

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

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

**AMENDED AND RESTATED PRELIMINARY PROSPECTUS AMENDING AND RESTATING
THE PRELIMINARY PROSPECTUS DATED MAY 11, 2023**

INITIAL PUBLIC OFFERING

AUGUST 9, 2023

**COCO POOL CORP.
(a capital pool company)**

\$300,000

3,000,000 COMMON SHARES

PRICE: \$0.10 per Common Share

The purpose of this offering (the “**Offering**”) is to provide Coco Pool Corp. (the “**Corporation**”) with a minimum of funds with which to identify and evaluate businesses or assets with a view to completing a Qualifying Transaction, as hereafter defined. Any proposed Qualifying Transaction must be approved by the Exchange, and in the case of a Non-Arm’s Length Qualifying Transaction, must also receive Majority of the Minority Approval, as hereafter defined, in accordance with Exchange Policy 2.4 entitled “**Capital Pool Companies**” (the “**CPC Policy**”). The Corporation is a Capital Pool Company (“**CPC**”) as such term is hereafter defined. It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until Completion of the Qualifying Transaction (as defined herein), the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a proposed Qualifying Transaction. See “**Business of the Corporation**” and “**Use of Proceeds**”. The Corporation hereby offers through its agent, Haywood Securities Inc. (the “**Agent**”), 3,000,000 common shares (the “**Common Shares**”) at a price of \$0.10 per Common Share for gross proceeds of \$300,000. Stock Options (as defined herein) to purchase Common Shares will be granted on the date the Common Shares are listed on the Exchange (as defined herein) to directors and officers of the Corporation to purchase up to 310,000 Common Shares, which will be exercisable at a price of \$0.10 per Common share, for a period of 10 years from the date of grant, subject to regulatory approval. The Corporation has previously granted 310,000 Stock Options to directors and officers of the Corporation on September 30, 2022, which shall be exercisable at \$0.05 per Common Share, for a period of 10 years from the date of grant (the “**Stock Options**”).

Distribution

	Common Shares	Price to the Public	Agent's Commission ⁽¹⁾	Net Proceeds to the Corporation ⁽²⁾
Per Common Share	1	\$0.10	\$0.01	\$0.09
Total Offering	3,000,000 ⁽³⁾	\$300,000	\$30,000	\$270,000

Notes:

- (1) The Agent will receive a cash commission of 10% of the gross proceeds of the Offering, payable at the closing of the Offering (the **"Closing"**). The Agent will be paid a corporate finance fee of \$12,500 and will be reimbursed by the Corporation for its expenses and legal fees up to a maximum of \$12,500 plus the disbursements, searches and taxes of Haywood's legal counsel, in respect of which a retainer of \$12,500 has been paid to the Agent by the Corporation. In addition, at Closing the Agent will be issued non-transferable share purchase warrants (the **"Agent's Warrants"**) entitling the Agent to purchase that number of Common Shares that is equal to 10% of the total number of Common Shares sold in connection with this Offering. Each Agent's Warrant is exercisable into one Common Share at a price of \$0.10 per Common Share (the **"Agent's Share"**) for a term of 24 months from the date of listing of the Common Shares on the Exchange. The Agent's Warrants are qualified for distribution pursuant to this prospectus. The Agent's Warrants may be exercised in whole or in part by the Agent before the Completion of the Qualifying Transaction, provided that no more than 50% of the aggregate number of Common Shares received on the exercise of the Agent's Warrants may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. See **"Plan of Distribution"**.
- (2) Before deducting the costs and expenses of this Offering estimated in the aggregate amount of \$180,000, which includes legal and audit fees and other expenses of the Corporation, the Agent's expenses, legal fees and administration fee, the listing fee payable to the Exchange and filing fees payable to the Commissions. See **"Use of Proceeds"**.
- (3) 3,000,000 Common Shares are offered hereunder, not including the Agent's Warrants and the Stock Options to be granted on the date the Common Shares are listed on the Exchange to directors and officers of the Corporation to purchase up to 310,000 Common Shares at an exercise price of \$0.10 per Common share, for a period of 10 years from the date of grant, which Stock Options are qualified for distribution under this prospectus. The Corporation has previously granted 310,000 Stock Options to directors and officers of the Corporation on September 30, 2022, which shall be exercisable at \$0.05 per Common Share, for a period of 10 years from the date of grant. See **"Options to Purchase Securities"**.

The Offering is made on a "commercially reasonable efforts" basis only by the Agent and is subject to the completion of a minimum subscription of 3,000,000 Common Shares for gross proceeds to the Corporation of \$300,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement. If the minimum subscription is not completed within 90 days of the issuance of a final receipt for this prospectus or such other time as may be consented to by the Agent, and in any event not later than 180 days after the date of the receipt of the final prospectus, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See **"Plan of Distribution"**.

Market for Securities

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

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

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

Other than the initial distribution of the Common Shares pursuant to this prospectus, the issue of the Agent’s Warrants and the grant of the Stock Options, trading in all securities of the Corporation is prohibited during the period between the date a receipt for the preliminary prospectus is issued by the British Columbia Securities Commission, the Alberta Securities Commission, the Ontario Securities Commission and the Office of the Superintendent of Securities (Prince Edward Island) (collectively, the “Commissions”) and the time the Common Shares are listed for trading except, subject to prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable Commissions grant a discretionary order.

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

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

The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Corporation was only recently incorporated and does not own any ongoing business operations, and has no assets other than cash.

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

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

The directors and officers of the Corporation will only be devoting a portion of their time to the affairs of the Corporation. Potential conflicts of interest may result from the ordinary course of

business of the Corporation and of the directors and officers of the Corporation. The directors and officers of the Corporation currently beneficially own 3,200,000 shares of the Corporation, directly or indirectly, which is 100% of the issued and outstanding Common Shares and will be 51.61% of the issued and outstanding Common Shares after completion of the Offering. See “Business of the Corporation”, “Directors, Officers and Promoters”, “Use of Proceeds”, “Conflicts of Interest” and “Risk Factors”.

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

Subscribers acquiring Common Shares under this Offering will suffer an immediate dilution of 26.00% or \$0.026 per Common Share assuming completion of the Offering, based on the gross proceeds of this issue, before the deduction of selling commissions or related expenses of the issue. See “Business of the Corporation”, “Risk Factors” and “Conflicts of Interest”.

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

Pursuant to the CPC Policy, 75% of the Common Shares offered under this prospectus being 2,250,000 of the total Common Shares offered under this prospectus, are subject to the following limits (i) no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% or 60,000 of the total Common Shares offered under this prospectus and (ii) the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 120,000 of the total number of Common Shares offered under this prospectus.

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

One of the directors of the Corporation, GuyLaine Charles resides outside of Canada. Although this director has appointed David Smalley Law Corp. of 16th Floor, 1111 West Georgia Street, Vancouver, British Columbia, V6E 4G2 as its agent for service of process in British Columbia, it may not be possible for investors to collect from this director judgments obtained in courts in British Columbia predicated on the civil liability provisions of securities legislation.

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

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GLOSSARY

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

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

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

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

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

A Person beneficially owns securities that are beneficially owned by:

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

“Agency Agreement” means the agency agreement dated [●], 2023 between the Corporation and the Agent.

“Agent” means Haywood Securities Inc.

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

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

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

- (d) The Exchange may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Exchange determines that:
 - (i) the Person is an Affiliate or Associate of the Member is acting at arm's length of the Member;
 - (ii) the Associate or Affiliate has a separate corporate and reporting structure;
 - (iii) there are sufficient controls on information flowing between the Member and the Associate or Affiliate; and
 - (iv) the Member maintains a list of such excluded Persons.

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

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

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

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

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

but

- (e) where the Exchange determines that two Persons shall, or shall not, be deemed to be associates with respect to a Member firm, Member corporation or holding Company of a Member corporation, then such determination shall be determinative of their relationship in the application of Rule D of the Exchange with respect to that Member firm, Member corporation or holding Company.

“Board” means the board of directors of the Corporation.

“CPC” means a corporation:

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

“CPC Escrow Agreement” means the Exchange Form 2F CPC Escrow Agreement made as of [●], 2023 among the Corporation, the Escrow Agent and the initial shareholders of the Corporation.

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

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

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

“Commissions” mean the British Columbia Securities Commission, the Alberta Securities Commission, the Ontario Securities Commission and the Office of the Superintendent of Securities (Prince Edward Island).

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

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

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

“Corporation” means Coco Pool Corp.

“Escrow Agent” means Odyssey Trust Company

“Exchange” means the TSX Venture Exchange Inc.

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

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

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

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

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

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

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

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

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

“Offering” means the offering by the Corporation of 3,000,000 Common Shares at a price of \$0.10 per Common Share for gross proceeds of \$300,000, which shares are qualified for distribution under this prospectus.

“Person” means a Company or individual.

“Principal” means:

- (a) a Person or Company who acted as a promoter of the issuer within two years or their respective Associates or Affiliates before the initial public offering (“IPO”) prospectus or Exchange Bulletin confirming final acceptance of a transaction (“**Final Exchange Bulletin**”);
- (b) a director or senior officer of the issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin;
- (c) a 20% holder – a Person or Company that holds securities carrying more than 20% of the voting rights attached to the issuer’s outstanding securities immediately before and immediately after the issuer’s IPO or immediately after the Final Exchange Bulletin for non IPO transactions;
- (d) a 10% holder – a Person or Company that:
 - (i) holds securities carrying more than 10% of the voting rights attached to the issuer’s outstanding securities immediately before and immediately after the issuer’s IPO or immediately after the Final Exchange Bulletin for non IPO transactions; and
 - (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the issuer or any of its material operating subsidiaries.

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

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

A Principal's spouse and their relatives that live at the same address as the Principal will also be treated as Principals and any securities of the issuer they hold will be subject to escrow requirements.

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

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

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

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

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

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

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

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

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

"Stock Options" means 310,000 options granted on September 30, 2022 and 310,000 to be granted on the date the Common Shares are listed for trading on the Exchange, to directors and officers of the Corporation to purchase up to 620,000 Common Shares of the Corporation, 310,000 of which will be issued with an exercise price of \$0.05 per Common Share, and 310,000 of which will be issued with an exercise price of \$0.10 per Common share, and all for a period of 10 years from the date of grant.

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

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

PROSPECTUS SUMMARY

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

ISSUER:	Coco Pool Corp.
OFFERING:	<p>A total of 3,000,000 Common Shares in the capital of the Corporation are being offered under this prospectus at a price of \$0.10 per Common Share for gross proceeds of \$300,000. This Offering is being made on a commercially reasonable efforts basis by the Agent. The Agent will receive a cash commission of 10% of the gross proceeds of the Offering. In addition, the Corporation will issue to the Agent non-transferable share purchase warrants to purchase up to 300,000 Common Shares, which is equal to 10% of the Common Shares sold in connection with this Offering, at a price of \$0.10 per Common Share, exercisable for a period of 24 months from the date the Common Shares are listed for trading on the Exchange, which warrants are qualified for distribution under this prospectus. The Corporation has granted Stock Options to purchase up to 310,000 Common Shares, which are exercisable at \$0.05 per Common Share, to directors and officers of the Corporation on September 30, 2022 and intends to grant up to a further 310,000 Stock Options on the date the Common Shares are listed on the Exchange, which shall be exercisable at a price of \$0.10 per Common Share, all of which shall be exercisable, subject to the continuous services of the holder, for a period of 10 years from the date of grant, which Stock Options are qualified for distribution under this prospectus. See “Plan of Distribution” and “Options to Purchase Securities”.</p>
PRICE:	\$0.10 per Common Share.
BUSINESS OF THE CORPORATION:	<p>The Corporation is a capital pool company created pursuant to the CPC Policy. The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. Any potential Qualifying Transaction must be approved by the Exchange, and in the case of a Non Arm’s Length Qualifying Transaction, the potential Qualifying Transaction must also receive Majority of the Minority Approval, in accordance with the CPC Policy. The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. See “Business of the Corporation” and “Use of Proceeds”.</p>
USE OF PROCEEDS:	<p>The net proceeds to the Corporation from the Offering and cash proceeds raised from the sale of Common Shares prior to this Offering will be approximately \$320,000 (after deduction of the Agent’s Commission and the Offering expenses and costs, in total estimated to be \$180,000). The net proceeds of this Offering will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required. See “Use of Proceeds” for details of the restrictions and prohibitions on the Corporation’s use of funds, “Business of the Corporation” and “Risk Factors”.</p>

DIRECTORS AND OFFICERS:

The following persons are the directors and officers of the Corporation:

Kobina C.T. Smutylo:	Director, President, C.E.O. and Promoter
Mark S. Kowalski:	Director and C.F.O
Sebastien Charles:	Director and Corporate Secretary
GuyLaine Charles:	Director
Daniel Nahon:	Director
Heather E. Sim	Director
Sabino R. Di Paola	Director

See “**Directors, Officers and Promoters**”.

DIVIDEND POLICY:

It is not contemplated that any dividends will be paid on the Common Shares in the immediate or foreseeable future. See “**Dividend Policy**”.

ESCROWED SHARES:

All of the currently issued and outstanding Common Shares of the Corporation, being 3,200,000 Common Shares issued at \$0.05 per Common Share and all of the Stock Options, being 620,000 Stock Options, will be deposited in escrow pursuant to the terms of the CPC Escrow Agreement and will be released from escrow in stages over a period of up to eighteen months after the date of the Final Exchange Bulletin. See “**Escrowed Securities**”.

RISK FACTORS:

Investment in the Common Shares is highly speculative due to the nature of the Corporation’s business and its present stage of development.

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

The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. The Offering is only suitable to investors who are prepared to rely entirely on the directors and management of the Corporation and can afford to risk the loss of their entire investment. The directors and officers of the Corporation will only devote part of their time and attention to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the operations of the Corporation. Assuming completion of the Offering, an investor will suffer an immediate dilution on investment of 26.00% or \$0.026 per Common Share. There can be no assurance that an active and liquid market for the Corporation’s Common Shares will develop and an investor may find it difficult to resell the Common Shares. Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the Corporation will be able to identify or complete a suitable Qualifying Transaction.

The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada.

The global pandemic caused by COVID-19 may result in additional expenses and delays to the Corporation, the impact of which is uncertain on the Corporation at this time. See “**Business of the Corporation**”, “**Risk Factors**”, “**Directors, Officers and Promoters**” and “**Conflicts of Interest**”.

THE CORPORATION

Name and Incorporation

Coco Pool Corp. (the “**Corporation**”) was incorporated on September 15, 2021, pursuant to the provisions of the *Business Corporations Act* (Ontario) under the name “Coco Capital Corp.”. On May 16, 2022, the Corporation was continued into the jurisdiction of British Columbia, pursuant to the provisions of the *Business Corporations Act* (British Columbia), with the name “Coco Pool Corp., upon which the *Business Corporations Act* (Ontario) ceased to apply to the Corporation. The registered and records office of the Corporation is located at Suite 1600, 1111 West Georgia Street, Vancouver, British Columbia, V6E 4G2. The head office of the Corporation is located at Suite 1600, 1111 West Georgia Street, Vancouver, British Columbia, V6E 4G2.

The share capital of the Corporation consists of an unlimited number of Common Shares. As of the date hereof, 3,200,000 Common Shares are issued and outstanding.

The Corporation has no subsidiaries.

BUSINESS OF THE CORPORATION

Preliminary Expenses

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

Proposed Operations until Completion of a Qualifying Transaction

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

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

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

Method of Financing

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

Criteria for a Qualifying Transaction

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

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

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

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

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

- a. where Shareholder approval of the Qualifying Transaction is not required, the Corporation must file the final CPC Filing Statement or Prospectus on SEDAR at least seven business days prior to:
 - (i) the resumption of trading in the securities of the Resulting Corporation 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;
- 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:

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

Upon issuance of the Final 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 minimum listing requirements for the particular industry sector in either Tier 1 or Tier 2 as prescribed under the applicable Policies of the Exchange.

Trading Halts, Suspension and Delisting

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

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

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

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

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

Refusal of a Qualifying Transaction

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

- (a) the Resulting Issuer fails to satisfy the applicable minimum listing requirements of the Exchange;
- (b) the Resulting Issuer will be a mutual fund, as defined in the securities legislation;
- (c) any other reason at the sole discretion of the Exchange.

USE OF PROCEEDS

Proceeds and Principal Purposes

The gross proceeds to be received by the Corporation from the Offering will be \$300,000. The expenses and costs of the Offering incurred to date and expected to be incurred (in total) are \$180,000 (inclusive of agent's commission, administration fee and expenses). The gross proceeds received by the Corporation from the sale of 3,200,000 Common Shares prior to the date of this prospectus total \$160,000 for which the Corporation incurred no costs and expenses. The estimated funds to be available to the Corporation from the sale of Common Shares distributed under this prospectus and prior sales of Common Shares is approximately \$320,000. The following table indicates the principal uses to which the Corporation proposes to use the total funds available to it upon the completion of this Offering:

Cash proceeds raised from the sale of Common Shares prior to this Offering ⁽¹⁾	\$ 160,000
Cash proceeds to be raised pursuant to this Offering ⁽²⁾	\$ 300,000
Expenses and costs relating to the Offering (including Exchange listing fee; prospectus filing fees of the Commissions; Agent's commission; administration fee and legal fees and expenses of the Agent; legal fees of the Corporation's law firm and audit fees; and other expenses of the Corporation) ⁽³⁾	\$ (180,000)
Estimated funds available (on completion of the Offering)	\$ 280,000
Funds available for identifying and evaluating assets or business prospects ⁽²⁾⁽⁴⁾	\$ 208,000
Estimated general and administrative and legal expenses until Completion of a Qualifying Transaction	\$ 72,000
Total Net Proceeds	\$ 280,000

Notes:

- (1) See "Prior Sales".
- (2) In the event the Agent exercises the Agent's Warrants and all of the Stock Options are exercised, there will be available to the Corporation a maximum of an additional \$76,500 which will be added to the working capital of the Corporation. There is no assurance that any of the Agent's Warrants or Stock Options will be exercised.
- (3) The Corporation had incurred expenses of \$54,175 inclusive of accounting, audit and legal fees incurred to May 31, 2023.
- (4) In the event that the Corporation enters into a Qualifying Transaction Agreement prior to spending the entire \$208,000 on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

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

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

Permitted Use of Funds

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

1. reasonable expenses relating to the Corporation's IPO, including:
 - (a) fees for legal services and audit services relating to the preparation and filing of this prospectus;
 - (b) Agent's fees, costs and commissions; and
 - (c) printing costs, including printing of this prospectus and share certificates;
2. reasonable general and administrative expenses of the Corporation (not exceeding in aggregate \$3,000 per month), including:
 - (a) office supplies, office rent and related utilities;
 - (b) equipment leases;
 - (c) fees for legal services; and
 - (d) fees for accounting and advisory services;

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

- (a) valuations or appraisals;
- (b) business plans;
- (c) feasibility studies and technical assessments;
- (d) sponsorship reports;
- (e) Geological Reports;
- (f) financial statements;
- (g) fees for legal services; and
- (h) fees for accounting, assurance and audit services;

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

5. assurance and audit fees of the Corporation;

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

7. regulatory filing fees of the Corporation.

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

- 1. the Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction;
- 2. the Qualifying Transaction has been announced in a comprehensive news release;
- 3. due diligence with respect to the Qualifying Transaction is well underway;
- 4. if applicable, a Sponsor has been engaged or the sponsorship requirement has been waived;
- 5. the loan has been announced in a new release at least 15 days prior to the date of any such loan; and
- 6. the total amount of all deposits, advances and loans from the Corporation does not exceed a maximum of \$250,000 in aggregate unless the aggregate amount advanced from the Corporation to the Target Company.

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

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

Private Placements for Cash

After the closing of this Offering and until the Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the Exchange generally will not accept a private placement by the Corporation where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed \$10,000,000. The only securities issuable pursuant to such a private placement will be Common Shares and Agent Options. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non Arm's Length Parties

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

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

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

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

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

Finder's Fees

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

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

PLAN OF DISTRIBUTION

Name of Agent and Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed Haywood Securities Inc. as its agent to offer for distribution to the public, on a commercially reasonable efforts basis, 3,000,000 Common Shares in the share capital of the Corporation as provided in this prospectus, at a price of \$0.10 per Common Share for gross proceeds of \$300,000, subject to the terms and conditions of the

Agency Agreement. The Agent will receive a commission equal to 10% of the aggregate gross proceeds from the sale of the Common Shares. In addition, the Corporation will pay to the Agent a corporate finance fee of \$12,500 and will pay the Agent's legal fees and expenses, up to a maximum of \$12,500 plus the disbursements, searches and taxes of Haywood's legal counsel, in respect of which a retainer of \$12,500 has been paid to the Agent by the Corporation and for which a retainer of \$12,500 has been paid by the Corporation to the Agent.

The Corporation has also agreed to issue to the Agent non-transferable share purchase warrants to purchase up to 300,000 Common Shares, which is equal to 10% of the Common Shares sold in connection with this Offering, at a price of \$0.10 per Common Share (the **"Agent's Warrants"**), which may be exercised for a period of 24 months from the date the Common Shares are listed for trading on the Exchange. All of the Agent's Warrants are qualified for distribution under this prospectus. The Agent's Warrants may be exercised in whole or in part by the Agent before the Completion of the Qualifying Transaction, provided that no more than 50% of the aggregate number of Common Shares received on the exercise of the Agent's Warrants may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction.

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

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

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

Commercially Reasonable Efforts Offering and Minimum Distribution

The total Offering is of 3,000,000 Common Shares for total gross proceeds of \$300,000. Pursuant to the CPC Policy, 75% of the Common Shares offered under this prospectus being 3,000,000 of the total Common Shares offered under this prospectus, are subject to the following limits (i) no purchaser of the Common Shares is permitted to directly or indirectly purchase more than 2% or 60,000 (\$6,000) of the total Common Shares offered under this prospectus and (ii) the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates or Affiliates of that purchaser, is 4% or 120,000 (\$12,000) of the total number of Common Shares offered under this prospectus.

The funds received from the Offering will be deposited with the Agent, and will not be released until all proceeds from the Offering have been deposited and the Agent consents to the release thereof. Subscriptions of 3,000,000 Common Shares for total gross proceeds of \$300,000 must be raised within 90 days of the date a receipt for the prospectus is issued, or such other time as may be consented to by the Agent and Persons or Companies who subscribed within that period, and in any event not later than 180 days after the date of the receipt for the final prospectus, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities Being Distributed

The Corporation has granted 310,000 Stock Options to directors and officers of the Corporation on September 30, 2022. The Corporation proposes to grant a further 310,000 Stock Options to directors and officers of the Corporation on the date the Common Shares are listed on the Exchange, in accordance with the policies of the Exchange, which options are qualified for distribution under this prospectus. The Stock Options entitle the holders to purchase up to 620,000 Common Shares, 310,000 of which shall be exercisable at a price of \$0.05 per Common Share and 310,000 of which shall be exercisable at \$0.10 per Common Share, all such options may be exercised for a period of 10 years from the date of grant subject to the continuous service of the holder. See **"Options to Purchase Securities"**.

Determination Price

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

Listing Application

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

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

Subscriptions by and Restrictions on the Agent

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

Restriction on Trading

Other than the initial distribution of the Common Shares pursuant to this prospectus, the issuance of the Agent's Warrants and the grant of the Stock Options, no securities of the Corporation will be permitted to be issued during the period between the date a receipt for 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 regulatory authorities grant a discretionary order.

DESCRIPTION OF SECURITIES DISTRIBUTED

The Corporation is authorized to issue an unlimited number of Common Shares of which 3,200,000 Common Shares are issued and outstanding as fully paid and non-assessable as at the date hereof. In addition, 3,000,000 Common Shares are reserved for issuance pursuant to this Offering, 300,000 Common Shares are reserved for issuance upon exercise of the Agent's Warrants, and 620,000 Common Shares are reserved for issuance upon exercise of the Stock Options. All of the Common Shares to be outstanding on completion of this Offering will be fully paid and non-assessable. See "Prior Sales", "Options to Purchase Securities" and "Plan of Distribution".

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

CAPITALIZATION

Designation of Security	Amount authorized	Amount outstanding as at August 31, 2022 (1)(2)	Amount outstanding as at May 31, 2023 (1)(2)	Amount outstanding as at the date hereof (1)(2)	Amount to be outstanding after the Offering is sold (2)(3)(4)(5)
Common Shares	Unlimited	3,100,000 Common Shares (\$155,000)	3,100,000 Common Shares (\$155,000)	3,200,000 Common Shares (\$160,000)	6,200,000 Common Shares (\$465,000)
Long Term Debt	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) The Corporation had not commenced commercial operations as at August 31, 2022, May 31, 2023 or as at the date hereof.
- (2) These Common Shares were issued at \$0.05 per share and will be held in escrow in accordance with the CPC Policy. See **“Escrowed Securities”**.
- (3) Before deducting the costs and expenses of the Offering estimated in the aggregate amount of \$180,000.
- (4) The Corporation has reserved an aggregate of 300,000 Common Shares to be issued pursuant to the exercise of the Agent’s Warrants. The Agent’s Warrants will have an exercise price of \$0.10 per Common Share and may be exercised for a term of 24 months from the date of listing Common Shares on the Exchange. See **“Plan of Distribution”**.
- (5) The Corporation has reserved an aggregate of 620,000 Common Shares to be issued pursuant to the exercise of Stock Options. 310,000 of the Stock Options are exercisable at a price of \$0.05 per Common Share, and 310,000 of the Stock Options shall be exercisable at \$0.10 per Common Share, all such options may be exercised for a period of 10 years from the date of grant subject to the continuous service of the holder. See **“Options to Purchase Securities”**.

OPTIONS TO PURCHASE SECURITIES**Stock Options**

The Corporation has granted 310,000 Stock Options to directors and officers of the Corporation on September 30, 2022. The Corporation proposes to grant a further 310,000 Stock Options to directors and officers of the Corporation on the date the Common Shares are listed on the Exchange, in accordance with the policies of the Exchange, which options are qualified for distribution under this prospectus. The Stock Options are and will be granted under the Corporation’s Stock Option Plan and are allocated and expected to be allocated on the following basis:

Name of Optionee	Number of Common Shares Reserved Under Option Under the Offering	Exercise Price per Common Share	Date of Grant	Expiry Date
Daniel Nahon	90,323	\$0.05	September 30, 2022	10 years from the date of grant
GuyLaine Charles	45,161	\$0.05	September 30, 2022	10 years from the date of grant
Heather E. Sim	9,032	\$0.05	September 30, 2022	10 years from the date of grant
Kobina C.T. Smutylo	55,162	\$0.05	September 30, 2022	10 years from the date of grant
Mark S. Kowalski	55,161	\$0.05	September 30, 2022	10 years from the date of grant
Sebastien Charles	55,161	\$0.05	September 30, 2022	10 years from the date of grant
Daniel Nahon	87,097	\$0.10	the date the Common Shares are listed on the Exchange	10 years from the date of grant
GuyLaine Charles	43,548	\$0.10	the date the Common Shares are listed on the Exchange	10 years from the date of grant
Heather E. Sim	8,710	\$0.10	the date the Common Shares are listed on the Exchange	10 years from the date of grant
Kobina C.T. Smutylo	53,549	\$0.10	the date the Common Shares are listed on the Exchange	10 years from the date of grant

Name of Optionee	Number of Common Shares Reserved Under Option Under the Offering	Exercise Price per Common Share	Date of Grant	Expiry Date
Mark S. Kowalski	53,548	\$0.10	the date the Common Shares are listed on the Exchange	10 years from the date of grant
Sebastien Charles	53,548	\$0.10	the date the Common Shares are listed on the Exchange	10 years from the date of grant
Sabino R. Di Paola	10,000	\$0.10	the date the Common Shares are listed on the Exchange	10 years from the date of grant
Total	620,000			

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

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

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

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

Until the completion of the Corporation's Qualifying Transaction the exercise price of any Stock Option must not be less than \$0.05 per Common Share.

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

Stock Option Plan

The Corporation has adopted a stock option plan (the **"Stock Option Plan"**). The purpose of the Stock Option Plan, pursuant to which the Corporation may grant stock options, is to recognize contributions made by its key individuals and to create an incentive for their continuing assistance to the Corporation and its Affiliates. The Stock Option Plan provides an incentive for and encourages ownership of the Corporation's Common Shares by its key individuals so that they may increase their stake in the Corporation and benefit from increases in the value of the Corporation's Common Shares. Pursuant to the Stock Option Plan, the maximum number of Common Shares reserved for issuance in any 12 month period to any one optionee, other than a consultant or persons engaged in investor relations activities may not exceed 5% of the issued and outstanding Common Shares at the date of the grant, unless the Corporation has obtained disinterested shareholder approval. The maximum number of Common Shares reserved for issuance in any 12 month period to any consultant may not exceed 2% of the issued and outstanding Common Shares at the date of the grant while the maximum number of Common Shares reserved for issuance in any 12 month period to all persons engaged in investor relations

activities may not exceed 2% of the issued and outstanding number of Common Shares at the date of the grant. While the Corporation is a CPC, it is prohibited from granting options to any person providing investor relations activities, promotional or market-making services. The expiry date of the stock options is set by the board of directors at the time the options are granted, for a period of up to 10 years from the date of grant. Stock options may be exercised for a period of 90 days following the date the optionee ceases to be a director, officer, employee or consultant of the Corporation or its Affiliates, provided that if the cessation of such position or arrangement was by reason of death or disability, the option may be exercised within a maximum period of one year after such death or disability, subject to the expiry date of such option; and if the optionee was engaged to provide investor relations services, the optionee has 30 days from the date of cessation, subject to expiry date of the stock options. Where the Common Shares are not listed, posted and trading on any stock exchange or bulletin board, then the exercise price for granted Options will be determined by the board of directors of the Corporation at the time of granting. At all other times the exercise price will be determined considering the rules and regulations of applicable regulatory bodies, in particular, whilst the Corporation is listed on the Exchange, the exercise price must not be less than the prevailing price permitted by the Exchange Policies. While the Corporation is a CPC, the CPC Policy imposes certain restrictions on the Persons eligible to be granted stock options and certain terms on the Stock Option Plan. See **“Stock Option Terms for Options granted while the Corporation is a CPC”** above.

PRIOR SALES

Since the date of incorporation of the Corporation, 3,200,000 Common Shares have been issued as follows:

Date Issued	Number of Shares ⁽¹⁾	Issue Price Per Share	Aggregate Issue Price	Consideration Received
September 15, 2021	1	\$0.05	\$0.05	Cash
September 25, 2021	499,999	\$0.05	\$24,999.95	Cash
November 19, 2021	500,000	\$0.05	\$25,000	Cash
January 5, 2022	500,000	\$0.05	\$25,000	Cash
January 11, 2022	500,000	\$0.05	\$25,000	Cash
March 1, 2022	1,100,000	\$0.05	\$55,000	Cash
July 12, 2023	100,000	\$0.05	\$5,000	Cash

Note:

(1) All of these 3,200,000 Common Shares will be held in escrow. See **“Escrowed Securities”**.

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 3,200,000 Common Shares issued prior to this Offering at a price below \$0.10 per Common Share, and all Common Shares that may be acquired by Non Arm’s Length Parties of the Corporation either under this Offering or otherwise prior to Completion of the Qualifying Transaction, will be deposited with the Escrow Agent under the CPC Escrow Agreement.

All of the 620,000 Stock Options granted and to be granted and all Common Shares acquired on exercise of Stock Options prior to Completion of the Qualifying Transaction, must also be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

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

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

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

Name and Municipality of Residence of Shareholder	Number of Common Shares Held	Escrowed Shares			Escrowed Stock Options
		Number of Common Shares Escrowed	Percentage of Common Shares Issued Before Completion of the Offering	Percentage of Common Shares Issued Upon Completion of Offering ⁽¹⁾	Number of Stock Options Escrowed
2510812 Ontario Inc. ⁽²⁾ Ottawa, O.N.	500,000	500,000	15.63%	8.06%	Nil
Kobina C.T. Smutylo Ottawa, O.N.	Nil	Nil	Nil	Nil	108,711
2865116 Ontario Ltd. ⁽³⁾ Ottawa, O.N.	500,000	500,000	15.63%	8.06%	Nil
Mark S. Kowalski Ottawa, O.N.	Nil	Nil	Nil	Nil	108,709
Sebastien Charles Gatineau, Q.C.	500,000	500,000	15.63%	8.06%	108,709
Daniel Nahon Ottawa, O.N.	1,000,000	1,000,000	31.25%	16.13%	177,419
GuyLaine Charles New York, USA	500,000	500,000	15.63%	8.06%	88,710
Heather E. Sim Burnaby, B.C.	100,000	100,000	3.13%	1.61%	17,742
Sabino R. Di Paola Ottawa, ON	100,000	100,000	3.13%	1.61%	10,000
Total	3,200,000	3,200,000	100%	51.61%	620,000

Notes:

- (1) Assuming that no Common Shares are purchased by these shareholders under this Offering and assuming that none of the Agent's Warrants and Stock Options are exercised. See **"Plan of Distribution"** and **"Options to Purchase Securities"**.
- (2) 2510812 Ontario Inc. is a private limited company controlled by Kobina C.T. Smutylo, President, CEO, director and promoter of the Corporation, who holds 100% of the voting interest in 2510812 Ontario Inc.
- (3) 2865116 Ontario Ltd. is a private limited company controlled by Mark S. Kowalski, CFO and director of the Corporation, who holds 100% of the voting interest in 2865116 Ontario Ltd.

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

Under the CPC Escrow Agreement:

- (a) all Stock Options granted prior to the date of the Final Exchange Bulletin and all Common Shares that were issued pursuant to the exercise of such Stock Options prior to the date of the Final Exchange Bulletin will be released from escrow on the date of the Final Exchange Bulletin, other than 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 Stock Options which will be released from escrow in accordance with (b);
- (b) except for the Stock Options and Common Shares issued pursuant to the exercise of such Stock Options that are released from escrow on the date of the Final QT Exchange Bulletin as provided for in (a), 25% of the escrowed securities will be released from escrow on the issuance of the Final Exchange Bulletin (the **"Initial Release"**) and an additional 25% will be released on the dates which are 6 months, 12 months, and 18 months following the Initial Release.

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

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

1. immediately cancel any escrowed Common Shares held by any Non Arm's Length Party to the Corporation which holds escrowed Common Shares acquired at a price below the Offering price under this prospectus; and
2. cancel all of the escrowed securities on a date that is 10 years from the date of such Exchange bulletin.

Escrowed Securities on Qualifying Transaction

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

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares Owned Before and Upon Completion of Offering ⁽¹⁾⁽²⁾	Percentage of Common Shares Owned Before Completion of Offering ⁽²⁾	Percentage of Common Shares Owned Upon Completion of Offering ⁽²⁾⁽³⁾
Daniel Nahon Ottawa, ON	Direct	1,000,000	31.25%	16.13%
Kobina C.T. Smutylo ⁽⁴⁾ Ottawa, ON	Indirect	500,000	15.63%	8.06%
Mark S. Kowalski ⁽⁵⁾ Ottawa, ON	Indirect	500,000	15.63%	8.06%
Sebastien Charles Gatineau, QC	Direct	500,000	15.63%	8.06%
GuyLaine Charles New York, USA	Direct	500,000	15.63%	8.06%
Total		3,000,000	93.77%	40.31%

Notes:

- (1) Subject to the CPC Escrow Agreement. See “**Escrowed Securities**”.
- (2) Assuming that no Common Shares are purchased by these shareholders under this Offering and assuming that none of the Agent’s Warrants and the Stock Options are exercised. See “**Plan of Distribution**”.
- (3) If all of the Stock Options and Agent Warrants were exercised, the Principal Shareholders would own 50.45% of the Common Shares of the Corporation, and where only the Principal Shareholders have exercised their Stock Options they would own 52.89% of the Common Shares of the Corporation.
- (4) The 500,000 Common Shares are held by 2510812 Ontario Inc., a private limited company controlled by Mr. Smutylo who holds 100% of the interest in such company.
- (5) The 500,000 Common Shares are held by 2865116 Ontario Ltd., a private limited company controlled by Mr. Kowalski who holds 100% of the interest in such company.

DIRECTORS, OFFICERS AND PROMOTERS

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

Name and Municipality of Residence	Position and Office	Principal Occupation for the Five Years Preceding the Date Hereof	Number and Percentage of Common Shares Held Prior to the Offering	Number and Percentage of Common Shares Upon Completion of Offering ⁽¹⁾	Audit Committee
Kobina C.T. Smutylo Ottawa, ON	Director, President, C.E.O. & Promoter	Principal Consultant at 2510812 Ontario Inc. o/a Link from January 2020 to present. Lawyer at Koby Smutylo Law from January 2011 to present. CEO and Director of Wolfpack Brands Corporation from May 2019 to December 2020 Founder, COO and Director of Indiva Limited from 2015 to January 2019.	500,000 ⁽²⁾ (15.63%)	500,000 ⁽²⁾ (8.06%)	
Mark S. Kowalski Ottawa, ON	Director & CFO	President of Kowalski CPA Professional Corporation from November 2017 to present. Accountant at MNP LLP from August 2015 to October 2017.	500,000 ⁽³⁾ (15.63%)	500,000 ⁽³⁾ (8.06%)	
Sebastien Charles Gatineau, QC	Director & Corporate Secretary	President and COO of Akyucorp Ltd. operating as The Best You from 2016 to present. Partner at CFM Financial Consulting Inc. from March 2015 to present.	500,000 (15.63%)	500,000 (8.06%)	✓
Daniel Nahon Ottawa, ON	Director	Self employed Medical Device Consultant and principal owner and manager of commercial real estate.	1,000,000 (31.25%)	1,000,000 (16.13%)	✓

Name and Municipality of Residence	Position and Office	Principal Occupation for the Five Years Preceding the Date Hereof	Number and Percentage of Common Shares Held Prior to the Offering	Number and Percentage of Common Shares Upon Completion of Offering ⁽¹⁾	Audit Committee
GuyLaine Charles New York, USA	Director	<p>Founder and lawyer at Charles Law PLLC from September 2019 to present.</p> <p>Partner at Teigland-Hunt LLP from May 2008 to August 2019.</p>	500,000 (15.63%)	500,000 (8.06%)	
Heather E. Sim Burnaby, B.C.	Director	<p>President of Treewalk (formerly ACM Management Inc.) from September 2019 to present.</p> <p>CFO of DMG Blockchain Solutions Inc. from August 2021 to present.</p> <p>CFO of VSBLTY Groupe Technologies Corp. from March 2020 to August 2021.</p> <p>Accountant at Regency Fireplace Products from January 2018 to December 2018.</p> <p>Accountant at DMCL Chartered Professional Accountants from August 2014 to December 2017.</p>	100,000 (3.13%)	100,000 (1.61%)	✓
Sabino Di Paola Ottawa, ON	Director	<p>CFO of Pelangio Exploration Inc. since May 2023.</p> <p>CFO of Sandfire Resources America Inc. since March 2023</p> <p>Self Employed Accountant and CFO since 2008.</p>	100,000 (3.13%)	100,000 (1.61%)	

Notes:

* Denotes Chair of Audit Committee.

- (1) Assuming that no Common Shares are purchased by these shareholders under this Offering and assuming none of the Agent's Warrants and Stock Options are exercised. See **"Plan of Distribution"**.
- (2) The 500,000 Common Shares are held by 2510812 Ontario Inc., a private limited company controlled by Mr. Smutylo who holds 100% of the interest in such company.
- (3) The 500,000 Common Shares are held by 2865116 Ontario Ltd., a private limited company controlled by Mr. Kowalski who holds 100% of the interest in such company.

The Corporation's audit committee is comprised of three directors, Sebastien Charles (Chair), Heather E. Sim and Daniel Nahon. Both Heather E. Sim and Daniel Nahon are considered to be "independent". All members are "financially literate" as defined in National Instrument 52-110. An audit committee charter governs the Corporation's audit committee.

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

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

The directors and officers, as a group, beneficially own and control 3,200,000 Common Shares, which represents 100% of the issued and outstanding Common Shares of the Corporation before giving effect to this Offering. Such Common Shares will represent 51.61% of the issued and outstanding Common Shares of the Corporation upon completion of the Offering, assuming no Common Shares are purchased by directors and officers under this Offering, and before the exercise of the Stock Options.

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

Kobina ("Koby") C.T. Smutylo – Ottawa, Ontario, 50 years of age – Director, President, Chief Executive Officer and Promoter

Mr. Smutylo is a qualified lawyer, being the founder of Koby Smutylo Law since January 2010, specializing in corporate and securities law in Toronto and Ottawa. Mr. Smutylo started multiple businesses in the tech and cannabis industries. He was also one of the initial investors in and the General Counsel (prior to becoming a reporting issuer) in Hexo Corp. which is now listed on NASDAQ; a director and investor for Tetra-Bio Pharma (listed on the TSX); and a founder, director and the COO of Indiva Limited (listed on the TSXV).

Since January 2020, Mr. Smutylo has been a corporate finance and strategy consultant at Link. His consulting mandates include multiple digital health companies, a cosmetic surgery clinic chain, a pharma tech company, several American and European technology companies and two real estate investment trusts.

Mr. Smutylo founded, and was the CEO and a director of Wolfpack Brands Corporation from May 2015 to January 2019, a USA focused cannabis product brands company.

In 2021, Koby co-founded Miii MSP Corp., a business focused on assisting MSP business owners with liquidity and/or growth. In Q4 of 2021, Miii MSP Corp. acquired Triella Corp., a Toronto based MSP focused on delivering managed services, including many Toronto area law firms.

Mr. Smutylo expects to devote approximately 15% of his time, on average, to the affairs of the Corporation. His responsibilities with the Corporation as Director, President, and C.E.O. will be to lead the Corporation in actively searching for assets and businesses for potential acquisition and advising the Board.

Mark S. Kowalski – Ottawa, Ontario, 33 years of age – Director & Chief Financial Officer

Mr. Kowalski has been a Chartered Professional Accountant since 2013, working in accounting firms and specialising in audit of non-profit organizations, and first nation and Inuit groups in the North, as well as corporate accounting and tax matters.

In 2017, Mr. Kowalski opened his own accountancy firm, Kowalski CPA Professional Corporation, and assists businesses as external accounting support. He also provides Virtual CFO services for a variety of clients in the professional services and construction industry.

Mr. Kowalski will devote 10% of his time, on average, to the affairs of the Corporation. His responsibilities with the Corporation will be those commonly associated with acting as a chief financial officer of a publicly listed company.

Sebastien Charles – Gatineau, Quebec, 46 years of age – Director and Corporate Secretary

Mr. Charles has over 25 years of varied business experience. Mr. Charles obtained a B. Comm with a specialization in management information systems from the University of Ottawa. In 2006 he obtained an MBA from the University of Quebec in Montreal, is a Chartered Professional Accountant and has completed the Canadian Securities Course (CSC).

Mr. Charles has been a partner at CFM Financial Consulting Inc. since March 2015 specializing in advising on strategic planning, general business consulting, mergers, divestitures, acquisitions, raising capital through private and/or institutional lending.

Mr. Charles has worked in the business services, manufacturing, healthcare and retail industries. He is currently President and COO of The Best You, a chain of Medical Aesthetics and Skin Cancer Care clinics in Ontario.

Mr. Charles expects to devote approximately 10% of his time, on average, to the affairs of the Corporation. His responsibilities with the Corporation will include those commonly associated with acting as a corporate secretary of a publicly listed company.

Heather E. Sim -- Burnaby, British Columbia, 31 years of age - Director

Heather Sim is a Chartered Professional Accountant with experience working in public audit and assists public companies navigate regulatory markets in Canada and the US. Heather has been President of Treewalk (formerly ACM Management Inc.), a business which assists public companies and private companies seeking to go public, since September 2019.

As part of her work with Treewalk, Ms. Sim was CFO of VSBLTY Groupe Technologies Corp., a software company listed on the Canadian Stock Exchange and providing digital retail solutions, including QR codes and mobile apps, from March 2020 to August 2021. For the last two years Ms. Sim has also been leading the public reporting for DMG Blockchain Solutions Inc. (a TSX-V listed company that manages, operates, and develops end-to-end digital solutions to monetize the blockchain ecosystem). Ms. Sim was appointed as CFO of DMG in August 2021, Corporate Secretary in November 2022 and to the board of directors in April 2023.

Prior to Treewalk., Heather was an accountant at Regency Fireplace Products from January 2018 to December 2018 and at DMCL Chartered Professional Accountants from August 2014 to December 2017.

Ms. Sim will devote 5% of her time, on average, to the affairs of the Corporation.

GuyLaine Charles – New York, USA, 52 years of age – Director

GuyLaine Charles founded and has managed Charles Law PLLC, a derivatives boutique law firm in New York City, since 2019. Prior to starting Charles Law, Ms. Charles practiced at top tier law firms in New York City and Toronto and was most recently a partner at Teigland-Hunt LLP from May 2008 to August 2019 specializing in derivatives and commodities. Ms. Charles has over 25 years experience in the financial and legal industry and is a member of the Law Society of Ontario and the New York Bar.

Ms. Charles holds a Bachelors in Business Administration and LL.B from the University of Ottawa and a Masters in Law from Dalhousie University.

Ms. Charles will devote 5% of her time, on average, to the affairs of the Corporation.

Daniel Nahon – Ottawa, Ontario, 63 years of age – Director

Mr. Nahon is a medical device Business Development and Marketing Executive and Engineer with over 35 years experience in cardiovascular devices business development, strategic marketing, product design and development; developing and introducing new products to market.

Mr. Nahon is also an owner and developer of commercial and hospitality real estate assets; specializing in land development and business development of real estate.

Mr. Nahon was previously Vice-President, Business Development of CryoCath Technologies Inc. (listed on the TSX) and COO of CryoTherapeutics GmbH.

Mr. Nahon holds an M.B.A., Masters of Applied Science (Biomaterials) and Bachelor of Mechanical Engineering degrees from McGill University and the University of Toronto.

Mr. Nahon will devote 5% of his time, on average, to the affairs of the Corporation.

Sabino R. Di Paola – Ottawa, Ontario, 45 years of age – Director

Mr. Di Paola, who is a Chartered Professional Accountant, CPA, CA, and member of the Chartered Professional Accountants Ontario and Ordre des CPA du Québec, is also President and owner of Accounting Made Easy, a consulting firm which specializes in private and public junior exploration companies.

Mr. Di Paola has been involved as Chief Financial Officer for junior exploration companies since 2009. Mr. Di Paola is involved with numerous financing and spin-out transactions and is responsible for all aspects of financial services, financial reporting, and corporate governance. He currently serves as the Chief Financial Officer of Sandfire Resources America Inc. and Pelangio Exploration Inc., both TSX-V listed companies.

Mr. Di Paola will devote 5% of his time, on average, to the affairs of the Corporation.

Promoters

Kobina C.T. Smutylo may be considered to be a promoter of the Corporation in that he took the initiative in organizing the business of the Corporation. Mr. Smutylo currently holds 500,000 Common Shares, either directly or indirectly, which is 15.63% of the issued and outstanding Common Shares and will be 8.060% of the issued and outstanding Common Shares after completion of the Offering, and currently holds 55,162 incentive Stock Options exercisable at a price of \$0.05 per Common Share. Mr. Smutylo will hold a further 53,549 incentive stock Options exercisable at a price of \$0.10 per Common Share on the date the Common Shares are listed on the Exchange. See “**Options to Purchase Securities**”, “**Principal Shareholders**”, “**Prior Sales**” and “**Directors, Officers and Promoters**”.

Other Reporting Issuer Experience

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

Name	Name of Reporting Issuer	Name of Exchange or Market	Position	From	To
Kobina “Koby” C.T. Smutylo	Indiva Limited. ⁽¹⁾	TSX-V	Director	May 2015	January 2019
			COO	May 2015	January 2019
	Tetra Bio-Pharma Inc.	TSX, OTCQB, FRA (formerly traded on the TSX-V and CSE)	Director	April 2015	September 2016

Name	Name of Reporting Issuer	Name of Exchange or Market	Position	From	To
Heather E. Sim	DMG Blockchain Solutions Inc.	TSX-V	CFO Corporate Secretary Director	Aug. 2021 Nov. 2022 April 2023	Present Present Present
	VSBLTY Groupe Technologies Corp.	CSE	CFO	Mar. 2020	August 2021
Sabino R. Di Paola	Pelangio Exploration Inc.	TSX-V	CFO	May 2023	Present
	Sandfire Resources America Inc.	TSX-V	CFO	Mar. 2023	Present
	Lumiera Health Inc. ⁽²⁾	TSX-V	CFO	Nov. 2018	Feb. 2020
	UrbanGold Minerals Inc.	TSX-V	CFO and Director	Dec. 2018	Nov. 2019
	Tetra Bio-Pharma Inc.	TSX-V	CFO	May 2019 Jan. 2015	June 2019 Sept. 2017
	Cornerstone Capital Resources Inc.	TSX-V	CFO	Jan 2016	July 2018
	Vanoil Energy Ltd.	TSX-V	CFO	Jan. 2016	June 2017
	Alberta Mining Inc. ⁽³⁾	TSX-V	CFO	Sep. 2013	Mar. 2017
	Khot Infrastructure Holdings, Ltd.	CSE	CFO	July 2009	Mar. 2017
	Everton Resources Inc.	TSX-V	CFO	Sept. 2012	Mar. 2017
	Melkior Resources Inc.	TSX-V	CFO	Jan. 2013	Dec. 2016

Notes:

- ⁽¹⁾ Indiva Ltd. was previously a CPC named Rainmaker Resources Ltd. and changed its name on December 15, 2017 concurrently with its Qualifying Transaction.
- ⁽²⁾ Lumiera Health Inc. changed its name from Mondias Natural Products Inc. on November 5, 2020.
- ⁽³⁾ Alberta Mining Inc. changed its name from Majescor Resources Inc. on August 1, 2017.

Corporate Cease Trade Orders or Bankruptcies

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

Heather E. Sim was Chief Financial Officer of DMG Blockchain Solutions Inc. (“DMG”) which was issued, at request of DMG, a Management Cease Trade Order (“MCTO”) by the BC Securities Commission (“BCSC”) on January 31, 2022 for failure to file its audited annual financial statements for the year ended September 30, 2021 and related management’s discussion and analysis

(collectively, the “2021 Annual Financial Statements”) by the required filing date. The 2021 Annual Financial Statements were filed on March 22, 2022 and the MCTO was revoked by the BCSC on March 24, 2022.

Sabino R. Di Paola was Chief Financial Officer of Vanoil Energy Ltd. (“Vanoil”) which was issued, a Cease Trade Order (“CTO”) by the BCSC on February 3, 2017 for failure to file its audited annual financial statements for the year ended September 30, 2016 and related management’s discussion and analysis by the required filing date. Mr. Di Paola resigned as CFO of Vanoil in June 2017 and the CTO remains active.

Kobina C. T. Smutylo was Chief Executive Officer of Wolf Pack Brands Corporation (“Wolfpack”) which was issued, a CTO by the BCSC on December 5, 2019 for failure to file its interim financial statements for the period ended September 30, 2019 and related management’s discussion and analysis by the required filing date. Mr. Smutylo resigned as CEO of Wolfpack on December 19, 2019 and the CTO was revoked on January 6, 2020.

Penalties or Sanctions

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

Personal Bankruptcies

None of the directors, officers, Insiders or promoters of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such persons has, within the past 10 years before the date of this prospectus, become bankrupt, made a proposal under bankruptcy or insolvency legislation or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

Conflicts of Interest

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

Indebtedness of Directors, Officers and Promoters

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

Audit Committee

The Corporation has formed an Audit Committee (the “**Audit Committee**”) on May 27, 2022. The Audit Committee is comprised of Sebastien Charles (Chair), Heather E. Sim and Daniel Nahon, each of whom are financially literate as such term is defined in National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”). Heather E. Sim and Daniel Nahon are considered independent. Sebastien Charles is not considered to be independent by virtue of his position as Corporate Secretary of the Corporation. A description of the education and experience of each Audit Committee member that is relevant to the performance of his responsibilities as an Audit Committee member may be found above under the heading “*Directors, Officers and Promoters*”. The Audit Committee will be responsible for reviewing the Corporation’s financial reporting procedures, internal controls and the performance of the financial management and external auditors of the Corporation. The Audit Committee will also review the annual audited financial statements and make recommendations to the Corporation’s board of directors. The Corporation is relying on the exemption set out in section 6.1 of NI 52-110.

Audit Committee Charter

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

Audit Committee Oversight

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

Pre-Approval Policies and Procedures.

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

Reliance on Certain Exemptions

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

External Auditor Service Fees by Category

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

EXECUTIVE COMPENSATION

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

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

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

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

Following Completion of the Qualifying Transaction, it is anticipated that the Corporation shall pay compensation to its directors and officers. However, no payment other than Permitted Reimbursements will be made by the Corporation or by any party on behalf of the Corporation, after Completion of the Qualifying Transaction, if the payment relates to services rendered or obligations incurred or in connection with the Qualifying Transaction.

DILUTION

Purchasers of the Common Shares offered hereunder will suffer an immediate dilution of 26.00% or \$0.026 per Common Share, on the basis of there being 6,100,000 Common Shares of the Corporation issued and outstanding assuming completion of this Offering. Dilution has been computed on the basis of total gross proceeds to be raised under this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or related expenses incurred by the Corporation.

Gross proceeds of prior share issuances	\$160,000.00
Gross proceeds of this Offering	\$300,000.00
Total gross proceeds after this Offering	<hr/> \$460,000.00 <hr/>
Offering price per share	\$0.10
Proceeds per share after this Offering	<hr/> \$0.074 <hr/>
Dilution per share to subscriber	<hr/> \$0.026 <hr/>
Percentage of dilution in relation to offering price	26.00%

DIVIDEND POLICY

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

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

RISK FACTORS

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

- (a) The Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction.
- (b) Investment in the Common Shares offered by the prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development.
- (c) The directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time. See **"Directors, Officers and Promoters"** and **"Conflicts of Interest"**.
- (d) Assuming completion of the Offering, an investor will suffer an immediate dilution to its investment of 25.00% or \$0.026 per Common Share. See **"Dilution"**.
- (e) There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell its Common Shares.
- (f) Until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions.

- (g) The Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Corporation will be able to identify a suitable Qualifying Transaction.
- (h) Even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction.
- (i) Completion of a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval.
- (j) Unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of the fair value for the shareholder's Common Shares.
- (k) Upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Corporation will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Corporation will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction.
- (l) Trading in the Common Shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required.
- (m) Neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction.
- (n) In the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business or assets as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such persons, judgments obtained in Canadian courts.
- (o) The Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation.
- (p) The Corporation may incur additional expenses and delays due to the impact of the global pandemic caused by COVID-19 on the capital markets and general market conditions. Such expenses and delays may result in a material adverse impact in connection with the Corporation's ability to complete its Offering, and its ability to obtain additional necessary capital in the future. In particular, while the precise impact of the COVID-19 outbreak on the Corporation remains unknown, rapid spread of COVID-19 and its declaration as a global pandemic may have a negative impact on the Corporation's business in general.
- (q) Subject to prior Exchange acceptance, the Corporation may be permitted to loan or advance up to an aggregate of \$250,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan.

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

LEGAL PROCEEDINGS

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

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

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

RELATIONSHIP BETWEEN THE CORPORATION AND AGENT

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

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

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

As of the date hereof, none of the partners or employees of the Corporation's lawyer, David Smalley Law Corporation, own, directly or indirectly, any Common Shares. However, partners, associates or employees of such firms may subscribe for Common Shares pursuant to this Offering. Further, as of the date hereof, none of the partners of the Corporation's auditors, Davidson & Company LLP, Chartered Professional Accountants, own, directly or indirectly, any Common Shares. However, partners, associates or employees of such firms may subscribe for Common Shares pursuant to this Offering. No Professional Person, Responsible Solicitor or any partner of a Responsible Solicitor's firm is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an Associate or Affiliate of the Corporation, or a promoter of the Corporation or an Associate or Affiliate of the Corporation. The Responsible Solicitor for the Corporation is David W. Smalley of David Smalley Law Corporation, Suite 1600, 1111 West Georgia Street, Vancouver, British Columbia, V6E 4G2.

AUDITORS, TRANSFER AGENT AND REGISTRAR

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

The transfer agent and registrar of the Corporation is Odyssey Trust Company, with an office at 300-5th Avenue SW, 1230, Calgary, AB T2P3C4, Canada.

MATERIAL CONTRACTS

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

- (a) Retainer Agreement dated September 16, 2021 between the Corporation and David Smalley Law Corp. whereby the Corporation agreed to pay David Smalley Law Corp. a fixed fee of \$45,000 plus taxes and disbursements for its work on completion of the CPC IPO and listing on the Exchange as a CPC, and an hourly rate of \$650 for David Smalley and \$375 for Andrew Hunter, senior paralegal to David Smalley plus taxes and applicable disbursements for any subsequent legal work carried out on behalf of the Corporation.
- (b) Stock Option Plan dated September 30, 2022. See **"Options to Purchase Securities"**.
- (c) CPC Escrow Agreement dated [●], 2023 among the Corporation, the Escrow Agent and those shareholders of the Corporation that executed such agreement. See **"Escrowed Securities"**.
- (d) Transfer Agent, Registrar and Dividend Disbursing Agent Agreement dated May 17, 2022, between the Corporation and Computershare Investor Services Inc.
- (e) Agency Agreement dated [●], 2023, between the Corporation and the Agent. See **"Plan of Distribution"**.

Copies of these agreements will be available for inspection at the registered office of the Corporation, at Suite 1600, 1111 West Georgia Street, Vancouver, British Columbia, V6E 4G2 during ordinary business hours which the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

ELIGIBILITY FOR INVESTMENT

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

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

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

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

OTHER MATERIAL FACTS

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

PURCHASERS’ STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

SCHEDULE A – AUDIT COMMITTEE CHARTER

Coco Pool Corp.

AUDIT COMMITTEE CHARTER

The Board of Directors (the "Board") of Coco Pool Corp. (the "Company"), a British Columbia company, approves and adopts the following Audit Committee Charter to specify the composition, roles and responsibilities of the Audit Committee (the "Committee").

This Charter was adopted and approved by the Board of Directors of the Company on 27 May, 2022.

A. PURPOSE

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

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. Only whilst the Company is not a Venture Issuer (as defined in National Instrument 52-110), the Committee shall consist of at least three members of the Board of Directors (the "Board").
2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
4. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
5. The Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
6. Meetings of the Committee shall be conducted as follows:
 - (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
 - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and
 - (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.
7. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact

directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

C. ROLES AND RESPONSIBILITIES

1. The overall duties and responsibilities of the Committee shall be as follows:
 - (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements and related financial disclosure;
 - (b) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;
 - (c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
 - (d) to report regularly to the Board on the fulfilment of its duties and responsibilities.
2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
 - (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
 - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
 - (c) review the audit plan of the external auditors prior to the commencement of the audit;
 - (d) to review with the external auditors, upon completion of their audit:
 - (i) contents of their report;
 - (ii) scope and quality of the audit work performed;
 - (iii) adequacy of the Company's financial and auditing personnel;
 - (iv) co-operation received from the Company's personnel during the audit;
 - (v) internal resources used;
 - (vi) significant transactions outside of the normal business of the Company;
 - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
 - (viii) the non-audit services provided by the external auditors;
 - (e) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles; and
 - (f) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.

3. The duties and responsibilities of the Committee as they relate to the Company's internal auditors are to:
- (a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;
 - (b) review and approve the internal audit plan; and
 - (c) review significant internal audit findings and recommendations, and management's response thereto.
4. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:
- (a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
 - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
 - (d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

The Committee is also charged with the responsibility to:

- (e) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
- (f) review and approve the financial sections of:
 - (i) the annual report to shareholders;
 - (ii) the annual information form;
 - (iii) annual and interim MD&A;
 - (iv) prospectuses;
 - (v) news releases discussing financial results of the Company; and
 - (vi) other public reports of a financial nature requiring approval by the Board,and report to the Board with respect thereto;
- (g) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;
- (h) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;

- (i) review and report on the integrity of the Company's consolidated financial statements;
- (j) review the minutes of any audit committee meeting of subsidiary companies;
- (k) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
- (l) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
- (m) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.

END OF DOCUMENT

Coco Pool Corp. (formerly Coco Capital Corp.)

Financial Statements

For the period from incorporation on September 15, 2021 to August 31, 2022

(Expressed in Canadian dollars)

INDEPENDENT AUDITOR'S REPORT

To the Directors of
Coco Pool Corp.

Opinion

We have audited the accompanying financial statements of Coco Pool Corp. (the “Company”), which comprise the statement of financial position as at August 31, 2022, and the statements of loss and comprehensive loss, changes in shareholders’ equity, and cash flows for the period from incorporation on September 15, 2021 to August 31, 2022, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at August 31, 2022, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (“IFRS”).

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 2 of the financial statements, which indicates that the proposed business of the Company and the completion of a qualifying transaction involves a high degree of risk. These factors indicate that a material uncertainty exists that may cast significant doubt on the Company’s ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other Information

Management is responsible for the other information. The other information obtained at the date of this auditor's report includes Management’s Discussion and Analysis.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

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

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

Vancouver, Canada

Chartered Professional Accountants

_____, 2023

Coco Pool Corp. (formerly Coco Capital Corp.)

Statement of Financial Position

As at August 31, 2022

(Expressed in Canadian dollars)

	Notes		
ASSETS			
Current assets			
Cash		\$	91,800
Prepaid expense	7		42,642
Deferred listing expense			11,481
Total assets		\$	145,923
SHAREHOLDERS' EQUITY			
Share capital	8		155,000
Accumulated deficit			(9,077)
Total shareholders' equity		\$	145,923

Nature of operations and going concern (Note 1,2)

Subsequent events (Note 15)

Approved and authorized for issue by the Board of Directors on XX, 2023:

[TBC], Director

[TBC], Director

The accompanying notes are an integral part of these financial statements

Coco Pool Corp. (formerly Coco Capital Corp.)

Statements of Loss and Comprehensive Loss

For the period from incorporation on September 15, 2021 to August 31, 2022

(Expressed in Canadian dollars)

	Notes	For the period of incorporation on September 15, 2022, to August 31, 2022
Expenses		
General and administrative		\$ 700
Professional fees		8,377
Net loss and comprehensive loss		\$ (9,077)
Loss per share, basic and diluted	10	\$ (0.00)
Weighted average shares outstanding, basic and diluted	10	2,139,429

The accompanying notes are an integral part of these financial statements

Coco Pool Corp. (formerly Coco Capital Corp.)

Statements of Changes in Shareholders' Equity

For the period from incorporation on September 15, 2021 to August 31, 2022

(Expressed in Canadian dollars)

	Share capital		Deficit	Total shareholders' equity
	Number of common shares	Amount		
Balance, September 15, 2021	-	\$ -	\$ -	-
Shares issued on incorporation	1	-	-	-
Shares issued for cash (Note 8, 9)	3,099,999	155,000	-	155,000
Net loss for the period	-	-	(9,077)	(9,077)
Balance, August 31, 2022	3,100,000	\$ 155,000	\$ (9,077)	\$ 145,923

The accompanying notes are an integral part of these financial statements

Coco Pool Corp. (formerly Coco Capital Corp.)

Statement of Cash Flows

For the period from incorporation on September 15, 2021 to August 31, 2022

(Expressed in Canadian dollars)

Operating activities

Net loss	\$	(9,077)
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Changes in non-cash operating working capital:

Prepaid expense		(42,642)
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Deferred listing expense		(11,481)
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Net cash used in operating activities		(63,200)
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Financing activities

Proceeds from issuance of shares		155,000
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Net cash provided by financing activities		155,000
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Change in cash		91,800
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Cash, beginning		-
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Cash, ending	\$	91,800
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The accompanying notes are an integral part of these financial statements

Coco Pool Corp. (formerly Coco Capital Corp.)

Notes to the Financial Statements

For the period from incorporation on September 15, 2021 to August 31, 2022

(Expressed in Canadian dollars)

1. NATURE OF BUSINESS

Coco Pool Corp. (formerly Coco Capital Corp.) (the "Corporation") was incorporated on September 15, 2021 as Coco Capital Corp. under the Business Corporations Act (Ontario). On May 16, 2022, the Corporation was approved to continue as a corporation in the Province of British Columbia and changed its name to Coco Pool Corp. from Coco Capital Corp. The Corporation's head office, principal address and records office is located at Suite 480, 1500 West Georgia Street, Vancouver, British Columbia, Canada, V6G 2Z6.

The Corporation was formed for the primary purpose of completing an Initial Public Offering ("IPO") on the TSX Venture Exchange ("Exchange") as a Capital Pool Corporation ("CPC") as defined in Policy 2.4 of the Exchange. As a CPC, the Corporation's principal business is to identify, evaluate and acquire assets, properties or businesses which would constitute a qualifying transaction in accordance with Policy 2.4 of the Exchange ("Qualifying Transaction"). A CPC has 24 months from when the shares are listed on the Exchange to complete a Qualifying Transaction. Such a transaction will be subject to shareholder and regulatory approval. 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.

The Corporation is in the early stages of organizing an IPO and has signed a letter of intent, dated for April 1, 2022, with Haywood Securities Inc., who is to serve as the Agent of the offering. See Note 14.

2. GOING CONCERN

These financial statements have been prepared on a going concern basis which assumes that the Corporation will continue in operation for the foreseeable future and will be able to realize its assets and discharge liabilities in its normal course of operations.

The proposed business of the Corporation, and the completion of a Qualifying Transaction, involves a high degree of risk. There is no assurance that the Corporation will identify an appropriate business asset or property for acquisition or investment, and even if so identified and warranted, the Corporation may not be able to finance such an acquisition or investment within the requisite time period. Additional funds may be required to enable the Corporation to pursue such an initiative, and the Corporation may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the Corporation will be profitable. These factors indicate the existence of a material uncertainty that may cast doubt about the Corporations' ability to continue as a going concern. Should the Corporation be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

These financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate. If the going concern assumption was not appropriate for these financial statements, adjustments would be necessary to the statement of financial position classifications used. Such adjustments could be material.

The outbreak of the coronavirus, also known as "COVID-19", has spread across the globe and has impacted worldwide economic activity. Conditions surrounding the coronavirus continue to evolve and government authorities have implemented emergency measures to mitigate the spread of the virus. The outbreak and the related mitigation measures may have an adverse impact on global economic conditions. The extent to which the coronavirus may impact the Corporation's business activities will depend on future developments, such as the ultimate geographic spread of the disease, the duration of outbreaks, travel restrictions, business disruptions, and the effectiveness of actions taken in Canada and other countries to contain and treat the disease. These events are highly uncertain and as such, the Corporation cannot determine their financial impact at this time.

Coco Pool Corp. (formerly Coco Capital Corp.)

Notes to the Financial Statements

For the period from incorporation on September 15, 2021 to August 31, 2022

(Expressed in Canadian dollars)

3. BASIS OF PRESENTATION

Statement of compliance

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

These financial statements were authorized for issue by the Board of Directors on XX, 2023.

Basis of presentation

These financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the functional and reporting currency of the Corporation.

4. SIGNIFICANT ACCOUNTING POLICIES

Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

(i) Recognition and measurement of financial assets

The Corporation recognizes a financial asset when it becomes a party to the contractual provisions of the instrument.

(ii) Classification of financial assets

The Corporation classifies financial assets at initial recognition as financial assets measured at amortized cost, measured at fair value through other comprehensive income or measured at fair value through profit or loss.

Financial assets measured at amortized cost

A financial asset that meets both of the following conditions is classified as a financial asset measured at amortized cost: (1) The Corporation's business model for such financial assets is to hold the asset in order to collect contractual cash flows; and (2) The contractual terms of the financial asset gives rise on specified dates to cash flows that are solely payments of principal and interest on the amount outstanding.

A financial asset measured at amortized cost is initially recognized at fair value plus transaction costs directly attributable to the asset. After initial recognition, the carrying amount of the financial asset measured at amortized cost is determined using the effective interest method, net of impairment loss, if necessary.

Coco Pool Corp. (formerly Coco Capital Corp.)

Notes to the Financial Statements

For the period from incorporation on September 15, 2021 to August 31, 2022

(Expressed in Canadian dollars)

Financial assets measured at fair value through other comprehensive income ("FVTOCI")

A financial asset measured at fair value through other comprehensive income is recognized initially at fair value plus transaction costs directly attributable to the asset. After initial recognition, the asset is measured at fair value with changes in fair value included as "financial asset at fair value through other comprehensive income" in other comprehensive income

Financial assets measured at fair value through profit or loss ("FVTPL")

A financial asset measured at fair value through profit or loss is recognized initially at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial asset is remeasured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

(iii) Derecognition of financial assets

The Corporation derecognizes a financial asset if the contractual rights to the cash flows from the asset expire, or the Corporation transfers substantially all the risks and rewards of ownership of the financial asset. Any interest in transferred financial assets that are created or retained by the Corporation are recognized as a separate asset or liability. Gains and losses on derecognition are generally recognized in the consolidated statements of loss and comprehensive loss. However, gains and losses on derecognition of financial assets classified as FVTOCI remain within accumulated other comprehensive loss.

(iv) Impairment of financial assets

The Corporation assesses at each reporting date whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or group of financial assets.

Financial liabilities

(i) Recognition and measurement of financial liabilities

The Corporation recognizes financial liabilities when it becomes a party to the contractual provisions of the instruments.

(ii) Classification of financial liabilities

The Corporation classifies financial liabilities at initial recognition as financial liabilities: measured at amortized cost or measured at fair value through profit or loss.

Financial liabilities measured at amortized cost

A financial liability measured at amortized cost is initially measured at fair value less transaction costs directly attributable to the issuance of the financial liability. Subsequently, the financial liability is measured at amortized cost based on the effective interest rate method.

Financial liability measured at fair value through profit or loss

A financial liability measured at fair value through profit or loss is initially measured at fair value with any associated transaction costs being recognized in profit or loss when incurred. Subsequently, the financial liability is remeasured at fair value, and a gain or loss is recognized in profit or loss in the reporting period in which it arises.

Coco Pool Corp. (formerly Coco Capital Corp.)

Notes to the Financial Statements

For the period from incorporation on September 15, 2021 to August 31, 2022

(Expressed in Canadian dollars)

(iii) Derecognition of financial liabilities

The Corporation derecognizes a financial liability when the financial liability is discharged, cancelled or expired. Generally, the difference between the carrying amount of the financial liability derecognized and the consideration paid and payable including any non-cash assets transferred or liabilities assumed, is recognized in the consolidated statement of loss and comprehensive loss.

Income taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used are those that are substantively enacted by the end of the reporting date.

Deferred income tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting. The change in the net deferred income tax asset or liability is included in income except for deferred income tax relating to equity items which is recognized directly in equity. The income tax effects of differences in the periods when revenue and expenses are recognized, in accordance with the Corporation's accounting practices, and the periods they are recognized for income tax purposes are reflected as deferred income tax assets or liabilities. Deferred income tax assets and liabilities are measured using the substantively enacted statutory income tax rates which are expected to apply to taxable income in the years in which the assets are realized or the liabilities settled. A deferred income tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized.

Deferred income tax assets and liabilities are offset only if a legally enforceable right exists to offset current tax assets against liabilities and the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on the same taxable entity and are intended to be settled on a net basis.

Share capital

Equity instruments are contracts that give a residual interest in the net assets of the Company. Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's common shares, stock options and share purchase warrants are classified as equity instruments. Proceeds received on the issuance of units, consisting of common shares and warrants, are allocated first to common shares based on the fair value of the common shares at the time the units are priced, then to warrants on a residual value basis. The Company has no warrants outstanding.

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

Loss per share

Basic loss per share is calculated by dividing the net income or loss attributable to the common shareholders of the Corporation by the weighted average number of common shares outstanding and reduced by any shares held in escrow during the reporting period. Diluted loss per share is calculated by dividing the net loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding, all additional common shares that would have been outstanding if potentially dilutive instruments were converted and reduced by any shares held in escrow.

Deferred listing expenses

Costs related to the proposed IPO transaction (Note 14) are capitalized as incurred. Upon the completion of the transaction, these costs will be expensed.

Coco Pool Corp. (formerly Coco Capital Corp.)

Notes to the Financial Statements

For the period from incorporation on September 15, 2021 to August 31, 2022

(Expressed in Canadian dollars)

Accounting standards issued but not yet effective

The Corporation has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Corporation has not early adopted any new standards and determined that there are no standards that are relevant to the Corporation.

5. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Corporation's financial statements in conformity with IFRS requires management to make judgments, estimates, and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses. Judgements, estimates, and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. However, actual outcomes can differ from the judgements, estimates and assumptions made. A summary of items involving management judgment, estimation, and assumptions include, but are not limited to:

Income taxes

The determination of current and deferred taxes requires interpretations of tax legislation, estimates of expected timing of reversal of deferred tax assets and liabilities, and estimates of future earnings.

Going concern

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

6. BASIS OF FAIR VALUE

As at August 31, 2022, the Corporation's financial instruments consist of cash. The Corporation's cash is measured at fair value under the fair value hierarchy based on level 1 quoted prices in active markets for identical assets.

Financial instruments that are measured subsequent to initial recognition at fair value are categorized using the fair value hierarchy. This hierarchy groups financial instruments in Levels 1 to 3 based on the degree to which the fair value, for that instrument, is observable:

Level 1: fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

7. PREPAID EXPENSE

The Corporation's retainers reflect the remaining balances of payments made to Smalley Law Corp. and Haywood Securities Inc. for future work to be performed related to the Corporation's proposed IPO and other legal services.

Coco Pool Corp. (formerly Coco Capital Corp.)

Notes to the Financial Statements

For the period from incorporation on September 15, 2021 to August 31, 2022

(Expressed in Canadian dollars)

8. SHARE CAPITAL

Authorized

The Corporation has authorized an unlimited number of common shares with no par value.

Issued and outstanding

As at August 31, 2022, there were 3,100,000 common shares issued and outstanding. These shares were issued during the period from incorporation on September 15, 2021 to August 31, 2022 at \$0.05 per share for total proceeds of \$155,000. These shares were issued to related parties (see Note 9).

As the Corporation is a CPC, there are restrictions imposed on the use of the proceeds raised from the issuance of shares. These proceeds may only be used to identify and evaluate assets or businesses for future investment, with a view of completing a Qualifying Transaction (see Note 11).

9. RELATED PARTY TRANSACTIONS

The Corporation considers its related parties to be its key management. Key management consists of the officers and directors who are responsible for planning, directing, and controlling the activities of the Corporation. There were no compensation costs incurred from or paid to related parties during the period from incorporation on September 15, 2021 to August 31, 2022. As at August 31, 2022, there were no balances owing to or from related parties.

During the period from incorporation on September 15, 2021 to August 31, 2022, the Corporation issued 3,100,000 shares to directors and officers for total proceeds of \$155,000.

10. LOSS PER SHARE

For the period from incorporation on September 15, 2021 to August 31, 2022, the calculation of basic and diluted loss per share was based on the following data:

Issued common shares at the beginning of the period	1
Effective of common shares issued during the period	2,139,428
	<u>2,139,429</u>
Net loss for the period	\$ (9,077)
Net loss per share – basic and diluted	<u>\$ (0.00)</u>

11. CAPITAL MANAGEMENT

The Corporation's objectives when managing capital are to safeguard its ability to continue as a going concern and to identify, evaluate and complete a Qualifying Transaction and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk by monitoring its net debt position. In the management of capital, the Corporation considers capital to be the components of shareholders' equity.

The Corporation manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Corporation may issue debt or equity. The Corporation is highly dependent on capital markets as its source of operating capital.

As a CPC, the Corporation is subject to externally imposed restrictions over its capital. As a CPC, and as outlined in Note 1, the Corporation must complete a Qualifying Transaction within 24 months of listing on the TSX Venture Exchange. Until completion of the Qualifying Transaction, the Corporation can not carry on any business other than the identification and evaluation of businesses or assets with a view to complete a potential Qualifying Transaction.

Coco Pool Corp. (formerly Coco Capital Corp.)

Notes to the Financial Statements

For the period from incorporation on September 15, 2021 to August 31, 2022

(Expressed in Canadian dollars)

As a CPC, the proceeds raised by the Corporation from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that no more than the lesser of 30% of the gross proceeds from the sale of securities issued by the Corporation and \$210,000 may be used to cover prescribed costs of issuing common shares or administrative and general expenditures of the Corporation. These restrictions apply until the completion of a Qualifying Transaction by the Corporation as defined under the policies of the Exchange.

As at August 31, 2022, the Corporation had generated proceeds from the issuance of common shares of \$155,000. At August 31, 2022, of these proceeds raised, a remaining amount of \$37,423 may be used to cover costs of issuing common shares or administrative and general expenses of the Corporation.

12. FINANCIAL INSTRUMENT RISK MANAGEMENT

The Corporation's financial instruments are exposed to the following risks:

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Corporation's cash is exposed to credit risk. The Corporation reduces its credit risk on cash by placing this instrument with an institution of high credit worthiness.

Liquidity risk

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting obligations associated with financial liabilities. The Corporation manages liquidity risk by maintaining a sufficient cash balance to enable settlement of transactions on the due date. The Corporation addresses its liquidity through equity financing obtained through sale and issue of common shares. While the Corporation has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

Other risks

Based on management's knowledge and experience pertaining to the Corporation and its operational environment, management does not believe that the Corporation is exposed to significant foreign exchange, interest rate, price, or other risk. The Corporation does not consider any of its financial assets to be impaired.

13. INCOME TAXES

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

Loss before income taxes, as at August 31, 2022	\$ (9,077)
Income tax rate, 2022	27.00%
Expected income tax recovery	(2,451)
Unrecognized benefit from income tax losses	2,451
Income tax recovery	\$ -

As at August 31, 2022 the Corporation had non-capital loss carry forwards of \$9,077 which can be applied to reduce future Canadian taxable income and will expire between 2042.

Coco Pool Corp. (formerly Coco Capital Corp.)

Notes to the Financial Statements

For the period from incorporation on September 15, 2021 to August 31, 2022

(Expressed in Canadian dollars)

14. PROPOSED TRANSACTIONS

On April 1, 2022, the Corporation signed a letter of intent with Haywood Securities Inc., who is to serve as the Agent of the Corporation's IPO. It is proposed that 3,000,000 common shares of the Corporation are to be offered at an offer price of \$0.10 per share. For the Agent's services, upon the closing date of the IPO, the Corporation will pay the Agent a cash commission equal to 10% of the gross proceeds the offering generates and a cash corporate finance fee of \$12,500. The Corporation will also issue a number of Agent's Warrants equal to 10% of the number of shares sold in the IPO, to be exercisable for 24 months following the closing date of the IPO at the offer price. In addition to the commission, corporate finance fee and warrants, the Company will pay the expenses of the Agent which will include reasonable fees of up to \$12,500 plus disbursements, searches, and taxes of the Agent's legal counsel. Such expenses incurred by the agent will be payable by the Corporation whether the offering is completed or not. As at August 31, 2022, the closing date of the IPO has not been determined.

15. SUBSEQUENT EVENTS

On September 30, 2022, the Corporation adopted a stock option plan (the "Plan"). The Plan provides eligible directors, officers, employees and consultants of the Corporation with the opportunity to acquire an ownership interest in the Corporation (provided that while the Corporation is a CPC, employees are not eligible). The Board of Directors is responsible for the general administration of the Plan. The number of common shares reserved for issuance under the Plan shall not exceed 10% of the total number of issued common shares of the Corporation at the time options are granted. The Board of Directors shall establish the exercise price of options granted under the Plan, subject to a number of conditions. Options granted under the Plan have a maximum term of ten years from the date the options are granted, and vesting periods are determined by the Board of Directors.

On September 30, 2022, the Corporation granted 310,000 to directors at an exercise price of \$0.05 under the Plan. These options vested immediately on the date of grant and expire on September 30, 2032.

Coco Pool Corp. (formerly Coco Capital Corp.)

Condensed Interim Financial Statements

For the three and nine months ended May 31, 2023 and for the three
months ended May 31, 2022 and the period from incorporation on

September 15, 2021 to May 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

Coco Pool Corp. (formerly Coco Capital Corp.)

Condensed Interim Statements of Financial Position

As at May 31, 2023 and August 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

	Notes	May 31, 2023	August 31, 2022
ASSETS			
Current assets			
Cash	\$	77,827	\$ 91,800
Prepaid expenses	7	22,931	42,642
Deferred listing expense		39,170	11,481
Total assets	\$	139,928	\$ 145,923
LIABILITIES			
Current liabilities			
Accounts payable and accrued liabilities	8	\$ 25,106	\$ -
Total liabilities		25,106	-
SHAREHOLDERS' EQUITY			
Share capital	9	155,000	155,000
Reserves	10, 11	13,997	-
Deficit		(54,175)	(9,077)
Total shareholders' equity		114,822	145,923
Total liabilities and shareholders' equity	\$	139,928	\$ 145,923

Approved and authorized for issue by the Board of Directors on XX, 2023:

 Sebastien Charles, Director

 Koby Smutylo, Director

Coco Pool Corp. (formerly Coco Capital Corp.)

Condensed Interim Statements of Loss and Comprehensive Loss

For the three and nine months ended May 31, 2023 and for the three months ended May 31, 2022 and the period from incorporation on September 15, 2021 to May 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

	Notes	Three months ended May 31,		Nine months ended May 31,	Period from incorporation on September 15, 2021 to May 31, 2022
		2023	2022	2023	
Expenses					
General and administrative		\$ 255	\$ 294	\$ 745	\$ 490
Professional fees		15,648	2,786	25,106	2,786
Filing Fees		5,250	-	5,250	-
Share-based payments	10, 11	-	-	13,997	-
Loss and comprehensive loss		\$ 21,153	\$ 3,080	\$ 45,098	\$ 3,276
Loss per share, basic and diluted		\$ (0.01)	\$ (0.00)	\$ (0.01)	\$ (0.00)
Weighted average number of common shares outstanding, basic and diluted		3,100,000	3,100,000	3,100,000	1,801,931

Coco Pool Corp. (formerly Coco Capital Corp.)

Condensed Interim Statements of Changes in Shareholders' Equity

For the nine months ended May 31, 2023 and the period from incorporation on September 15, 2021 to May 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

	Share Capital		Reserves	Deficit	Total Shareholders' Equity
	Number of Common Shares	Amount			
Balance, September 15, 2021	- \$	- \$	- \$	- \$	-
Shares issued on incorporation	1	-	-	-	-
Shares issued for cash	3,099,999	155,000	-	-	155,000
Loss for the period	-	-	-	(3,276)	(3,276)
Balance, May 31, 2022	3,100,000 \$	155,000 \$	- \$	(3,276) \$	151,724
Balance, August 31, 2022	3,100,000 \$	155,000 \$	- \$	(9,077) \$	145,923
Share-based payments	-	-	13,997	-	13,997
Loss for the period	-	-	-	(45,098)	(45,098)
Balance, May 31, 2023	3,100,000 \$	155,000 \$	13,997 \$	(54,175) \$	114,822

Coco Pool Corp. (formerly Coco Capital Corp.)

Condensed Interim Statements of Cash Flows

For the nine months ended May 31, 2023 and the period from incorporation on September 15, 2021 to May 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

	Nine months ended May 31, 2023		Period from incorporation on September 15, 2021 to May 31, 2022	
Cash flows from operating activities				
Loss for the period	\$	(45,098)	\$	(3,276)
Non-cash transactions:				
Share-based payments		13,997		-
Changes in non-cash operating working capital:				
Prepaid expenses		19,711		(59,714)
Deferred listing expense		(27,689)		-
Accounts payable and accrued liabilities		25,106		-
Net cash used in operating activities		(13,973)		(62,990)
Cash flows from financing activity				
Proceeds from issuance of shares		-		155,000
Net cash provided by financing activity		-		155,000
Change in cash		(13,973)		92,010
Cash, beginning of period		91,800		-
Cash, ending of period	\$	77,827	\$	92,010

Coco Pool Corp. (formerly Coco Capital Corp.)

Notes to the Condensed Interim Financial Statements

For the three and nine months ended May 31, 2023 and for the three months ended May 31, 2022 and the period from incorporation on September 15, 2021 to May 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

1. NATURE OF BUSINESS

Coco Pool Corp. (formerly Coco Capital Corp.) (the “Corporation”) was incorporated on September 15, 2021 as Coco Capital Corp. under the Business Corporations Act (Ontario). On May 16, 2022, the Corporation was approved to continue as a corporation in the Province of British Columbia and changed its name to Coco Pool Corp. from Coco Capital Corp. The Corporation’s head office, principal address and records office is located at Suite 480, 1500 West Georgia Street, Vancouver, British Columbia, Canada, V6G 2Z6.

The Corporation was formed for the primary purpose of completing an Initial Public Offering (“IPO”) on the TSX Venture Exchange (“Exchange”) as a Capital Pool Corporation (“CPC”) as defined in Policy 2.4 of the Exchange. As a CPC, the Corporation’s principal business is to identify, evaluate and acquire assets, properties or businesses which would constitute a qualifying transaction in accordance with Policy 2.4 of the Exchange (“Qualifying Transaction”). A CPC has 24 months from when the shares are listed on the Exchange to complete a Qualifying Transaction. Such a transaction will be subject to shareholder and regulatory approval. 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.

The Corporation is in the early stages of organizing an IPO and has signed a letter of intent, dated for April 1, 2022, with an investment firm, who is to serve as the Agent of the offering. See Note 14.

2. GOING CONCERN

These condensed interim financial statements have been prepared on a going concern basis which assumes that the Corporation will continue in operation for the foreseeable future and will be able to realize its assets and discharge liabilities in its normal course of operations.

The proposed business of the Corporation, and the completion of a Qualifying Transaction, involves a high degree of risk. There is no assurance that the Corporation will identify an appropriate business asset or property for acquisition or investment, and even if so identified and warranted, the Corporation may not be able to finance such an acquisition or investment within the requisite time period. Additional funds may be required to enable the Corporation to pursue such an initiative, and the Corporation may be unable to obtain such financing on terms which are satisfactory to it. Furthermore, there is no assurance that the Corporation will be profitable. These factors indicate the existence of a material uncertainty that may cast doubt about the Corporations’ ability to continue as a going concern. Should the Corporation be unable to continue as a going concern, the net realizable value of its assets may be materially less than the amounts on its statement of financial position.

These condensed interim financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate. If the going concern assumption was not appropriate for these condensed interim financial statements, adjustments would be necessary to the statement of financial position classifications used. Such adjustments could be material.

Coco Pool Corp. (formerly Coco Capital Corp.)

Notes to the Condensed Interim Financial Statements

For the three and nine months ended May 31, 2023 and for the three months ended May 31, 2022 and the period from incorporation on September 15, 2021 to May 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

3. BASIS OF PRESENTATION

Statement of compliance

These condensed interim financial statements have been prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting* using accounting policies consistent with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

The condensed interim financial statements were authorized for issue by the directors of the Corporation on **August XX, 2023**.

Basis of presentation

These condensed interim financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit and loss, which are stated at fair value. In addition, these condensed interim financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

Functional and presentation currency

These condensed interim financial statements are presented in Canadian dollars, which is the functional and reporting currency of the Corporation.

4. SIGNIFICANT ACCOUNTING POLICIES

The Corporation applies the same accounting policies and methods of computation in its condensed interim financial statements as those applied to the Corporation's audited financial statements for the period from incorporation on September 15, 2021 to August 31, 2022.

5. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of these condensed interim financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, and income and expenses.

There have been no material revisions to the nature and amount of changes in estimates of amounts reported in the audited financial statements for the period from incorporation on September 15, 2021 to August 31, 2022.

6. BASIS OF FAIR VALUE

As at May 31, 2023, the Corporation's financial instruments consist of cash and accounts payable and accrued liabilities. The fair value of the Corporation's accounts payable and accrued liabilities approximate the carrying value, which is the amount on the condensed interim statements of financial position due to their short-term maturities or ability of prompt liquidation.

The Corporation's cash is measured at fair value under the fair value hierarchy based on level 1 quoted prices in active markets for identical assets.

Coco Pool Corp. (formerly Coco Capital Corp.)

Notes to the Condensed Interim Financial Statements

For the three and nine months ended May 31, 2023 and for the three months ended May 31, 2022 and the period from incorporation on September 15, 2021 to May 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

6. BASIS OF FAIR VALUE (Continued)

Financial instruments that are measured subsequent to initial recognition at fair value are categorized using the fair value hierarchy. This hierarchy groups financial instruments in Levels 1 to 3 based on the degree to which the fair value, for that instrument, is observable:

Level 1: fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: fair value measurements are those derived from inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

7. PREPAID EXPENSES

The Corporation's retainers reflect the remaining balances of payments made to a law firm and investment firm for future work to be performed related to the Corporation's proposed IPO and other legal services.

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

		May 31, 2023		August 31, 2022
Accounts payable	\$	22,606	\$	-
Accrued liabilities		2,500		-
	\$	25,106	\$	-

9. SHARE CAPITAL

Authorized

The Corporation has authorized an unlimited number of common shares with no par value.

Issued and outstanding

During the nine months ended May 31, 2023, the Corporation did not issue any common shares.

During the period from incorporation on September 15, 2021 to August 31, 2022, the Corporation issued 3,100,000 common shares at price of \$0.05 for proceeds of \$155,000 to related parties (Note 11).

As the Corporation is a CPC, there are restrictions imposed on the use of the proceeds raised from the issuance of shares. These proceeds may only be used to identify and evaluate assets or businesses for future investment, with a view of completing a Qualifying Transaction (see Note 12).

10. STOCK OPTIONS

On September 30, 2022, the Corporation adopted a stock option plan (the "Plan"). The Plan provides eligible directors, officers, and consultants of the Corporation with the opportunity to acquire an ownership interest in the Corporation (provided that while the Corporation is a CPC, employees are not eligible). The Board of Directors is responsible for the general administration of the Plan. The number of common shares reserved for issuance under the Plan shall not exceed 10% of the total number of issued common shares of the Corporation at the time options are granted. The Board of Directors shall establish the exercise price of options granted under the Plan, subject to a number of conditions.

Coco Pool Corp. (formerly Coco Capital Corp.)

Notes to the Condensed Interim Financial Statements

For the three and nine months ended May 31, 2023 and for the three months ended May 31, 2022 and the period from incorporation on September 15, 2021 to May 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

10. STOCK OPTIONS (Continued)

Options granted under the Plan have a maximum term of ten years from the date the options are granted, and vesting periods are determined by the Board of Directors.

On September 30, 2022, the Corporation granted 310,000 stock options with an exercise price of \$0.05 and an expiry date of September 30, 2032, to directors of the Corporation. The stock options vested immediately.

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Outstanding at September 15, 2021 and August 31, 2022	-	\$ -
Granted	310,000	0.05
Outstanding at May 31, 2023	310,000	\$ 0.05

As at May 31, 2023, the following stock options were outstanding and exercisable:

Outstanding and Exercisable	Exercise Price	Remaining Life (Years)	Expiry Date
310,000	\$0.05	9.34	September 30, 2032
310,000			

During the nine months ended May 31, 2023, the Corporation recorded share-based payments of \$13,997 (period from incorporation on September 15, 2021 to May 31, 2022 - \$nil) related to the fair value of options vested during the period.

Fair Value Determination

Fair values were estimated using the Black-Scholes Option Pricing Model with the following assumptions:

	Nine months ended May 31, 2023	Period from incorporation on September 15, 2021 to May 31, 2022
Risk-free interest rate	3.16%	-
Expected life (years)	10	-
Annualized volatility	100%	-
Dividend yield	0%	-

Coco Pool Corp. (formerly Coco Capital Corp.)

Notes to the Condensed Interim Financial Statements

For the three and nine months ended May 31, 2023 and for the three months ended May 31, 2022 and the period from incorporation on September 15, 2021 to May 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

11. RELATED PARTY TRANSACTIONS

The Corporation considers its related parties to be its key management. Key management consists of the officers and directors who are responsible for planning, directing, and controlling the activities of the Corporation. As at May 31, 2023, there were no balances owing to or from related parties.

Remuneration attributed to key management personnel is summarized in the table below.

	Nine months ended May 31, 2023	Period from incorporation on September 15, 2021 to May 31, 2022
Share-based payments:		
Directors	\$ 6,524	\$ -
Chief Executive Officer ("CEO")	2,491	-
Chief Financial Officer ("CFO")	2,491	-
Corporate Secretary	2,491	-
	\$ 13,997	\$ -

12. CAPITAL MANAGEMENT

The Corporation's objectives when managing capital are to safeguard its ability to continue as a going concern and to identify, evaluate and complete a Qualifying Transaction and to maintain a flexible capital structure which optimizes the cost of capital within a framework of acceptable risk by monitoring its net debt position. In the management of capital, the Corporation considers capital to be the components of shareholders' equity.

The Corporation manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust its capital structure, the Corporation may issue debt or equity. The Corporation is highly dependent on capital markets as its source of operating capital.

As a CPC, the Corporation is subject to externally imposed restrictions over its capital. As a CPC, and as outlined in Note 1, the Corporation must complete a Qualifying Transaction within 24 months of listing on the TSX Venture Exchange. Until completion of the Qualifying Transaction, the Corporation cannot carry on any business other than the identification and evaluation of businesses or assets with a view to complete a potential Qualifying Transaction.

As a CPC, the proceeds raised by the Corporation from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that no more than the lesser of 30% of the gross proceeds from the sale of securities issued by the Corporation and \$210,000 may be used to cover prescribed costs of issuing common shares or administrative and general expenditures of the Corporation. These restrictions apply until the completion of a Qualifying Transaction by the Corporation as defined under the policies of the Exchange.

The Corporation is not subject to any externally imposed capital requirements. There has been no change in the Corporation's approach to capital management during the nine months ended May 31, 2023.

Coco Pool Corp. (formerly Coco Capital Corp.)

Notes to the Condensed Interim Financial Statements

For the three and nine months ended May 31, 2023 and for the three months ended May 31, 2022 and the period from incorporation on September 15, 2021 to May 31, 2022

(Expressed in Canadian dollars)

(Unaudited)

13. FINANCIAL RISK MANAGEMENT

The Corporation is exposed to varying degrees to a variety of financial instrument related risks:

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Corporation's cash is exposed to credit risk. The Corporation reduces its credit risk on cash by placing this instrument with an institution of high creditworthiness.

Liquidity risk

Liquidity risk is the risk that the Corporation will encounter difficulty in meeting obligations associated with financial liabilities. The Corporation manages liquidity risk by maintaining a sufficient cash balance to enable settlement of transactions on the due date. The Corporation addresses its liquidity through equity financing obtained through sale and issue of common shares. While the Corporation has been successful in securing financings in the past, there is no assurance that it will be able to do so in the future.

Other risks

Based on management's knowledge and experience pertaining to the Corporation and its operational environment, management does not believe that the Corporation is exposed to significant foreign exchange, interest rate, price, or other risk. The Corporation does not consider any of its financial assets to be impaired.

14. PROPOSED TRANSACTIONS

On April 1, 2022, the Corporation signed a letter of intent with an investment firm, who is to serve as the Agent of the Corporation's IPO. It is proposed that 3,000,000 common shares of the Corporation are to be offered at an offer price of \$0.10 per share. For the Agent's services, upon the closing date of the IPO, the Corporation will pay the Agent a cash commission equal to 10% of the gross proceeds the offering generates and a cash corporate finance fee of \$12,500. The Corporation will also issue a number of Agent's Warrants equal to 10% of the number of shares sold in the IPO, to be exercisable for 24 months following the closing date of the IPO at the offer price. In addition to the commission, corporate finance fee and warrants, the Corporation will pay the expenses of the Agent which will include reasonable fees of up to \$12,500 plus disbursements, searches, and taxes of the Agent's legal counsel. Such expenses incurred by the agent will be payable by the Corporation whether the offering is completed or not. As at May 31, 2023, the closing date of the IPO has not been determined.

15. SUBSEQUENT EVENT

On July 12, 2023, the Corporation issued 100,000 common shares at a price of \$0.05 for proceeds of \$5,000 to a related party.

CERTIFICATE OF THE CORPORATION

Dated: August 9, 2023

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

(signed) "*Kobina C.T. Smutylo*"

Kobina C.T. Smutylo
Director, President & CEO

(signed) "*Mark S. Kowalski*"

Mark S. Kowalski
Director and CFO

ON BEHALF OF THE BOARD

(signed) "*GuyLaine Charles*"

GuyLaine Charles
Director

(signed) "*Daniel Nahon*"

Daniel Nahon
Director

(signed) "*Sebastien Charles*"

Sebastien Charles
Director

(signed) "*Heather E. Sim*"

Heather E. Sim
Director

(signed) "*Sabino R. Di Paola*"

Sabino R. Di Paola
Director

CERTIFICATE OF THE PROMOTER

Dated: August 9, 2023

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

(signed) "*Kobina C.T. Smutylo*"

Kobina C.T. Smutylo

CERTIFICATE OF THE AGENT

Dated: August 9, 2023

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

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HAYWOOD SECURITIES INC.

per: (signed) "*Sean MacGillis*"

Name: Sean MacGillis

Position: Managing Director, Investment Banking