price of $0.10 per Common Share upon closing of the Offering. See **"Options to Purchase Securities", "Principal Shareholders"**, **"Prior Sales"** and **"Directors, Officers and Promoters"**.

Other Reporting Issuer Experience

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

Name	Name of Reporting Issuer	Name of Exchange or Market	Position	From	To
Michael B. Harrison	Efficacious Elk Capital Corp.(1)	TSX-V	Director	July., 2018	March, 2022
	Fabled Silver Gold Corp. (2)	TSX-V	Director CEO	Sep., 2018 Sept. 2018	Oct., 2021 July, 2020
Edward Cheung	Efficacious Elk Capital Corp.(1)	TSX-V	Director	July., 2018	Dec., 2021
Gary O’Connor	Moneta Gold Inc.	TSX	CEO & Director	May, 2017	Dec., 2021
	Waseco Resources Inc.	TSX-V	Director	Sep., 2017	Dec., 2021
	Alexandria Minerals Corporation	TSX-V	Director	May, 2016	Aug., 2019
	Copper Lake Resources Ltd.	TSX-V	Director	Mar., 2015	Jul., 2018
Philip C. Rickard	Blackgold Natural Resources Ltd.	SGX	Director, Chairman & CEO	Mar., 2015	Oct., 2019
John P. Conlon	Mako Mining Corp. (2)	TSX-V	Non-Executive Director	Jan., 2010	Nov., 2019
	EastCoal Inc.	TSX-V	Non-Executive Director	Jun., 2008	Jun., 2022
Pui Hong (Eric) Tsung	Eco Oro Minerals Corp.	CSE	CFO	Aug., 2017	Dec., 2021
	Premier Diversified Holdings Inc.	TSX-V	VP Finance	May, 2017	Oct., 2021
			Director	Nov., 2021	Dec., 2021

Notes:

(1) Effiacacious Elk Capital Corp. was a CPC that completed its qualifying transaction with MiMedia, Inc. in March 2022 and was renamed MiMedia Holdings Inc.

(2) Fabled Silver Gold Corp. was previously a CPC named Flying Monkey Capital Corp. and changed its name on September 26, 2018 concurrently with its Qualifying Transaction.

(3) Mako Mining Corp. was previously named Golden Reign Resources and changed its n ame on November 14, 2018 concurently with its business combination transaction.

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed below, none of the directors, officers, insiders or promoters of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, is, or within the past 10 years before the date hereof, has been a director, officer, insider or promoter of any other issuer that, while that person was acting in that capacity, was the subject of a cease trade order or similar order or an order that denied that issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days, or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Penalties or Sanctions

None of the directors, officers, insiders or promoters of the Corporation or a 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 a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

None of the directors, officers, Insiders or promoters of the Corporation or a 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 has, within the past 10 years before the date of this prospectus, become bankrupt, made a proposal under bankruptcy or insolvency legislation or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

Conflicts of Interest

There are potential conflicts of interest to which all of the directors, officers, insiders and promoters of the Corporation will be subject in connection with the operations of the Corporation. Some or all of the directors, officers, Insiders and promoters 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 prescribed by the *Business Corporations Act* (British Columbia), the Exchange and applicable securities law, regulations and policies.

Indebtedness of Directors, Officers and Promoters

None of the directors, officers and promoters of the Corporation, nor any of their respective Associates or Affiliates has been indebted to the Corporation since the date of the Corporation's incorporation.

Audit Committee

The Corporation formed an Audit Committee (the "**Audit Committee**") on December 1, 2021. The Audit Committee is comprised of John P. Conlon (Chair), Gary O'Connor and Vladimiro G. Cernetig, each of whom are financially literate as such term is defined in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"). All of the members of the audit committee are considered independent. A description of the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member may be found above under the heading "*Directors, Officers and Promoters*". The Audit Committee will be responsible for reviewing the Corporation's financial reporting procedures, internal controls and the performance of the financial management and external auditors of the Corporation. The Audit Committee will also review the annual audited financial statements and make recommendations to the Corporation's board of directors. The Corporation is relying on the exemption set out in section 6.1 of NI 52-110.

Audit Committee Charter

The full text of the Corporation's audit committee charter is attached hereto as Schedule "A".

Audit Committee Oversight

Since the commencement of the Corporation's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Corporation's board of directors.

Pre-Approval Policies and Procedures.

The Audit Committee will have authority and responsibility for pre-approval of all non-audit services to be provided to the Corporation or its subsidiary entities by the external auditors or the external auditors of the Corporation's subsidiary entities, unless such pre-approval is otherwise appropriately delegated or if appropriate specific policies and procedures for the engagement of non-audit services have been adopted by the Audit Committee.

Reliance on Certain Exemptions

The Corporation has not relied on exemption any exemptions in NI 52-110, except for those in section 6.1 of NI 52-110, which exempts the Corporation from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

External Auditor Service Fees by Category

Although the Corporation has incurred auditor service fees, the Corporation's auditor has not yet billed the Corporation for any audit fees, audit related fees, tax fees or any other associated fees.

EXECUTIVE COMPENSATION

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

(a) remuneration, which includes but is not limited to:
- (i) salaries;
- (ii) consulting fees;
- (iii) management contract fees or directors' fees;
- (iv) finder's fees; and
- (v) loans, advances, bonuses; and

(b) deposits and similar payments.

However, the Corporation may reimburse Non Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value (**"Permitted Reimbursement"**). No reimbursement may be made for any payment made to lease or buy a vehicle. See **"Use of Proceeds – Prohibited Payments to Non Arm's Length Parties"**.

The directors and officers of the Corporation will be granted Stock Options as set out under **"Options to Purchase Securities"**.

Following Completion of the Qualifying Transaction, it is anticipated that the Corporation shall pay compensation to its directors and officers. However, no payment other than Permitted Reimbursements 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.

DILUTION

Purchasers of the Common Shares offered hereunder will suffer an immediate dilution of 31.03% or $0.03103 per Common Share, on the basis of there being 6,590,200 Common Shares of the Corporation issued and outstanding assuming completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised under this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation.

Gross proceeds of prior share issuances	$204,510
Gross proceeds of this Offering	$250,000
Total gross proceeds after this Offering	$454,510

Offering price per share	$0.10
Proceeds per share after this Offering	$0.06897
Dilution per share to subscriber	$0.03103
Percentage of dilution in relation to offering price	31.03%

DIVIDEND POLICY

No dividends have been paid on any shares of the Corporation since the date of its incorporation, and it is not contemplated that any dividends will be paid in the immediate or foreseeable future.

If the Corporation generates earnings in the foreseeable future, it expects that they will be retained to finance growth, if any, and, when appropriate, retire debt. The directors of the Corporation will determine if and when dividends should be declared and paid in the future based on the Corporation's financial position at the relevant time. All of the Common Shares are entitled to an equal share in any dividends declared and paid.

RISK FACTORS

The following is a list of risk factors that a prospective investor should consider before subscribing for Common Shares, which list is not exhaustive:

(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 the prospectus is highly speculative given the proposed nature of the Corporation's business and its 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. See **"Directors, Officers and Promoters"** and **"Conflicts of Interest"**.

(d) Assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 31.03% or $0.03103 per Common Share. See **"Dilution"**.

(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 a 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 a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval.

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

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

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

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

(o) The Qualifying Transaction may be financed in all or part by the issuance of additional securities by the 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) 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 its Offering, and its ability to obtain additional necessary capital in the future. In particular, while the precise impact of the COVID-19 outbreak on the Corporation remains unknown, rapid spread of COVID-19 and its declaration as a global pandemic may have a negative impact on the Corporation’s business in general.

(q) Subject to prior Exchange acceptance, 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.

As a result of these factors, this 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.

LEGAL PROCEEDINGS

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

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as disclosed above and in this prospectus, there are no material transactions with the directors, officers, promoters or principal holders of the Corporation’s securities that have occurred since the date of incorporation of the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND AGENT

The Corporation is not a “related issuer” or “connected issuer” of the Agent as such terms are defined in National Instrument 33-105 – Underwriting Conflicts.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to the Offering will be passed upon by David Smalley Law Corporation on behalf of the Corporation, and by DS Burstall LLP on behalf of the Agent.

David Smalley Law Corporation is a shareholder of the Corporation. Legal expenses related to the Offering will be paid to David Smalley Law Corp. per a retainer agreement between the Corporation and David Smalley Law Corp. (see '**Material Contracts'**). As at the date hereof, David Smalley Law Corp. owns 2.44% or 100,000 of the Common Shares of the Corporation and Andrew Hunter, an employee of David Smalley Law Corporation owns 2.44% or 100,000 of the Common Shares of the Corporation.

Further, as of the date hereof, none of the partners of the Corporation's auditors, Davidson & Company LLP, Chartered Professional Accountants, own, directly or indirectly, any Common Shares. However, partners, associates or employees of such firms may subscribe for Common Shares pursuant to this Offering. The Responsible Solicitor for the Corporation is David W. Smalley of David Smalley Law Corporation, Suite 480-1500 W. Georgia Street, Vancouver, British Columbia, V6G 2Z6.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are Davidson & Company LLP, Chartered Professional Accountants, of Suite 1200 - 609 Granville Street, Vancouver, British Columbia, V6Y 1G6.

The transfer agent and registrar of the Corporation is Odyssey Trust Company.

MATERIAL CONTRACTS

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

(a) Retainer Agreement dated August 13, 2021 between the Corporation and David Smalley Law Corp. whereby the Corporation agreed to pay David Smalley Law Corp. a fixed fee of $45,000 plus taxes and disbursements for its work on completion of the CPC IPO and listing on the Exchange as a CPC.

(b) Stock Option Plan dated December 3, 2021. See **"Options to Purchase Securities"**.

(c) CPC Escrow Agreement dated • among the Corporation, the Escrow Agent and those shareholders of the Corporation that executed such agreement. See **"Escrowed Securities"**.

(d) Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated December 1, 2021, between the Corporation and Odyssey Trust Company.

(e) Agency Agreement dated •, between the Corporation and the Agent. See **"Plan of Distribution"**.

Copies of these agreements will be available for inspection at the registered office of the Corporation, at Suite 480-1500 W. Georgia Street, Vancouver, British Columbia, V6G 2Z6 during ordinary business hours which the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

ELIGIBILITY FOR INVESTMENT

In the opinion of David Smalley Law Corporation, counsel to the Corporation, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the "**Tax Act**") in force on the date hereof and all specific proposal to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, if the Common Shares were issued on the date hereof and listed on a "designated stock exchange" as defined in the Tax Act (which includes the Exchange) or if the Corporation was a "public corporation" on the date hereof, as that term is defined in the Tax Act, then the Common Shares would at that time be a "qualified investment" for a trust governed by a "registered retirement savings plan" ("**RRSP**"), "registered retirement income fund" ("**RRIF**"), "tax-free savings account" ("**TFSA**"), "registered education savings plan" ("**RESP**"), "deferred profit sharing plan" and "registered disability savings plan" ("**RDSP**"), as those terms are defined in the Tax Act (collectively, the "**Plans**").

The Common Shares are not currently listed on a "designated stock exchange" and the Corporation is not currently a "public corporation" for the purposes of the Tax Act. The Corporation has applied to list the Common Shares on the Exchange, as of the day before the Closing, followed by an immediate halt in trading of the Common Shares in order to allow the Corporation to satisfy the conditions of the Exchange and to have the Common Shares listed and posted for trading prior to the issuance of the Common Shares on Closing. The Corporation must rely on the Exchange to list the Common Shares on the Exchange and have them posted for trading prior to the issuance of the Common Shares on Closing, and to otherwise proceed in such manner as may be required to result in the Common Shares being listed on the Exchange at the time of their issuance on Closing. If the Common Shares are not listed on the Exchange at the time of their issuance on Closing and the Corporation is not a "public corporation" for the purposes of the Tax Act at that time, the Common Shares will not be qualified investments for the Plans at that time.

Notwithstanding that the Common Shares may be a qualified investment for a TFSA, RDSP, RESP, RRSP or RRIF, the holder of a TFSA or RDSP, the subscriber of an RESP or the annuitant of an RRSP or RRIF, as the case may be, will be subject to a penalty tax if the Common Shares are a "prohibited investment" within the meaning of the Tax Act for such TFSA, RDSP, RESP, RRSP or RRIF. The Common Shares will generally be a "prohibited investment" for a TFSA, RDSP, RESP, RRSP or RRIF if the holder of the TFSA or RDSP, the subscriber of the RESP or the annuitant of the RRSP or RRIF, as the case may be: (i) does not deal at arm's length with the Corporation for the purposes of the Tax Act; or (ii) has a "significant interest" (as defined in the Tax Act) in the Corporation. In addition, the Common Shares generally will not be a prohibited investment if the Common Shares are "excluded property" within the meaning of the Tax Act for a TFSA, RDSP, RESP, RRSP or RRIF.

Prospective purchasers who intend to hold Common Shares in a Plan should consult their own tax advisors in regard to the application of these rules in their particular circumstances.

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.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in the provinces of British Columbia, Alberta, Ontario and Prince Edward Island provides purchasers with the right to withdraw from an agreement to purchase securities within two business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. 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 advisor.

SCHEDULE A – AUDIT COMMITTEE CHARTER

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RAGING RHINO CAPITAL CORP.

AUDIT COMMITTEE CHARTER

The Board of Directors (the “Board”) of Raging Rhino Capital Corp. (the “Company”), a British Columbia company, approves and adopts the following Audit Committee Charter to specify the composition, roles and responsibilities of the Audit Committee (the “Committee”).

This Charter was adopted and approved by the Board of Directors of the Company on 1st December, 2021.

A. PURPOSE

The overall purpose of the Audit Committee (the "Committee") is to ensure that the Company's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Company and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. Only whilst the Company is not a Venture Issuer (as defined in National Instrument 52-110), the Committee shall consist of at least three members of the Board of Directors (the "Board").

2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.

4. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

5. The Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

6. Meetings of the Committee shall be conducted as follows:

   (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;

   (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and

(c) management representatives may be invited to attend all meetings except private sessions with the external auditors.

7. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

C. ROLES AND RESPONSIBILITIES

1. The overall duties and responsibilities of the Committee shall be as follows:

   (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements and related financial disclosure;

   (b) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;

   (c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and

   (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.

2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:

   (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;

   (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;

   (c) review the audit plan of the external auditors prior to the commencement of the audit;

   (d) to review with the external auditors, upon completion of their audit:

      (i) contents of their report;

      (ii) scope and quality of the audit work performed;

      (iii) adequacy of the Company's financial and auditing personnel;

      (iv) co-operation received from the Company's personnel during the audit;

      (v) internal resources used;

      (vi) significant transactions outside of the normal business of the Company;

(vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and

(viii) the non-audit services provided by the external auditors;

(e) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles; and

(f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.

3. The duties and responsibilities of the Committee as they relate to the Company's internal auditors are to:

(a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;

(b) review and approve the internal audit plan; and

(c) review significant internal audit findings and recommendations, and management's response thereto.

4. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:

(a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;

(b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;

(c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and

(d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

5. The Committee is also charged with the responsibility to:

(a) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;

(b) review and approve the financial sections of:

(i) the annual report to shareholders;

(ii) the annual information form;

(iii) annual and interim MD&A;

(iv) prospectuses;

(v) news releases discussing financial results of the Company; and

(vi) other public reports of a financial nature requiring approval by the Board,

and report to the Board with respect thereto;

(c) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;

(d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;

(e) review and report on the integrity of the Company's consolidated financial statements;

(f) review the minutes of any audit committee meeting of subsidiary companies;

(g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;

(h) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and

(i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.

END OF DOCUMENT

RAGING RHINO CAPITAL CORP.

(A CAPITAL POOL COMPANY)

FINANCIAL STATEMENTS

For the Year Ended August 31, 2022 and the Period from the Date of Incorporation (August 9, 2021) to August 31, 2021

(Expressed in Canadian Dollars)

INDEPENDENT AUDITOR'S REPORT

To the Directors of
Raging Rhino Capital Corp.

Opinion

We have audited the accompanying financial statements of Raging Rhino Capital Corp. (the "Company"), which comprise the statement of financial position as at August 31, 2022 and 2021, and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the year ended August 31, 2022 and for the period from incorporation on August 9, 2021 to August 31, 2021, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at August 31, 2022 and 2021, and its financial performance and its cash flows for the year ended August 31, 2022 and for the period from incorporation on August 9, 2021 to August 31, 2021 in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 of the financial statements, which indicates that as at August 31, 2022, the Company has not generated any revenues, had working capital of $157,966, and expects to incur further losses in the development of its business. As stated in Note 1, these events and conditions indicate that material uncertainties exist that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditor’s report is Daniel Nathan.

Vancouver, Canada — Chartered Professional Accountants

DATE

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(Expressed in Canadian Dollars)

	Note	As at August 31, 2022 $	As at August 31, 2021 $
ASSETS			
Current assets			
Cash		134,311	1
Amounts receivable		371	-
Prepaid expenses		56,000	-
TOTAL ASSETS		**190,682**	**1**
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	4	32,716	-
TOTAL LIABILITIES		**32,716**	**-**
SHAREHOLDERS' EQUITY			
Share capital	3	199,510	1
Reserve	3	18,306	-
Deficit		(59,850)	-
TOTAL SHAREHOLDERS' EQUITY		**157,966**	**1**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**190,682**	**1**

Incorporation and nature of business	1
Subsequent events	3,8

These financial statements were approved for issue by the Board of Directors and signed on its behalf by:

/s/ [TBD] Director **/s/ [TBD] Director**

Raging Rhino Capital Corp.

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

	Note	For the year ended August 31, 2022 $	For the period from incorporation on August 9, 2021 to August 31, 2021 $
Expenses			
General and administrative		631	-
Professional fees	4	40,913	-
Share-based payments	3	18,306	-
Total loss and comprehensive loss		**59,850**	**-**
Basic and diluted loss per share for the period attributable to common shareholders		(0.02)	(0.00)
Weighted average number of common shares outstanding - basic and diluted		2,632,074	1

See accompanying notes to these financial statements.

(Expressed in Canadian Dollars)

		Share capital		Reserves		
	Note	**Number of shares**	**Amount $**	**Options $**	**Deficit $**	**Total Shareholders' Equity $**
Incorporator's shares, August 9, 2021	3	1	**1**	-	-	**1**
Balance as at August 31, 2021		**1**	**1**	**-**	**-**	**1**
Cancellation of incorporator's shares	3	(1)	(1)	-	-	**(1)**
Shares issued for cash - private placement	3	4,090,200	204,510	-	-	**204,510**
Share issue costs	3	-	(5,000)	-	-	**(5,000)**
Share-based payments	3	-	-	18,306	-	**18,306**
Net loss for the period		-	-	-	(59,850)	**(59,850)**
Balance as at August 31, 2022		**4,090,200**	**199,510**	**18,306**	**(59,850)**	**157,966**

(Expressed in Canadian Dollars)

	Note	For the year ended August 31, 2022 $	For the period from incorporation on August 9, 2021 to August 31, 2021 $
Cash flows from OPERATING ACTIVITIES			
Net loss for the period		(59,850)	-
Adjustments for items not affecting cash:			
Share-based payments		18,306	-
Change in non-cash working capital			
Amounts receivable		(371)	-
Prepaid expenses		(56,000)	-
Accounts payable and accrued liabilities		32,716	-
Cash flow used in operating activities		**(65,199)**	**-**
FINANCING ACTIVITIES			
Proceeds from issuance of common shares, net of share issue costs	3	199,509	1
Cash flow from financing activities		**199,509**	**1**
Increase in cash		**134,310**	**1**
Cash, beginning of period		**1**	**-**
Cash, end of period		**134,311**	**1**
Supplementary cash flow information			
Cash paid during the period for interest		-	-
Cash paid during the period for income taxes		-	-

1. INCORPORATION AND NATURE OF BUSINESS

Raging Rhino Capital Corp. (the "Company") was incorporated under the Business Corporations Act (British Columbia) on August 9, 2021 and is in the process of applying for status as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange (the "Exchange") Corporate Finance Manual (the "Manual"). The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction ("QT"). The Company has not commenced commercial operations and has no non-current assets. Given the nature of the activities, no separate segmented information is reported. The Company's continuing operations, as intended, are dependent on its ability to secure equity financing with which it intends to identify and evaluate potential acquisitions of businesses, and once identified and evaluated, to negotiate an acquisition thereof or participation therein subject to receipt of regulatory and, if required, shareholders' approval.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to $3,000 per month may be used for reasonable general and administrative expenses of the Company. These restrictions apply until completion of a QT by the Company as defined under the policies of the Exchange Policy 2.4.

The head office and the registered head office of the Company is located at Suite 480, 1500 West Georgia Street Vancouver, B.C. V6G 2Z6. On MMMM DD, 2021 [TBD] the Board of Directors approved the financial statements for the year ended August 31, 2022.

These financial statements have been prepared on a 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 for the foreseeable future. The continuing operations of the Company are dependent upon its ability to raise adequate financing to acquire and develop its business interests, and to commence profitable operations in the future. At August 31, 2022, the Company has not generated any revenues, had working capital of $157,966 and 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. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

The global outbreak of COVID-19 (coronavirus) has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. At this time, it is unknown the extent of the impact the COVID-19 outbreak may have on the Company as this will depend on future developments that are highly uncertain and that cannot be predicted with confidence. These uncertainties arise from the inability to predict the ultimate geographic spread of the disease, and the duration of the outbreak, including the duration of travel restrictions, business closures or disruptions, and quarantine/isolation measures that are currently, or may be put, in place by Canada and other countries to fight the virus. The Company is continuously evaluating the uncertainty and impact of the outbreak on the Company and its ability to operate. There can be no certainty that COVID-19, or other infectious illness, and the restrictive measures implemented to slow the spread of the virus will not materially impact the Company's operations or personnel in the coming weeks and months. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business, results of operations or more specifically the Company's ability to raise funds at this time and to complete a Qualifying Transaction as required by the Exchange's policies.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION

Statement of compliance with International Financial Reporting Standards

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

Basis of Presentation

The financial statements are presented in Canadian dollars ("CAD"), which is the Company's functional and presentation currency. The financial statements are prepared on a historical cost basis except for certain 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.

Estimates

The preparation of financial statements in conformity with IFRS accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates used in the financial statements.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Deferred tax assets & liabilities

The measurement of deferred income tax provision is subject to uncertainty associated with the timing of future events and changes in legislation, tax rates and interpretations by tax authorities. The estimation of taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful operations of the Company. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and deferred tax provisions or recoveries could be affected.

Share-based payments

Management determines costs for share-based payments using market-based valuation techniques. The fair value of the market-based and performance-based share awards are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

Going concern

The preparation of these financial statements requires management to make judgments regarding the going concern of the Company, as discussed in Note 1.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, deposits held on call with banks, highly liquid investments that are readily convertible into a known amount of cash and which are subject to insignificant risk of changes in value, net of bank overdrafts which are repayable on demand.

Share capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares and stock options are classified as equity instruments. Proceeds received on the issuance of units, consisting of common shares and warrants, are allocated first to common shares based on the fair value of the common shares at the time the units are priced, then to warrants on a residual value basis.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Income taxes

Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in shareholders' equity, in which case it is recognized in shareholders' equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at period end, adjusted for amendments to tax payable with regards to previous periods.

Deferred tax is recorded by providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting or taxable loss; nor differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Additional income taxes that arise from the distribution of dividends are recognized at the same time as the liability to pay the related dividend. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

Loss per share

The Company presents basic loss per share for its common shares, calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share does not adjust the loss attributable to common shareholders or the weighted average number of common shares outstanding when the effect is anti-dilutive.

Financial instruments

- **Financial assets**

  Classification and measurement

  The Company classifies its financial assets in the following categories: at fair value through profit or loss ("FVTPL"), at fair value through other comprehensive income ("FVTOCI") or at amortized cost. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

  The classification of debt instruments is driven by the business model for managing the financial assets and their contractual cash flow characteristics. Debt instruments are measured at amortized cost if the business model is to hold the instrument for collection of contractual cash flows and those cash flows are solely principal and interest. If the business model is not to hold the debt instrument, it is classified as FVTPL. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payments of principal and interest.

  Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL, for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument by-instrument basis) to designate them as at FVTOCI.

  Financial assets at FVTPL – Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statement of loss. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in the statement of loss in the period in which they arise. Derivatives are also categorized as FVTPL unless they are designated as hedges. As of August 31, 2022, the Company has classified its cash as FVTPL.

  Financial assets at FVTOCI – Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. As of August 31, 2022, the Company has no financial assets classified as FVOCI.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

- **Financial assets (continued)**

Financial assets at amortized cost – Financial assets at amortized cost are initially recognized at fair value and subsequently carried at amortized cost less any impairment. They are classified as current assets or non-current assets based on their maturity date. As of August 31, 2022, the Company has classified its amounts receivable as amortized cost.

Impairment of financial assets at amortized cost
The Company recognizes a loss allowance for expected credit losses on financial assets that are measured at amortized cost. At each reporting date, the loss allowance for the financial asset is measured at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the loss allowance is measured for the financial asset at an amount equal to twelve month expected credit losses. For trade receivables the Company applies the simplified approach to providing for expected credit losses, which allows the use of a lifetime expected loss provision.

Impairment losses on financial assets carried at amortized cost are reversed in subsequent periods if the amount of the loss decreases and the decrease can be objectively related to an event occurring after the impairment was recognized.

Derecognition of financial assets
Financial assets are derecognized when they mature or are sold, and substantially all the risks and rewards of ownership have been transferred. Gains and losses on derecognition of financial assets classified as FVTPL or amortized cost are recognized in the income statement. Gains or losses on financial assets classified as FVTOCI remain within accumulated other comprehensive income.

- **Financial liabilities**

Classification and measurement
The Company classifies its financial liabilities into one of two categories as follows:

Fair value through profit or loss (FVTPL) – This category comprises derivatives and financial liabilities incurred principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss.

Other financial liabilities – This category consists of liabilities carried at amortized cost using the effective interest method. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled or expire. As of August 31, 2022, the Company has classified its accrued liabilities as other financial liabilities.

Derecognition of financial liabilities
A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the statement of loss.

2. SIGNIFICANT ACCOUNTING POLICIES AND BASIS OF PREPARATION (CONTINUED)

- **Share-based payments**

  Share-based payment transactions
  Employees (including directors and senior executives) of the Company, and individuals providing similar services to those performed by direct employees, receive a portion of their remuneration in the form of share-based payment transactions, whereby employees render services as consideration for equity instruments ("equity-settled transactions"). The costs of equity-settled transactions with employees are measured by reference to the fair value at the date on which they are granted.

  In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the entity as consideration cannot be specifically identified, they are measured at the fair value of the share-based payment. Otherwise, share-based payments issued to non-employees are measured at the fair value of goods or services received.

3. SHARE CAPITAL

Authorized share capital

- Unlimited number of common shares without par value.

Issued share capital

As of August 31, 2022, the Company had 4,090,200 common shares issued and outstanding (August 31, 2021 – 1).

During the year ended August 31, 2022:

- The Company completed a private placement of 4,090,200 common shares at a price of $0.05 for gross proceeds of $204,510. In connection with the private placement, the Company incurred $5,000 in share issuance costs.

During the period from the Date of Incorporation (August 9, 2021) to August 31, 2021(the "Period"):

- On August 9, 2021, the Company issued 1 share at $0.05 to the incorporator. This share was cancelled on November 20, 2021.

Escrowed Shares

All common shares of the Company acquired in the secondary market prior to the completion of a QT by non-arm's length parties, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Company held by principals of the resulting issuer will also be subject to escrow.

As at August 31, 2022, 4,090,200 issued and outstanding common shares will be held in escrow pursuant to the requirements of the Exchange.

For the Years Ended August 31, 2022 and Period from the Date of Incorporation (August 9, 2021) to August 31, 2021 (Expressed in Canadian Dollars)

3. SHARE CAPITAL (CONTINUED)

Options

The Company maintains a Stock Option Plan (the "Plan") under which it is authorized to grant stock options to officers, directors, employees, and consultants. Under the Plan, the number of options that may be issued is limited to no more than 10% of the Company's issued and outstanding shares immediately prior to the grant. The exercise price of each stock option shall equal the market price of the Company's shares, less any applicable discount, as calculated on the date of grant. Options can be granted for a maximum term of 10 years and vest at the discretion of the Board of Directors.

Options to purchase common shares have been granted to directors, employees, consultants and advisors at exercise prices determined by reference to the market value of the common shares on the date of the grant.

Any shares issued upon exercise of the options prior to the Company entering into a QT will be subject to escrow restrictions.

The changes in options during the year ended August 31, 2022 and the Period as follows:

	August 31, 2022		August 31, 2021	
	Number outstanding	Weighted average exercise price ($)	Number outstanding	Weighted average exercise price ($)
Balance, beginning of year	-	-	-	-
Granted	409,020	0.05	-	-
Balance, end of year	**409,020**	**0.05**	**-**	**-**

On December 3, 2021 and August 24 2022, the Company granted 349,020 and 60,000 options with an exercise price of $0.05 to the directors and officers of the Company. The options are exercisable for a period of ten years. All of the options granted vested immediately at the date of grant. Shares issued upon exercise these options will be subject to escrow.

The estimated grant date fair value of the options granted during the Period was calculated using the Black-Scholes option pricing model with the following weighted average assumptions:

Number of options granted	409,020
Risk-free interest rate	1.64%
Expected annual volatility	100%
Expected life (in years)	10.00
Expected dividend yield	0%
Grant date fair value per option ($)	0.045
Share price at grant date ($)	0.050

During the year ended August 31, 2022 the Period, the Company recognized share-based payments expense of $18,306 and $nil, respectively.

For the Years Ended August 31, 2022 and Period from the Date of Incorporation (August 9, 2021) to August 31, 2021 (Expressed in Canadian Dollars)

3. SHARE CAPITAL (CONTINUED)

Options (continued)

The following summarizes information about stock options outstanding and exercisable at August 31, 2022:

Expiry date	Exercise price ($)	Options outstanding	Options exercisable	Estimated grant date fair value ($)	Weighted average remaining contractual life (in years)
December 3, 2031	0.05	349,020	349,020	15,598	9.51
August 24, 2031	0.05	60,000	60,000	2,708	9.98
		409,020	**409,020**	**18,306**	**9.58**

4. RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel include those persons having the authority and responsibility of planning, directing and executing the activities of the Company. The Company has determined that its key management personnel consist of its Executive Officers and Directors. Other related parties to the Company include companies in which key management have control or significant influence.

During the year ended August 31, 2022 and the Period, the Company incurred accounting fees of $9,413 and $nil, respectively, for services provided by an accounting firm whose senior manager is an officer of the Company. As at August 31, 2022, $2,716 is included in accounts payable and accrued liabilities for these services (August 31, 2021 – $nil).

During the year ended August 31, 2022 and the Period, the Company recognized share-based payments expense of $18,306 and $nil, respectively, related to the options granted to the directors and officers of the Company.

There were no other transactions with related parties and no remuneration was paid to key management personnel during the year ended August 31, 2022 and the Period.

5. CAPITAL MANAGEMENT

The Company defines its components of shareholders' equity as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue business opportunities and to maintain a flexible capital structure that optimizes the costs of capital at an acceptable risk.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust capital structure, the Company may consider issuing new shares, and/or issue debt, acquire or dispose of assets, or adjust the amount of cash on hand.

The Company's investment policy is to keep its cash on deposit in an interest-bearing Canadian chartered bank account. There have been no changes to the Company's approach to capital management at any time during the Period. The Company is not subject to externally imposed capital requirements

For the Years Ended August 31, 2022 and Period from the Date of Incorporation (August 9, 2021) to August 31, 2021 (Expressed in Canadian Dollars)

5. CAPITAL MANAGEMENT (CONTINUED)

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to $3,000 per month may be used for reasonable general and administrative expenses of the Company. These restrictions apply until completion of a QT by the Company as defined under the policies of the Exchange Policy 2.4.

6. FINANCIAL INSTRUMENTS

Fair value

Financial instruments are classified into one of the following categories: FVTPL, amortized cost and FVTOCI.

Set out below are the Company's financial assets and liabilities by category:

	August 31, 2022	FVTPL $	Amortized costs $	FVTOCI $
Financial assets:				
ASSETS				
Cash	134,311	134,311	-	-
Amounts receivable	371	-	371	-
Financial liabilities:				
LIABILITIES				
Accounts payable and accrued liabilities	(32,716)	-	(32,716)	-

	August 31, 2021	FVTPL $	Amortized costs $	FVTOCI $
Financial assets:				
ASSETS				
Cash	1	1	-	-

The carrying values of cash, amounts receivable and accounts payable and accrued liabilities approximate their fair values due to the relatively short period to maturity of those financial instruments.

IFRS 13 establishes a fair value hierarchy that reflects the significance of inputs used in making fair value measurements as follows:

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

The Company has determined the estimated fair values of its financial instruments based upon appropriate valuation methodologies.

6. FINANCIAL INSTRUMENTS (CONTINUED)

Financial risk management

Credit risk

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's exposure to credit risk includes cash and amounts receivable.

The Company's cash is held at financial institutions in Canada. The Company has no investments in asset-backed commercial paper.

The Company's maximum exposure to credit risk is the carrying value of its financial assets.

Management believes that the credit risk concentration with respect to these financial instruments is remote. Cash based in Canada are accessible. The Company's amounts receivable balance does not represent significant credit exposure as it is principally due from the Government of Canada.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due.

As at August 31, 2022, the Company had cash of $134,311 and accounts payable and accrued liabilities of $32,716. All accounts payable and accrued liabilities are current.

Financial risk management

Market risk

The significant market risks to which the Company is exposed are interest rate risk, foreign currency risk, and price risk.

Interest Rate risk

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's interest rate risk principally arises from the interest rate impact of interest earned on cash. The Company is not exposed to significant interest rate risk relating to its cash.

Foreign Currency risk

The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars. The Company is not exposed to currency risk as all transactions incurred during the year, and balances of the monetary assets and liabilities as of August 31, 2022 are denominated in Canadian dollars.

Commodity price risk

The Company is exposed to price risk with respect to commodity prices. The Company's ability to raise capital to fund exploration and development activities may be subject to risks associated with fluctuations in the market price of commodities. The Company is not exposed to significant other price risk.

For the Years Ended August 31, 2022 and Period from the Date of Incorporation (August 9, 2021) to August 31, 2021 (Expressed in Canadian Dollars)

7. INCOME TAXES

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

	2022 $	2021 $
Loss for the year	**(59,850)**	**-**
Expected income tax (recovery)	(16,000)	-
Permanent differences	5,000	-
Share issue cost	(1,000)	-
Change in unrecognized deductible temporary differences	12,000	-
Total income tax expense (recovery)	**-**	**-**

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2022 $	Expiry Range	2021 $	Expiry Range
Temporary Differences				
Share issue costs	4,000	2043 to 2046	-	N/A
Non-capital losses available for future period	42,000	2042	-	N/A

Tax attributes are subject to review and potential adjustment by tax authorities.

8. SUBSEQUENT EVENTS

The Company intends to file a prospectus to offer to sell and issue 2,500,000 common shares of the Company (the "Offering") at a price of $0.10 per common share (the "Offering Price") for total gross proceeds to the Company of $250,000.

The Company has entered into an agreement with Haywood Securities Inc. (the "Agent") to raise gross proceeds of $250,000 in connection with the Offering. The Company will pay a commission of 10% of gross proceeds to the Agent and will issue share purchase warrants (the "Agent's Warrants") entitling the Agent to purchase common shares equal to 10% of the total number of common shares sold as part of the Offering at an exercise price of $0.10 per share for a period ending twenty-four (24) months from the date the Offering is completed. The Company is required to pay a corporate finance fee of $12,500 in cash (paid and included in prepaid expenses as of August 31, 2022) and pay the Agent's expenses related to the Offering including reasonable fees up to $12,500 plus the disbursements, searches and taxes of the Agent's legal counsel.

CERTIFICATE OF THE CORPORATION

Dated: September 19, 2022

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

(signed) "Michael B. Harrison"
Michael B. Harrison
Director, President & CEO

(signed) "Pui Hong Tsung"
Pui Hong Tsung
CFO & Corporate Secretary

ON BEHALF OF THE BOARD

(signed) "Gary V. O'Connor"
Gary O'Connor
Director

(signed) "John P. Conlon"
John P. Conlon
Director

(signed) "Vladimiro G. Cernetig"
Vladimiro G. Cernetig
Director

(signed) "Edward T. L. Cheung"
Edward T. L. Cheung
Director

(signed) "Philip C. Rickard"
Philip C. Rickard
Director

CERTIFICATE OF THE PROMOTER

Dated: September 19, 2022

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

(signed) "Michael B. Harrison"
Michael B. Harrison

CERTIFICATE OF THE AGENT

Dated: September 19, 2022

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

HAYWOOD SECURITIES INC.

per: *(signed) "Mathieu Couillard"*

Name: Mathieu Couillard
Position: Manging Directior, Investment Banking