

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

The securities offered by this amended and restated prospectus have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and, subject to certain exceptions, may not be offered or sold within the United States of America or to, or for the benefit or account of, U.S. persons (as defined in Rule 902(k) of Regulation S under the U.S. Securities Act), except in transactions exempt from registration under the U.S. Securities Act and under the securities laws of any applicable state. This amended and restated prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See “Plan of Distribution”.

AMENDED AND RESTATED FINAL PROSPECTUS DATED OCTOBER 27, 2023

(Amending and restating the final prospectus dated July 31, 2023)

(the “Prospectus” or the “Amended and Restated Prospectus”)

INITIAL PUBLIC OFFERING

OCTOBER 27, 2023

OA CAPITAL CORP.
(a capital pool company)
(the “Issuer” or the “Corporation”)

Offering: \$200,000 (2,000,000 Common Shares)

Price: \$0.10 per Common Share

The Corporation hereby offers through its agent, Canaccord Genuity Corp. (the “**Agent**”), 2,000,000 common shares of the Corporation (the “**Common Shares**”) at a price of \$0.10 per Common Share (the “**Offering Price**”) for sale to the public in the Provinces of British Columbia and Alberta (the “**Offering**”).

The purpose of the Offering is to provide the Corporation with a minimum amount of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction (as defined below). Any proposed Qualifying Transaction must be approved by TSX Venture Exchange Inc. (the “**Exchange**”) and, in the event of a Non-Arm’s Length Qualifying Transaction (as defined below), must also receive Majority of the Minority Approval (as defined below) in accordance with Exchange Policy 2.4 – *Capital Pool Companies* (the “**CPC Policy**”). The Corporation is a Capital Pool Company (as defined below). The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash as further set out in this Prospectus. Except as specifically contemplated in the CPC Policy, until Completion of the Qualifying Transaction (as defined below), 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*”.

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

Notes:

- ⁽¹⁾ The Agent has agreed to act as agent in connection with the Offering and will receive a cash commission equal to 10% of the gross proceeds of the Offering (the “**Agent’s Commission**”). In addition, the Agent will receive an administrative fee of \$15,000 (the “**Administration Fee**”) and will be reimbursed for its reasonable expenses incurred pursuant to the Offering, including legal fees. An advance of \$22,500 was paid by the Corporation to the Agent as a retainer against the Agent’s expenses. As additional compensation, the Corporation will also grant to the Agent non-transferrable warrants (the “**Agent’s Warrants**”) to acquire Common Shares in an amount equal to 10% of the number of Common Shares sold under the Offering at an exercise price of \$0.10 per Common Share for a period of five years from the Closing Date (as defined below). This Prospectus qualifies the grant of the Agent’s Warrants. See “*Plan of Distribution - Agency Agreement and Agent’s Compensation*”.
- ⁽²⁾ Before deducting costs of the Offering, estimated at \$122,500, which includes legal and audit fees and other expenses of the Corporation, the Administration Fee and reasonable expenses of the Agent (including the Agent’s legal fees) and the listing fee payable to the Exchange and filing fees payable to the Securities Commissions. See “*Use of Proceeds*” and “*Plan of Distribution*”.

- (3) A total of 2,000,000 Common Shares are offered hereunder, not including the Common Shares issuable upon exercise of the Agent's Warrants and the CPC Stock Options (as defined below). This Prospectus qualifies for distribution the Agent's Warrants and the CPC Stock Options. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

The Offering is made on a commercially reasonable efforts basis by the Agent in each of British Columbia and Alberta and is subject to a minimum subscription of 2,000,000 Common Shares, at a price of \$0.10 per Common Share, for total gross proceeds to the Corporation of \$200,000. The Offering Price of the Common Shares was determined by arm's length negotiation between the Corporation and the Agent. All funds received from the sale of the Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement (as defined below). The total subscription must be raised within 90 days of the date a receipt for the final prospectus is issued, or such other time as may be consented to by Persons (as defined below) who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent. See "*Plan of Distribution*".

Concurrent with completion of the Offering, the Corporation intends to complete a private placement of 1,000,000 Common Shares at a price of \$0.10 per Common Share for aggregate gross proceeds of \$100,000 (the "**Private Placement**"). Common Shares issued under the Private Placement will be subject to a statutory hold period lasting four months and one day after the closing of the Private Placement. The closing of the Offering is not conditional upon completion of the Private Placement. Members of the Aggregate Pro Group may participate in the Private Placement. The net proceeds of the Private Placement, after payment of the costs of the Private Placement, will be added to working capital. No commissions or fees are to be paid with respect to the Private Placement. See "*Private Placements for Cash*".

Under the terms of the Agency Agreement, the Agent, and any sub-agents as the Agent may direct, will be granted the Agent's Warrants. The Agent's Warrants are non-transferable warrants to purchase 200,000 Common Shares at a price of \$0.10 per Common Share, exercisable for a period of five years from the Closing Date. No more than 50% of the Common Shares received on exercise of the Agent's Warrants may be sold by the Agent prior to Completion of the Qualifying Transaction. The remaining 50% may be sold after Completion of the Qualifying Transaction. The Agent's Warrants are qualified for distribution under this Prospectus. See "*Plan of Distribution – Agency Agreement and Agent's Compensation*".

This Prospectus also qualifies for distribution options to be granted to directors and officers of the Corporation (the "**CPC Stock Options**") at the closing of the Offering. Upon completion of the Offering, the CPC Stock Options will entitle the holders to purchase an aggregate of 450,000 Common Shares at a price of \$0.10 per Common Share and such options may be exercised for a period of five years from the date of grant. In the event that the Private Placement is completed concurrently with the Offering, the CPC Stock Options will entitle the holders to purchase an aggregate of 550,000 Common Shares at a price of \$0.10 per Common Share and such options may be exercised for a period of five years from the date of grant. See "*Options to Purchase Securities*".

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

Market for Securities

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

As at the date of this Prospectus, the Corporation does not have any of its securities listed or quoted, has not applied to list or quote any of its securities, and does not intend to apply to list or quote any of its securities, on the Toronto Stock Exchange, Aequitas NEO Exchange Inc., a U.S. marketplace, or a marketplace outside 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).

The Exchange has conditionally approved the listing of the Common Shares. Listing will be subject to the Corporation fulfilling all the listing requirements of the Exchange.

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the issuance of Common Shares through the Private Placement, the grant of the Agent's Warrants and the grant of the CPC Stock Options to the directors and officers of the Corporation, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the preliminary prospectus is issued by the Securities 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 Securities Commissions grant a discretionary order. See "*Plan of Distribution*".

Risk Factors

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

A purchaser will suffer an immediate dilution to the purchaser's investment of approximately 27.8% or approximately \$0.0278 per Common Share if the Private Placement is not subscribed, and 22.7% or approximately \$0.0227 per Common Share if the Private Placement is fully subscribed. 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 purchaser, which dilution may be significant and which may also result in a change of control of the Corporation. See "*Dilution*" and "*Risk Factors*".

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 will not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction. 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. See "*Corporate Structure*", "*Business of the Corporation*" and "*Risk Factors*".

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. Even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction. Completion of a Qualifying Transaction is subject to a number of conditions, including acceptance by the Exchange and in the event of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval. There is no assurance that if the Qualifying Transaction is completed, the business acquired in the Qualifying Transaction will be profitable or ultimately benefit the Corporation and its shareholders. Any failure to successfully integrate a business acquired pursuant to the Qualifying Transaction or a failure of such business to benefit the Corporation, could have a material adverse effect on the business and operating results of the Resulting Issuer (as defined below). Neither the Exchange nor any securities regulatory authority passes upon the merits of any proposed Qualifying Transaction. See "*Business of the Corporation*" and "*Risk Factors*".

Upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares will be halted and will remain halted for an indefinite period of time, typically until a Sponsor (as defined below) has been retained and certain preliminary reviews have been conducted. The Common Shares may be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction. Trading in the Common Shares may be halted at other times for other reasons, including without limitation, for failure by the Corporation to submit documents to the Exchange in the time periods required. There can be no assurance that an active and liquid market for the Common Shares will develop and purchasers may find it difficult to resell their Common Shares.

The directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and all 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 "*Risk Factors*".

If management of the Corporation reside outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, purchasers 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.

If the Corporation does not list the Common Shares on the Exchange as contemplated herein, adverse tax consequences may arise with respect to Common Shares held in RRSPs, RRIFs, FHSAs, TFSA, RESPs and RDSPs (each as defined below). See “*Eligibility for Investment*” and “*Risk Factors*”.

Maximum Investment

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

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

International Director

Travis Vincent, a director of the Corporation, resides outside of Canada and has appointed Harper Grey LLP, 650 West Georgia Street, Suite 3200, Vancouver, British Columbia V6B 4P7, as his agent for service of process.

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

Currency

Unless otherwise indicated, all currency amounts herein are stated in Canadian Dollars.

Receipt of Subscriptions

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

The Agent conditionally offers the Common Shares for sale, on a commercially reasonable efforts agency basis, subject to prior sale, if, as and when issued by the Corporation, and in accordance with the conditions contained in the Agency Agreement referred to under “*Plan of Distribution*” and subject to the approval of certain legal matters by Harper Grey LLP, on behalf of the Corporation, and by Miller Thomson LLP, on behalf of the Agent.

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CERTIFICATE OF THE CORPORATION

CERTIFICATE OF THE PROMOTER

CERTIFICATE OF THE AGENT

ACKNOWLEDGEMENT – PERSONAL INFORMATION

GLOSSARY

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

“**Administration Fee**” has the meaning ascribed thereto on page i of this Prospectus.

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

A Company is an “**Affiliate**” of another Company if:

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

A Company is “**controlled**” by a Person if:

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

A Person beneficially owns securities that are beneficially owned by:

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

“**Agency Agreement**” means the agency agreement dated July 31, 2023, between the Corporation and the Agent.

“**Agent**” has the meaning ascribed thereto on page i of this Prospectus.

“**Agent’s Commission**” has the meaning ascribed thereto on page i of this Prospectus.

“**Agent’s Warrants**” has the meaning ascribed thereto on page i of this Prospectus.

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

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

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

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

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

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

but

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

"Board of Directors" means the board of directors of the Corporation as it may be constituted from time to time.

"Capital Pool Company" or **"CPC"** means a corporation or trust:

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

"Closing Date" means the date that the Offering is completed.

"Common Shares" has the meaning ascribed thereto on page i of this Prospectus.

"Company" means, unless specifically indicated otherwise, 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.

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

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

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

"Corporation" has the meaning ascribed thereto on page i of this Prospectus.

"CPC Filing Statement" has the meaning ascribed thereto in the CPC Policy.

"CPC Information Circular" has the meaning ascribed thereto in the CPC Policy.

"CPC Policy" has the meaning ascribed thereto on page i of this Prospectus.

"CPC Stock Options" has the meaning ascribed thereto on page ii of this Prospectus.

“**Disclosure Document**” has the meaning ascribed thereto in the CPC Policy.

“**Eligible Charitable Organizations**” has the meaning ascribed thereto in Exchange Policy 4.7 – *Charitable Options in Connection with an IPO*.

“**Escrow Agent**” means Odyssey Trust Company.

“**Escrow Agreement**” means the escrow agreement dated July 31, 2023 among the Corporation, the Escrow Agent and certain shareholders of the Corporation.

“**Exchange**” has the meaning ascribed thereto on page i of this Prospectus.

“**FHSA**” has the meaning ascribed thereto on page 32 of this Prospectus.

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

“**Holding Company**” has the meaning ascribed thereto on page 21 of this Prospectus.

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

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

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

“**Issuer**” means a Company that has a security outstanding, is issuing a security, or proposes to issue a security.

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

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

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

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

“**Non-Arm’s Length Party**” means:

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

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

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

“Offering” has the meaning ascribed thereto on page i of this Prospectus.

“Offering Price” has the meaning ascribed thereto on page i of this Prospectus.

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

“Person” means a Company or individual.

“Principal” means:

- (a) a Person who acted as a Promoter of the Corporation within two years before the IPO prospectus or the date of the Final Exchange Bulletin;
- (b) a director or senior officer of the Corporation or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;
- (c) a 20% holder – a Person that holds securities carrying more than 20% of the voting rights attached to the Corporation’s outstanding securities immediately before and immediately after the Corporation’s IPO or immediately after the Final Exchange Bulletin for non-IPO transactions;
- (d) a 10% holder - a Person that:
 - (i) holds securities carrying more than 10% of the voting rights attached to the Corporation’s outstanding securities immediately before and immediately after the Corporation’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 Corporation or any of its material operating subsidiaries.

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

A Company more than 50% held by one or more Principals will be treated as a Principal. (In calculating this percentage, include securities of the entity that may be issued to the Principals under outstanding convertible securities in both the Principals’ securities of the entity and the total securities of the entity outstanding.) Any securities of the Corporation 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 Corporation they hold will be subject to escrow requirements.

“Private Placement” has the meaning ascribed thereto on page ii of this Prospectus.

“Pro Group” means:

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

“Promoter” has the meaning ascribed thereto in section 1(1) of the *Securities Act* (British Columbia).

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

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

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

“RDSP” has the meaning ascribed thereto on page 32 of this Prospectus.

“RESP” has the meaning ascribed thereto on page 32 of this Prospectus.

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

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

“ROFR Termination Date” has the meaning ascribed thereto on page 16 of this Prospectus.

“RRIF” has the meaning ascribed thereto on page 32 of this Prospectus.

“RRSP” has the meaning ascribed thereto on page 32 of this Prospectus.

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

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

“Significant Asset(s)” means one or more assets or businesses which, when purchased, optioned or otherwise acquired by the Corporation, together with any other concurrent transactions, would result in the Corporation meeting the initial listing requirements of the Exchange.

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

“Sponsorship Acknowledgement Form” has the meaning ascribed thereto in Exchange Policy 2.2 – *Sponsorship and Sponsorship Requirements*.

“Tax Act” has the meaning ascribed thereto on page 32 of this Prospectus.

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

“TFSA” has the meaning ascribed thereto on page 32 of this Prospectus.

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

“Voting Security” means a security of an Issuer that:

- (a) is not a debt security; and
- (b) carries a voting right either under all circumstances or under some circumstances that have occurred and are continuing.

PROSPECTUS SUMMARY

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

The Corporation:	Oa Capital Corp.
Business of the Corporation:	The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. See “ <i>Business of the Corporation</i> ”.
The Offering:	A total of 2,000,000 Common Shares are being offered and qualified for distribution under this Prospectus at a price of \$0.10 per Common Share. In addition, the Corporation will grant to the Agent and any sub-agents the Agent’s Warrants to purchase 200,000 Common Shares at a price of \$0.10 per Common Share, which may be exercised for a period of five years from the closing of the Offering. The Agent’s Warrants are qualified for distribution under this Prospectus. This Prospectus also qualifies for distribution the CPC Stock Options to be granted to directors and officers of the Corporation on closing the Offering, which will entitle the holders to purchase an aggregate of up to 550,000 Common Shares (assuming the Private Placement is fully subscribed), at a price of \$0.10 per Common Share. The CPC Stock Options may be exercised for a period of five years from the date of grant. See “<i>Plan of Distribution</i>” and “<i>Options to Purchase Securities</i>”.
Private Placement:	Concurrent with completion of the Offering, the Corporation intends to complete a Private Placement of 1,000,000 Common Shares at a price of \$0.10 per Common Share for aggregate gross proceeds of \$100,000. Common Shares issued under the Private Placement will be subject to a statutory hold period lasting four months and one day after the closing of the Private Placement. The closing of the Offering is not conditional upon completion of the Private Placement. The net proceeds of the Private Placement, after paying the costs of the Private Placement, will be added to working capital. No commissions or fees are to be paid with respect to the Private Placement. See “ <i>Private Placements for Cash</i> ”.
Use of Proceeds:	Assuming completion of the Offering and a fully subscribed Private Placement, the total net proceeds to the Corporation, accounting for total cash proceeds received prior to the Offering, net of all Offering and Private Placement expenses, are estimated to be \$297,500. The net proceeds 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 “ <i>Use of Proceeds</i> ” and “ <i>Risk Factors</i> ”.
Directors, Officers and Promoters:	Thomas Mills – Director, Chief Executive Officer and Corporate Secretary Henry Chow – Director and Chief Financial Officer Travis Vincent – Director Dwayne Yaretz – Director Thomas Mills is considered a Promoter of the Corporation. See “<i>Directors, Officers and Promoters</i>”.
Escrowed Securities:	All of the currently issued and outstanding Common Shares of the Issuer, being 2,500,000 Common Shares, and all of the CPC Stock Options, being 450,000 CPC Stock Options if the Private Placement is not subscribed or 550,000 if the Private Placement is fully subscribed, will be deposited in escrow pursuant to the terms of a CPC Escrow Agreement, and will be released from escrow in stages over a period of 18 months from the date of the Final QT Exchange Bulletin. See “ <i>Escrowed Securities</i> ”.

Risk Factors:

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

A purchaser will suffer an immediate dilution to the purchaser's investment of approximately 27.8% or approximately \$0.0278 per Common Share upon closing the Offering, assuming the Private Placement is not subscribed, and 22.7% or approximately \$0.0227 per Common Share upon closing the Offering and the Private Placement, assuming the Private Placement is fully subscribed. 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 purchaser, which dilution may be significant and may also result in a change of control of the Corporation. See "*Dilution*" and "*Risk Factors*".

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 will not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction. 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. See "*Corporate Structure*", "*Business of the Corporation*" and "*Risk Factors*".

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. Even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction. Completion of a Qualifying Transaction is subject to a number of conditions, including acceptance by the Exchange and in the event of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval. There is no assurance that if the Qualifying Transaction is completed, the business acquired in the Qualifying Transaction will be profitable or ultimately benefit the Corporation and its shareholders. Any failure to successfully integrate a business acquired pursuant to the Qualifying Transaction or a failure of such business to benefit the Corporation, could have a material adverse effect on the business and operating results of the Resulting Issuer (as defined below). Neither the Exchange nor any securities regulatory authority passes upon the merits of any proposed Qualifying Transaction. See "*Business of the Corporation*" and "*Risk Factors*".

Upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares may be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction. Trading in the Common Shares may be halted at other times for other reasons, including without limitation, for failure by the Corporation to submit documents to the Exchange in the time periods required. There can be no assurance that an active and liquid market for the Common Shares will develop and purchasers may find it difficult to resell their Common Shares.

The directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and all 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 "*Risk Factors*".

If management of the Corporation reside outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, purchasers 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.

If the Corporation does not list the Common Shares on the Exchange as contemplated herein, adverse tax consequences may arise with respect to Common Shares held in RRSPs, RRIFs, FHSAs, TFSAs, RESPs and RDSPs. See “*Eligibility for Investment*” and “*Risk Factors*”.

CORPORATE STRUCTURE

The full corporate name of the Corporation is “Oa Capital Corp.” The Corporation was incorporated pursuant to the provisions of the *Business Corporations Act* (British Columbia) on July 24, 2022. The head office of the Corporation is located at 3665 Kingsway, Suite 300, Vancouver, British Columbia, V5R 5W2, and its registered and records office is located at Suite 3200, 650 West Georgia Street, Vancouver, British Columbia, V6B 4P7.

BUSINESS OF THE CORPORATION

PRELIMINARY EXPENSES

As of the date of this Prospectus, the Corporation has incurred preliminary expenses of \$66,631, including Exchange fees, regulatory fees, audit and accounting fees, foreign exchange costs and general and administrative expenses. In addition, the Corporation has advanced \$22,500 to the Agent as a retainer for expenses, including the Agent’s legal fees, and has also advanced retainer of \$5,000 to its own legal counsel. Certain of the Offering proceeds will be utilized to satisfy the obligations of the Corporation related to the Offering, including the expenses of its auditor and legal fees, the fees of the Exchange, the Agent’s Commission, legal fees and expenses of the Agent and the fees of the securities regulatory authorities. See “*Use of Proceeds*”.

Since the date of the most recent balance sheet included in this Prospectus, the Corporation has incurred expenses of \$9,642, consisting of \$9,221 in professional fees and \$420.80 in general and administrative expenses.

PROPOSED OPERATIONS UNTIL COMPLETION OF THE QUALIFYING TRANSACTION

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

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

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

METHOD OF FINANCING

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

CRITERIA FOR A QUALIFYING TRANSACTION

The Corporation will consider acquisitions of assets or businesses operated or located both inside and outside of Canada, as permitted by the CPC Policy. All potential Qualifying Transactions will initially be screened by management of the Corporation so as to evaluate the business plan of each corporation or business, which evaluation will include an analysis of the assets, the line of services or products offered, the extent of the competition in the marketplace, the market potential of the product lines or services, the market plan, existing and remaining management, production plans, financial plans and cash flow projections and capital requirements. Similar criteria will be employed in the evaluation of other assets.

Upon the favourable completion of management's analysis, management will proceed to negotiate appropriate acquisition terms with those prospective corporations, businesses or the owners of other assets and thereafter will present the proposal to the Board of Directors for its consideration and approval.

The Board of Directors, in considering whether to approve the terms of the proposed acquisition, will be guided by the following criteria:

- (a) the projected rate of return on the proposed investment having regard to the risk of loss;
- (b) the prospects for growth, having regard to existing or potential market share;
- (c) the skill of the management team, either as it exists or as it may be modified as a consequence of the acquisition; and
- (d) basic financial considerations such as the ratio of debt to equity of the target business, the overall cost of the acquisition, and the prospects of obtaining the debt or equity financing necessary to effect the acquisition.

The Board of Directors 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 QUALIFYING TRANSACTION

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

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

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

If required by the Exchange, the Corporation will retain a Sponsor, who must be a Member of the Exchange or a Participating Organization of the Toronto Stock Exchange, and who will be required to submit to the Exchange a report prepared in accordance with the policies of the Exchange. The Corporation will no longer be considered to be

a Capital Pool Company upon the Exchange having issued the Final Exchange Bulletin. The Exchange will generally not issue the Final Exchange Bulletin until the Exchange has received:

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

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

INITIAL LISTING REQUIREMENTS

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

TRADING HALTS, SUSPENSIONS AND DELISTING

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

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

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

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

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

REFUSAL OF QUALIFYING TRANSACTION

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

- (a) the Resulting Issuer fails to satisfy the applicable initial listing requirements of the Exchange;
- (b) the Resulting Issuer will be a mutual fund, as defined in the applicable securities legislation; or
- (c) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

PROCEEDS AND PRINCIPAL PURPOSES

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

	Amount After Offering	Amount After Offering and Private Placement ⁽²⁾
(a) Gross cash proceeds received by the Corporation from the sale of Common Shares prior to the Offering ⁽¹⁾	\$125,000	\$125,000
(b) Less: Expenses and costs relating to raising the cash proceeds referred to in (a) above	Nil	Nil
(c) Plus: Gross cash proceeds to be raised by the Corporation from the sale of the Common Shares distributed pursuant to the Offering	\$200,000	\$200,000
(d) Plus: Gross cash proceeds to be raised by the Corporation from the sale of the Common Shares distributed pursuant to the Private Placement	Nil	\$100,000
(e) Less: Expenses and costs relating to the Offering referred to in (c) above, incurred to date and expected to be incurred ⁽³⁾	\$(122,500)	\$(122,500)
(f) Less: Expenses and costs relating to the Private Placement referred to in (d) above, incurred to date and expected to be incurred ⁽⁴⁾	Nil	\$(5,000)
(g) Estimated funds to be available to the Corporation (on completion of the Offering)⁽⁵⁾	\$202,500	\$297,500
Funds available for identifying and evaluating assets or business prospects ⁽⁶⁾	\$142,500	\$237,500
Estimated general and administrative expenses until Completion of the Qualifying Transaction ⁽⁷⁾	\$60,000	\$60,000
Total net proceeds	\$202,500	\$297,500

Notes:

(1) See “Prior Sales”.

(2) Assuming that the Private Placement is fully subscribed.

(3) Offering expenses include listing and filing fees, the Agent’s Commission, the Administration Fee, the Agent’s legal fees and expenses, and the Corporation’s legal fees, audit fees and other expenses.

(4) Private Placement expenses include the Corporation’s legal fees and any applicable filing fees.

(5) If the Agent’s Warrants and the CPC Stock Options are exercised, there will be available to the Corporation a maximum of an additional \$65,000 if the Private Placement is not subscribed, or \$75,000 if the Private Placement is fully subscribed, which will be added to the working capital of the Corporation. There is no assurance that any of the Agent’s Warrants or CPC Stock Options will be exercised.

(6) If the Corporation enters into a Qualifying Transaction Agreement prior to spending all of the funds available to it on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of, or participation in, Significant Assets or for working capital after Completion of the Qualifying Transaction.

(7) Estimated aggregate expenses incurred by the Corporation for a period of 24 months following completion of the Offering.

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

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

PERMITTED USE OF FUNDS

Until 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 businesses or assets and obtain shareholder approval, if applicable, for a proposed Qualifying Transaction, including expenses such as:

- (a) reasonable expenses relating to the IPO, including:
 - (i) fees for legal services and audit services relating to the preparation and filing of this Prospectus;
 - (ii) Agent’s fees, costs and commissions; and
 - (iii) printing costs, including printing of this Prospectus and share certificates;
- (b) reasonable general and administrative expenses of the Corporation (not exceeding in aggregate \$3,000 per month), including:
 - (i) office supplies, office rent and related utilities;
 - (ii) equipment leases;
 - (iii) fees for legal services; and
 - (iv) fees for accounting and advisory services;
- (c) reasonable expenses relating to a proposed Qualifying Transaction, including:
 - (i) valuations or appraisals;
 - (ii) business plans;
 - (iii) feasibility studies and technical assessments;
 - (iv) sponsorship reports;
 - (v) geological reports;
 - (vi) financial statements;
 - (vii) fees for legal services; and
 - (viii) fees for accounting, assurance and audit services;
- (d) agents’ and finders’ fees, costs and commissions;
- (e) assurance and audit fees of the Corporation;
- (f) escrow agent and transfer agent fees of the Corporation; and
- (g) regulatory filing fees of the Corporation.

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

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

PROHIBITED PAYMENTS TO NON-ARM'S LENGTH PARTIES

Except as described under "*Options to Purchase Securities*", "*Use of Proceeds - Permitted Use of Funds*" and "*Use of Proceeds - Finder's Fees*", 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 to a Non-Arm's Length Party to the Qualifying Transaction, or to a person engaged in investor relations activities, promotional or market-making services in respect of the Corporation or the securities of the Corporation or any Resulting Issuer, by any means, including:

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

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

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

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

PRIVATE PLACEMENTS FOR CASH

After closing the Offering and until Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to 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 the private placement, will exceed \$10,000,000. Generally, the only securities issuable pursuant to such a private placement will be Common Shares and Agent's Warrants. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non-Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Concurrent Private Placement

Concurrent with completion of the Offering, the Corporation intends to complete the Private Placement of 1,000,000 Common Shares at a price of \$0.10 per Common Share for aggregate gross proceeds of \$100,000. Common Shares issued under the Private Placement will be subject to a statutory hold period lasting four months and one day after the closing of the Private Placement. The closing of the Offering is not conditional upon completion of the Private Placement. Members of the Aggregate Pro Group may participate in the Private Placement. The net proceeds of the Private Placement, after payment of the costs of the Private Placement, will be added to working capital. No commissions or fees are to be paid with respect to the Private Placement.

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*:

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

PLAN OF DISTRIBUTION

AGENCY AGREEMENT AND AGENT'S COMPENSATION

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale, on a commercially reasonable efforts basis to the public, 2,000,000 Common Shares as provided in this Prospectus, at a price of \$0.10 per Common Share, for gross proceeds of \$200,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a cash commission of 10% of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Corporation will pay the Administration Fee of \$15,000 upon closing the Offering and has provided the Agent with a \$22,500 advance retainer to cover the Agent's out of pocket expenses incurred in connection with the Offering (including legal fees and any other reasonable costs and expenses).

The Corporation has also agreed to grant to the Agent, and any sub-agents, as directed by the Agent, the Agent's Warrants to purchase up to the number of Common Shares equal to 10% of the Common Shares sold through the Offering at a price of \$0.10 per Common Share, which may be exercised for a period of five years from closing the Offering. The Agent's Warrants are qualified for distribution under this Prospectus. Not more than 50% of the Common Shares that can be acquired by the Agent on exercise of the Agent's Warrants may be sold by the Agent prior to Completion of the Qualifying Transaction. The remaining 50% may be sold after Completion of the Qualifying Transaction.

The Corporation has also agreed to grant to the Agent, upon closing the Offering, a right of first refusal of any brokered equity financings (or securities convertible into equity) that the Corporation requires or proposes to obtain until the earlier of: (a) 24 months from the Closing Date; and (b) the closing of the Qualifying Transaction (the "**ROFR Termination Date**"). The Agent will have the right of first refusal to provide any such financing proposed during that

period. The Agent will also have a right of first refusal to act as Sponsor (if required) for any Qualifying Transaction for the period ending on the ROFR Termination Date.

Other than as described in this Prospectus, there are no payments in cash, securities or other consideration being made, or to be made, to a Promoter, finder or any other person or corporation in connection with the Offering.

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

The Agent will not receive any fee in respect of any Common Shares sold under the Private Placement.

COMMERCIALLY REASONABLE EFFORTS OFFERING AND MINIMUM DISTRIBUTION

The Agent has agreed to use commercially reasonable efforts to secure subscriptions for the Common Shares on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no extra 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.

The total Offering consists of 2,000,000 Common Shares, at a price of \$0.10 per Common Share, for total gross proceeds of \$200,000. Under the CPC Policy, 75% or 1,500,000 of the total number of Common Shares offered under this Prospectus are subject to the following limits:

- (a) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser pursuant to the Offering is 2% of the total number of Common Shares offered under this Prospectus, being 40,000 Common Shares (\$4,000); and
- (b) the maximum number of Common Shares that may be directly or indirectly purchased by any one purchaser, together with that purchaser's Associates and Affiliates, is 4% of the total number of Common Shares offered under this Prospectus, being 80,000 Common Shares (\$8,000).

The funds received from the Offering will be deposited with the Agent and will not be released until a minimum of \$200,000 has been deposited. All funds received from the sale of the Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement. The total subscription must be raised within 90 days of the date a receipt for the final prospectus is issued, or such other time as may be consented to by Persons who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent. See "*Plan of Distribution*".

OTHER SECURITIES TO BE DISTRIBUTED

Stock Options

The Corporation also proposes to grant CPC Stock Options to the directors and officers of the Corporation, which will entitle them to purchase up to 450,000 Common Shares if the Private Placement is not subscribed, or up to 550,000 Common Shares if the Private Placement is fully subscribed, immediately following the closing of the Offering in accordance with the policies of the Exchange. The CPC Stock Options are qualified for distribution under this Prospectus.

Private Placement

In addition to the Offering, the Corporation intends to complete the Private Placement, issuing an aggregate of up to 1,000,000 Common Shares at a price of \$0.10 per Common Share for gross proceeds of up to \$100,000.

DETERMINATION OF PRICE

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

LISTING APPLICATION

The Exchange has conditionally approved the listing of the Common Shares. Listing will be subject to the Corporation fulfilling all the listing requirements of the Exchange.

VENTURE ISSUER

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

RESTRICTIONS ON TRADING

Other than the initial distribution of the Common Shares pursuant to this Prospectus, the possible issuance of Common Shares under the Private Placement, the grant of the Agent's Warrants and the grant of CPC Stock Options to the directors, officers and technical consultants of the Corporation, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for the preliminary prospectus is issued by the Securities 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 without par value, of which, as of the date hereof, 2,500,000 Common Shares are issued and outstanding as fully paid and non-assessable. Additionally, the Company is also authorized to issue an unlimited number of Preferred Shares, of which, as of the date hereof, no Preferred Shares are issued and outstanding. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

COMMON SHARES

The holders of the Common Shares are entitled to dividends, if, as and when declared by the Board of Directors, to one vote per Common Share at meetings of the shareholders of the Corporation and, upon dissolution, to share equally in such assets of the Corporation as are distributable to the holders of Common Shares. All Common Shares to be outstanding after completion of the Offering will be fully paid and non-assessable.

A total of 2,000,000 Common Shares are reserved for issuance in connection with the Offering. In addition, 200,000 Common Shares are reserved for issuance in accordance with the Agent's Warrants; and 550,000 Common Shares are reserved for issuance in accordance with the CPC Stock Options, assuming the Private Placement is fully subscribed.

PREFERRED SHARES

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

CAPITALIZATION

Designation of security	Amount authorized or to be authorized	Amount outstanding as of the date of the most recent statement of financial position contained in this Prospectus ⁽¹⁾	Amount outstanding as of the date of this Prospectus ⁽¹⁾⁽³⁾	Amount to be outstanding after giving effect to the Offering ⁽²⁾⁽³⁾	Amount to be outstanding after giving effect to the Offering and the Private Placement ⁽²⁾⁽³⁾
Common Shares	unlimited	\$125,000 (2,500,000 Common Shares)	\$125,000 (2,500,000 Common Shares)	\$325,000 ⁽⁴⁾ (4,500,000 Common Shares)	\$425,000 ⁽⁵⁾ (5,500,000 Common Shares)
Preferred Shares	unlimited	Nil	Nil	Nil	Nil
Long Term Debt	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) As at June 30, 2023, and as at the date hereof, the Corporation had not commenced commercial operations.
- (2) The Corporation has reserved for issuance 200,000 Common Shares at \$0.10 per Common Share in accordance with the Agent's Warrants, which expire five years from the Closing Date.
- (3) The Corporation has reserved for issuance a maximum of 550,000 Common Shares at \$0.10 per Common Share in accordance with CPC Stock Options to be granted at the closing of the Offering that will expire five years from the grant date. See "*Plan of Distribution*" and "*Options to Purchase Securities*".
- (4) Based on gross proceeds of \$200,000 from the Offering, before deducting the Administration Fee, fees and expenses and the other costs of the Offering, estimated to be \$122,500.
- (5) Based on gross proceeds of \$200,000 from the Offering and \$100,000 from the Private Placement, before deducting the Administrative Fee, fees and expenses and the other costs of the Offering and Private Placement, estimated to be \$127,500.

OPTIONS TO PURCHASE SECURITIES

CPC STOCK OPTIONS

As at the date of this Prospectus, the Corporation has not granted any Stock Options to directors, executive officers, employees or consultants of the Corporation.

Upon closing the Offering, the Board of Directors intends to grant to the directors and officers of the Corporation in accordance with the Corporation's employee stock option plan (the "**Option Plan**") and subject to regulatory approval, CPC Stock Options to purchase an aggregate of up to 450,000 Common Shares if the Private Placement is not subscribed, or 550,000 Common Shares if the Private Placement is fully subscribed, as follows:

Name of Optionee	Number of Common Shares Under Option assuming that the Private Placement is not subscribed	Number of Common Shares Under Option assuming that the Private Placement is fully subscribed	Exercise Price per Common Share	Expiry Date
Thomas Mills	112,500	137,500	\$0.10	five years from the date of grant
Henry Chow	112,500	137,500	\$0.10	five years from the date of grant
Travis Vincent	112,500	137,500	\$0.10	five years from the date of grant
Dwayne Yaretz	112,500	137,500	\$0.10	five years from the date of grant
TOTAL	450,000	550,000	\$0.10	

The CPC Stock Options to purchase up to 450,000 Common Shares if the Private Placement is not subscribed, or 550,000 Common Shares if the Private Placement is fully subscribed, to be granted upon closing the Offering to directors, officers and technical consultants (subject to regulatory approval) are qualified for distribution pursuant to this Prospectus.

CPC STOCK OPTION TERMS

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

The number of Common Shares issuable to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares as at the date of grant of the CPC Stock Option.

The number of Common Shares issuable at any given time to all technical consultants in aggregate will not exceed 2% of the issued and outstanding Common Shares as at the date of grant of any CPC Stock Option.

The number of Common Shares issuable at any given time to Eligible Charitable Organizations in aggregate will not exceed 1% of the issued and outstanding Common Shares as at the date of grant of any CPC Stock Option.

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

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

AGENT’S WARRANTS

Under the terms of the Agency Agreement, the Agent will receive the Agent’s Warrants upon completion of the Offering, which will entitle the Agent to purchase up to 200,000 Common Shares, at a price of \$0.10 per Common Share, exercisable for a period of five years from the Closing Date. The Agent’s Warrants are qualified for distribution under this Prospectus. See “*Plan of Distribution*”.

PRIOR SALES

Since the date of incorporation of the Corporation, 2,500,000 Common Shares have been issued as follows:

Date	Number of Common Shares	Issue Price per Share	Aggregate Issue Price	Consideration Received
July 27, 2022	800,000 ⁽¹⁾	\$0.05	\$40,000	Cash
July 31, 2022	1,200,000 ⁽¹⁾	\$0.05	\$60,000	Cash
September 29, 2022	100,000 ⁽¹⁾	\$0.05	\$5,000	Cash
October 3, 2022	300,000 ⁽¹⁾	\$0.05	\$15,000	Cash
June 19, 2023	100,000 ⁽¹⁾	\$0.05	\$5,000	Cash
TOTAL	2,500,000	\$0.05	\$125,000	

Note:

⁽¹⁾ These Common Shares will be held in escrow. See “*Escrowed Securities*”.

ESCROWED SECURITIES

ESCROWED SECURITIES PRIOR TO COMPLETION OF THE QUALIFYING TRANSACTION

All of the 2,500,000 Common Shares issued prior to the Offering at a price below \$0.10 per Common Share and all of the Common Shares that may be acquired from treasury by Non-Arm's Length Parties of the Corporation either under the Offering or otherwise prior to the date of the Final Exchange Bulletin will be deposited with the Escrow Agent under the terms of the Escrow Agreement.

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

The following table sets out, as at the date hereof, the number of Common Shares and CPC Stock Options held, or to be held, in escrow.

Name and municipality of residence of shareholder	Number of Common Shares owned	Number of Common Shares held in escrow	Percentage of Common Shares owned prior to giving effect to the Offering	Percentage of Common Shares owned after giving effect to the Offering ⁽¹⁾⁽³⁾	Percentage of Common Shares owned after giving effect to the Offering and the Private Placement ⁽²⁾⁽⁴⁾	Number of CPC Stock Options held in escrow after giving effect to the Offering ⁽¹⁾⁽³⁾	Number of CPC Stock Options held in escrow after giving effect to the Offering and the Private Placement ⁽²⁾⁽⁴⁾
Thomas Mills Burnaby, B.C.	800,000	800,000	32.0%	17.8%	14.5%	112,500	137,500
Henry Chow Vancouver, B.C.	800,000	800,000	32.0%	17.8%	14.5%	112,500	137,500
Travis Vincent Castle Rock, Colorado	400,000	400,000	16.0%	8.9%	7.3%	112,500	137,500
Dwayne Yaretz New Westminster, B.C.	100,000	100,000	4.0%	2.2%	1.8%	112,500	137,500
Tara Frances Jackson North Vancouver, B.C.	200,000	200,000	8.0%	4.4%	3.6%	Nil	Nil
Lavinia Tom⁽⁵⁾ Burnaby, B.C.	100,000	100,000	4.0%	2.2%	1.8%	Nil	Nil
Emelet Services Inc. Vancouver, B.C. ⁽⁶⁾	100,000	100,000	4.0%	2.2%	1.8%	Nil	Nil
TOTAL	2,500,000	2,500,000	100%	55.6%	45.5%	450,000	550,000

Note:

- ⁽¹⁾ Assumes the shareholders who are a party to the Escrow Agreement do not acquire any Common Shares pursuant to the Offering and do not exercise their CPC Stock Options prior to the Final Exchange Bulletin.
- ⁽²⁾ Assumes the shareholders who are a party to the Escrow Agreement do not acquire any Common Shares pursuant to the Offering or the Private Placement, and do not exercise their CPC Stock Options prior to the Final Exchange Bulletin.
- ⁽³⁾ Assumes that the Private Placement is not subscribed.
- ⁽⁴⁾ Assumes that the Private Placement is fully subscribed.
- ⁽⁵⁾ Lavinia Tom is the spouse of Thomas Mills.
- ⁽⁶⁾ Emelet Services Inc. is a private company wholly-owned and controlled by Mr. Brock Smith and Ms. Rebekkah Stainton.

Where the Common Shares that are required to be held in escrow are held by a non-individual (a "**Holding Company**"), each Holding Company under the Escrow Agreement, has agreed, or will agree, not to carry out any transactions during the currency of the Escrow Agreement that would result in a change of control of the Holding Company, without the consent of the Exchange. Any Holding Company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize securities to be issued or transferred if it could

reasonably result in a change of control of the Holding Company. In addition, the Exchange may require an undertaking from any Control Person of the Holding Company not to transfer shares of the Holding Company.

Under the Escrow Agreement:

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

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

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

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

- (a) immediately cancel all of the escrowed Common Shares held by each Non-Arm's Length Party to the Corporation that were issued at a price below the Offering Price of the Common Shares and all CPC Stock Options and Common Shares that were issued pursuant to the exercise of such CPC Share Options held by such Persons; and
- (b) cancel all of the escrowed securities on a date that is 10 years from the date of such Exchange bulletin.

ESCROWED SECURITIES ON QUALIFYING TRANSACTION

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

PRINCIPAL SHAREHOLDERS

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

Name	Type of Ownership	Number of Common Shares	Percentage of Common Shares owned before giving effect to the Offering	Percentage of Common Shares owned after giving effect to the Offering ⁽¹⁾⁽²⁾	Percentage of Common Shares owned after giving effect to the Offering and the Private Placement ⁽¹⁾⁽²⁾
Thomas Mills	Of record and beneficial	800,000 ⁽⁶⁾	32.0%	17.8% ⁽³⁾	14.5% ⁽³⁾
Henry Chow	Of record and beneficial	800,000	32.0%	17.8% ⁽⁴⁾	14.5% ⁽⁴⁾
Travis Vincent	Of record and beneficial	400,000	16.0%	8.9% ⁽⁵⁾	7.3% ⁽⁵⁾

Notes:

- (1) Assumes that no Common Shares are purchased by these shareholders under the Offering or the Private Placement.
- (2) Before giving effect to the exercise of the Agent's Warrants and the CPC Stock Options.
- (3) On a fully diluted basis, assuming the exercise of the Agent's Warrants and the CPC Stock Options, Thomas Mills will be the registered holder of 912,500 Common Shares (17.7%) after giving effect to the Offering, assuming the Private Placement is not subscribed, and will be the registered holder of 937,500 Common Shares (15.0%) after giving effect to the Offering, assuming the Private Placement is fully subscribed.
- (4) On a fully diluted basis, assuming the exercise of the Agent's Warrants and the CPC Stock Options, Henry Chow will be the registered holder of 912,500 Common Shares (17.7%) after giving effect to the Offering, assuming the Private Placement is not subscribed, and will be the registered holder of 937,500 Common Shares (15.0%) after giving effect to the Offering, assuming the Private Placement is fully subscribed.
- (5) On a fully diluted basis, assuming the exercise of the Agent's Warrants and the CPC Stock Options, Travis Vincent will be the registered holder of 512,500 Common Shares (10.0%) after giving effect to the Offering, assuming the Private Placement is not subscribed, and will be the registered holder of 537,500 Common Shares (8.6%) after giving effect to the Offering, assuming the Private Placement is fully subscribed.
- (6) Lavinia Tom, the spouse of Thomas Mills, is the holder of 100,000 Common Shares.

DIRECTORS, OFFICERS AND PROMOTERS

NAME, RESIDENCE, OCCUPATION AND SECURITY HOLDINGS

The following is a list of the current directors, officers and Promoters of the Corporation, their province or state and country of residence, their current positions with the Corporation, and the number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised.

Name and Province or State of Residence	Position and Offices Held	Common Shares owned before the Offering	Percentage of Common Shares owned before the Offering ⁽¹⁾	Percentage of Common Shares owned after the Offering ⁽²⁾⁽⁴⁾	Percentage of Common Shares Owned after the Offering and the Private Placement ⁽³⁾⁽⁴⁾
Thomas Mills British Columbia, Canada	Chief Executive Officer Secretary Director ⁽⁶⁾⁽¹⁰⁾ Promoter	800,000 ⁽¹¹⁾⁽¹²⁾	32.0%	17.8%	14.5%
Henry Chow ⁽⁵⁾ British Columbia, Canada	Chief Financial Officer Director ⁽⁷⁾⁽¹⁰⁾	800,000 ⁽¹¹⁾	32.0%	17.8%	14.5%
Travis Vincent ⁽⁵⁾ Colorado, U.S.A	Director ⁽⁸⁾⁽¹⁰⁾	400,000 ⁽¹¹⁾	16.0%	8.9%	7.3%

Name and Province or State of Residence	Position and Offices Held	Common Shares owned before the Offering	Percentage of Common Shares owned before the Offering ⁽¹⁾	Percentage of Common Shares owned after the Offering ⁽²⁾⁽⁴⁾	Percentage of Common Shares Owned after the Offering and the Private Placement ⁽³⁾⁽⁴⁾
Dwayne Yaretz ⁽⁵⁾ British Columbia, Canada	Director ⁽⁹⁾⁽¹⁰⁾	100,000 ⁽¹¹⁾	4.0%	2.2%	1.8%
Total		2,100,000	84.0%	46.7%	38.1%

Notes:

- (1) Based on 2,500,000 Common Shares issued and outstanding as at the date of this Prospectus.
- (2) Based on 4,500,000 Common Shares issued and outstanding upon completion of the Offering, assuming the Private Placement is not subscribed.
- (3) Based on 5,500,000 Common Shares issued and outstanding upon completion of the Offering, assuming the Private Placement is fully subscribed.
- (4) Assumes that no Common Shares are purchased by these persons under the Offering and no exercise of the Agent's Warrants or the CPC Stock Options.
- (5) Member of the Corporation's audit committee. The Corporation does not have any other committees of the Board of Directors.
- (6) Appointed director, July 25, 2022.
- (7) Appointed director, August 3, 2022.
- (8) Appointed director, August 3, 2022.
- (9) Appointed director, June 16, 2023.
- (10) Each director holds office until the next annual meeting of the shareholders of the Corporation.
- (11) Held subject to an escrow agreement. See "*Escrowed Securities*".
- (12) Lavinia Tom, the spouse of Thomas Mills, is the holder of 100,000 Common Shares.

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 Significant Assets.

All of the directors and officers currently have business activities outside of the Corporation. It is anticipated that Mr. Mills will dedicate approximately 25% of his working time and attention to the business activities of the Corporation and the balance of the directors will devote between 5% and 10% of their working time and attention to the business activities of the Corporation. Time actually spent by the directors and officers of the Corporation will vary according to the needs of the Corporation.

Each of the directors and officers of the Corporation is an independent contractor. None of the directors or officers of the Corporation have entered into either a non-competition or a nondisclosure agreement with the Corporation.

The following is a brief description of key management of the Corporation:

THOMAS MILLS, 55, is the Chief Executive Officer, Secretary and a director of the Corporation. Mr. Mills is an entrepreneur and self-employed lawyer with more than 20 years of experience in enterprise finance, corporate management and regulatory compliance of private and public companies. Since 2001, his law practice has been focused on advising development stage and emerging growth companies on a range of matters, including public offerings, private placements of debt and equity securities, mergers and acquisitions, reorganizations, and general corporate/commercial matters. Mr. Mills has also served as a CEO, CFO and director of several development and exploration stage companies having their shares quoted on the over-the-counter market. In his capacity as an officer and director, Mr. Mills has participated in M&A transactions, public offerings, PIPEs and other private equity transactions. Mr. Mills holds an LL.B. from the University of British Columbia and a B.A. (Hons.) from the University of Waterloo. He was admitted to the Bar of British Columbia in 1997 and the Washington State Bar in 2017.

HENRY CHOW, 45, is the Chief Financial Officer and a director of the Company. Mr. Chow is a CPA, CA with more than 19 years of experience in the areas of financial management, public company accounting, financial reporting, compliance, risk management, and planning. Mr. Chow earned a Bachelor of Commerce degree from the University of British Columbia in 2000 and articulated with Klynveld Peat Marwick Goerdeler (KPMG) LLP in

Vancouver, Canada, before obtaining his Chartered Professional Accountant designation in 2003. Since 2008, Mr. Chow has been a founding partner at Saturna Group Chartered Professional Accountants LLP, a public practice accounting firm specializing in audit, financial statement preparation, and consulting for public companies in Canada and the United States. In addition to his accounting practice, over the last five years Mr. Chow has held several senior level financial reporting roles with public companies. Mr. Chow has served as the Chief Financial Officer of Millennium Silver Corp. since October 2021, a director of Harrys Manufacturing Inc. from September 2018 to July 2023 and Chief Financial Officer of Westcot Ventures Inc. from August 2017 to March 2019.

TRAVIS VINCENT, 50, is a director of the Company. Mr. Vincent has more than 20 years' experience in corporate finance and capital management, mainly as a self-employed placement agent focused on middle market and early stage investment banking and private placements. He has performed those services primarily for March Capital Corp., a FINRA member financial services firm, since 2016, and before that with Reality Shares, Inc., an asset management firm, exchange-traded fund (ETF) issuer and index provider, from 2012 through 2015. From 2008 to 2012, Mr. Vincent was the managing partner of Gibraltar Futures, LLC, a futures introducing broker and futures trading software provider that he co-founded. From 2006 through to 2008, Mr. Vincent held the position of vice president at Uhlmann Price Securities, a full service, privately owned brokerage firm, and was the managing partner of Trademaven Group, LLC, a National Futures Association registered Futures Commission Merchant and futures trading software provider. Mr. Vincent has also been a self-employed commercial mortgage broker, focused on debt and equity financing of real estate developments, since 2021. Mr. Vincent received a Bachelor of Science in Management (magna cum laude), from Boston College in 1995.

DWAYNE YARETZ, 63, is a director of the Company. Mr. Yaretz is a seasoned entrepreneur with more than 35 years of experience in corporate leadership. He began his international career as Vice-President of China Power Generation Corporation and Asia Power Engineering Corporation, developing co-generation facilities in Mainland China. Subsequently, Mr. Yaretz acted for several publicly traded companies in various capacities including President, Chief Executive Officer, Corporate Secretary and Chief Financial Officer and is experienced in mergers and acquisitions as well as in the financing of numerous private and public ventures. Mr. Yaretz has structured both initial public offerings and reverse takeovers in various business sectors, including technology and manufacturing as well as multiple mining exploration projects with properties in China, United States, Chile and Canada. Mr. Yaretz has also served on the board of directors of numerous companies involved in technology, clean-tech, agri-business, sustainable packaging, consumer electronics, and in the mining exploration sector. He is currently the CEO and a director of Leaf Cross Biomedical Inc., a privately held Canadian licensed cannabis processor and Cell Medx Corp. (OTC: CMXC), a research and development company focused on the discovery, design, development, manufacture and commercialization of clinical therapeutic and wellness products. Mr. Yaretz is also the Chair, President, CEO and a director of Muzhu Mining Ltd., a company trading on the Canadian Securities Exchange.

OTHER REPORTING ISSUER EXPERIENCE

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

Name of Director, Officer or Promoter	Name of Reporting Issuer	Name of Exchange or Market	Position	Period	
				From	To
Henry Chow CFO	Millennium Silver Corp.	TSX-V	CFO	11/21	present
	Harrys Manufacturing Inc.	CSE	Director	09/18	07/23
	Westcot Ventures Corp.	NEX	CFO	08/17	03/19

Name of Director, Officer or Promoter	Name of Reporting Issuer	Name of Exchange or Market	Position	Period	
				From	To
Dwayne Yaretz Director	Muzhu Mining Ltd.	CSE	Director Chair, President and CEO	11/20 09/23	Present Present
	Steadright Critical Minerals Inc.	CSE	Secretary	05/22	present
	Xander Resources Inc.	TSX-V	Director CEO Secretary	10/17 10/18 04/20	06/23 05/20 12/22

CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

On August 26, 2011, the British Columbia Securities Commission issued a failure-to-file cease-trade order under section 164(1) of the *Securities Act* (British Columbia) against American Mining Corporation, a Nevada corporation having its shares quoted over the OTCQB (“**AMC**”). At the time of the order, Thomas Mills was a Control Person of AMC. The cease trade order was revoked on October 21, 2013. Mr. Mills ceased to be a Control Person or Insider of AMC on June 20, 2014. AMC is currently operating as CNBX Pharmaceuticals Inc. and its shares continue to be quoted on the OTCQB.

On October 11, 2022, the British Columbia Securities Commission issued a failure-to-file cease-trade order under section 164(1) of the *Securities Act* (British Columbia) against Cell Medx Corp., a Nevada corporation having its shares quoted over the OTCQB (“**CMC**”). Dwayne Yaretz was the Chief Executive Officer and a director of CMC at the time of the order and he remains in those positions as at the date of this Prospectus. The cease trade order currently remains in effect.

Other than as described above, no director, officer, Insider or Promoter of the Corporation, or any shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is, or was within 10 years before the date of this Prospectus, a director, officer, Insider or Promoter of any other Company that:

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

PENALTIES OR SANCTIONS

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

- (a) 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
- (b) any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would likely be considered important to a reasonable investor in making an investment decision.

PERSONAL BANKRUPTCIES

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

- (a) is, as at the date of this Prospectus, or has been within the 10 years before the date of this Prospectus, a director, officer, Insider or Promoter of any Company that, while that person was acting in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (b) has, within the 10 years before the date of this Prospectus, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, become subject to or instituted any proceeding, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer, Insider or Promoter of the Corporation, or any shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation.

CONFLICTS OF INTEREST

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

AUDIT COMMITTEE

Exchange Policy 3.1 – *Directors, Officers, Other Insiders & Personnel and Corporate Governance* requires that the Corporation have an audit committee of at least three directors, the majority of whom are not employees, Control Persons or officers of the Corporation or any of its Associates or Affiliates. The audit committee will be responsible for overseeing the accounting and financial reporting processes of the Corporation and audits of the financial statements of the Corporation.

The Corporation has appointed an audit committee consisting of Henry Chow, Travis Vincent and Dwayne Yaretz, all of whom are financially literate, as such term is defined in National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”). Dwayne Yaretz and Travis Vincent are considered independent, as such term is defined in NI 52-110. Henry Chow is not considered to be independent by virtue of his position as Chief Financial Officer of the Corporation. A description of the education and experience of each member of the audit committee relevant to the performance of his or her responsibilities as an audit committee member is set forth 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.

Given the current prescribed nature of the Corporation and its principal business being limited to identifying and evaluating assets or businesses with a view to completing a Qualifying Transaction, it is anticipated that, prior to Completion of the Qualifying Transaction, the only committee of the Board of Directors will be the audit committee.

Audit Committee Charter

The full text of the audit committee’s charter is attached hereto as Schedule “A” to this Prospectus. See Schedule “A” – *Audit Committee Charter*.

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 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 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)

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

	Audit Fees⁽¹⁾	Audit-Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
Since July 24, 2022 (date of incorporation) to the date of this Prospectus	\$6,000	\$7,750	Nil	Nil

Notes:

- (1) "Audit fees" include aggregate fees billed by the Corporation's external auditor since incorporation of the Corporation.
- (2) "Audited related fees" include the aggregate fees billed since incorporation of the Corporation for assurance and related services by the Corporation's external auditor that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not reported under "Audit fees" above. The services provided include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax fees" include the aggregate fees billed since incorporation of the Corporation for professional services rendered by the Corporation's external auditor for tax compliance, tax advice and tax planning. The services provided include tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All other fees" include the aggregate fees billed since incorporation of the Corporation for products and services provided by the Corporation's external auditor, other than "Audit fees", "Audit related fees" and "Tax fees" above.

PROMOTER

Thomas Mills may be considered a Promoter of the Corporation in that he took the initiative in founding and organizing the Corporation. See also "*Escrowed Securities*" and "*Principal Shareholders*", "*Directors, Officers and Promoters*".

EXECUTIVE COMPENSATION

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

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

- (b) payment for and reimbursement of certain expenses as described in “*Use of Proceeds – Permitted Use of Funds*” and “*Use of Proceeds – Prohibited Payments to Non-Arm’s Length Parties*”; and
- (c) finder’s fees as described in “*Use of Proceeds – Finder’s Fees*”.

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

DILUTION

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of \$0.0278 per Common Share or 27.8% on the basis of there being 4,500,000 Common Shares issued and outstanding following completion of the Offering. If the Private Placement is completed concurrently with the Offering, purchasers of Common Shares under this Prospectus will suffer an immediate dilution of \$0.0227 per Common Share or 22.7% on the basis of there being 5,500,000 Common Shares issued and outstanding following completion of the Offering and the Private Placement. Dilution has been computed on the basis of total gross proceeds to be raised by this Prospectus, the gross proceeds to be raised under the Private Placement and from sales of securities prior to the filing of this Prospectus, without deduction of commissions or related expenses incurred by the Corporation, as set forth below:

Item	Offering	Offering and Private Placement
Gross proceeds of prior share issues	\$ 125,000	\$ 125,000
Gross proceeds of the Offering	\$ 200,000	\$ 200,000
Gross proceeds of the Private Placement	\$ Nil	\$ 100,000
Total gross proceeds after the Offering	\$ 325,000	\$ 425,000
Offering Price per share	\$ 0.10	\$ 0.10
Gross proceeds per share	\$ 0.0722	\$ 0.0773
Dilution per share to subscriber	\$ 0.0278	\$ 0.0227
Percentage of dilution in relation to Offering Price	27.8%	22.7%

RISK FACTORS

There are a number of risks inherent in making an investment in the Common Shares. The list below outlines the material risk factors that should be considered by persons considering purchasing the Common Shares. The list is not intended to be all-inclusive.

- (a) Investment in the Common Shares offered by this Prospectus is highly speculative, given the proposed nature of the Corporation’s business and its present stage of development.
- (b) 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 will not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction. See “*Corporate Structure*” and “*Business of the Corporation*”.
- (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 all 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*”.
- (d) Assuming completion of the Offering, a purchaser will suffer an immediate dilution to the purchaser’s investment of approximately 27.8% or approximately \$0.0278 per Common Share if

the Private Placement is not subscribed, and 22.7% or approximately \$0.0227 per Common Share if the Private Placement is fully subscribed. See “*Dilution*”.

- (e) There can be no assurance that an active and liquid market for the Common Shares will develop and purchasers may find it difficult to resell their 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. See “*Business of the Corporation*”.
- (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. See “*Business of the Corporation*”.
- (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. See “*Business of the Corporation*”.
- (i) Completion of a Qualifying Transaction is subject to a number of conditions, including acceptance by the Exchange and in the event of a Non-Arm’s Length Qualifying Transaction, Majority of the Minority Approval. See “*Business of the Corporation*”.
- (j) Unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non-Arm’s Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares.
- (k) Upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares 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 may be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction.
- (l) Trading in the Common Shares may be halted at other times for other reasons, including failure by the Corporation to submit documents to the Exchange in the time periods required.
- (m) There is no assurance that, if the Qualifying Transaction is completed, the business acquired in the Qualifying Transaction will be profitable or ultimately benefit the Corporation and its shareholders. Any failure to successfully integrate a business acquired pursuant to the Qualifying Transaction or a failure of such business to benefit the Corporation, could have a material adverse effect on the Resulting Issuer’s business and results of operations.
- (n) Neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction.
- (o) If management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, purchasers may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts.
- (p) The Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the purchaser, which dilution may be significant, and which may also result in a change of control of the Corporation.

- (q) Subject to prior Exchange acceptance, the Corporation may be permitted to loan or advance up to the greater of \$250,000 and 20% of its working capital to a target business without shareholder approval and there can be no assurance that the Corporation will be able to recover that loan. See “*Use of Proceeds*”.
- (r) if the Corporation does not list the Common Shares on the Exchange as contemplated herein under the heading “*Eligibility for Investment*”, adverse tax consequences may arise with respect to Common Shares held in RRSPs, RRIFs, FHSAs, TFSA, FHSAs, RESPs and RDSPs.

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

DIVIDEND RECORD AND POLICY

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

LEGAL PROCEEDINGS

The Corporation has never been and is not currently a party to any legal proceedings, nor is the Corporation currently contemplating any legal proceedings. Management of the Corporation is currently not aware of any legal proceedings contemplated against the Corporation.

AUDITOR

The Corporation’s auditor is Lancaster & David, Chartered Professional Accountants, located at Suite 510, 701 West Georgia Street, PO Box 10133, Vancouver, BC V7Y 1C6.

Lancaster & David has confirmed that it is independent with respect to the Corporation within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

REGISTRAR AND TRANSFER AGENT

The transfer agent and registrar for the Common Shares is Odyssey Trust Company, at its office located at 350-409 Granville Street, Vancouver BC V6C 1T2.

RELATIONSHIP BETWEEN THE CORPORATION AND THE 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*.

The Agent has advised the Corporation that, to the best of its knowledge and belief, neither it, nor any of its directors, officers, employees or contractors, or any Associate or Affiliate of the foregoing has subscribed for Common Shares of the Corporation prior to the date hereof.

RELATIONSHIP BETWEEN CORPORATION AND PROFESSIONAL PERSONS

Legal counsel of the Corporation is Harper Grey LLP, 3200 – 650 West Georgia Street, Vancouver, British Columbia V6B 4P7. The partners and associates of Harper Grey LLP do not own any Common Shares but may subscribe for Common Shares pursuant to the Offering.

Legal counsel to the Agent is Miller Thomson LLP, 700 W Georgia St Suite 2200, Vancouver, BC V7Y 1K8. The partners and associates of Miller Thomson LLP do not own any Common Shares but may subscribe for Common Shares pursuant to the Offering.

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

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

There are no material interests, direct or indirect, of directors, officers and any shareholder who beneficially owns, directly or indirectly, more than 10% of the outstanding Common Shares, or any known Associates or Affiliates of such Persons, in any transaction since incorporation of the Corporation, or in any proposed transaction which has materially affected or would materially affect the Corporation, other than each of the directors and officers has subscribed for Common Shares and will be granted CPC Stock Options under the Option Plan. See “*Options to Purchase Securities*”, “*Escrowed Securities*” and “*Principal Shareholders*”.

MATERIAL CONTRACTS

The Corporation has not entered into any contracts, other than contracts entered into in the ordinary course of business, which could reasonably be regarded as material to purchasers of the Common Shares since incorporation, other than the following:

1. Agency Agreement dated as of July 31, 2023, between the Corporation and the Agent. See “*Plan of Distribution*”.
2. Transfer Agent, Registrar and Disbursing Agent Agreement dated January 22, 2023, between the Corporation and Odyssey Trust Company.
3. Escrow Agreement dated as of July 31, 2023, among the Corporation, Odyssey Trust Company and those shareholders of the Corporation that executed such agreement. See “*Escrowed Securities*”.
4. Stock Option Plan adopted by the Board of Directors on July 28, 2022.

Copies of these agreements will be available for inspection at the registered office of the Corporation located at 300-3665 Kingsway, Suite 300, Vancouver, BC, V5R 5W2, during ordinary business hours while the securities offered by this Prospectus are in the course of distribution and for a period of 30 days thereafter.

ELIGIBILITY FOR INVESTMENT

In the opinion of the Corporation’s counsel, Harper Grey LLP, based on the current provisions of the *Income Tax Act* (Canada) and the regulations thereunder (the “**Tax Act**”), and any specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, provided the Common Shares are listed on a “designated stock exchange” (as such term is defined in the Tax Act and which currently includes the Exchange) or the Corporation is otherwise a “public corporation” (as such term is defined in the Tax Act) at the particular time, the Common Shares will at that time be a “qualified investment” under the Tax Act for a trust governed by a registered retirement savings plan (a “**RRSP**”), a registered retirement income fund (a “**RRIF**”), a deferred profit sharing plan, a first home savings account (a “**FHSA**”), a registered disability savings plan (a “**RDSP**”), a registered education savings plan (a “**RESP**”), and a tax-free savings account (a “**TFSA**”).

The Common Shares are not currently listed on a “designated stock exchange” and the Corporation is not otherwise a “public corporation” (as such term is defined in the Tax Act). The Exchange has conditionally approved the listing of the Common Shares. Listing will be subject to the Corporation fulfilling all the listing requirements of the Exchange. The Issuer will rely upon the Exchange to list the Common Shares on the Exchange as of the day before Closing and otherwise proceed in the manner described above to render the Offered Shares issued on the Closing to be listed on a designated stock exchange within the meaning of the Tax Act at the time of issuance. If the Exchange does not proceed as anticipated, the Common Shares will not be a “qualified investment” as per the Tax Act at the

time of Closing. It is counsel's understanding that the listing of the Common Shares on the Exchange is a condition of Closing.

Notwithstanding that the Common Shares may be a qualified investment for a TFSA, FHSA, RRSP, RRIF, RDSP or RESP, the holder of the FHSA, the TFSA or the RDSP, the subscriber of the RESP or annuitant of the RRSP or RRIF (as the case may be) will be subject to a penalty tax as set out in the Tax Act if the Common Shares are a "prohibited investment" for the purposes of the Tax Act. The Common Shares will be a "prohibited investment" if the holder of the TFSA or the RDSP, the subscriber of the RESP or annuitant of the RRSP or RRIF (as the case may be): (i) does not deal at arm's length with the Issuer for purposes of the Tax Act; or (ii) has a "significant interest" (within the meaning of the Tax Act) in the Issuer. In addition, the Common Shares will not be a "prohibited investment", if the Common Shares are "excluded property", as defined in the Tax Act, for a TFSA, FHSA, RRSP, RRIF, RDSP or RESP. **Prospective holders that intend to hold Common Shares in a TFSA, FHSA, RRSP, RRIF, RDSP or RESP are urged to consult their own tax advisers.**

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

OTHER MATERIAL FACTS

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

FINANCIAL STATEMENTS

Audited Financial Statements of the Corporation for the period from July 24, 2022 (date of incorporation) to September 30, 2022, and the unaudited financial statements for the period ended June 30, 2023, are attached as Schedule "B".

SCHEDULE “A” - AUDIT COMMITTEE CHARTER

The Audit Committee (the “**Committee**”) is a committee of the board of directors (the “**Board**”) of OA Capital Corp. (the “**Corporation**”). The role of the Committee is to provide oversight of the Corporation’s financial management and of the design and implementation of an effective system of internal financial controls as well as to review and report to the Board on the integrity of the financial statements of the Corporation, its subsidiaries and associated companies. This includes helping directors meet their responsibilities, facilitating better communication between directors and the external auditor, enhancing the independence of the external auditor, increasing the credibility and objectivity of financial reports and strengthening the role of the directors by facilitating in-depth discussions among directors, management and the external auditor. Management is responsible for establishing and maintaining those controls, procedures and processes and the Committee is appointed by the Board to review and monitor them. The external auditor of the Corporation is ultimately accountable to the Board and the Committee as representatives of the shareholders of the Corporation.

1. Duties and Responsibilities

External Auditor

- To recommend to the Board, for shareholder approval, an external auditor to examine the Corporation’s accounts, controls and financial statements on the basis that the external auditor is accountable to the Board and the Committee as representatives of the shareholders of the Corporation.
- To oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor’s report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting.
- To evaluate the audit services provided by the external auditor, pre-approve all audit fees and recommend to the Board, if necessary, the replacement of the external auditor.
- To pre-approve any non-audit services to be provided to the Corporation by the external auditor and the fees for those services.
- To obtain and review, at least annually, a written report by the external auditor setting out the auditor’s internal quality-control procedures, any material issues raised by the auditor’s internal quality-control reviews and the steps taken to resolve those issues.
- To review and approve the Corporation’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation. The Committee has adopted the following guidelines regarding the hiring of any partner, employee, reviewing tax professional or other person providing audit assurance to the external auditor of the Corporation on any aspect of its certification of the Corporation’s financial statements:
 - (1) no member of the audit team that is auditing a business of the Corporation can be hired into that business or into a position to which that business reports for a period of three years after the audit;
 - (2) no former partner or employee of the external auditor may be made an officer of the Corporation or any of its subsidiaries for three years following the end of the individual’s association with the external auditor;
 - (3) the Chief Financial Officer (the “**CFO**”) must approve all office hires from the external auditor; and
 - (4) the CFO must report annually to the Committee on any hires within these guidelines during the preceding year.
- To ensure that the head audit partner assigned by the external auditor to the Corporation, as well as the audit partner charged with reviewing the audit of the Corporation, are changed at least every five (5) years.

- To review, at least annually, the relationships between the Corporation and the external auditor in order to establish the independence of the external auditor.

Financial Information and Reporting

- To review the Corporation's annual audited financial statements with the Chief Executive Officer (the "CEO") and CFO, and then the full Board. The Committee will review the interim financial statements with the CEO and CFO.
- To review and discuss with management and the external auditor, as appropriate:
 - (1) the annual audited financial statements and the interim financial statements, including the accompanying management discussion and analysis; and
 - (2) earnings guidance and other releases containing information taken from the Corporation's financial statements prior to their release.
- To review the quality and not just the acceptability of the Corporation's financial reporting and accounting standards and principles and any proposed material changes to them or their application.
- To review with the CFO any earnings guidance to be issued by the Corporation and any news release containing financial information taken from the Corporation's financial statements prior to the release of the financial statements to the public. In addition, the CEO or CFO must review with the Committee the substance of any presentations to analysts, investors or rating agencies that contain a change in strategy or outlook.

Oversight

- To review the internal audit staff functions, including:
 - (1) the purpose, authority and organizational reporting lines;
 - (2) the annual audit plan, budget and staffing; and
 - (3) the appointment and compensation of the controller, if any.
- To review, with the CFO and others, as appropriate, the Corporation's internal system of audit controls.
- To review and monitor the Corporation's major financial risks and risk management policies and the steps taken by management to mitigate those risks.
- To meet at least annually with management (including the CFO), and the external auditor in separate executive sessions and review issues and matters of concern respecting audits and financial reporting.
- In connection with its review of the annual audited financial statements and interim financial statements, the Committee will also review the process for the CEO and CFO certifications (if required by law or regulation) with respect to the financial statements and the Corporation's disclosure and internal controls, including any material deficiencies or changes in those controls.

Whistleblower Policy

- To establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters and the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

2. **Membership**

- The Committee shall consist solely of three or more persons, a majority of whom the Board has determined has no material relationship with the Corporation and is otherwise “unrelated” or “independent” as required under applicable securities rules or applicable stock exchange rules.
- Any member may be removed from office or replaced at any time by the Board and shall cease to be a member upon ceasing to be a director. Each member of the Committee shall hold office until the close of the next annual meeting of shareholders of the Corporation or until the member ceases to be a director, resigns or is replaced, whichever first occurs.
- The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.
- All members of the Committee must be “financially literate” (i.e., have the ability to read and understand a set of financial statements such as a balance sheet, an income statement and a cash flow statement).

3. **Procedures**

- The Board shall appoint one of the members of the Committee as the Chair of the Committee (the “**Chair**”). In the absence of the appointed Chair from any meeting of the Committee, the members shall elect a Chair from those in attendance to act as Chair of the meeting.
- The Chair will appoint a secretary (the “**Secretary**”) who will keep minutes of all meetings. The Secretary does not have to be a member of the Committee or a director and can be changed by simple notice from the Chair.
- No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by resolution in writing signed by all of the members of the Committee. A majority of the members of the Committee shall constitute a quorum, provided that if the number of members of the Committee is an even number, one-half of the number of members plus one shall constitute a quorum.
- The Committee will meet as many times as is necessary to carry out its responsibilities. Any member of the Committee or the external auditor may call meetings.
- The time and place of the meetings of the Committee, the calling of meetings and the procedure in all respects of such meetings shall be determined by the Committee, unless otherwise provided for in the Articles of the Corporation or otherwise determined by resolution of the Board.
- The Committee shall have the resources and authority necessary to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms (including termination) of special counsel, advisors or other experts or consultants, as it deems appropriate.
- The Committee shall have access to any and all books and records of the Corporation necessary for the execution of the Committee’s obligations and shall discuss with the CEO or the CFO such records and other matters considered appropriate.
- The Committee has the authority to communicate directly with the external auditors.

4. **Reports**

The Committee shall produce the following reports and provide them to the Board:

- (1) An annual performance evaluation of the Committee, which evaluation must compare the performance of the Committee with the requirements of this Charter. The performance evaluation should also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The

report to the Board may take the form of an oral report by the Chair or any other member of the Committee designated by the Committee to make this report; and

- (2) A summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

SCHEDULE “B” – FINANCIAL STATEMENTS

**OA CAPITAL CORP.
FINANCIAL STATEMENTS
FOR THE PERIOD FROM INCORPORATION
ON JULY 24, 2022 TO SEPTEMBER 30, 2022
AND FOR THE SIX MONTH PERIOD ENDED MARCH 31, 2023**

OA CAPITAL CORP.

Financial Statements

For the period from July 24, 2022 (date of incorporation) to September 30, 2022

(Expressed in Canadian Dollars)

LANCASTER & DAVID

CHARTERED PROFESSIONAL ACCOUNTANTS

INDEPENDENT AUDITORS' REPORT

To the Directors of Oa Capital Corp.:

Opinion

We have audited the financial statements of Oa Capital Corp. (the "Company"), which comprise the statement of financial position as at September 30, 2022, and the statements of operations and comprehensive loss, cash flows, and changes in shareholders' equity for the period from incorporation on July 24, 2022, to September 30, 2022, 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 September 30, 2022, and its financial performance and its cash flows for the period from incorporation on July 24, 2022, to September 30, 2022, 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 is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the financial statements, which indicates that as of September 30, 2022, the Company has no active business and no other sources of cash flows other than from financing sources. As stated in Note 1, these events, or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists 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 these 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 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 believe that the audit evidence we have obtained in our audit is sufficient and appropriate to provide a basis for our audit opinion. 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 Aaron D. Oye.

/s/ Lancaster & David

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, BC
December 7, 2022

OA CAPITAL CORP.
STATEMENT OF FINANCIAL POSITION
(EXPRESSED IN CANADIAN DOLLARS)

	September 30, 2022 \$
ASSETS	
<i>Current assets</i>	
Cash	103,539
Prepaid expense	78
Total assets	103,617
LIABILITIES AND SHAREHOLDERS' EQUITY	
<i>Current liabilities</i>	
Accounts payable and accrued liabilities (Note 4)	6,022
Total liabilities	6,022
<i>Shareholders' equity</i>	
Share capital (Note 3)	105,000
Deficit	(7,405)
Total shareholders' equity	97,595
Total liabilities and shareholders' equity	103,617

Nature and continuance of operations (Note 1)
Subsequent event (Note 8)

Approved and authorized for issuance by the Board of Directors on December 7, 2022:

"Thomas Mills"
Thomas Mills, Director

"Henry Chow"
Henry Chow, Director

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

OA CAPITAL CORP.**STATEMENT OF OPERATIONS AND COMPREHENSIVE LOSS**
(EXPRESSED IN CANADIAN DOLLARS)

	Period from July 24, 2022 (date of incorporation) to September 30, 2022 \$
<i>Expenses</i>	
General and administrative	879
Professional fees	6,000
Regulatory and filing fees	526
Total expenses	7,405
Net loss and comprehensive loss	(7,405)
Loss per share, basic and diluted	(0.00)
Weighted average number of shares outstanding	1,842,647

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

OA CAPITAL CORP.**STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(EXPRESSED IN CANADIAN DOLLARS)**

	Share capital		Deficit \$	Total \$
	Number of shares	Amount \$		
Balance, July 24, 2022 (date of incorporation)	–	–	–	–
Issuance of founders' shares for cash	2,000,000	100,000	–	100,000
Issuance of common shares for cash	100,000	5,000	–	5,000
Net loss for the period	–	–	(7,405)	(7,405)
Balance, September 30, 2022	2,100,000	105,000	(7,405)	97,595

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

OA CAPITAL CORP.
STATEMENT OF CASH FLOWS
(EXPRESSED IN CANADIAN DOLLARS)

	Period from July 24, 2022 (date of incorporation) to September 30, 2022
Net loss for the period	(7,405)
Changes in non-cash operating working capital:	
Accounts payable and accrued liabilities	6,022
Prepaid expense	(78)
Net cash used in operating activities	(1,461)
Financing activities	
Proceeds from issuance of common shares	105,000
Net cash provided by financing activities	105,000
Change in cash	103,539
Cash, beginning of period	—
Cash, end of period	103,539

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

OA CAPITAL CORP.

NOTES TO THE FINANCIAL STATEMENTS

**FOR THE PERIOD FROM JULY 24, 2022 (DATE OF INCORPORATION) TO SEPTEMBER 30, 2022
(EXPRESSED IN CANADIAN DOLLARS)**

1. NATURE AND CONTINUANCE OF OPERATIONS

Oa Capital Corp. (the “Company”) was incorporated under the laws of the Province of British Columbia on July 24, 2022. The Company was formed for the primary purpose of completing an Initial Public Offering (“IPO”) on the TSX Venture Exchange (“Exchange”) as a Capital Pool Corporation (“CPC”) as defined in Policy 2.4 of the Exchange. 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 operations and has no assets other than cash. The Company’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and in the case of a non-arms’ length transaction, of the majority of the minority shareholders.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for a proposed QT; reasonable expenses related to the CPC’s IPO and prescribed costs of issuing the common shares and maintaining the CPC’s regulatory requirements; and not exceeding in aggregate \$3,000 per month for reasonable general and administrative expenses of the Company. These restrictions apply until completion of a QT by the Company as defined under the Exchange Policy 2.4.

The Company’s head office, and registered and records office is located at Suite 300, 3665 Kingsway, Vancouver, British Columbia.

Going Concern

These financial statements have been prepared using International Financial Reporting Standards (“IFRS”) applicable to a going concern, which assume that the Company will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the normal course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. The Company’s continuation as a going concern is dependent upon the successful identification of viable business projects, its ability to raise equity capital, to obtain loans from related parties, and to attain profitable operations to generate funds and meet current and future obligations. These conditions cast significant doubt on the Company’s ability to continue as a going concern. As at September 30, 2022, the Company has no active business and no other sources of cash flows other than from financing sources.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance and basis of presentation

The accompanying financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board. The financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is also the Company’s functional currency.

OA CAPITAL CORP.**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE PERIOD FROM JULY 24, 2022 (DATE OF INCORPORATION) TO SEPTEMBER 30, 2022
(EXPRESSED IN CANADIAN DOLLARS)**

2. SIGNIFICANT ACCOUNTING POLICIES (continued)**Significant estimates and assumptions**

The preparation of these financial statements in conformity with IFRS requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the period. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The impacts of such estimates and judgments are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates and judgments are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. Actual results could differ from these estimates.

Significant areas requiring the use of estimates include the recoverability of unrecognized deferred income tax assets.

The Company's assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

Cash and cash equivalents

The Company considers all highly liquid instruments with a maturity of three months or less at the time of issuance, are readily convertible to a known amount of cash, and which are subject to insignificant risk of changes in value to be cash equivalents.

Financial instruments

The Company does not have any derivative financial instruments.

Financial assets

The Company recognizes financial assets at fair value net of transaction costs directly attributable to the acquisition of the financial asset. After initial recognition, the Company classifies financial assets as either: (i) amortized cost; (ii) fair value through other comprehensive income; or (iii) fair value through profit or loss. The classification depends on the Company's business model for managing financial assets and the contractual cash flow characteristics of the financial asset. Management determines the classification of financial assets at initial recognition.

A financial asset is classified as amortized cost if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amounts outstanding.

A financial asset is classified as fair value through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is classified as fair value through profit or loss unless it is measured at amortized cost or as fair value through other comprehensive income. Upon initial recognition, a financial asset can be irrevocably designated as fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognizing the gains or losses on the financial asset on different bases.

The Company's cash is classified as amortized cost.

OA CAPITAL CORP.**NOTES TO THE FINANCIAL STATEMENTS**

FOR THE PERIOD FROM JULY 24, 2022 (DATE OF INCORPORATION) TO SEPTEMBER 30, 2022
(EXPRESSED IN CANADIAN DOLLARS)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)***Financial instruments (continued)******Financial liabilities***

The Company initially recognizes debt securities issued and subordinated liabilities on the date that they are originated. All other financial liabilities (including liabilities designated at fair value through profit or loss) are recognized initially on the trade at which the Company becomes a party to the contractual provisions of the instrument. The Company derecognizes a financial liability when its contractual obligations are discharged, cancelled, or expired. Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously. Such financial liabilities are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method. The Company's accounts payable and accrued liabilities is classified as amortized cost.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of each reporting period. Financial assets are impaired when there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial assets, the estimated future cash flows of the assets have been impacted. Factors that could indicate impairment of financial assets include significant financial difficulty, default or delinquency in payment, bankruptcy, or financial reorganization.

The Company will recognize a loss allowance for expected credit loss for a financial instrument equal to the lifetime expected credit loss if the credit risk on that financial instrument has increased significantly since initial recognition. Conversely, if the credit risk on a financial instrument has not increased significantly since initial recognition, the Company shall measure the loss allowance for that financial instrument at an amount equal to the expected credit losses for the next twelve months. The expected credit loss shall be measured in a way that reflects an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes, the time value of money, and reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions, and forecasts of future economic conditions.

Income taxes***Current income tax***

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax

Deferred income tax is provided using the statement of financial position method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable income will be available to allow all or part of the deferred income tax asset to be utilized. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

OA CAPITAL CORP.**NOTES TO THE FINANCIAL STATEMENTS**

FOR THE PERIOD FROM JULY 24, 2022 (DATE OF INCORPORATION) TO SEPTEMBER 30, 2022
(EXPRESSED IN CANADIAN DOLLARS)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)***Loss per share***

Basic loss per share is computed by dividing the net income or loss applicable to common shares of the Company by the weighted average number of common shares outstanding for the relevant period. Diluted loss per share is computed by dividing the net income or loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding and all additional common shares that would have been outstanding, if potentially dilutive instruments were converted. Potentially dilutive securities are excluded from the calculation of dilutive loss per share as they are anti-dilutive. As at September 30, 2022, the Company has no potentially dilutive shares outstanding.

Share-based payments

The Company grants share-based awards to employees and directors as an element of compensation. The fair value of the awards is recognized over the vesting period as share-based compensation expense and share-based payment reserve. The fair value of share-based payments is determined using the Black-Scholes option pricing model using estimates at the date of the grant. At each reporting date prior to vesting, the cumulative expense representing the extent to which the vesting period has expired and management's best estimate of the awards that are ultimately expected to vest is computed. The movement in cumulative expense is recognized in the consolidated statement of operations with a corresponding entry within equity, against share-based payment reserve. No expense is recognized for awards that do not ultimately vest. When stock options are exercised, the proceeds received, together with any related amount in share-based payment reserve, are credited to share capital.

Share-based payments arrangements in which the Company receives goods or services as consideration for its own equity instruments are accounted for as equity-settled share-based payment transactions, unless the fair value cannot be estimated reliably. If the Company cannot reliably estimate the fair value of the goods or services received, the Company will measure their value by reference to the fair value of the equity instruments granted.

Comprehensive income (loss)

Comprehensive income (loss) is the change in the Company's net assets that results from transactions, events and circumstances from sources other than the Company's shareholders and includes items that are not included in the statement of operations. The Company does not have any items affecting comprehensive income or loss.

Recent accounting pronouncements

A number of new standards, and amendments to standards and interpretations, are not yet effective for the year ended September 30, 2022. These accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's financial statements.

3. SHARE CAPITAL***Authorized***

Unlimited common shares, without par value.

Issued

In July, 2022, the Company issued a total of 2,000,000 founders' shares to directors and officers of the Company at \$0.05 per share for proceeds of \$100,000.

On September 28, 2022, the Company issued 100,000 common shares to the spouse of the Chief Executive Officer of the Company at \$0.05 per share for proceeds of \$5,000.

OA CAPITAL CORP.

NOTES TO THE FINANCIAL STATEMENTS

**FOR THE PERIOD FROM JULY 24, 2022 (DATE OF INCORPORATION) TO SEPTEMBER 30, 2022
(EXPRESSED IN CANADIAN DOLLARS)**

3. SHARE CAPITAL (continued)

Escrowed Shares

Upon completion of the Company's initial public offering, 2,000,000 common shares, issued to officers and directors of the Company, will be held in escrow pursuant to the requirements of the Exchange. 25% of the escrowed common shares will be released from escrow on the issuance of the Final Exchange Bulletin (as defined in the policies of the Exchange) (the "Initial Release") and an additional 25% will be released on each of the dates which are 6 months, 12 months, and 18 months following the Initial Release.

All common shares acquired on exercise of stock options granted to directors and officers of the Company prior to completion of the QT, must also be deposited in escrow until the Final Exchange Bulletin is issued.

All common shares acquired in the secondary market prior to the completion of a QT by a Control Person, 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.

4. RELATED PARTY TRANSACTIONS

As at September 30, 2022, the Company owed \$22 to the Chief Executive Officer of the Company for reimbursement of general and administrative expenses incurred on behalf of the Company, which is included in accounts payable and accrued liabilities. The amount is unsecured, non-interest bearing, and due on demand.

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instruments and related risks. Those risks and management's approach to mitigating those risks are as follows:

Fair values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on 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 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which include cash, and accounts payable and accrued liabilities approximate their carrying values due to the relatively short-term maturity of these instruments.

Credit risk

Financial instruments that potentially subject the Company to a concentration of credit risk consists of cash. The Company will limit its exposure to credit loss by placing its cash with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements at any point in time. The Company achieves this by maintaining sufficient cash and seeking equity financing when needed. There is no assurance that financing will be available or, if available, that such financing will be on terms acceptable to the Company.

OA CAPITAL CORP.**NOTES TO THE FINANCIAL STATEMENTS**

FOR THE PERIOD FROM JULY 24, 2022 (DATE OF INCORPORATION) TO SEPTEMBER 30, 2022
(EXPRESSED IN CANADIAN DOLLARS)

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)***Foreign exchange rate and interest rate risk***

The Company is not exposed to any significant foreign exchange rate or interest rate risk.

6. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support its operations. Management's objective is to manage its capital to ensure that there are adequate capital resources to safeguard the Company's ability to continue as a going concern through the optimization of its capital structure. The capital structure consists of share capital and working capital.

In order to achieve this objective, management makes adjustments to it in light of changes in economic conditions and risk characteristics of the underlying assets. To maintain or adjust capital structure, management may invest its excess cash in interest bearing accounts of Canadian chartered banks and/or raise additional funds externally as needed. The Company does not pay out dividends.

The Company has no long-term debt and is subject to externally imposed capital requirements under Exchange Policy 2.4 of the TSX-V for Capital Pool Companies.

7. INCOME TAXES

The tax effect (applying the Canadian federal and provincial statutory rate) of the significant temporary differences, which comprise deferred income tax assets and liabilities, are as follows:

	2022 \$
Canadian statutory income tax rate	11%
Income tax recovery at statutory rate	(815)
Tax effect of:	
Change in unrecognized deferred income tax assets	815
Income tax provision	—

The significant components of deferred income tax assets and liabilities are as follows:

	2022 \$
Deferred income tax assets	
Non-capital losses carried forward	815
Unrecognized deferred income tax assets	(815)
Net deferred income tax asset	—

As at September 30, 2022, the Company has non-capital losses carried forward of \$7,405 which are available to offset future years' taxable income. The non-capital losses expire as follows:

	\$
2042	7,405
	7,405

OA CAPITAL CORP.**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE PERIOD FROM JULY 24, 2022 (DATE OF INCORPORATION) TO SEPTEMBER 30, 2022
(EXPRESSED IN CANADIAN DOLLARS)**

8. SUBSEQUENT EVENT

Subsequent to September 30, 2022, the Company issued a total of 200,000 common shares at \$0.05 per share for proceeds of \$15,000.

OA CAPITAL CORP.

Condensed Interim Financial Statements

For the nine month period ended June 30, 2023

(Expressed in Canadian Dollars)

(Unaudited)

OA CAPITAL CORP.**CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION**

(Expressed in Canadian dollars)

	June 30, 2023 \$	September 30, 2022 \$
	(unaudited)	
ASSETS		
Current assets		
Cash	53,415	103,539
Prepaid expense and deposit (Note 5)	32,815	78
Total assets	86,230	103,617
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities (Note 6)	18,188	6,022
Total liabilities	18,188	6,022
Shareholders' equity		
Share capital (Note 3)	125,000	105,000
Deficit	(56,958)	(7,405)
Total shareholders' equity	68,042	97,595
Total liabilities and shareholders' equity	86,230	103,617

Nature of business and continuance of operations (Note 1)

Approved and authorized for issuance by the Board of Directors on October 26, 2023:

"Thomas Mills"

Thomas Mills, Director

"Henry Chow"

Henry Chow, Director

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

OA CAPITAL CORP.**CONDENSED INTERIM STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS**

(Expressed in Canadian dollars)

(unaudited)

	Three months ended June 30, 2023 \$	Nine months ended June 30, 2023 \$
Expenses		
General and administrative	237	828
Professional fees (Note 7)	16,313	39,480
Regulatory and filing fees	58	9,245
Total expenses	16,608	49,553
Net loss and comprehensive loss	(16,608)	(49,553)
Loss per share, basic and diluted	(0.01)	(0.02)
Weighted average number of shares outstanding	2,412,000	2,401,000

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

OA CAPITAL CORP.**CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY**

(Expressed in Canadian dollars)

(unaudited)

	Share capital		Deficit \$	Total \$
	Number of shares	Amount \$		
Balance, September 30, 2022	2,100,000	105,000	(7,405)	97,595
Issuance of common shares for cash	400,000	20,000	–	20,000
Net loss for the period	–	–	(49,553)	(49,553)
Balance, June 30, 2023	2,500,000	125,000	(56,958)	68,042

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

OA CAPITAL CORP.
CONDENSED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars)
(unaudited)

	Nine months ended June 30, 2023 \$
Net loss for the period	(49,553)
Changes in non-cash operating working capital:	
Accounts payable and accrued liabilities	12,166
Prepaid expense and deposit	(32,737)
Net cash used in operating activities	(70,124)
Financing activities	
Proceeds from issuance of common shares	20,000
Net cash provided by financing activities	20,000
Change in cash	(50,124)
Cash, beginning of period	103,539
Cash, end of period	53,415

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

OA CAPITAL CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTH PERIODS ENDED JUNE 30, 2023
(Expressed in Canadian dollars)
(unaudited)

1. NATURE OF BUSINESS AND CONTINUANCE OF OPERATIONS

Oa Capital Corp. (the “Company”) was incorporated under the laws of the Province of British Columbia on July 24, 2022. The Company was formed for the primary purpose of completing an Initial Public Offering (“IPO”) on the TSX Venture Exchange (the “Exchange”) as a Capital Pool Corporation (“CPC”) as defined in Policy 2.4 of the Exchange (the “Exchange Policy 2.4”). 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 operations and has no assets other than cash. The Company’s continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and in the case of a non-arms’ length transaction, of the majority of the minority shareholders.

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for a proposed QT; reasonable expenses related to the CPC’s IPO and prescribed costs of issuing the common shares and maintaining the CPC’s regulatory requirements; and not exceeding in aggregate \$3,000 per month for reasonable general and administrative expenses of the Company. These restrictions apply until completion of a QT by the Company as defined under the Exchange Policy 2.4.

The Company’s head office, and registered and records office is located at Suite 300, 3665 Kingsway, Vancouver, British Columbia.

Going Concern

These condensed interim financial statements have been prepared using International Financial Reporting Standards (“IFRS”) applicable to a going concern, which assume that the Company will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the normal course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. During the nine-month period ended June 30, 2023, the Company has incurred a net loss of \$49,553. As at June 30, 2023, the Company has no active business and no other sources of cash flows other than from financing sources. The Company’s continuation as a going concern is dependent upon the successful identification of viable business projects to complete its QT. If the QT is identified or completed, additional funding may be required and there is no assurance that the Company will be able to obtain such financing, if any, on terms that are acceptable to the Company. These conditions cast significant doubt on the Company’s ability to continue as a going concern. These condensed interim financial statements do not include any adjustments to the recorded assets or liabilities that might be necessary should the Company be unable to continue as a going concern.

OA CAPITAL CORP.**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTH PERIODS ENDED JUNE 30, 2023
(Expressed in Canadian dollars)
(unaudited)**

2. SIGNIFICANT ACCOUNTING POLICIES**(a) Statement of compliance and basis of presentation**

These condensed interim financial statements have been prepared in accordance with IFRS, as issued by the International Accounting Standards Board ("IASB") applicable to the preparation of interim financial statements, including ("IAS") 34 "Interim Financial Reporting". These condensed interim financial statements should be read in conjunction with the Company's audited financial statements for the period from incorporation on July 24, 2022, to September 30, 2022, which include the Company's significant accounting policies, and have been prepared in accordance with IFRS as issued by the IASB.

The condensed interim financial statements have been prepared on a historical cost basis and are presented in Canadian dollars, which is also the Company's functional currency. These condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

(b) Significant estimates and assumptions

The preparation of these condensed interim financial statements in conformity with IFRS requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the condensed interim financial statements and reported amounts of expenses during the period. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The impacts of such estimates and judgments are pervasive throughout the condensed interim financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates and judgments are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. Actual results could differ from these estimates.

Significant areas requiring the use of estimates include the recoverability of unrecognized deferred income tax assets.

The Company's assessment of whether the going concern assumption is appropriate requires management to take into account all available information about the future, which is at least, but not limited to, 12 months from the end of the reporting period. The Company is aware that material uncertainties related to events or conditions may cast significant doubt upon the Company's ability to continue as a going concern.

(c) Recent accounting pronouncements

A number of new standards, and amendments to standards and interpretations, are not yet effective for the period ended June 30, 2023. These accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or are not expected to have a significant impact on the Company's condensed interim financial statements.

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3. SHARE CAPITALAuthorized

Unlimited common shares, without par value.

Unlimited preferred shares, without par value.

Issued

On October 3, 2022, the Company issued 300,000 common shares at \$0.05 per share for proceeds of \$15,000.

On June 19, 2023, the Company issued 100,000 common shares to a director of the Company at \$0.05 per share for proceeds of \$5,000.

Escrowed Shares

All seed shares issued to date will be subject to an escrow agreement upon completion of the Company's IPO in accordance with the Exchange Policy 2.4. The shares will be released as follows: 25% upon the issuance of notice of final acceptance of a QT by the Exchange, and the remainder in three equal tranches of 25% every six months thereafter for a period of 18 months.

4. STOCK OPTIONS

The Company has established a stock option plan for its directors, executive officers, employees and consultants, under which the Company may grant up to 540,000 stock options until the completion of the QT which increases to 10% of the total issued and outstanding common shares of the Company after the completion of the QT. As at June 30, 2023, the Company had no outstanding stock options.

5. PREPAID EXPENSE AND DEPOSIT

	June 30, 2023 \$ (unaudited)	September 30, 2022 \$
Prepaid deposit and other	15,000	78
Prepaid legal fees	17,815	-
	32,815	78

During the period ended June 30, 2023, the Company prepaid \$15,000 to a broker for costs relating to its future initial public offering.

6. RELATED PARTY TRANSACTIONS

As at June 30, 2023, the Company owed \$nil (September 30, 2022 – \$22) to the Chief Executive Officer of the Company for general and administrative expenses, which was included in accounts payable and accrued liabilities. The amount was unsecured, non-interest bearing, and due on demand.

OA CAPITAL CORP.**NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
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7. PROFESSIONAL FEES

	Three months ended June 30, 2023 \$ (unaudited)	Nine months ended June 30, 2023 \$ (unaudited)
Audit and accounting fees	625	8,211
Legal fees	15,688	31,269
	16,313	39,480

8. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company is exposed in varying degrees to a variety of financial instruments and related risks. Those risks and management's approach to mitigating those risks are as follows:

Fair values

Fair value measurements are classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on 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 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair values of financial instruments, which include cash, and accounts payable and accrued liabilities approximate their carrying values due to the relatively short-term maturity of these instruments.

Credit risk

Financial instruments that potentially subject the Company to a concentration of credit risk consists of cash. The Company will limit its exposure to credit loss by placing its cash with high credit quality financial institutions. The carrying amount of financial assets represents the maximum credit exposure.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements. The Company achieves this by maintaining sufficient cash and seeking equity financing when needed. There is no assurance that financing will be available or, if available, that such financing will be on terms acceptable to the Company.

Foreign exchange rate and interest rate risk

The Company is not exposed to any significant foreign exchange rate or interest rate risk.

OA CAPITAL CORP.

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS
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(Expressed in Canadian dollars)
(unaudited)

9. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support its operations. Management's objective is to manage its capital to ensure that there are adequate capital resources to safeguard the Company's ability to continue as a going concern through the optimization of its capital structure. The capital structure consists of share capital and working capital.

In order to achieve this objective, management makes adjustments to it in light of changes in economic conditions and risk characteristics of the underlying assets. To maintain or adjust capital structure, management may invest its excess cash in interest bearing accounts of Canadian chartered banks and/or raise additional funds externally as needed. The Company does not pay out dividends.

The Company has no long-term debt and is subject to externally imposed capital requirements under Exchange Policy 2.4 of the TSX-V for Capital Pool Companies.

CERTIFICATE OF THE CORPORATION

Dated: October 27, 2023

This Amended and Restated Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Amended and Restated Prospectus as required the securities legislation of the Provinces of British Columbia and Alberta, and the regulations thereunder.

“Thomas Mills”

Thomas Mills
Chief Executive Officer

“Henry Chow”

Henry Chow
Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS

“Travis Vincent”

Travis Vincent
Director

“Dwayne Yaretz”

Dwayne Yaretz
Director

CERTIFICATE OF THE PROMOTER

Dated: October 27, 2023

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this Amended and Restated Prospectus as required by Part 9 of the *Securities Act* (British Columbia) and Part 9 of the *Securities Act* (Alberta), and the regulations thereunder.

 "Thomas Mills"

Thomas Mills

CERTIFICATE OF THE AGENT

Dated: October 27, 2023

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

CANACCORD GENUITY CORP.

"Glenda Chin"

Glenda Chin

Director, Underwriting & Retail Syndication

ACKNOWLEDGEMENT – PERSONAL INFORMATION

Dated: October 27, 2023

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

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

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

OA CAPITAL CORP.

“Thomas Mills”

Thomas Mills
Chief Executive Officer