

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

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

PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING

February 14, 2024

CHICANE CAPITAL II CORP. (a Capital Pool Company)

Minimum Offering: \$200,000 (2,000,000 Common Shares)
Maximum Offering: \$250,000 (2,500,000 Common Shares)

Price: \$0.10 per Common Share

The purpose of this offering is to provide Chicane Capital II Corp. (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 the TSX Venture Exchange Inc. (the "**Exchange**") and, in the case 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 ("**CPC**"). It 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 the 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 proposed Qualifying Transaction. See "*Business of the Corporation*" and "*Use of Proceeds*".

The Corporation hereby offers through its agent, Haywood Securities Inc. (the "**Agent**"), a minimum of 2,000,000 common shares (the "**Minimum Offering**") and a maximum of 2,500,000 common shares (the "**Maximum Offering**") (the Minimum Offering and the Maximum Offering together referred to as the "**Offering**") in the capital of the Corporation ("**Common Shares**") for gross proceeds of a minimum of \$200,000 and a maximum of \$250,000. This prospectus qualifies the distribution of a minimum of 2,000,000 Common Shares and a maximum of 2,500,000 Common Shares.

Number of Common Shares	Price to the Public	Agent's Commission⁽¹⁾	Net Proceeds to the Corporation⁽²⁾
Per Common Share	\$0.10	\$0.01	\$0.09
Minimum Offering	\$200,000	\$20,000	\$180,000
Maximum Offering	\$250,000	\$25,000	\$225,000

Notes:

- (1) The Agent and its sub-agents, if any, will receive a cash commission (the "**Agent's Commission**") equal to 10% of the gross proceeds of the Offering, payable at the closing of the Offering. In addition, the Agent and its sub-agents, if any, will be paid a corporate finance fee of \$12,500 plus HST (the "**Corporate Finance Fee**") and will be granted a non-transferable option (the "**Agent's Option**") to purchase such number of Common Shares as is equal to 10% of the aggregate number of Common Shares sold pursuant to the Offering, at a price of \$0.10 per Common Share. This prospectus qualifies the distribution of Common Shares pursuant to the Offering, the Agent's Option and the

Common Shares issuable on exercise of the stock options. See "*Plan of Distribution*". In addition, the Agent will be reimbursed for their reasonable expenses, including legal fees incurred pursuant to this Offering, estimated to be \$12,500, plus applicable taxes and disbursements.

- (2) Before deducting the costs and expenses of this Offering estimated to be approximately \$102,500, which includes the Agent's expenses and legal fees of approximately \$12,500, plus applicable taxes and disbursements, the Corporation's legal, audit, printing and transfer agent fees of approximately \$52,500, the Corporate Finance Fee, and the listing fees payable to the Exchange and the filing fees payable to the Commissions estimated at approximately \$25,000, but does not include the Agent's Commission.

This Offering is made on a commercially reasonable efforts agency basis by the Agent and is subject to receipt by the Corporation of a minimum subscription of 2,000,000 Common Shares for total gross proceeds to the Corporation of \$200,000, up to a maximum subscription of 2,500,000 Common Shares for total gross proceeds to the Corporation of \$250,000. The Offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for the Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement (as defined below) and will not be released until a minimum of \$200,000, and up to a maximum of \$250,000, has been deposited and the Agent deems as satisfied all conditions to such release pursuant to the terms of the Agency Agreement. If the minimum subscription is not raised within 90 days of the issuance of a receipt for the final prospectus or such other time as may be agreed upon by persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "*Plan of Distribution*".

This prospectus also qualifies for distribution the issuance of Common Shares pursuant to grant of the Agent's Options, and the grant of stock options to be granted to the directors and officers of the Corporation immediately following the completion of the Offering, exercisable to purchase between 200,000 Common Shares (assuming completion of a Minimum Offering) and 250,000 Common Shares (assuming completion of a Maximum Offering). This prospectus also qualifies for distribution the issuance of Common Shares pursuant to the grant of stock options to be granted to the directors and officers of the Corporation immediately following the completion of the Offering (the "**Directors' and Officers' Options**"). Each Agent's Option will be exercisable to purchase one Common Share at a price of \$0.10 for a period expiring on the earlier of (i) 60 months following the closing of the IPO (as defined below), and (ii) 36 months from the date on which the Common Shares of the Resulting Issuer (as defined below) commence trading on the Exchange (or other recognized stock exchange), following completion of the Qualifying Transaction. Each Directors' and Officers' Option will be exercisable to purchase one Common Share at a price of \$0.10 for a period of 10 years following the date of grant. These stock options qualified for distribution under this prospectus form part of the CPC Stock Options (as defined below). See "*Options to Purchase Securities*".

Market for Securities

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

The Corporation has applied to list its Common Shares on the Exchange (including the Common Shares issuable upon the exercise of the Agent's Option and the CPC Stock Options). Listing is subject to the Issuer (as defined below) fulfilling all of the requirements of the Exchange, including distribution of the Common Shares to a minimum number of public securityholders.

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

Other than the initial distribution of the Common Shares pursuant to this prospectus, the Common Shares issued pursuant to the grant of the Agent's Option and the grant of the CPC Stock Options, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the preliminary prospectus is issued by the securities commission that is designated the principal regulator pursuant to Multilateral Instrument 11-102 – *Passport System* and National Policy 11-202 – *Process for Prospectus Reviews* in Multiple Jurisdictions and the time the

Common Shares are listed for trading on the Exchange, except subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities commissions grant a discretionary order.

Risk Factors

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

The Corporation has not commenced commercial operations and has no assets other than cash. It has no history of earnings and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. Until Completion of the Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions. The Corporation may determine that current markets, terms of acquisition, or pricing conditions make such potential acquisitions uneconomic. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition and additional funds may be required. Where the investment or acquisition is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer further dilution of their investment. The Corporation will be in competition with other entities with greater resources. See "*Corporate Structure*", "*Business of the Corporation*" and "*Use of Proceeds*".

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

There can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell its Common Shares.

Investors acquiring the Common Shares offered by this prospectus will suffer an immediate dilution on investment of approximately 29.2% or approximately \$0.0292 per Common Share assuming completion of the Minimum Offering, and approximately 26.4% or approximately \$0.0264 per Common Share assuming completion of the Maximum Offering, before deduction of selling commissions or related expenses of the issue. See "*Dilution*".

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. Further, even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to complete the transaction. The Qualifying Transaction may be financed in whole, or in part, by the issuance of additional securities by the Corporation and this may result in further dilution to investors. See "*Dilution*".

The Corporation may change and shareholders may suffer further dilution of their investment. The Corporation will be in competition with other entities with greater resources. See "*Corporate Structure*", "*Business of the Corporation*" and "*Use of Proceeds*".

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

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

Maximum Investment

Pursuant to the CPC Policy, 75% of the total number of Common Shares offered under this prospectus, being 1,500,000 Common Shares in the case of a Minimum Offering and 1,875,000 Common Shares in the case of a Maximum Offering, 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, or 40,000 Common Shares in the case of a Minimum Offering and 50,000 Common Shares in the case of a Maximum Offering; 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 (as defined below), is 4% of the total number of Common Shares offered under this prospectus, or 80,000 Common Shares in the case of a Minimum Offering and 100,000 Common Shares in the case of a Maximum Offering.

Receipt of Subscriptions

The Agent hereby offers for sale, on a commercially reasonable efforts agency basis as Agent on behalf of the Corporation, a minimum of 2,000,000 Common Shares and a maximum of 2,500,000 Common Shares at a price of \$0.10 per Common Share. The Common Shares are conditionally offered, 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 by Bennett Jones LLP, on behalf of the Corporation, and by Cozen O'Connor LLP, on behalf of the Agent, of such legal matters for which approval is specifically sought by the Corporation or the Agent.

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 at closing of this 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.

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GLOSSARY

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

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

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

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

A Company is **"controlled"** by a Person if:

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

A Person beneficially owns securities that are beneficially owned by:

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

"Agency Agreement" means the agency agreement dated as of ●, 2024 between the Corporation and the Agent.

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

"Agent's Commission" means the cash commission payable to the Agent and its sub-agents, if any, equal to 10% of the gross proceeds of the Offering.

"Agent's Option" means the option to purchase Common Shares granted to the Agent in accordance with section 5.2(c) of the CPC Policy granted by the Corporation to the Agent and any sub-agents entitling the Agent and any sub-agents to purchase Agent's Shares in an amount equal to 10% of the number of Common Shares sold pursuant to the Offering at an exercise price of \$0.10 per Agent's Share, expiring on the earlier of (i) 60 months following the closing of the IPO, and (ii) 36 months from the date on which the common shares of the Resulting Issuer commence trading on the Exchange (or other recognized stock exchange), following Completion of the Qualifying Transaction.

"Agent's Shares" means Common Shares acquired upon exercise of the Agent's Option.

"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 Issuer to provide financing, sponsorship and other advisory services.

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

- (a) an Issuer of which the Person beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to all outstanding voting securities of the Issuer;
- (b) any partner of the Person;
- (c) any trust or estate in which the Person has a substantial beneficial interest or in respect of which a Person serves as trustee or in a similar capacity; and

- (d) in the case of a Person who is an individual:
 - (i) that Person's spouse or child, or
 - (ii) any relative of that Person or of his spouse who has the same residence as that Person; but
- (e) where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding company of a Member corporation, then such determination shall be determinative of their relationships in the application of Rule D. 1.00 of the TSX Venture Exchange Rule Book and Policies with respect to that Member firm, Member corporation or holding company.

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

"Common Shares" means the common shares of the Corporation.

"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 QT Exchange Bulletin is issued by the Exchange.

"Concurrent Financing" has the meaning ascribed to that phrase in section 9.5 of the CPC Policy.

"Conditional Acceptance Documents" has the meaning ascribed to that phrase in section 11.5 of 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.

"Corporate Finance Fee" means the non-refundable fee of \$12,500 plus HST payable to the Agent at the closing of the Offering.

"Corporation" means Chicane Capital II Corp.

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

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

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

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

"CPC Policy" means Policy 2.4 – *Capital Pool Companies of the Exchange* effective January 1, 2021.

"CPC Stock Options" means an option to purchase Common Shares of the Corporation which may be granted by the

Corporation in accordance with the CPC Policy, including the options to be qualified by this prospectus.

"Disclosure Document" means the CPC Filing Statement or the CPC Information Circular, as the case may be, or the Prospectus if required by section 11.1(f) of the CPC Policy.

"Escrow Agreement" means the escrow agreement dated as of ●, 2024 among the Corporation, the Transfer Agent and certain shareholders of the Corporation.

"Exchange" means the TSX Venture Exchange Inc.

"Exchange Requirements" means and includes the articles, by-laws, policies, circulars, rules (including UMIR), guidelines, orders, notices, rulings, forms, decisions and regulations of the Exchange as from time to time enacted, any instructions, decisions and directions of a Regulation Services Provider or the Exchange (including those of any committee of the Exchange as appointed from time to time), the *Securities Act* (Alberta) and the rules and regulations thereunder as amended, the *Securities Act* (Ontario) and the rules and regulations thereunder as amended, the *Securities Act* (British Columbia) and the rules and regulations thereunder as amended, the *Securities Act* (Prince Edward Island) and the rules and regulations thereunder as amended and any policies, rules, orders, rulings, forms or regulations from time to time enacted by the Commissions and all applicable provisions of the Securities Laws of any other jurisdiction.

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

"Geological Report" means:

- (a) in the case of a mining property, a report prepared in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* or any successor instrument, or
- (b) in the case of an oil and gas property, a report with supporting materials prepared in accordance with National Instrument 51-101 – *Standards of Disclosure for Oil and Gas Activities*, and the Canadian Oil and Gas Evaluation Handbook maintained by the Society of Petroleum Evaluation Engineers (Calgary Chapter), as amended from time to time.

"HST" means Harmonized Sales Tax.

"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 Shares carrying more than 10% of the voting rights attached to all outstanding Voting Shares of the Issuer; or
- (d) the Issuer itself if it holds any of its own securities.

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

"Majority of the Minority Approval" means the approval by the majority of the votes cast at a meeting of the shareholders of the CPC, or by the written consent of shareholders of the CPC holding more than 50% of the issued

listed shares of the CPC, provided that the votes attached to listed shares of the CPC held by the following Persons and their Associates and Affiliates are excluded from the calculation of any such approval or written consent:

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

"Maximum Offering" means the Offering of a maximum of 2,500,000 Common Shares at a price of \$0.10 per common share.

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

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

"Minimum Offering" means the Offering of a minimum of 2,000,000 Common Shares at a price of \$0.10 per common share.

"Non-Arm's Length Party" means:

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

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

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

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

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

"Person" means a Company or individual.

"Principal" means:

- (a) a Person who acted as a promoter of the Issuer within two years before the IPO Prospectus or Final QT Exchange Bulletin;
- (b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of the IPO Prospectus or Final QT Exchange Bulletin;
- (c) a 20% holder - a Person that holds securities carrying more than 20% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final QT Exchange Bulletin for non-IPO transactions; and
- (d) a 10% holder - a Person that:
 - (i) holds securities carrying more than 10% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final QT Exchange Bulletin for non-IPO transactions; and
 - (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Issuer or any of its material operating subsidiaries.

"Pro Group"

- (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 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.

"Prospectus" means a disclosure document required to be prepared in connection with a public offering of securities and which complies with the form and content requirements of a prospectus as described in applicable Securities Laws.

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

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

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

"Regulation Services Provider" has the meaning ascribed to it in National Instrument 21-101 – *Marketplace Operation* and refers to the Investment Industry Regulatory Organization of Canada or any successor retained by the Exchange.

"Related Party Transaction" has the meaning, ascribed to it under 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 Issuer with respect to the transaction.

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

"Securities Laws" means securities legislation, securities regulation and securities rules, as amended, and the policies, notices, instruments and blanket orders in force from time to time that are applicable to an Issuer.

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

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

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

"Sponsor Report" has the meaning ascribed to it in Exchange Policy 2.2 – *Sponsorship and Sponsorship Requirements*.

"Sponsorship Acknowledgement Form" has the meaning ascribed to it in Exchange Policy 2.2 – *Sponsorship and Sponsorship Requirements*.

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

"Tax Act" means the *Income Tax Act* (Canada) and the regulations thereunder.

"Transfer Agent" means Marrelli Trust Company Limited.

"UMIR" means the Universal Market Integrity Rules adopted by the Exchange and as may be amended from time to time and administered and enforced by the Exchange or any Regulation Services Provider retained by the Exchange.

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

"Voting Share" means a security of an Issuer that:

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

PROSPECTUS SUMMARY

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

The Corporation: Chicane Capital II 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 "*Business of the Corporation*".

The Offering: A Minimum Offering of 2,000,000 Common Shares and a Maximum Offering of 2,500,000 Common Shares are being offered under this prospectus at a price of \$0.10 per Common Share for minimum gross proceeds of \$200,000 in the case of the Minimum Offering and maximum gross proceeds of \$250,000 in the case of the Maximum Offering. This Offering is made on a commercially reasonable efforts agency basis by the Agent. In addition, the Corporation will grant the Agent's Option to the Agent to purchase the equivalent of 10% of the aggregate number of Common Shares sold pursuant to the Offering, being 200,000 Common Shares in the case of a Minimum Offering and 250,000 Common Shares in the case of a Maximum Offering, at a price of \$0.10 per share, expiring on the earlier of (i) 60 months following the closing of the IPO, and (ii) 36 months from the date on which the common shares of the Resulting Issuer commence trading on the Exchange (or other recognized stock exchange), following Completion of the Qualifying Transaction.

The Corporation also intends to grant 200,000 CPC Stock Options in the case of a Minimum Offering and 250,000 CPC Stock Options in the case of a Maximum Offering to the directors and officers of the Corporation. The Agent's Option and the additional CPC Stock Options are qualified for distribution under this prospectus. See "*Plan of Distribution*" and "*Options to Purchase Securities*".

Use of Proceeds: Assuming completion of this Offering, the total net proceeds to the Corporation, accounting for total cash proceeds raised prior to this Offering, net of all Offering expenses, will be approximately \$217,500 in the case of a Minimum Offering and approximately \$262,500 in the case of a Maximum Offering. The net proceeds of this Offering will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying

Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. See "*Use of Proceeds*" for details of the restrictions and prohibitions on the Corporation's use of funds.

Directors and Management:

The directors and officers of the Corporation and the positions held by each of them are as follows:

John Travaglini	Chief Executive Officer, Chief Financial Officer and Director
Osman Ahmed	Director
Paul Wood	Director

Escrow:

All of the currently issued and outstanding Common Shares of the Corporation, being 2,800,000 Common Shares, will be deposited in escrow pursuant to the terms of an Escrow Agreement and will be released from escrow in stages over a period of up to 18 months from the date of the Final QT Exchange Bulletin. See "*Escrowed Securities*".

Risk Factors:

There is currently no established market for the Common Shares. Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction.

The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment.

The directors and the officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation.

Investors acquiring the Common Shares offered by this prospectus will suffer an immediate dilution on investment of approximately 29.2% or approximately \$0.0292 per Common Share assuming completion of the Minimum Offering, and approximately 26.4% or approximately \$0.0264 per Common Share assuming completion of the Maximum Offering, before deduction of selling commissions or related expenses of the issue. An acquisition financed by the issuance of treasury shares could result in a change in control of the Corporation and may cause the shareholders' interest in the Corporation to be further diluted. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares.

Until Completion of a Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the

Corporation will be able to identify or complete a suitable Qualifying Transaction.

A Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. In the event that the Corporation identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management, directors or experts resident outside of Canada or upon the foreign business or the Resulting Issuer and may find it difficult or impossible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada.

See "*Risk Factors*" for more detailed information on the risks of an investment in the Corporation's Common Shares. Also see "*Corporate Structure*", "*Directors and Officers*", "*Business of the Corporation*" and "*Use of Proceeds*".

CORPORATE STRUCTURE

Name, Incorporation and Place of Business

The full corporate name of the Corporation is Chicane Capital II Corp. The Corporation was incorporated under the laws of the Province of Ontario pursuant to the *Business Corporations Act* (Ontario) on September 18, 2023. The registered and head office address of the Corporation is located at 100 King Street West, Suite 3400, Toronto, Ontario, M5X 1A4.

BUSINESS OF THE CORPORATION

Preliminary Expenses

To date, the Corporation has raised \$140,000 through the sale of 2,800,000 Common Shares. See "*Prior Sales*" and "*Capitalization*". As of the date hereof, the Corporation has paid \$5,000 (plus HST) to the Exchange, as part of the Corporation's initial listing fee. Part of the net proceeds of the Offering will be utilized to satisfy the obligations of the Corporation related to this Offering, including the fees and commissions of the Agent, the expenses of its auditors, legal counsel and the Agent's legal counsel and the listing fees of the Exchange and filing fees of the Commissions. See "*Use of Proceeds*".

Proposed Operations Until Completion of the Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any 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. As of the date hereof, the Corporation has not conducted commercial operations.

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 "*Use of Proceeds*", the funds raised pursuant to this Offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

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

Method of Financing

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

Criteria for a Qualifying Transaction

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

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

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

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

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

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

- (a) confirmation of shareholder approval of the Qualifying Transaction, if required;

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

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

Initial Listing Requirements

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

Trading Halts, Suspensions and Delisting

The Exchange will generally halt trading in the Common Shares from the date of the public announcement of a Qualifying Transaction Agreement until all filing requirements of the Exchange have been satisfied, which includes the submission of a Sponsorship Acknowledgment Form, where the Qualifying Transaction is subject to sponsorship. In addition, all individuals who may be directors, senior officers, promoters, or Insiders of the Resulting Issuer must file a Form 2A – *Personal Information Form* or, if applicable, a Form 2C1 – *Declaration* with the Exchange, and any preliminary background searches that the Exchange considers necessary or advisable, must also be completed before the trading halt will be lifted by the Exchange.

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

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

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

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

Refusal of Qualifying Transaction

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

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

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to be received by the Corporation from the sale of all the Common Shares offered by this prospectus will range between \$200,000 in the case of a Minimum Offering and \$250,000 in the case of Maximum Offering. The gross proceeds received by the Corporation from the sale of 2,800,000 Common Shares prior to the date of this prospectus was \$140,000. Presuming the Offering is completed, the costs and expenses of the Offering, which will range between \$122,500 in the case of the Minimum Offering and \$127,500 in the case of the Maximum Offering, will be paid from the working capital of the Corporation, which will include the proceeds of the Offering. The total estimated funds available to the Corporation, including total cash proceeds raised prior to this Offering and total proceeds of this Offering, net of all Offering costs, expenses and Agent's Commission, will be approximately \$217,500 in the case of a Minimum Offering and approximately \$262,500 in the case of a Maximum Offering.

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

Proceeds to the Corporation	Minimum Offering	Maximum Offering
Gross cash proceeds received by the Corporation from the sale of Common Shares prior to this Offering ⁽¹⁾	\$140,000	\$140,000
Less: Expenses and costs relating to raising the cash proceeds referred to above ⁽²⁾	-	-
Plus: Gross cash proceeds to be raised by the Corporation from the sale of the Common Shares distributed pursuant to this Offering ⁽³⁾	\$200,000	\$250,000
Less: Expenses and costs relating to the Offering referred to above, incurred to date and expected to be incurred ⁽⁴⁾	\$122,500	\$127,500
Estimated funds to be available to the Corporation (on completion of the Offering)	\$217,500	\$262,500
Use of Proceeds		
Funds available for identifying and evaluating assets or business prospects ⁽³⁾⁽⁵⁾	\$167,500	\$212,500
Estimated general and administrative expenses until Completion of the Qualifying Transaction	\$50,000	\$50,000
TOTAL NET PROCEEDS	\$217,500	\$262,500

Notes:

- (1) See "Prior Sales".
- (2) No issue costs have been allocated towards the issuance of these Common Shares. See the Corporation's balance sheet as at January 31, 2024.
- (3) In the event the Agent exercises the Agent's Option and all of the CPC Stock Options are exercised, there will be available to the Corporation \$20,000 in additional funds in the case of a Minimum Offering and \$25,000 in additional funds in the case of a Maximum Offering, which will be added to the working capital of the Corporation. There is no assurance that any of these options will be exercised.
- (4) Expenses include the Agent's Commission, together with costs and expenses of approximately \$102,500, which includes the Agent's expenses and legal fees of approximately \$12,500, plus applicable taxes and disbursements, the Corporation's legal, audit, printing and transfer agent fees of approximately \$52,500, the Corporate Finance Fee, and the listing fees payable to the Exchange and the filing fees payable to the Commissions estimated at approximately \$25,000.
- (5) In the event that the Corporation enters into a Qualifying Transaction Agreement prior to spending all 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, the Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

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

Permitted Use of Funds

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

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

- (d) agents' and finders' fees, costs and commissions;
- (e) assurance and audit fees of the Corporation;
- (f) escrow agent and transfer agent fees of the Corporation; and
- (g) regulatory filing fees of the Corporation.

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

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

Private Placements for Cash

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

Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non-Arm's Length Parties by the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non-Arm's Length Parties

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

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

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

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

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

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 Common Share purchase warrants only;
 - (iv) the amount of any Concurrent Financing is not included in the value of the measurable benefit used to calculate the finder's fee; and
 - (v) approval of the finder's fee is obtained by ordinary resolution at a meeting of shareholders of the 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

Name of Agent 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 agency basis to the public a minimum of 2,000,000 Common Shares and a maximum of 2,500,000 Common Shares, as provided in this prospectus, at a price of \$0.10 per Common Share for gross proceeds of \$200,000 in the case of a Minimum Offering and \$250,000 in the case of a Maximum Offering, subject to the terms and conditions of the Agency Agreement. This prospectus qualifies the distribution of a minimum of 2,000,000 Common Shares and a maximum of 2,500,000 Common Shares.

The Agent will receive the Agent's Commission equal to 10% of the aggregate gross proceeds of the Offering. In addition, the Corporation will pay to the Agent a Corporate Finance Fee of \$12,500 plus HST at the closing of the Offering, and will pay the Agent's expenses, legal and search fees, not to exceed \$12,500, plus (exclusive of taxes, searches and disbursements), and taxes any other reasonable costs and expenses of the Agent.

The Corporation has also agreed to grant to the Agent and its sub-agents, if any, the non-transferable Agent's Option to purchase the equivalent of 10% of the aggregate number of Common Shares sold pursuant to the Offering, being 200,000 Common Shares in the case of the Minimum Offering and up to 250,000 Common Shares in the case of the Maximum Offering, at a price of \$0.10 per Common Share, expiring on the earlier of (i) 60 months following the closing of the IPO, and (ii) 36 months from the date on which the common shares of the Resulting Issuer commence trading on the Exchange (or other recognized stock exchange), following Completion of the Qualifying Transaction. This prospectus qualifies the distribution of the Agent's Option. The Agent intends to sell to the public any Common Shares received by it upon the exercise of the Agent's Option. Not more than 50% of the Common Shares received on the exercise of the Agent's Option may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

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

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering is for a minimum of 2,000,000 Common Shares and a maximum of 2,500,000 Common Shares at a price of \$0.10 per share for total gross proceeds ranging from \$200,000 in the case of a Minimum Offering to \$250,000 in the case of a Maximum Offering. Pursuant to the CPC Policy, 75% of the total number of Common Shares offered under this prospectus, being 1,500,000 Common Shares in the case of a Minimum Offering and 1,875,000 Common Shares in the case of a Maximum Offering, 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, or 40,000 Common Shares in the case of a Minimum Offering and 50,000 Common Shares in the case of a Maximum Offering; 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, or 80,000 Common Shares in the case of a Minimum Offering and 100,000 Common Shares in the case of a Maximum Offering.

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 and the Agent consents to the release thereof. Minimum subscriptions of 2,000,000 Common Shares for total gross proceeds of \$200,000 must be raised within ninety (90) calendar days of the issuance of a final receipt for this prospectus, or such other time as may be consented to by persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

The Corporation also proposes to grant additional CPC Stock Options at the closing of the Offering in accordance with the policies of the Exchange, which options are qualified for distribution pursuant to this prospectus. The Corporation proposes to grant the additional CPC Stock Options to the directors and officers of the Corporation to purchase between 200,000 Common Shares, assuming completion of a Minimum Offering, and 250,000 Common Shares, assuming completion of a Maximum Offering, immediately following closing of the Offering in accordance with the policies of the Exchange, which options are qualified for distribution under this prospectus. See "*Options to Purchase Securities*".

Determination of Price

The Offering price of the Common Shares was determined by negotiation between the Corporation and the Agent.

Listing Application

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

Subscriptions by the Aggregate Pro Group

All subscriptions by any member of the Aggregate Pro Group are subject to the applicable client priority rules and the general rule of the CPC Policy that 75%, of the total number of Common Shares offered under this prospectus, being 1,500,000 Common Shares in the case of a Minimum Offering and 1,875,000 Common Shares in the case of a Maximum Offering are subject to the limits that no purchaser can: (i) directly or indirectly purchase more than 2% of the total Common Shares offered under this Offering; and (ii) together with any Associates or Affiliates purchase more than 4% of the total Common Shares offered under this Offering. Any Common Shares issued to any member of the Aggregate Pro Group prior to the date of this prospectus will be held in escrow pursuant to the CPC Policy.

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares permitted to be owned directly or indirectly by the members of the Pro Group is 20% of the issued and outstanding Common Shares of the Corporation exclusive of Common Shares reserved for issuance at a future date. The Exchange will require that any securities issued to the Pro Group in connection with or in contemplation of the Qualifying Transaction will be required to be subject to a four-month Exchange hold period and the securities certificates legended accordingly, as prescribed by Exchange Policy 3.2 – *Filing Requirements and Continuous Disclosure*.

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

Venture Issuer

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

Restrictions on Trading

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

DESCRIPTION OF SECURITIES DISTRIBUTED

General

The Corporation is authorized to issue an unlimited number of Common Shares, of which, as at the date hereof, 2,800,000 Common Shares are issued and outstanding as fully paid and non-assessable. The Corporation has reserved an aggregate of 200,000 Common Shares, in the case of a Minimum Offering, and 250,000 Common Shares, in the case of a Maximum Offering, at an exercise price of \$0.10 per Common Share pursuant to the CPC Stock Options to be issued immediately following closing of the Offering and expiring 10 years from the date of grant. The Corporation has also reserved 10% of the aggregate number of Common Shares to be issued under the Offering pursuant to the Agent's Option, being 200,000 Common Shares, in the case of a Minimum Offering, and 250,000 Common Shares, in the case of a Maximum Offering, at an exercise price of \$0.10 per Common Share, expiring on the earlier of (i) 60 months following the closing of the IPO, and (ii) 36 months from the date on which the common shares of the Resulting

Issuer commence trading on the Exchange (or other recognized stock exchange), following Completion of the Qualifying Transaction. See "*Plan of Distribution*".

Common Shares

The holders of Common Shares are entitled to: (i) receive dividends as and when declared by the board of directors of the Corporation, out of the moneys properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine; (ii) in the event of the dissolution, liquidation or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs; and (iii) receive notice of and to attend all meetings of the shareholders of the Corporation and to have one vote for each Common Share held at all meetings of the shareholders of the Corporation, except for meeting at which only holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.

CAPITALIZATION

The table below shows the capitalization of the Corporation as at the date of the balance sheet and the date hereof before and after giving effect to this Offering but prior to taking into account the costs of the issue:

Designation of Security	Amount Authorized	Amount outstanding as of the date of the most recent balance sheet contained in the Prospectus ⁽¹⁾	Amount outstanding as of the date hereof	Amount to be outstanding after giving effect to the Offering ⁽²⁾⁽³⁾⁽⁴⁾	
				Minimum Offering	Maximum Offering
Common Shares	Unlimited	2,800,000 Common Shares (\$140,000)	2,800,000 Common Shares (\$140,000)	4,800,000 Common Shares (\$340,000)	5,300,000 Common Shares (\$390,000)

Notes:

- (1) As at the date of the most recent balance sheet contained herein and as at the date hereof, the Corporation had not commenced commercial operations.
- (2) Excluding shares issuable pursuant to the CPC Stock Options, which includes 200,000 Common Shares, in the case of a Minimum Offering, and 250,000 Common Shares, in the case of a Maximum Offering, reserved for additional CPC Stock Options. See "*Options to Purchase Securities*".
- (3) Excluding up to 200,000 Common Shares, in the case of a Minimum Offering, and 250,000 Common Shares, in the case of a Maximum Offering, to be issued pursuant to the Agent's Option at an exercise price of \$0.10 per Common Share.
- (4) Represents gross proceeds of this Offering and prior issues of the Corporation, before deducting the expenses of the Offering, including the Agent's Commission equal to 10% of the gross proceeds from the sale of the Common Shares, estimated at \$20,000, in the case of the Minimum Offering, \$25,000 in the case of the Maximum Offering. See "*Use of Proceeds*".

OPTIONS TO PURCHASE SECURITIES

CPC Stock Options to purchase between 200,000 Common shares, in the case of the completion of the Minimum Offering, and up to 250,000 Common Shares, in the case of the completion of the Maximum Offering, are to be granted after closing of this Offering to the directors and the officers of the Corporation. The CPC Stock Options will be granted after the closing of the Offering under the Corporation's Stock Option Plan (as defined below). The CPC Stock Options will be qualified for distribution and are expected to be allocated on the following basis:

Name of Optionee	No. of Common Shares reserved under the Stock Option Plan upon completion of the		Exercise Price per Common Share	Expiry Date
	Minimum Offering	Maximum Offering		
John Travaglini	66,667	83,334	\$0.10	10 years from date of grant
Osman Ahmed	66,667	83,333	\$0.10	10 years from date of grant
Paul Wood	66,666	83,333	\$0.10	10 years from date of grant

Name of Optionee	No. of Common Shares reserved under the Stock Option Plan upon completion of the		Exercise Price per Common Share	Expiry Date
	Minimum Offering	Maximum Offering		
Total	200,000	250,000		

Stock Option Terms

The policies of the Exchange provide that the board of directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers and employees of the Corporation and its Affiliates and to consultants and management Company employees, non-transferable options to purchase Common Shares for a period of up to 10 years from the date of the grant, provided that the number of Common Shares reserved for issuance may not exceed 10% of the total issued and outstanding Common Shares at the date of the grant.

The purpose of the stock option plan (the "**Stock Option Plan**") established by the Corporation, pursuant to which it may grant CPC Stock Options, is to promote the profitability and growth of the Corporation by facilitating the efforts of the Corporation to obtain and retain key individuals. The Stock Option Plan provides an incentive for and encourages ownership of the Common Shares by its key individuals so that they may increase their stake in the Corporation and benefit from increases in the value of the Common Shares. Pursuant to the Stock Option Plan, the maximum number of Common Shares reserved for issuance in any twelve (12) month period to any one optionee other than a consultant may not exceed 5% of the issued and outstanding Common Shares at the date of the grant. The maximum number of Common Shares reserved for issuance in any twelve (12) month period to any consultant may not exceed 2% of the issued and outstanding Common Shares at the date of the grant and the maximum number of Common Shares reserved for issuance in any twelve (12) month period to all persons engaged in investor relations activities may not exceed 2% of the issued and outstanding number of Common Shares at the date of the grant.

Notwithstanding the terms of the Stock Option Plan described above, the CPC Policy imposes certain restrictions on CPC Stock Options during the period that the Corporation remains a CPC. Such restrictions shall remain in place until the Exchange issues the Final QT Exchange Bulletin (such bulletin indicating that the Resulting Issuer will not be considered a CPC). Under the CPC Policy, the Corporation, while it remains a CPC, is limited to granting CPC Stock Options to only directors, officers and technical consultants of the Corporation. In addition, the total number of Common Shares reserved under option for issuance pursuant to the Stock Option Plan may not exceed 10% of the Common Shares outstanding as at the date of the grant of the option and the exercise period shall not exceed 10 years from the date of the grant. The maximum number of Common Shares issuable to any individual officer or director may not exceed 5% of the issued and outstanding Common Shares outstanding as at the date of grant of the option. The maximum number of Common Shares issuable at any given time to all technical consultants may not exceed 2% of the issued and outstanding, Common Shares outstanding as at the date of grant of the option.

In addition, while the Corporation is a CPC, it is prohibited from granting CPC Stock Options to any person providing investor relations activities, promotional or market making services. The exercise price per Common Share under any CPC Stock Option granted by the Corporation while it is a CPC may not be less than the greater of \$0.10 and the Discounted Market Price (as defined under Exchange policies). Any CPC Stock Options or Common Shares acquired pursuant to the exercise of CPC Stock Options prior to the Completion of the Qualifying Transaction must be deposited in escrow and will be subject to escrow until the Final QT Exchange Bulletin is issued. In addition, all Common Shares issued on or after the date of the Final QT Exchange Bulletin pursuant to the exercise of CPC Stock Options granted prior to the Offering with an exercise price that is less than the issue price of this Offering are also subject to escrow under the Escrow Agreement. See "*Escrowed Securities*".

The term of CPC Stock Options 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.

PRIOR SALES

Since the date of incorporation of the Corporation, 2,800,000 Common Shares have been issued as follows:

Date of Issue	Number of Common Shares ⁽¹⁾	Per Share Consideration	Aggregate Value of Consideration	Nature of Consideration
January 19, 2024	2,800,000	\$0.05	\$140,000	Cash

Notes:

(1) These Common Shares will be subject to escrow pursuant to the CPC Policy. See "*Escrowed Securities*".

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 2,800,000 Common Shares issued prior to this Offering and all 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 QT Exchange Bulletin will be deposited with the Transfer Agent under the Escrow Agreement.

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

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

Name and Municipality of Residence of Shareholder	Number of Common Shares Escrowed	Percentage of Common Shares of the Corporation Prior to Giving Effect to the Offering	Percentage of Common Shares of the Corporation ⁽¹⁾ After Giving Effect to the Offering		Number of CPC Stock Options held in Escrow
			Minimum Offering	Maximum Offering	
John Travaglini ⁽²⁾	800,000	28.6%	16.7%	15.1%	nil
Osman Ahmed ⁽³⁾	600,000	21.4%	12.5%	11.3%	nil
Paul Wood	600,000	21.4%	12.5%	11.3%	nil
Half Brother Capital Limited	600,000	21.4%	12.5%	11.3%	nil
Robert Howe	200,000	7.2%	4.2%	3.8%	nil
TOTAL	2,800,000	100%	58.3%	52.8%	nil

Note:

(1) Assuming no Common Shares are purchased by these Persons under the Offering. All figures on a non-diluted basis.

(2) The shares are registered in Mr. Travaglini's family trust.

(3) The shares are registered in Mr. Ahmed's family trust.

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

from any control person of the holding company not to transfer the shares of that Company.

Under the Escrow Agreement:

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

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

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

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

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

Escrowed Securities on Qualifying Transaction

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

PRINCIPAL SHAREHOLDERS

Principal Shareholders

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

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares	Percentage of Common Shares Owned Prior to Giving Effect to the Offering	Percentage of Common Shares Owned After Giving Effect to the Offering ⁽¹⁾⁽²⁾	
				Minimum Offering	Maximum Offering
John Travaglini ⁽³⁾	Indirect	800,000	28.6%	16.7%	15.1%
Osman Ahmed ⁽⁴⁾	Indirect	600,000	21.4%	12.5%	11.3%
Paul Wood	Direct	600,000	21.4%	12.5%	11.3%
Half Brother Capital Limited	Direct	600,000	21.4%	12.5%	11.3%

Notes:

- (1) Assuming that no Common Shares are purchased by these Persons under the Offering and assuming no exercise of the CPC Stock Options or Agent's Options.
- (2) On a partially diluted basis, assuming that no Common Shares are purchased by these Persons under the Offering, John Travaglini would own 17.8% (866,667 Common Shares) in the case of a Minimum Offering and 16.4% (883,334 Common Shares) in the event of a Maximum Offering; Osman Ahmed would own 13.7% (666,667 Common Shares) in the case of a Minimum Offering and 12.7% (683,333 Common Shares) in the case of a Maximum Offering; and Paul Wood would own 13.7% (666,666 Common Shares) in the case of a Minimum Offering and 12.7% (683,333 Common Shares) in the case of a Maximum Offering. On a partially diluted basis, Messrs. Travaglini, Ahmed, and Wood would collectively own approximately 44.0% (2,200,000 Common Shares) in the case of a Minimum Offering and 40.5% (2,250,000 Common Shares) in the case of a Maximum Offering of the issued and outstanding Common Shares after giving effect to the Offering.
- (3) The shares are registered in Mr. Travaglini's family trust.
- (4) The shares are registered in Mr. Ahmed's family trust.

DIRECTORS AND OFFICERS

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

The board of directors of the Corporation consists of four persons. Each director will hold office until the next annual meeting of shareholders or until his successor is elected or appointed. An audit committee has been established as a subcommittee of the board of directors. The following are the names and municipalities of residence of the directors and officers of the Corporation, their current positions with the Corporation and their current principal occupation:

Name, Municipality of Residence and Position with the Corporation	Director or Officer Since	Number of Common Shares Owned ⁽¹⁾⁽²⁾	Principal Occupation for Past Five Years
John Travaglini Toronto, Ontario Chief Executive Officer, Chief Financial Officer, and Director	September 18, 2023	800,000	Chief Executive Officer of 4Front Capital Partners
Osman Ahmed New York, New York Director	January 19, 2024	600,000	Managing Director and Head of Private Equity at 10X Capital
Paul Wood Toronto, Ontario Director	January 19, 2024	600,000	President, Kappa Advisors Ltd. and Chief Executive Officer of BTU Metals Corp.

Notes:

- (1) "Owned" includes owned, controlled, or otherwise directed, directly or indirectly.
- (2) Assuming that no Common Shares are purchased by these shareholders under the Offering and before the exercise of the Agent's Option and the CPC Stock Options.

The Corporation has appointed an audit committee consisting of the following three directors: John Travaglini (Chair), Paul Wood and Osman Ahmed.

The total aggregate number of Common Shares beneficially owned, directly or indirectly, by all directors and officers of the Corporation as a group is 2,000,000, which, in the case of a Minimum Offering is equal to approximately 41.7%, and in the case of a Maximum Offering is equal to approximately 37.7% of the issued and outstanding Common Shares after giving effect to the Offering.

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

Directors and Officers of the Corporation

Set forth below is a description of the background of the directors and officers of the Corporation, including a description of each individual's principal occupation(s) within the past five years.

John Travaglini, Age 62 — Chief Executive Officer and Director

John Travaglini is a technology and capital markets entrepreneur and an experienced M&A professional. Prior to founding 4Front Capital Partners, he owned a mid-market investment and merchant banking consulting firm based out of Toronto, Ontario. In this role Mr. Travaglini consulted to large multinational corporations, funds and family offices worldwide on wealth preservation, mergers and acquisitions and international investments. Prior to that, Mr. Travaglini co-owned an investment bank with offices in Toronto, London, Singapore and Sydney, Australia. Mr. Travaglini co-founded a systems integration Company and has held sales positions with Sun Microsystems and Unisys Corporation. Mr. Travaglini has held board positions and executive management positions in both public and private companies in Canada and abroad. He holds an Honors Degree in Business Administration from Wilfrid Laurier University and is a graduate of the Quantum Shift Executive Management program sponsored by KPMG and Ivey School of Business.

Osman Ahmed, Age 37 — Director

Osman Ahmed is a Managing Director and Head of Private Equity at 10X Capital. He has over 12 years of principal investment, advisory, and operating experience. Prior to joining 10X Capital, Mr. Ahmed was the CEO of Founder SPAC, a \$321M special purpose acquisition company focused on digital transformation. Founder SPAC successfully completed its merger with Rubicon Technologies (NYSE: RBT) in August 2022. Previously, Mr. Ahmed was an investor at KCK Group, a private markets investor. He also served as CFO of Beehive Industries, a KCK Group Portfolio company. Mr. Ahmed previously has held roles at Volition Capital, Scale Venture Partners, and Stifel Financial (NYSE: SF). Throughout his career, Mr. Ahmed has executed leveraged buyouts, special situations, and growth equity investments in technology, business services, industrials, and healthcare. Prior closed deals include: Harvest Food Distributors, Sherwood Food Distributors, Hibernia Networks (acquired by GTT), RingCentral (NYSE: RNG), TraceLink, Al Fakher Tobacco, Better.com (NASDAQ: BETR), and others. He currently sits on the board of directors of Rubicon Technologies (NYSE: RBT) and serves as the company's lead independent director and sits on the board of directors of African Agriculture Holdings Inc. (Nasdaq: AAGR). Mr. Ahmed holds a B.S. in Computer Science from the University of Southern California and an M.B.A. from the University of Chicago Booth School of Business.

Paul Wood, Age 60 — Director

Paul Wood, is an independent investor and strategic advisor specializing in corporate development and structuring transactions at Kappa Advisors Ltd. He has advised on numerous transactions across the globe including in tech, finance, manufacturing and minerals exploration. He is currently Chief Executive Officer and Director of BTU Metals Corp on the TSX-V. He is strategic advisor to select public and privately held companies and has been a university guest lecturer in China. Mr. Wood has held Corporate Development positions at Celestica, a multinational electronics

manufacturer, and at Spar Aerospace, an Aerospace, Defence and Communications Company. Prior to working on the corporate side, he held M&A positions at Ernst & Young (Toronto) and CIBC Wood Gundy (UK). He received his Bachelor of Arts degree from Dalhousie University and his Master of Business Administration degree from University of Toronto, Rotman School of Business.

Other Reporting Issuer Experience

The following table sets out the directors and officers and promoters 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 (or the equivalent in a jurisdiction outside of Canada):

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	Term
John Travaglini	Kraken Robotics Inc.	TSX-V	Director	February 2015 - August 2017
	Platform Eight Capital Corp.	TSX-V	Chief Executive Officer, Director	October 2017 - February 2020
	Platform 9 Capital Corp.	TSX-V	Chief Executive Officer, Director	May 2018 - May 2021
	Mjardin Group, Inc.	TSX-V	Director	November 2018 - June 2019
	Chicane Capital I Corp.	TSX-V	Chief Executive Officer, Chief Financial Officer ⁽¹⁾ , Director	February 2022 – Present
Osman Ahmed	Founder SPAC	NASDAQ	Chief Executive Officer, Director	October 2021 – August 2022
	10X Venture Acquisition Corp. III	NYSE	President	January 2024 – Present
	Eve Mobility Acquisition Corp.	NYSE	President	October 2023 – Present
	Rubicon Technologies Inc.	NYSE	Director	August 2022 – Present
	African Agriculture Holdings Inc.	NASDAQ	Director	December 2023 – Present
Paul Wood	BTU Metals Corp.	TSX-V	Senior Officer, Director	August 2017 - Present
	Talisker Resources Ltd. (formerly Eurocontrol Technics Group Inc.)	TSX-V	Interim Chief Executive Officer, Director	February 2013 - June 2019
	Platform Eight Capital Corp.	TSX-V	Director	October 2017 - February 2020
	Platform 9 Capital Corp.	TSX-V	Director	May 2018 - May 2021

Name	Name of Reporting Issuer	Name of Exchange or Market (if applicable)	Position	Term
	Chicane Capital I Corp.	TSX-V	Director	August 29, 2022 – Present

Notes: (1) Mr. Travaglini was appointed Chief Financial Officer of Chicane Capital I Corp. on October 16, 2023.

Aggregate Ownership of Securities

The directors and officers as a group own 2,000,000 Common Shares, or 41.7% in the case of a Minimum Offering and 37.7% in the case of a Maximum Offering, of the issued and outstanding Common Shares upon completion of the Offering.

Corporate Cease Trade Orders

No director, officer, Insider or promoter of the Corporation is, or within the 10 years prior to the date of this prospectus has been, a director, officer or promoter of any other Issuer 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 that person was acting in the capacity as director, officer, Insider or promoter.

Penalties or Sanctions

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

Bankruptcies

No director, officer, Insider or promoter of the Corporation or shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or a personal holding, Company of any such persons has, within the 10 years before the date of this prospectus, as applicable:

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

Conflict of Interests

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

Audit Committee

Exchange Policy 3.1 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.

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 the Completion of the Qualifying Transaction, the only committee of the board of directors will be the audit committee.

The Corporation has appointed an audit committee consisting of the following three directors: John Travaglini (Chair), Paul Wood and Osman Ahmed.

EXECUTIVE COMPENSATION

Remuneration

Except as set out below or disclosed in this prospectus, prior to the Completion of the Qualifying Transaction, no payment of any kind has been made, or will be made, directly or indirectly, by the Corporation to a Non-Arm's Length Party to the Corporation or a Non-Arm's Length Party to the Qualifying Transaction, or to any Person engaged in investor relations activities in respect of the securities of the Corporation or any Resulting Issuer by any means, 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*"; 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. Following Completion of the Qualifying Transaction, it is anticipated that the Corporation shall pay compensation to its directors and officers.

DILUTION

Dilution

Purchasers of Common Shares under this prospectus will suffer an immediate dilution on investment of approximately 29.2% or approximately \$0.0292 per Common Share assuming completion of the Minimum Offering, and approximately 26.4% or approximately \$0.0264 per Common Share assuming completion of the Maximum Offering. Dilution is based on total gross proceeds to be raised by this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation, or any Common Shares issuable on the exercise of the Agent's Option.

RISK FACTORS

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) the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. See "*Corporate Structure*" and "*Business of the Corporation*";
- (b) investment in the Common Shares offered by the prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development;
- (c) the directors and officers of the Corporation will devote only a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See "*Directors and Officers*";
- (d) an investor acquiring the Common Shares offered by this prospectus will suffer an immediate dilution on investment of approximately 29.2% or approximately \$0.0292 per Common Share assuming completion of the Minimum Offering, and approximately 26.4% or approximately \$0.0264 per Common Share assuming completion of the Maximum Offering See "*Dilution*";
- (e) there is no market through which the Common Shares may be sold and purchasers may not be able to resell the Common Shares purchased under this prospectus. This may affect the pricing of the Common Shares in the secondary market, the transparency and availability of trading prices, the liquidity of the Common Shares, and the extent of issuer regulation;
- (f) there can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell its Common Shares;
- (g) until Completion of the Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions. See "*Business of the Corporation*";
- (h) 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*";
- (i) 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*";
- (j) Completion of the Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction, Majority of the Minority Approval. See "*Business of the Corporation*";
- (k) unless a 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;

- (l) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Corporation will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Corporation 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. See "*Business of the Corporation*";
- (m) trading in the Common Shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required;
- (n) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- (o) in the event that the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts;
- (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 investor, which dilution may be significant and which may also result in a change of control of the Corporation; and
- (q) subject to prior Exchange acceptance, the Corporation may be permitted to loan or advance up to the greater of \$25,000 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*".

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

LEGAL PROCEEDINGS

There are no legal proceedings to which the Corporation is or is likely to be a party.

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, no directors or officers, employees or contractors or Associates or Affiliates of the foregoing have subscribed for Common Shares of the Corporation.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to this Offering will be passed upon by Bennett Jones LLP on behalf of the Corporation, and by Cozen O'Connor LLP on behalf of the Agent. As of the date hereof, partners and associates of Bennett Jones LLP and Cozen O'Connor LLP do not own, directly or indirectly, any outstanding Common Shares but may subscribe for Common Shares pursuant to the Offering.

MNP LLP is the auditor of the Corporation, at its office at Toronto, Ontario.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditors

The Corporation's auditor, MNP LLP, is independent with respect to the Corporation within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

Transfer Agent and Registrar

The Corporation's transfer agent and registrar is Marrelli Trust Company Limited, at its office at 620-1111 Melville Street, Vancouver, British Columbia, V6E 3V6.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have all acquired Common Shares and will be granted CPC Stock Options. Except as disclosed elsewhere herein, none of the directors, officers or principal shareholders of the Corporation, and no Associate or Affiliate of any of them, has or has had any material interest in any transaction that materially affects the Corporation. See "**Options to Purchase Securities**", "**Escrowed Securities**" and "**Principal Shareholders**".

MATERIAL CONTRACTS

The Corporation has not entered into contracts material to investors in the Common Shares hereunder, other than:

1. The Transfer Agreement dated as of January 26, 2024 between the Corporation and the Transfer Agent.
2. The Escrow Agreement dated as of ●, 2024 among the Corporation, the Transfer Agent and those shareholders that executed such Escrow Agreement referred to under "*Escrowed Securities*".
3. The Agency Agreement dated as of ●, 2024 among the Corporation and the Agent referred of under "*Plan of Distribution*".

The material contracts described above may be inspected at the registered office of the Corporation, located at 100 King Street West, Suite 3400, Toronto, Ontario, M5X 1A4, during normal business hours during the period of the distribution of the Common Shares being, distributed hereunder and for a period of thirty (30) calendar days thereafter.

OTHER MATERIAL FACTS

To management's knowledge, there are no other material facts relating to the securities to be offered and not disclosed elsewhere in this prospectus, or are necessary in order for the prospectus to contain full, true and plain disclosure of all material facts relating to the securities to be offered.

DIVIDEND POLICY

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Bennett Jones LLP, counsel to the Corporation, based on the current provisions of the Tax Act, provided that the Common Shares are listed on a "designated stock exchange" (as defined in the Tax Act and which currently includes the Exchange) or the Corporation is otherwise a "public corporation" (as that term is defined in the Tax Act), the Common Shares will be "qualified investments" under the Tax Act for a trust governed by a registered retirement savings plan, a registered retirement income fund, a registered education savings plan, a tax-free savings

account, a registered disability savings plan (each an "**Exempt Plan**") or a deferred profit sharing plan (as those terms are defined in the Tax Act).

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

If the Common Shares are not listed on the Exchange on the closing of the Offering but become listed on the Exchange prior to the date on which the Corporation must file a tax return under the Tax Act for its first taxation year, the Corporation may make an election in such income tax return to be deemed to have been a "public corporation" for purposes of the Tax Act from the beginning of its first taxation year until the time when the Common Shares are listed on the Exchange. If this occurs, the Common Shares will be qualified investments for Exempt Plans and deferred profit sharing plans at the closing of the Offering notwithstanding that the Common Shares were not listed on the Exchange at the closing of the Offering.

Notwithstanding that the Common Shares may be a qualified investment for an Exempt Plan, the annuitant under, subscriber or holder of (the "**Controlling Individual**"), as applicable, an Exempt Plan that holds Common Shares will be subject to a penalty tax in respect of Common Shares held in the Exempt Plan if such Common Shares are a "prohibited investment" for the Exempt Plan for the purposes of the Tax Act. The Common Shares will generally be a "prohibited investment" for an Exempt Plan if the Controlling Individual (i) does not deal at arm's length with the Corporation for the purposes of the Tax Act, or (ii) has a "significant interest" (as defined in the Tax Act) in the Corporation for the purposes of the Tax Act. In addition, the Common Shares will not be a "prohibited investment" for an Exempt Plan if the Common Shares are "excluded property" as defined in the Tax Act.

Prospective holders that intend to hold Common Shares in an Exempt Plan are urged to consult their own tax advisers with respect to whether the Common Shares would constitute a "prohibited investment" in their particular circumstances, including with respect to whether such securities would be "excluded property" in their particular circumstances.

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in British Columbia, Alberta, Ontario and Prince Edward Island provide purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two (2) business days after receipt or deemed receipt of a prospectus and any amendment. The securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

FINANCIAL STATEMENTS

Financial Statements of the Corporation, audited for the period from inception on September 18, 2023 to January 31, 2024.

Chicane Capital II Corp.
(A Capital Pool Company)
Financial Statements for the
Period from September 18, 2023 (date
of incorporation) to January 31, 2024
(In Canadian Dollars)

Independent Auditor's Report

To the Shareholders of Chicane Capital II Corp.:

Opinion

We have audited the financial statements of Chicane Capital II Corp. (the "Corporation"), which comprise the statement of financial position as at January 31, 2024 and the statements of loss and comprehensive loss, changes in shareholders' equity and cash flows for the period from September 18, 2023 (date of incorporation) to January 31, 2024, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Corporation as at January 31, 2024 and its financial performance and its cash flows for the period from September 18, 2023 (date of incorporation) to January 31, 2024, in accordance with International Financial Reporting Standards.

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 Corporation in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

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

In preparing the financial statements, management is responsible for assessing the Corporation'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 Corporation or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Corporation'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 Corporation'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 Corporation to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Toronto, Ontario
February 14, 2024

Chartered Professional Accountants
Licensed Public Accountants

Chicane Capital II Corp.
Statement of Financial Position
(In Canadian Dollars)

As at	January 31, 2024
Assets	
Cash held in trust	\$ 127,500
Deferred financing costs	12,500
Total Assets	\$ 140,000
Liabilities	
Accrued liabilities	\$ 55,189
Total Liabilities	\$ 55,189
Shareholders' Equity	
Share capital (Note 3)	\$ 97,811
Deficit	(13,000)
	\$ 84,811
Total Liabilities and Shareholders' Equity	\$ 140,000

Incorporation and nature of business (Note 1)
Subsequent event (Note 7)

Approved by the Board

Paul Wood
Director (Signed)

John Travaglini
Director (Signed)

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

Chicane Capital II Corp.
Statement of Loss and Comprehensive Loss
(In Canadian Dollars)

For the Period from September 18, 2023 (date of incorporation) to January 31, 2024

	Period ended January 31, 2024
Expense	
Professional fees	\$ 13,000
	13,000
Net loss and comprehensive loss	\$ (13,000)
Loss per share	
Weighted average number of shares outstanding during the period (Note 4)	247,059
Basic and diluted loss per share	\$ (0.053)

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

Chicane Capital II Corp.
Statement of Changes in Shareholders' Equity
(In Canadian Dollars)

For the period from September 18, 2023 (date of incorporation) to January 31, 2024

	Number of Shares	Share Capital	Deficit	Total Shareholders' Equity
Balance, September 18, 2023	#	\$	\$	\$
Issuance of shares (Note 3)	2,800,000	140,000	-	140,000
Share issuance costs (Note 3)	-	(42,189)	-	(42,189)
Net loss and comprehensive loss	-	-	(13,000)	(13,000)
Balance, January 31, 2024	2,800,000	97,811	(13,000)	84,811

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

Chican Capital II Corp.
Statement of Cash Flows
(In Canadian Dollars)

For the period from September 18, 2023 (date of incorporation) to January 31, 2024

	Period ended January 31, 2024
Cash provided by (used for) the following activities	
Operating activities	
Net loss for the period	\$ (13,000)
<i>Net changes in non-cash working capital balances</i>	
Change in accrued liabilities	55,189
Cash used by operating activities	\$ 42,189
 Financing activities	
Issuance of common shares	140,000
Issuance costs	(42,189)
Change in deferred financing fees	(12,500)
Cash provided by financing activities	85,311
Net change in cash held in trust	\$ 127,500
 Cash held in trust, beginning of period	\$ -
Cash held in trust, end of period	\$ 127,500

The accompanying notes are an integral part of these financial statements

Chicane Capital II Corp.
Notes to the Financial Statements
(In Canadian Dollars)

For the period from September 18, 2023 (date of incorporation) to January 31, 2024

1. Reporting entity

Chicane Capital II Corp. (the “Corporation”) was incorporated under the *Business Corporations Act* (Ontario) on September 18, 2023. The Corporation plans to seek a listing as a Capital Pool Company, as defined in the policies (the “Policies”) of the TSX Venture Exchange (the “Exchange”). The Corporation is domiciled in Canada. The principal business of the Corporation is the identification and evaluation of a Qualifying Transaction and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

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

The address of the Corporation’s registered office and head office is 100 King Street West, Suite 3400, 1 First Canadian Place, Toronto, Ontario M5X 1A4.

2. Summary of significant accounting policies

The financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

The financial statements were approved for issuance by the Board of Directors on February 14, 2024.

The financial statements have been prepared within the framework of the accounting policies summarized below:

Share issuance costs

Costs directly attributable to the raising of capital are charged against the related share capital. Costs related to shares not yet issued are recorded as deferred share issuance costs. These costs are deferred until the issuance of the shares to which the costs relate to, at which time the costs will be charged against the related share capital or charged to operations if the shares are not issued.

Loss per share

The Corporation presents basic and diluted earnings per share data for its common shares. Basic earnings (loss) per share is calculated by dividing earnings (loss) attributable to equity shareholders by the weighted average number of common shares outstanding during the year. Diluted earnings (loss) per share is determined by adjusting the weighted average number of common shares for the dilutive effect of stock options, and warrants using the treasury stock method. Under this method, stock options or warrants, whose exercise price is less than the average market price of the Corporation’s common shares, are assumed to be exercised and the proceeds used to repurchase common shares at the average market price for the year. The incremental number of common shares issued under stock options and repurchased from proceeds is included in the calculation of diluted earnings (loss) per share. Any inputs to the diluted earnings (loss) per share that are anti-dilutive are excluded from the earnings (loss) per share calculation.

For the period from September 18, 2023 (date of incorporation) to January 31, 2024

2. Summary of significant accounting policies (continued)

Income taxes

Income tax expense consists of current and deferred tax expense. Current and deferred tax are recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income (loss).

Current tax is recognized and measured at the amount expected to be recovered from or payable to the taxation authorities based on the income tax rates enacted or substantively enacted at the end of the reporting period and includes any adjustment to taxes payable in respect of previous years.

Deferred income tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability is settled. The effect on deferred tax assets or liabilities of a change in tax rates is recognized in income in the year that substantive enactment or enactment occurs.

Management estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. Actual results may differ from those estimates.

Financial instruments

The Corporation initially recognizes financial assets at fair value net of any directly attributable transaction costs. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred. The Corporation classifies financial assets, and subsequently measures them through either Fair Value through Profit or Loss, Fair Value through Other Comprehensive income, or amortized cost. The classification of cash held in trust is amortized cost. The classification of The Corporation's financial liabilities consist of accounts payable and accrued liabilities. These financial liabilities are initially recognized at their fair value net of any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortized cost using the effective interest method.

Chicane Capital II Corp.
Notes to the Financial Statements
(In Canadian Dollars)

For the period from September 18, 2023 (date of incorporation) to January 31, 2024

3. Share Capital

Common Shares

Authorized

Unlimited common shares

Issued

	Shares Issued	Share Capital
Balance, beginning of period	-	-
Issuance of shares	2,800,000	\$ 140,000
Share Issuance Cost	-	(42,189)
Balance, January 31, 2024	2,800,000	\$ 97,811

During the period from the date of incorporation (September 18, 2023) to January 31, 2024, the Corporation issued 2,800,000 common shares at \$0.05 per share, which are held in escrow pursuant to the requirements of the Exchange.

All common shares issued on exercise of stock options granted to directors and officers prior to the completion of a Qualifying Transaction, must also be deposited in escrow until the final exchange bulletin is issued. As a result, the escrow shares have not been contemplated in the weighted average shares outstanding calculation.

All common shares of the Corporation acquired in the secondary market prior to the completion of a Qualifying Transaction 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 Corporation held by principals of the resulting issuer will also be subject to escrow.

Chicane Capital II Corp.
Notes to the Financial Statements
(In Canadian Dollars)

For the period from September 18, 2023 (date of incorporation) to January 31, 2024

4. Loss per share

The basic and fully diluted loss per share has been calculated using the weighted average number of common shares outstanding for the period from September 18, 2023 (date of incorporation) to January 31, 2024:

For the period ended January 31, 2024		
Basic and diluted loss per share:		
Net loss	\$	(13,000)
Weighted average number of common shares outstanding		247,059
Basic and diluted loss per share	\$	(0.053)

5. Financial instruments

Credit risk

The Corporation's financial assets are cash in trust. As at January 31, 2024, the Corporation's maximum exposure to credit risk is the carrying value of its financial assets.

Liquidity risk

The Corporation's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at January 31, 2024, the Corporation had a cash balance of \$127,500 and accounts payable and accrued liabilities of \$55,189. The Corporation's ability to continue to meet its liabilities when due, beyond the current cash balance, is dependent on future support of shareholders through public or private equity offerings.

Capital management

The Corporation's objective when managing capital is to maintain its ability to continue as a going concern, in order to provide returns for the shareholders and benefits for other stakeholders. The Corporation includes equity, comprised of issued common shares, in the definition of capital.

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

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

Chicane Capital II Corp.
Notes to the Financial Statements
(In Canadian Dollars)

For the period from September 18, 2023 (date of incorporation) to January 31, 2024

6. Income taxes

The reconciliation of the combined Canadian federal and provincial statutory income tax rate of 26.5% to the effective tax rate is as follows.

		2024
Net (loss) income before recovery of income taxes	\$	(13,000)
Expected income tax (recovery) expense	\$	(3,455)
Share issue cost booked to equity		(11,180)
Change in tax benefits not recognized		14,625
Income tax expense (recovery)	\$	-

Deferred taxes are provided as a result of temporary differences that arise due to the differences between the income tax values and the carrying amount of assets and liabilities. Deferred tax assets have not been recognized in respect of the following deductible temporary differences:

	2023
Non-capital losses carried forward	21,438
Share issuance cost	33,751
Deductible temporary differences	\$ 55,189

As at January 31, 2024, the Company has \$21,438 non-capital losses which will expire in 2044.

7. Subsequent Event

The Corporation intends to file a prospectus to offer a minimum offering of 2,000,000 Common Shares and a Maximum Offering of 2,500,000 Common Shares (the "Offering") at a price of \$0.10 per Common Share (the "Offering Price") for minimum gross proceeds of \$200,000 in the case of the Minimum Offering and maximum gross proceeds of \$250,000 in the case of the Maximum Offering.

In addition, the Corporation will grant the Agent's Option to the Agent to purchase the equivalent of 10% of the aggregate number of Common Shares sold pursuant to the Offering, being 200,000 Common Shares in the case of a Minimum Offering and 250,000 Common Shares in the case of a Maximum Offering, at a price of \$0.10 per share, expiring on the earlier of (i) 60 months following the closing of the IPO, and (ii) 36 months from the date on which the common shares of the Resulting Issuer commence trading on the Exchange (or other recognized stock exchange), following Completion of the Qualifying Transaction.

The Corporation also intends to grant the 200,000 CPC Stock Options in the case of a Minimum Offering and 250,000 CPC Stock Options in the case of a Maximum Offering to the directors and officers of the Corporation. The Agent's Option and the additional CPC Stock Options are qualified for distribution under this prospectus.

CERTIFICATE OF THE CORPORATION

Dated: February 14, 2024

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

(signed) "John Travaglini"

John Travaglini
Chief Executive Officer and Director

(signed) "John Travaglini"

John Travaglini
Chief Financial Officer and Director

On behalf of the Board of Directors

(signed) "Osman Ahmed"

Osman Ahmed
Director

(signed) "Paul Wood"

Paul Wood
Director

CERTIFICATE OF THE AGENT

Dated: February 14, 2024

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

HAYWOOD SECURTIES INC.

(signed) *"Sean MacGillis"*

Sean MacGillis
Managing Director, Investment Banking