

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

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

PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING

DATED: June 18, 2018

CRYSTAL BRIDGE ENTERPRISES INC. (a capital pool company)

Offering: \$200,000
2,000,000 Common Shares
Price: \$0.10 per Common Share

Crystal Bridge Enterprises Inc. (the "**Corporation**") hereby offers through its agent (the "**Agent**"), Haywood Securities Inc., 2,000,000 common shares ("**Common Shares**") in the capital of the Corporation for sale to the public at a price of \$0.10 per Common Share for gross proceeds of \$200,000. The Corporation is a Capital Pool Company ("**CPC**"). The purpose of this offering (the "**Offering**") is to provide 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 hereinafter defined. See "Glossary" for the definitions of capitalized terms herein. Any proposed Qualifying Transaction must be approved by the TSX Venture Exchange Inc. and in the case of a Non Arm's Length Qualifying Transaction must also receive Majority of the Minority Approval, in accordance with the CPC Policy. It has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, 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".

Distribution

	Common Shares	Price to Public	Agent's Commission (1)	Proceeds to Corporation (2)
Per Common Share	1	\$0.10	\$0.008	\$0.092
Offering	2,000,000	\$200,000	\$16,000	\$184,000

Notes:

- (1) A cash commission of 8% of the gross proceeds of the Offering will be paid to the Agent. In addition the Agent and its sub-agents, if any, will be granted Agent's Options to purchase 160,000 Common Shares equal to 8% of the aggregate number of Common Shares expected to be sold pursuant to the Offering, at a price of \$0.10 per Common Share, for a period of 24 months from the date of listing of the Common Shares on the Exchange, which Agent's Options are qualified for distribution under the Prospectus. The Agent will also be paid a corporate finance fee of \$10,000 (plus taxes). The Agent will be reimbursed by the Corporation the non-accountable sum of \$10,000 for its legal fees and expenses, of which none has been advanced. See "Plan of Distribution – Agency Agreement and Agent's Compensation".
- (2) Before deducting the additional costs of this issue estimated at \$129,000, which includes legal and audit fees and other expenses of the Corporation, the Agent's corporate finance fee, the Agent's legal fees and disbursements and the listing fees payable to the Exchange. See "Use of Proceeds".

- (3) A total of 2,000,000 Common Shares are offered under this Prospectus not including the Common Shares to be issued pursuant to the Private Placement (as hereinafter defined), the Agent's Options and Stock Options to be granted to directors, officers and consultants of the Corporation and the Common Shares issuable upon exercise of the Agent's Options and Stock Options which are also qualified for distribution under this Prospectus. See "Plan of Distribution".
- (4) The Corporation also intends to grant, effective as of the Listing Date, Incentive Stock Options to purchase 1,050,000 Common Shares, at a price of \$0.10 per Common Share exercisable for a period of five years, to the Corporation's directors and officers in accordance with the policies of the Exchange, which options are also qualified for distribution under this Prospectus. See "Plan of Distribution", "Description of Securities Distributed" and "Options to Purchase Securities".

This Offering is made on a commercially reasonable efforts basis by the Agent and is subject to completion of the aggregate subscription of 2,000,000 Common Shares for total gross proceeds to the Corporation of \$200,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent subject to Exchange requirements. All funds received from subscriptions for Common Shares will be held by the Agent pursuant to the terms of the Agency Agreement between the Corporation and the Agent. If the Offering is not fully subscribed within 90 days of the issuance of a receipt for the final Prospectus or such other time as may be consented to by the Agent and the persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction, unless the subscribers have otherwise instructed the Agent. See "Plan of Distribution".

In addition to the Offering, the Corporation will enter into subscription agreements on or prior to the closing of the Offering pursuant to which subscribers, which may include certain of the officers and directors of the Corporation, will agree to purchase, on a private placement basis, an aggregate of 6,350,000 Common Shares at a price of \$0.10 per Common Share for gross proceeds of \$635,000 concurrent with the closing of the Offering (the "Private Placement"). Closing of the Offering is not conditional upon the closing of the Private Placement. The Private Placement will be undertaken in two separate parts:

1. A brokered private placement of 3,000,000 common shares for gross proceeds of \$300,000 (the "Brokered Private Placement"); and
2. A non brokered private placement of 3,350,000 common shares for gross proceeds of \$335,000 (the "Non Brokered Private Placement")

No commission will be paid on the Non Brokered Private Placement. With respect to the Brokered Private Placement a cash commission of 8% of the gross proceeds of the Brokered Private Placement will be paid to the Agent. In addition the Agent and its sub-agents, if any, will be granted Agent's Options to purchase Common Shares equal to 8% of the aggregate number of Common Shares expected to be sold pursuant to the Brokered Private Placement at a price of \$0.10 per Common Share, for a period of 24 months from the date of listing of the Common Shares on the Exchange.

Other than the foregoing, no other fees will be paid to the Agent in connection with the Private Placement. The terms and conditions of the Private Placement will be set out in the subscription agreements.

The anticipated proceeds from the Offering and the Private Placement (before payment of the expenses of the Offering and the Private Placement, and the Agent's Commission) will be \$835,000.

Market for Securities

Other than the initial distributions of the Common Shares pursuant to this Prospectus, the grant of the Agent's Options and the Incentive 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 each of the applicable securities commissions and the time the Common Shares are listed for trading on the Exchange except, subject to prior acceptance of the Exchange, where appropriate registration and Prospectus exemptions are available under securities legislation or where the applicable securities regulatory authority grants a discretionary order.

There is no market through which the Common Shares offered by this Prospectus may be sold and purchasers may not be able to resell the Common Shares purchased under this Prospectus. 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.

Summary of Risk Factors

Investment in the Common Shares offered by this Prospectus is highly speculative due to the nature of the Corporation's business and its present stage of development. This Offering is suitable only to those investors who are willing to rely solely on the management of the Corporation and who are prepared to risk the loss of their entire investment. See a full discussion of "Risk Factors" below.

Upon completion of this Offering, purchasers will suffer an immediate dilution (based on the gross proceeds from this and prior share issuances without deduction of selling and related expenses) of \$0.086 or 8.6% per Common Share based on the gross proceeds of the Offering, before deduction of selling commissions or related expenses of the Offering. See "Dilution".

The Corporation was only recently incorporated and does not currently own any assets other than cash. The business objective of the Corporation is to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction that requires Exchange approval and in the case of Non Arm's Length Qualifying Transaction, Majority of the Minority Approval of the Corporation's shareholders. The Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions. Accordingly, there can be no assurance that the Corporation will successfully complete any Qualifying Transaction. The Corporation may find that even if the terms of a potential acquisition are economic, the Corporation may not be able to finance such acquisition. Where the investment or acquisition is financed by the issuance of Common Shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer significant dilution to their investment.

Investors must rely solely on the expertise of the Corporation's management for any possible return on their investment. The directors and officers of the Corporation will only devote a portion of their time to the affairs of the Corporation and there are potential conflicts of interest to which some of the directors and officers of the Corporation will be subject in connection with the opportunities available to, and the activities of, the Corporation.

The Exchange may suspend from trading or delist the Common Shares where the Corporation has failed to complete a Qualifying Transaction within 24 months from the date of listing. Neither the Exchange nor any securities regulatory authority passes upon the merits of a proposed Qualifying Transaction.

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.

Since the Corporation has not placed any geographical restrictions on the location of a Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada and, as such, investors should be aware that it may be difficult or may not be possible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and that it may not be possible to enforce against such Persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

The Corporation will be in competition with other corporations with greater resources. The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. See "Capitalization", "Business of the Corporation", "Directors, Officers and Promoters", "Use of Proceeds", "Conflicts of Interest" and "Risk Factors".

Maximum Investment

This Offering is subject to the CPC Policy and the securities laws of the Provinces of British Columbia, Ontario and Alberta. Pursuant to the CPC Policy, no purchaser of the Common Shares is permitted to

directly or indirectly purchase more than 2% of the total Common Shares offered under this Prospectus or 40,000 Common Shares. In addition, 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% of the total number of Common Shares offered under this Prospectus or 80,000 Common Shares. Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that share certificates for the Common Shares evidencing the Common Shares in definitive form will be available for delivery on the Closing Date unless the Agent elects for delivery in electronic book entry form through CDS Clearing and Depository Services Inc. ("CDS") or its nominee. If delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

Haywood Securities Inc., as Agent, conditionally offers these Common Shares, on a commercially reasonable efforts basis, if, as and when subscriptions are accepted by the Corporation, subject to prior sale, in accordance with the terms and conditions of the Agency Agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters by Cawkell Brodie LLP, Solicitors, Vancouver, British Columbia on behalf of the Corporation and, on behalf of the Agent, by DuMoulin Black LLP Solicitors Vancouver, British Columbia.

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

Haywood Securities Inc.
200 Burrard Street, Suite 700
Vancouver, BC V6C 3L6
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CRYSTAL BRIDGE ENTERPRISES INC.

439 Helmcken St
Vancouver, B.C. V6C 3L6

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GLOSSARY

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

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

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

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

A Company is "controlled" by a Person if:

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

A Person beneficially owns securities that are beneficially owned by:

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

"Agency Agreement" means the agency agreement dated as of •, 2018 between the Corporation and the Agent.

"Agent" means Haywood Securities Inc.

"Agent's Options" means the warrants issued by the Corporation to the Agent on completion of the Offering wherein the Agent will have the right to purchase 8% of the number of Common Shares sold pursuant to the Offering exercisable at the Offering Price, expiring 2 years from the Listing Date. For details see "Options to Purchase Securities".

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

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

- (a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction;
- (b) identifies the parties to the Qualifying Transaction;
- (c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and
- (d) identifies the conditions to any further formal agreements 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 relationships in the application of Rule D with respect to that Member firm, Member corporation or holding Company.

"**Closing**" means the satisfaction of all conditions, and the completion of all steps and documents as required or contracted in order to effect the completion of the Offering.

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

"**Common Shares**" or "**Shares**" means common shares in the capital of the Corporation.

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

"**Completion of the Qualifying Transaction**" means the date the Final Exchange Bulletin is issued by the Exchange.

"**Control Person**" means any Person or Company that holds or is one of a combination of Persons or companies 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 Crystal Bridge Enterprise Inc., a corporation incorporated under the laws of the Province of British Columbia, Canada.

"**CPC**" means a corporation:

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

"**CPC Policy**" means Policy 2.4 of the Corporate Finance Manual of the Exchange, as may be amended from time to time.

"Discounted Market Price" means the Market Price less the following maximum discounts based on closing price (and subject, notwithstanding the application of any such maximum discount, to a minimum price per share, in the case of the Corporation while it is a CPC, of \$0.10):

<u>Closing Price</u>	<u>Discount</u>
up to \$0.50	25%
\$0.51 to \$2.00	20%
Above \$2.00	15%

"Escrow Agent" means Computershare Investor Services Inc., Vancouver, BC.

"Escrow Agreement" means the escrow agreement among the Corporation, the Escrow Agent and the principal shareholders of the Corporation that will be effective on the Closing Date.

"Exchange" or the **"TSX-V"** means the TSX Venture Exchange Inc.

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

"Final Receipt" means written confirmation of acceptance for filing of this Prospectus received from each of the British Columbia Securities Commission, the Ontario Securities Commission and the Alberta Securities Commission.

"Initial Public Offering" or **"IPO"** means a transaction that involves an issuer issuing securities from its treasury pursuant to its first prospectus that has received a Final Receipt from the applicable regulatory authorities.

"Incentive Stock Options" means stock options to be issued to directors, officers and consultants of the Corporation pursuant to the terms of section 7 of the CPC Policy exercisable at prices and within time frames consistent with the terms of the CPC Policy and regulatory requirements.

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

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

"Listing Date" means the date that the Common shares of the Corporation are listed, posted and trading on the Exchange following Closing of the Offering.

"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 at a properly constituted meeting of the common shareholders of the CPC, 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 Common 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.

"Market Price" means the last closing price of the Corporation's Common Shares on the Exchange before prescribed notice of an issuance of securities by the Corporation subject to certain exceptions as set out in the Policies of the Exchange.

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

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

"NEX" means the market on which former Exchange issuers that do not meet Exchange tier maintenance requirements for Tier 2 issuers may continue to trade.

"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 of Common Shares in accordance with the terms of this Prospectus.

"Person" means a Company or individual.

"Policy" means a policy issued by the Exchange.

"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 date of the IPO Prospectus or 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.

"Pro Group" means:

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

"Promoter" has the meaning prescribed in section 1(1) of the *Securities Act (British Columbia)* and in the context of a CPC generally means a person who takes the initiative in founding, or organizing the business of the CPC.

"Prospectus" means this disclosure document of the Corporation required to be prepared in connection with a public offering of Common Shares, which document complies with the form and content requirements of a prospectus as promulgated under applicable securities laws.

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

"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 initial listing requirements of the Exchange.

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

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

"**TSX**" means the Toronto Stock Exchange.

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

SUMMARY OF PROSPECTUS

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

Business of the Corporation

The principal business of the Corporation will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. Until the completion of a Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses in connection with a potential Qualifying Transaction. The Corporation has not commenced commercial operations and has no assets other than a minimal amount of cash. See "Business of the Corporation".

Offering

A total of 2,000,000 Common Shares are being offered under this Prospectus at a price of \$0.10 per Common Share for gross proceeds of \$200,000. This Offering is being made on a commercially reasonable efforts basis by the Agent.

In addition, effective on Closing Date, the Agent and its sub-agents, if any, will be granted 160,000 Agent's Options which will allow the Agent to purchase 160,000 Common Shares of the Corporation which is equal to 8% of the aggregate number of Common Shares sold pursuant to the Offering, at a price of \$0.10 per Common Share, exercisable for a period of 24 months from the Listing Date, which Agent's Options are qualified for distribution under this Prospectus.

The Corporation also intends to grant, subsequent to the closing of the Offering, Incentive Stock Options to its directors and officers to purchase in aggregate 1,050,000 Common Shares, which Stock Options will be exercisable at \$0.10 per Common Share for a period of five years from the Closing Date and such Incentive Stock Options are qualified for distribution under this Prospectus. See "Plan of Distribution".

Private Placement

In addition to the Offering, the Corporation will enter into subscription agreements on or prior to the closing of the Offering pursuant to which subscribers, which may include certain of the officers and directors of the Corporation, will agree to purchase, on a private placement basis, an aggregate of up to 6,350,000 Common Shares at a price of \$0.10 per Common Share for gross proceeds of up to \$635,000 concurrent with the closing of the Offering (the 'Private Placement'). Closing of the Offering is not conditional upon the closing of the Private Placement. The Private Placement will be undertaken in two separate parts:

1. A brokered private placement of 3,000,000 common shares for gross proceeds of \$300,000 (the "Brokered Private Placement"); and
2. A non brokered private placement of 3,350,000 common shares for gross proceeds of \$335,000 (the "Non Brokered Private Placement")

No commission will be paid on the Non Brokered portion of the Private Placement. With respect to the Brokered Private Placement a cash commission of 8% of the gross proceeds of the Brokered Private Placement will be paid to the Agent. In addition the Agent and its sub-agents, if any, will be granted Agent's Options to purchase Common Shares equal to 8% of the aggregate number of Common Shares sold pursuant to the Brokered Private Placement at a price of \$0.10 per Common Share, for a period of 24 months from the date of listing of the Common Shares on the Exchange.

Other than the foregoing no other fee will be paid to the Agent in connection with the Private Placement. The terms and conditions of the Private Placement will be set out in the subscription agreements.

Dilution

Purchasers of Common Shares under this Prospectus will suffer an immediate dilution of approximately 8.6% or \$0.086 per Common Share on the basis of there being 11,510,000 Common Shares of the Corporation issued and outstanding following completion of the Offering and the Private Placements. Dilution has been computed on the basis of total gross proceeds to be raised by this Prospectus and from sales of securities prior to filing this Prospectus, without deduction of commissions or related expenses incurred by the Corporation.

Use of Proceeds

The net proceeds to the Corporation of the Offering after deduction of the Agent's cash commission, but before deduction of the expenses of the Offering, the Agent's corporate finance fee and the expenses of the Agent, will be \$184,000. The net proceeds of the Private Placement after deduction of the Agent's cash commission assuming it is fully subscribed will be \$611,000. The net proceeds of this Offering and the Private Placement together with the gross proceeds from the sale of Common Shares of the Corporation prior to the Offering in the amount of \$158,000 totaling \$953,000 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. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or \$210,000 may be used for purposes other than evaluating businesses or assets. See "Use of Proceeds". Until completion of the Qualifying Transaction, neither the Corporation nor any party on behalf of the Corporation will engage the services of any person to provide investor relation activities or market making services.

Directors and Officers

The directors and officers of the Corporation - and the positions held by them - are as follows. See "Directors, Officers and Promoters".

Rajeev 'Rob' Bakshi	Director, Chief Executive Officer and President
Kenneth A. Cawkell	Director and Secretary
Taylor Thoen	Director
Kenneth Hallat	Director
Mark Kohler	Director
Pritpal Singh	Chief Financial Officer

Escrow

All of the currently issued and outstanding Common Shares of the Corporation, being 3,160,000 Common Shares, will be deposited in escrow pursuant to the terms of the Escrow Agreement and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. See "Escrowed Securities".

Risk Factors

There is currently no established market for the Common Shares. Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development.

The Corporation was only recently incorporated and has no active business or assets other than cash. It does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction.

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

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

An acquisition financed by the issuance of Common Shares from treasury could result in a change of control of the Corporation and may cause the shareholder's interest in the Corporation to be further diluted. There can be no assurance that an active and liquid market for the Corporation's Common Shares will develop and an investor may find it difficult to resell the Common Shares.

Until Completion of 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.

See "Risk Factors" below for more detailed information on the risks of an investment in the Corporation's Common Shares.

CORPORATE STRUCTURE

Name and Incorporation

The full name of the Corporation is "**Crystal Bridge Enterprises Inc.**"

The registered office and head office of the Corporation are located at 439 Helmcken St Vancouver B.C. V6B 2E6

The Corporation was incorporated pursuant to the provisions of the *Business Corporations Act of British Columbia* on November 15, 2017 under the name "Crystal Bridge Enterprises Inc." with authorized capital of an unlimited number of Common Shares without par value and an of an unlimited number of Preferred Shares without par value. The Corporation has no subsidiaries.

BUSINESS OF THE CORPORATION

Preliminary Expenses

To date the Corporation has raised \$158,000 through the sale of 3,160,000 Common Shares (see "Prior Sales" and "Capitalization"). As of the date hereof, the Corporation has paid aggregate expenses of \$15,825.00 with respect to Exchange listing fees, accounting and insurance. Additionally, proceeds from the Offering may be used to satisfy the obligations of the Corporation related to this Offering, including the expenses of its auditors, legal counsel. See "Use of Proceeds" for total estimated expenses to completion of the Offering.

Proposed Operations until Completion of a Qualifying Transaction

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. The Corporation has not conducted any commercial operations. The Corporation currently intends to pursue a Qualifying Transaction in the technology industry but there is no assurance that this will, in fact, be the business sector of a proposed Qualifying Transaction or of the Corporation following Completion of the Qualifying Transaction.

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

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

Method of Financing

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

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

The 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, among other things, the (a) projected rate of return; (b) risk of loss; (c) prospects for growth; (d) skill of the management team; and (e) basic financing considerations, including the costs of the acquisition and the prospect of obtaining debt or equity financing to complete the acquisition.

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

Upon the Corporation reaching an Agreement in Principle, 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 either an information circular that complies with applicable corporate and securities laws or a filing statement that complies with Exchange requirements. An information circular must be submitted where there is a Non Arm's Length Qualifying Transaction. A filing statement must be submitted the Qualifying Transaction is not a Non Arm's Length Qualifying Transaction. The information circular or filing statement, as applicable, must contain Prospectus level disclosure of the Target Company and the Corporation, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Form 3B1 or Form 3B2. Upon acceptance by the Exchange, the Corporation must then either:

- (a) file the filing statement on SEDAR at least seven business days prior to closing of the Qualifying Transaction, and issue a news release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the filing statement is available on SEDAR, or
- (b) mail the information circular and related proxy material to its shareholders in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval, at a meeting of shareholders.

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

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

Upon issuance of the Final Exchange Bulletin, the CPC Policy will generally cease to apply, with the exception of the escrow provisions of the CPC Policy and the restrictions in the CPC Policy precluding the Corporation from completing a reverse take-over for a period of one year from the Completion of the Qualifying Transaction.

Potential Qualifying Transaction

The Corporation has not, as of the date hereof, entered into negotiations respecting a potential Qualifying Transaction.

Initial Listing Requirements

The Resulting Issuer must satisfy the Exchange's initial listing requirements for the particular industry sector in either Tier 1 or Tier 2 as prescribed under Policy 2.1 and the related 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 an Agreement in Principle until all filing requirements of the Exchange have been satisfied, which includes the submission of a Sponsorship Acknowledgment Form, where the Qualifying Transaction is subject to sponsorship. In addition, personal information forms 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.

The Exchange may also impose a trading halt 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 Agreement in Principle 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.

The Exchange may suspend from trading or delist the Common Shares of the Corporation where the Exchange has not issued a Final Exchange Bulletin to the CPC within 24 months of the date of listing. 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 issuer or its remaining assets in some other manner. See "Filings and Shareholder Approval of a Non Arm's Length Qualifying Transaction".

Refusal of Qualifying Transaction

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

- (a) the Resulting Issuer fails to satisfy the applicable initial listing requirements of the Exchange;
- (b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by
 - (i) a member firm of the Exchange;
 - (ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such member firm; and
 - (iii) associates of any such Person,

- collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;
- (c) the Resulting Issuer will be a financial institution, finance company, finance issuer or mutual fund, as defined in the securities legislation;
 - (d) the majority of the directors and senior officers of the Resulting Issuer are not residents of Canada or the United States or are individuals who have not demonstrated positive association as directors or officers with public companies that are subject to a regulatory regime comparable to the companies listed on a Canadian exchange; or
 - (e) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Proceeds and Principal Purposes

The proceeds from the sale of Common Shares and the principal uses of such proceeds by the Corporation are as follows:

- (a) gross proceeds of \$158,000 from the sale of 3,160,000 Common Shares at \$0.05 per Common Share prior to the date of this Prospectus;
- (b) gross proceeds of \$200,000 to be received by the Corporation from the sale of 2,000,000 Common Shares to be distributed under this Prospectus pursuant to the Offering;
- (c) gross proceeds of \$635,000 to be received by the Corporation from the sale of 6,350,000 Common Shares to be distributed pursuant to the Private Placement assuming it is fully subscribed;
- (d) approximate expenses and costs of \$133,000 incurred to date and expected to be incurred in connection with the Offering. Such expenses include the Agent's IPO commission, the Agent's corporate finance fees, regulatory fees, legal fees, audit fees, transfer agent fees, SEDAR fees, and general expenses; and
- (e) assuming the maximum proceeds are raised, the estimated funds, net of expenses and costs, to be available to the Corporation are approximately \$860,000.

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:

PROCEEDS AND EXPENSES	AMOUNT
Gross cash proceeds raised prior to this Offering ⁽¹⁾	\$158,000
Gross cash proceeds to be raised pursuant to this Offering ⁽²⁾	\$200,000
Gross cash proceeds to be raised pursuant to the Private Placement (assuming fully subscribed)	\$635,000
Estimated expenses and costs relating to raising the seed share proceeds	\$4,000
Estimated expenses and costs relating to this Offering and Private Placement ⁽³⁾	\$129,000
Estimated funds available on completion of the Offering and Private Placement	\$860,000
Estimated general and administrative expenses until Completion of the Qualifying Transaction ⁽⁴⁾	\$144,000
Estimated Funds available for identifying and evaluating assets or business prospects ⁽⁵⁾	\$716,000

Notes:

- (1) See "Prior Sales".
- (2) In the event the Agent exercises the Agent's Options, with respect to the offering and the Private Placement or the directors or officers exercise their options, there will be available to the Corporation a maximum of an additional \$90,000 which will be added to the working capital of the Corporation. There is no assurance that any of the warrants or options will be exercised.
- (3) Includes listing fees, Agent's commission, Agent's corporate finance fee, legal fees, audit fees and expenses.
- (4) Such expenses cover the maximum 24 month period that the Corporation has to complete a Qualifying Transaction, and

includes estimated professional fees, office overhead, filing fees and due diligence expenses (estimated at \$72,000 per year).

- (5) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire amount available for 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 of this Offering and the Private Placement 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, the Private Placement 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 "Restrictions on Use of Proceeds", "Private Placements for Cash" and "Prohibited Payments to Non Arm's Length Parties", the gross proceeds realized from the sale of all securities issued by the Corporation will be used by the Corporation only to identify and evaluate businesses or assets and obtain shareholder approval for a proposed Qualifying Transaction.

The proceeds may be used for expenses incurred for the preparation of:

- (i) valuations or appraisals;
- (ii) business plans;
- (iii) feasibility studies and technical assessments;
- (iv) sponsorship reports;
- (v) engineering or geological reports;
- (vi) financial statements, including audited financial statements;
- (vii) fees for legal and accounting services; and
- (viii) Agent's fees, costs and commissions,

relating to the identification and evaluation of assets or business and in the case of a Non Arm's Length Qualifying Transaction, the obtaining of shareholder approval for the Corporation's proposed Qualifying Transaction.

In addition, with the prior acceptance of the Exchange, up to an aggregate of \$225,000 may be advanced as a refundable deposit or secured loan by the Corporation to a Vendor or Target Company, as the case may be, for a proposed arm's length Qualifying Transaction that has been publicly announced at least 15 days prior to the date of such advance, due diligence with respect to the Qualifying Transaction is well underway and either a Sponsor has been engaged or sponsorship has been waived. A maximum aggregate amount of \$25,000 may also be advanced as a non-refundable deposit, unsecured deposit or advance to a Vendor or Target Company, as the case may be, to preserve assets without the prior acceptance of the Exchange.

Restrictions on Use of Proceeds

Until Completion of a Qualifying Transaction, not more than the lesser of 30% of the gross proceeds from the sale of all securities issued by the Corporation or \$210,000, will be used for purposes other than those described above. For greater certainty, expenditures which are not included as "Permitted Use of Funds" include:

- (a) listing and filing fees (including SEDAR fees);

- (b) other costs for the issuance of securities (including legal, accounting and audit expenses) relating to the preparation and filing of this Prospectus; and
- (c) administrative and general expenses of the Corporation, including:
 - (i) office supplies, office rent and related utilities;
 - (ii) printing costs (including the printing of this Prospectus and share certificates);
 - (iii) equipment leases; and
 - (iv) fees for legal advice and audit expenses, other than those described above under "Permitted Use of Funds".

Until Completion of a Qualifying Transaction, no proceeds will be used to acquire or lease a vehicle.

Private Placements for Cash

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the Exchange generally will not accept a private placement by the Corporation where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed \$5,000,000. The only securities issuable pursuant to such a private placement will be Common Shares. 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 in "Options to Purchase Securities" and "Restrictions on Use of Proceeds" the Corporation has not made, and until the Completion of the Qualifying Transaction will not make, any payment of any kind, directly or indirectly, to a Non Arm's Length Party to the Corporation or 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 or directors' fees, finders' fees, loans, advances and bonuses, and
- (b) deposits and similar payments.

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

Notwithstanding the above, the Corporation may reimburse a Non Arm's Length Party to the Corporation for reasonable expenses for office supplies, office rent and related utilities, equipment leases (excluding vehicle leases), and legal services (provided that neither the lawyer providing the legal services nor any member of a law firm of lawyers providing the services is a promoter of the Corporation or in the case of a law firm of lawyers (which does not include a sole practitioner), no member of the firm owns greater than 10% of the outstanding Common Shares of the Corporation), 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 payment to Non Arm's Length Parties and persons engaged in investor relations activities continue to apply until the Completion of the Qualifying Transaction.

PLAN OF DISTRIBUTION

Agency Agreement and Agent's Compensation

Pursuant to the Agency Agreement dated as of •, 2018 between the Corporation and the Agent, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts basis to the public of 2,000,000 Common Shares as provided in this Prospectus, at a price of \$0.10 per Common Share, for gross proceeds of \$200,000, subject to the terms and conditions contained in the Agency Agreement. The Agent will receive a commission of 8% of the aggregate gross proceeds of the Offering. In addition, the Corporation will pay to the Agent a corporate finance fee of \$10,000 plus applicable taxes and will reimburse the Agent for its reasonable legal fees and expenses.

The Corporation has also agreed to grant the Agent's Options to the Agent which constitute nontransferable options to purchase the equivalent of 8% of the aggregate number of Common Shares sold pursuant to the Offering, being 160,000 Common Shares, at a price of \$0.10 per Common Share which Agent's Options may be exercised for a period of 24 months from the Listing Date. The Agent's Options are qualified for distribution under this Prospectus. Not more than 50% of the Common Shares received on the exercise of the Agent's Options may be sold by the Agent prior to the Completion of the Qualifying Transaction. The remaining 50% may be sold after the Completion of the Qualifying Transaction. The Agent has agreed to use its commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets and may also be terminated on the occurrence of certain events as provided in the Agency Agreement.

Commercially Reasonable Efforts Offering

The total Offering consists of 2,000,000 Common Shares for gross proceeds of \$200,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% of the Offering, being 40,000 Common Shares. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is 4% of the Offering, being 80,000 Common Shares. The funds received from the Offering will be held by the Agent and will not be released until \$200,000 has been received by the Agent. Minimum subscriptions of 2,000,000 Common Shares for \$200,000 must be raised within 90 days from the date of the receipt for the final prospectus, or such other time as may be consented to by persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities To Be Distributed

Stock Options

The Corporation also proposes to grant Incentive Stock Options to the directors and officers of the Corporation to purchase 1,050,000 Common Shares of the Corporation as at the Listing Date in accordance with the policies of the Exchange, which options and the Common Shares to be issued upon the due exercise thereof, are qualified for distribution under this Prospectus. The options are expected to be granted on the Listing Date and will be exercisable at \$0.10 per Common Share for five years from the Listing Date.

Private Placement

The Corporation will also complete the Private Placement, issuing an aggregate of up to 6,350,000 Common Shares at a price of \$0.10 per Common Shares for gross proceeds of up to \$635,000.

Determination of Price

The offering price per Common Share was determined by negotiation between the Corporation and the Agent.

Listing Application

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

Subscriptions by 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 as of the date of this Prospectus.

The aggregate number of Common Shares permitted to be owned directly or indirectly by such participants is 20% of the issued and outstanding Common Shares of the Corporation exclusive of Common Shares reserved for issuance at a future date.

Restrictions on Trading

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

DESCRIPTION OF THE SECURITIES DISTRIBUTED

The Corporation is authorized to issue an unlimited number of Common Shares without par value and an unlimited number of Preference Shares without par value, of which 3,160,000 Common Shares are issued and outstanding as fully paid and non-assessable in the capital of the Corporation as at the date hereof. There are no other classes of shares in the capital of the Corporation.

The Corporation, through the Agent, proposes to distribute 2,000,000 Common Shares pursuant to this Prospectus. The holders of Common Shares are entitled to one vote per Common Share at meetings of the shareholders of the Corporation, are entitled to dividends, if, as and when declared by the Board of Directors, and, upon liquidation, to share equally in such assets of the Corporation as are distributable to the holders of Common Shares. All Common Shares to be outstanding after completion of this Offering will be fully paid and non-assessable.

Up to 400,000 Common Shares will be reserved for issuance pursuant to the Agent's Options (160,000 with respect to the Offering and up to 240,000 with respect to the Private Placement) and 1,050,000 Common Shares are expected to be reserved pursuant to Incentive Stock Options to be granted to the directors and officers of the Corporation. See "Plan of Distribution" and "Options to Purchase Securities". See also "Escrowed Securities".

CAPITALIZATION

The following table sets out the capitalization of the Corporation as at the date hereof before and after giving effect to the Offering:

Designation of Securities	Amount authorized	Amount outstanding as of the date of the most recent balance sheet contained in the Prospectus (1)	Amount outstanding as of a date within 30 days of the Prospectus	Amount to be outstanding upon completion of Offering and the Private Placement
Common Shares	Unlimited	3,160,000	11,510,000	11,510,000
Preferred Shares	Unlimited	0	0	0

Notes:

- (1) As at the date of the Corporation's most recent balance sheet (March 31, 2018), the Corporation had not commenced commercial operations.
- (2) The above figures do not include Common Shares reserved for issuance upon the exercise of the Agent's Options or the Incentive Stock Options - Up to 400,000 Common Shares will be reserved for issuance pursuant to the Agent's Options, and 1,050,000 Common Shares are expected to be reserved for issuance pursuant to Incentive Stock Options.
- (3) The proceeds from the sale of the Offering and the Private Placement (assuming the placement is fully subscribed will be \$835,000 before deducting the Agent's commission, corporate finance fee and expenses and the fees, expenses and other costs of the Offering estimated at \$129,000.

OPTIONS TO PURCHASE SECURITIES

Agent's Options

As of the date hereof, the Corporation has agreed to grant the Agent's Options to the Agent to purchase the equivalent of 8% of the aggregate number of Common Shares sold pursuant to the Offering and the Brokered Private Placement, as follows:

Warrant Holder	Number of Agents Warrants Each Carrying the Right to Purchase One Common Share	Exercise Price	Expiry Date
Haywood Securities Inc. Offering	160,000	\$0.10 per Common Share	24 months after the Listing Date
Haywood Securities Inc. Private Placement ⁽¹⁾	240,000	\$0.10 per Common Share	24 months after the Listing Date

Note

- (1) Other Agents may participate in the Brokered Private Placement and this number of options assumes that it is fully subscribed.

Incentive Stock Options

As of the date hereof, the Corporation proposes to grant Incentive Stock Options to the directors and officers of the Corporation on the Listing Date, as follows:

Optionee	Number of Common Shares Optioned (1)	Exercise Price	Expiry Date (1)
Rob Bakshi	450,000	\$0.10	5 years after the Listing Date
Kenneth A. Cawkell	100,000	\$0.10	5 years after the Listing Date
Taylor Thoen	100,000	\$0.10	5 years after the Listing Date
Kenneth Hallat	100,000	\$0.10	5 years after the Listing Date
Mark Kohler	100,000	\$0.10	5 years after the Listing Date
Pritpal Singh	200,000	\$0.10	5 years after the Listing Date

Notes:

- (1) The Incentive Stock Options to purchase 1,050,000 Common Shares which the Corporation proposes to grant to the directors and officers of the Corporation upon the Listing Date are qualified for distribution pursuant to the Prospectus.

The Corporation has adopted the stock option granting, pricing, exercise and other requirements of the Exchange as largely contained in section 7 of the CPC Policy. When the Incentive Stock Options are granted they will be granted pursuant to such terms. See "Stock Option Terms" below.

Stock Option Terms

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 issued and outstanding Common Shares of the Corporation at the time of the grant, exercisable for a period of up to 10 years. The exercise price of options to purchase Common Shares will not be less than Market Price. 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 and the number of Common Shares reserved for issuance to all consultants will not exceed two percent (2%) of the issued and outstanding Common Shares. Subject to the expiry date of the options held, where an optionee ceases to be a director, officer, or consultant, the period in which options held by such an optionee may be exercised is the greater 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 consulting arrangement was by reason of death, the options may be exercised within 12 months after such death, subject to the expiry date of the options which, in the discretion of the Board of Directors, , can be extended to 12 months. Any Common Shares acquired pursuant to the exercise of 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. See "Escrowed Securities".

The Corporation expects to adopt a rolling 10% stock option plan consistent with Policy 4.4 of the Exchange effective on the Listing Date.

DIVIDEND POLICY

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

PRIOR SALES

Since the date of incorporation of the Corporation, 3,160,000 Common Shares have been allotted and issued as follows:

Date	Number of Common Shares (1)	Issue Price per Common Share	Aggregate Issue Price	Consideration Received
February 15, 2018	3,160,000	\$0.05	\$0.05	\$158,000 Cash

Notes:

(1) All above Common Shares are escrowed. See "Escrowed Securities".

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All 3,160,000 Common Shares issued prior to this Offering at a price below \$0.10 per Common Share (see "Prior Sales"), all Common Shares that may be acquired by Non Arm's Length Parties of the Corporation either under the Offering, the Private Placement or otherwise from treasury prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Pro Group prior to this Offering will be deposited with the Escrow Agent under the Escrow Agreement.

All Common Shares acquired on exercise of Incentive Stock Options prior to the Completion of a 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 of the Corporation acquired in the secondary market prior to the Completion of a Qualifying Transaction by any Person or Company who is or becomes a Control Person are required to be deposited in escrow. Subject to certain exemptions 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 at the date hereof, the number of Common Shares of the Corporation which are held in escrow.

Name and Municipality of Residence of Shareholder	Common Shares Owned	Number of Common Shares held in escrow	Percentage of Common Shares <u>prior to giving effect to the Offering and Private Placement</u>	Percentage of Common Shares <u>after giving effect to the Offering and Private Placement</u> (1)
Rob Bakshi (2) Surrey, BC	500,000	500,000	15.82	4.34
Kenneth A. Cawkell New Westminster, BC	280,000	280,000	8.86	2.43
Taylor Thoen Langley, BC	280,000	280,000	8.86	2.43
Kenneth Hallat (3) Vancouver, BC	280,000	280,000	8.86	2.43
Mark Kohler Toronto, ON	280,000	280,000	8.86	2.43
Pritpal Singh Oakville, ON	400,000	400,000	12.66	3.48
Pardeep Sangha Surrey, BC	300,000	300,000	9.49	2.61
Hamed Shahbazi (4) Vancouver, BC	140,000	140,000	4.43	1.22
Jason Donville Toronto, ON	140,000	140,000	4.43	1.22
Tim Howley New Westminster, BC	140,000	140,000	4.43	1.22
Terry Holland (5) Vancouver, BC	140,000	140,000	4.43	1.22
Michael Stiener (6) Vancouver, BC	140,000	140,000	4.43	1.22
Paul Cosulich (7) West Vancouver, BC	140,000	140,000	4.43	1.22
TOTAL	3,160,000	3,160,000	100.00%	27.45%

Notes:

- (1) The percentages in this column are calculated on an undiluted basis and, as a consequence, does not include the exercise of any proposed stock options, or any Common Shares acquired pursuant to the Offering or the Private Placement, and assume that the Private Placement is fully subscribed. See "Options to Purchase Securities".
- (2) Held through VNR Investment Group Ltd., a private company controlled or beneficially owned by Mr. Bakshi and his immediate family members.
- (3) Held through Novas Capital Corp., a private company controlled or beneficially owned by Mr. Hallat and his immediate family members.
- (4) Held through Impactrepreneur Capital Corp., a private company controlled or beneficially owned by Mr. Shahbazi.
- (5) Held through TMH Capital Corp., a private company controlled or beneficially owned by Mr. Holland.
- (6) Held through Nick Enterprises Ltd., a private company controlled or beneficially owned by Mr. Steiner.
- (7) Held through SIL Enterprises Inc., a private company controlled or beneficially owned by Mr. Cosulich.

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 Escrow Agreement has agreed, or will agree, not to carry out any transactions during the currency of the Escrow Agreement which would

result in a change of control of the holding company, without the consent of the Exchange. Any holding company must sign an undertaking to the Exchange that, to the extent reasonably possible, it will not permit or authorize any issuance of securities or transfer of securities which could reasonably result in a change of control of the holding company. In addition, the Exchange may require an undertaking from any Control Person of the holding company not to transfer the shares of that Company.

Under the Escrow Agreement, 10% of the escrowed Common Shares will be released from escrow on the issuance of the Final Exchange Bulletin (the "**Initial Release**") and an additional 15% will be released 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release.

If, upon completion of a Qualifying Transaction, the Corporation meets the Exchange's Tier 1 initial listing requirements either at the time the Final Exchange Bulletin is issued or subsequently, the release of the escrowed Common Shares will be accelerated. An accelerated escrow release will not commence until the Resulting Issuer has made application to the Exchange for listing as a Tier 1 issuer and the Exchange has issued a bulletin that announces the acceptance for listing of the Resulting Issuer on Tier 1 of the Exchange.

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

If a Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement each Non Arm's Length Party to the Corporation who holds escrowed Common Shares acquired at a price below the Offering price under this Prospectus has irrevocably authorized and directed the Escrow Agent to immediately:

- (a) cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Corporation; or
- (b) if the Corporation is listed on NEX, either:
 - (i) cancel all Seed Shares (as defined in the policies of the Exchange) purchased by Non Arm's Length Parties to the CPC at a discount from the IPO price, in accordance with section 11.2(a) of the CPC Policy, or
 - (ii) subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non Arm's Length Parties to the CPC so that the average cost of the remaining Seed Shares (as defined in the policies of the Exchange) is at least equal to the IPO price.

Escrowed Securities On Qualifying Transaction

Generally, if at least 75% of the securities issued pursuant to the Qualifying Transaction are "Value Securities", then all of the securities issued to Principals of the Resulting Issuer pursuant to the Qualifying Transaction will be deposited into escrow pursuant to a value security agreement (the "**Value Security Escrow Agreement**"). "Value Securities" are securities issued pursuant to a transaction, for which the deemed value of the securities at least equals the value ascribed to the asset, using a valuation method acceptable to the Exchange, or securities that are otherwise determined by the Exchange to be Value Securities and required to be placed in escrow under a Value Security Escrow Agreement. However, if at least 75% of the securities issued pursuant to the Qualifying Transaction are not Value Securities, all securities issued pursuant to the Qualifying Transaction will be deposited into a surplus security escrow agreement (a "**Surplus Security Escrow Agreement**").

The principal distinction between a Value Security Escrow Agreement and a Surplus Security Escrow Agreement is the time period for release of securities from escrow. In the case of a Resulting Issuer that will be a Tier 2 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for a three year escrow release mechanism with 10% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, and 15% of the escrowed securities being releasable every 6 months thereafter, on each of the 6, 12, 18, 24, 30 and 36 month anniversaries of the Final Exchange

Bulletin. In the case of a Resulting Issuer that will be a Tier 2 issuer subject to a Surplus Security Escrow Agreement, when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for a three year escrow release mechanism with 5% of the escrowed securities releasable at the time of the Final Exchange bulletin, 5% on the date which is 6 months after the Final Exchange Bulletin, 10% on each of the dates which are 12 and 18 months after the Final Exchange Bulletin, 15% on each of the dates which are 24 and 30 months after the Final Exchange Bulletin and 40% on the date which is 36 months after the Final Exchange Bulletin.

In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Value Security Escrow Agreement provides for an 18 month escrow release mechanism with 25% of the escrowed securities being releasable at the time of the Final Exchange Bulletin, with 25% of the escrowed securities being releasable every 6 months thereafter. In the case of a Resulting Issuer that will be a Tier 1 issuer when the Final Exchange Bulletin is issued, the Surplus Security Escrow Agreement provides for an 18 month escrow release mechanism with 10% of the escrowed securities being releasable upon the issuance of the Final Exchange Bulletin, 20% on the date which is 6 months after the Final Exchange Bulletin, 30% on the date which is 12 months after the Final Exchange Bulletin and 40% on the date which is 18 months after the Final Exchange Bulletin.

Securities issued pursuant to a private placement to Principals of the Corporation and the proposed Resulting Issuer will generally be exempt from escrow requirements where:

- (a) the private placement is announced at least five trading days after the news release announcing the Agreement in Principle and the pricing for the financing is at not less than the discounted market price, as determined in accordance with the Policies of the Exchange; or
- (b) the private placement is announced concurrently with the Agreement in Principle and
 - (i) at least 75% of the proceeds from the private placement are not from Principals of the Corporation or the proposed Resulting Issuer,
 - (ii) if subscribers, other than Principals of the Corporation or the proposed Resulting Issuer, will obtain securities subject to hold periods, then in addition to any resale restrictions under applicable securities legislation, any securities issued to such Principals will be subject to a four month hold period, and
 - (iii) none of the proceeds of the private placement are allocated to pay compensation or to settle indebtedness owing to Principals of the Resulting Issuer.

PRINCIPAL SHAREHOLDERS

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

Name and Municipality of Residence of Shareholder	Type of Ownership	Number of Common Shares	Percentage of Common Shares Prior to Giving Effect to the Offering	Percentage of Common Shares After Giving Effect to the Offering ⁽¹⁾
Rob Bakshi (2) Surrey, BC	Indirect	500,000	15.82%	9.69%
Pritpal Singh Oakville, ON	Direct	400,000	12.66%	7.75%

Notes:

- (1) The figures given in this column are on an undiluted basis.
- (2) These shares are held through VNR Investment Group Ltd., a private company controlled or beneficially owned by Mr. Bakshi and his immediate family members.

DIRECTORS, OFFICERS AND PROMOTERS

Name, Address, Occupation and Security Holdings

The board of directors of the Corporation consists of five (5) persons and there are three (3) executive officers. Each director and officer holds office until the next annual meeting of shareholders or until his successor is elected or appointed. An audit committee has been established as a subcommittee of the board of directors. Prescribed information regarding the Corporation's directors and officers is as follows:

Name, Age, Municipality of Residence & Position with the Corporation	Director or Officer Since	Number of Common Shares Owned	Principal Occupation for Past Five Years
Rob Bakshi ⁽²⁾ Surrey, BC Director, C.E.O. & President	November 15, 2017	500,000	Mr. Bakshi was the CEO of Apivio Systems Inc. from 2013 until the spring of 2017. Currently, Mr. Bakshi is the Executive Chair of ReSaaS Services Inc., a Canadian publicly listed software company.
Kenneth A. Cawkell New Westminster, BC Director and Secretary	November 15, 2017	280,000	Mr. Cawkell is a co-founder and Managing Partner of the law firm Cawkell Brodie LLP.
Taylor Thoen ⁽¹⁾ Langley, BC Director	February 1, 2018	280,000	Ms. Thoen is a founder and creator of BTV – Business Television and CEO clips.
Kenneth Hallat ⁽¹⁾⁽³⁾ Vancouver, BC Director	February 1, 2018	280,000	Mr. Hallat has been the CEO of Novas Capital since July 1983.
Mark Kohler ⁽¹⁾ Toronto, ON Director	February 1, 2018	280,000	Mr. Kohler is the Chairman and CEO of Exelerate Capital (Toronto), an advisory group to technology, financial institutions, and private equity funds.
Pritpal Singh Oakville, ON C.F.O.	n/a	400,000	Mr Singh is the Founder and President of Thesis Capital Inc, an independent capital markets advisory firm. Prior to Thesis, he was a Vice President with Virtus Advisory Group. Prior to joining Virtus, he was an associate at Green Century Investments.

Notes:

- (1) Member of the Audit Committee of the Corporation.
- (2) These shares are held through VNR Investment Group Ltd., a private company controlled or beneficially owned by Mr. Bakshi and his immediate family members.
- (3) These shares are held through Novas Capital Corp., a private company controlled or beneficially owned by Mr. Hallat and his immediate family members.

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 and officers of the Corporation, as a group, own 2,020,000 Common Shares, being 63.92% of the issued Common Shares of the Corporation as of the date hereof, or approximately 39.15% of the issued and outstanding Shares after giving effect to the Offering. For particulars of the shareholdings of the directors and officers, see "Principal Shareholders".

Background information with respect to each member of management of the Corporation, including the individual's principal occupation or employment during the five years prior to the date of this prospectus, is as follows:

Rob Bakshi, Age 58, Director, Chief Executive Officer and President

Mr. Bakshi was the co-founder of technology company, Silent Witness Enterprises Ltd., which was listed on the TSX and NASDAQ. He oversaw the company's growth strategy before being sold to Honeywell for approximately \$90 million in 2003. Since then, he has been involved with industrial land development, building a Convention Centre in Calgary and other strategic investments. In 2009, Mr. Bakshi began working with a South Korean company to establish Apivio Systems Inc. ("Apivio"). He led the strategy to turn the business into a Canadian company, putting together an independent board of directors, financing, and corporate governance in his capacity of Executive Chairman. In 2013, he was appointed CEO and was responsible for taking the company public. Apivio was acquired by Nuri Telecom Company in an all-cash transaction in the spring of 2017. Currently, Mr. Bakshi is the Executive Chair of ReSaaS Services Inc., a Canadian publicly listed software as a service company.

Kenneth A. Cawkell, Age 66, Director and Secretary

Mr. Cawkell is a member of the British Columbia Bar Association, and, in 1987, he co-founded the law firm Cawkell Brodie LLP, where he remains as Managing Partner. He has been involved in technology industries within public, private and venture capital markets; fulfilling the roles as a professional advisor and as a principal/investor. In his professional capacity, he has focused on intellectual property, technology transfer, financial and transaction structuring, and securities law. He is also a past member of the National Research Council of Canada IMB/INH Advisory Board and the British Columbia Securities Commission's Securities Law Advisory Committee. Mr. Cawkell has been involved in technology companies associated with automating various aspects of banking / financial services. He was involved with TIO Networks Corp. and the development & strategic commercialization of its bill pay system for over 10 years. He acted as TIO's general counsel from 2002; as Secretary since May 2003; and as a director since August 2006 until TIO was purchased by PayPal in July 2017.

Taylor Thoen, Age 49, Director

With a background in business, sales and marketing, Ms. Thoen has spent the last 30 years as an entrepreneur. Taylor is the founder and creator of the longest running investment TV show in Canada, BTV - Business Television, broadcast on BNN, Air Canada, and Thomson Reuters. Through BTV and CEO Clips, Taylor has interviewed numerous CEO's, entrepreneurs and business leaders giving her an unprecedented business perspective and insight to strategic business dealings.

Taylor is the recipient of numerous awards including Canada's Top 25 Female Entrepreneur, Profit 100 Fastest Growing Company, 40 Under 40 and Ernst & Young Entrepreneur of the Year nominee. Taylor completed the EO – Entrepreneurial Masters Program at MIT.

Kenneth Hallat, Age 71, Director

Mr. Hallat has extensive business experience, and been the CEO of Novas Capital Corp. since July 1983. He has acted as a director for a number of companies including Sleeman Breweries Ltd. and Sun-Rype Products Ltd. He has also actively participated in the community at various organizations and acted a Mentor for the BC Chapter and is a past member of the International Board of Advisors for the Young Entrepreneurs' Organization.

Mark Kohler, Age 54, Director

Mr. Kohler has over 30 years experience in the technology, financial services and healthcare industries as an entrepreneur, senior executive, board member and investor in various public and private organizations. He is currently Chairman and CEO of Exelerate Capital (Toronto), an advisory group founded in 2001, that provides strategy, GRC (governance/risk/compliance), corporate development and M&A, business valuations, IT strategy, corporate financings, and privacy and security services to technology, financial institutions, and private equity funds in Canada, New York and California. He also leads the group's growth capital investing and innovation funding activities, focusing on the healthcare IT (digital health) sector as Managing Partner of Exelerate Health.

Mark is a Chartered Professional Accountant, Chartered Accountant, and a Certified Corporate Director

having obtained his ICD.D designation from the Rotman School of Management at the University of Toronto. He obtained his BComm (Honours) from Queen’s University at Kingston, where he was awarded the D.I. McLeod Scholarship and Edyth Whyte Prize for highest standing in Economics at the University.

Pritpal Singh, Age 29, Chief Financial Officer

Mr. Singh is a capital markets professional having advised various junior non resource issuers with respect to investor relations, capital markets advisory and ongoing corporate communication strategies. Mr Singh has spent time working in investment banking, research and has developed long lasting relationships with both the buy side and sell side communities in Canada. Currently, Mr Singh is the Founder and President of Thesis Capital Inc, an independent capital markets advisory firm. Prior to Thesis, he was a Vice President with Virtus Advisory Group. Prior to joining Virtus, he was an associate at Green Century Investments, an angel investment fund focused on making early stage investments in private technology companies. Mr Singh holds a Bachelor of Business Administration Degree from Brock University where he majored in finance.

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 or promoters of other issuers that are or were reporting issuers in any Canadian jurisdiction:

Name of Reporting Issuer	Name of Exchange or Market	Position	From	To
<u>Rob Bakshi</u> RESAAS Services Inc. Apivio Systems Inc.	TSX.V TSX.V	Director Director and CEO	Sept. 2017 Sept. 2013	Date May 2017
<u>Kenneth A. Cawkell</u> Solarvest BioEnergy Inc. Centurion Minerals Ltd. Portofino Resources Inc. RESAAS Services Inc. Falcon Gold Corp. TIO Networks Corp.	TSX.V TSX.V TSX.V TSX.V TSX.V TSX.V	Director and Officer Director and Officer Director Director Secretary Director and Officer	Nov 2005 July 2008 Sept 2016 Mar 2018 Oct 2014 May 2003	Date Date Date Date Date July 2017
<u>Taylor Thoen</u> Golden Arrow Resources Inc.	TSX.V	Director	Aug 2016	Sept 2017
Mark Kohler VersaPay Corporation BeWhere Holdings Inc. BeWhere Holdings Inc. QHR Corporation	TSX.V TSX.V TSX.V Not listed (previously TSX.V)	Director Director CFO Director, Executive Chairman	May 2017 Oct 2016 Jun 2017 Jul 2011	Date Mar 2018 Mar 2018 May 2016

<u>Pritpal Singh</u>				
Apivo Systems Inc.	TSX.V	Promoter/Investor Relations	Oct 2016	May 2017
Virtualarmour	CNSX	Promoter/Investor Relations	Jan 2016	Nov 2016
CIBT Education Group Inc.	TSX	Promoter/Investor Relations	May 2015	Dec 2017
Symbility Solutions Inc.	TSX.V	Promoter/Investor Relations	Oct 2016	Dec 2017
Bee Vectoring Technologies International Inc.	TSX.V	Promoter/Investor Relations	Dec 2016	Dec 2017

Corporate Cease Trade Orders or Bankruptcies

To the Corporation’s knowledge, except as described below, no director, officer, insider or promoter of the Corporation or a shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is, or within 10 years before the date of the Prospectus, has been a director, officer, insider or promoter of any other issuer that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days, or
- (b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. Cawkell is a director of Centurion Minerals Ltd. (‘Centurion’), which is subject to a Cease Trade Order (‘CTO’) issued by the BCSC on December 5, 2017 for failure to file its audited annual financial statements. Subsequently, Centurion dismissed its auditor on February 13, 2018 as the Board had lost confidence in the former auditors’ ability to complete the audit in a timely fashion, if at all. Centurion engaged a new auditor to complete the audit and filed its audited annual financials on March 1, 2018 and its first quarter on March 13, 2018. Centurion’s continuing disclosure record is now up to date, and on March 20, 2018 it formally applied to the BCSC for revocation of the CTO. The CTO was revoked effective May 3, 2018.

Penalties or Sanctions

To the Corporation’s knowledge, no director, officer, insider, or promoter or a shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such person has been subject to any penalties or sanctions imposed by a court relating to securities legislation, or by any securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or been subject to any other penalties or sanctions imposed by a court or regulatory body or self-regulatory authority that would be likely to be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

To the Corporation’s knowledge no director, officer insider, or promoter or a shareholder holding sufficient securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such person has, within the ten years prior to the date of the Prospectus, as applicable become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or has 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. All of the directors, officers, insiders and promoters are engaged in and will continue to be engaged in corporations or businesses which may be in competition with the search by the Corporation for businesses or assets in order to close a Qualifying Transaction. Accordingly, situations may arise where all of the directors, officers, insiders and promoters will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies as provided under the Business Corporations Act (British Columbia).

Promoter

Rob Bakshi may be considered to be the Promoter of the Corporation in that he took the initiative in organizing the business of the Corporation. As of the date hereof, Mr. Bakshi owns 500,000 Common Shares and will be granted 450,000 Incentive Stock Options upon the Listing Date. See "Principal Shareholders", "Prior Sales" and "Options to Purchase Securities".

EXECUTIVE COMPENSATION

Except as disclosed in this Prospectus, prior to Completion of a Qualifying Transaction, no payment of any kind has been made, or will be made, directly or indirectly to any 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) finders fees;
 - (v) loans, advances, bonuses; and
- (b) deposits and similar payments.

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. Since incorporation Permitted Reimbursements accrued have totaled the aggregate sum of \$4,100. Specifically, Kenneth A. Cawkell is a partner of the law firm Cawkell Brodie LLP, which has provided legal services to the Corporation. None of the payments made by, or accounts rendered to the Corporation by this firm relates to services provided by Mr. Cawkell in his capacity as Director of the Corporation.

The directors and officers of the Corporation will also be granted stock options as more particularly described under the heading "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 the 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 Common Shares under this Prospectus will suffer an immediate dilution of approximately 8.6% or \$0.086 per Common Share on the basis of there being 11,510,000 Common Shares of the Corporation issued and outstanding following completion of the Offering and the Private Placements. Dilution has been computed

on the basis of total gross proceeds to be raised by this Prospectus and from sales of securities prior to filing this Prospectus, without deduction of commissions or related expenses incurred by the Corporation.

RISK FACTORS

A purchase of Common Shares of the Corporation is highly speculative, involving a number of substantial risks. The list below outlines material risk factors, which list is not exhaustive, that should be considered by persons considering purchasing the Common Shares:

- (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. See "Corporate Structure", "Business of the Corporation" and "Proposed Operations until Completion of a 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 the investor's investment of \$0.086 or 8.6% per Common Share;
- (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. See "Proposed Operations until Completion of a Qualifying Transaction";
- (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. See "Filings and Shareholder Approval of a Non Arm's Length Qualifying Transaction";
- (j) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares;
- (k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares 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. See "Business of the Corporation" and "Trading Halts, Suspension and Delisting";

- (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. See "Trading Halts, Suspension and Delisting";
- (m) the Exchange will generally suspend trading in the Corporation's Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the date of listing. See "Trading Halts, Suspension and Delisting";
- (n) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;
- (o) in the event that management of the Corporation resides outside of Canada or the Corporation identifies a foreign business as a proposed Qualifying Transaction, investors may find it difficult or impossible to effect service or notice to commence legal proceedings upon any management resident outside of Canada or upon the foreign business and may find it difficult or impossible to enforce against such Persons, judgments obtained in Canadian courts;
- (p) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation. See "Method of Financing"; and
- (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. See "Permitted Use of Funds".

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 actual or pending material legal proceedings to which the Corporation is or is likely to be a party or of which any of its assets are or are likely to be subject.

Management of the Corporation is not currently aware of any legal proceedings contemplated against the Corporation.

RELATIONSHIP BETWEEN CORPORATION AND AGENT

Neither the Corporation nor any of its directors or officers is a "connected issuer" or a "related issuer" as those terms are defined in National Instrument 33-105, of the Agent. No member of the Pro Group related to the Agent will hold any Common Shares upon completion of the Offering.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

No professional person is expected to be elected, appointed or employed as a director, senior officer or employee of the Corporation or of an associate or affiliate of the Corporation, or a promoter of the Corporation or of an associate or affiliate of the Corporation, other than Mr. Kenneth A. Cawkell who is a director and Secretary of the Corporation. Mr. Cawkell is a lawyer and a partner of the law firm Cawkell Brodie LLP, which has provides legal services to the Corporation.

INTERESTS OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have acquired a total of 2,020,000 Common Shares of the Corporation and a total of 1,050,000 Common Shares are expected to be reserved for the management of the Corporation pursuant to Incentive Stock Options to be granted effective as of the Listing Date. See "Options to Purchase Securities".

AUDITORS, TRANSFER AGENT AND REGISTRAR

Auditors

The auditors of the Corporation are Manning Elliott LLP with an address of 11th Floor, 1050 West Pender St., Vancouver, BC V6E 3S7.

Transfer Agent and Registrar

The transfer agent and registrar of the Corporation is Computershare Investor Services Inc. with an address of 510 Burrard Street, Vancouver, British Columbia, V6C 3B9.

MATERIAL CONTRACTS

The Corporation has not entered into, or will not enter into, any contracts or plans material to investors in the Common Shares since incorporation, other than contracts in the ordinary course of business, except:

- (a) Agency Agreement between the Corporation and the Agent. See "Plan of Distribution".
- (b) Escrow Agreement between the Corporation, the Escrow Agent and the Principal Shareholders. See "Escrowed Securities".
- (c) Transfer Agent, Registrar and Dividend Disbursing Agent Agreement between the Corporation and Computershare Investor Services Inc. dated April 18, 2018; and
- (d) Stock Option Plan adopted by the Company.

Copies of these documents will be available for inspection at the registered office of the Corporation located at 439 Helmcken Street, Vancouver, BC V6B 2E6, during ordinary business hours while the Common Shares 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 Cawkell Brodie LLP, if, as and when the Common Shares are listed on a "designated stock exchange" (as defined in the Income Tax Act (Canada) (the "**Tax Act**") and the regulations thereunder), the Common Shares will be qualified investments under the Tax Act for a trust governed by a registered retirement savings plan ("**RRSP**"), registered retirement income fund ("**RRIF**"), registered education savings plan, deferred profit sharing plan, registered disability savings plan or a tax-free savings account ("**TFSA**"). Tier 1 and Tier 2 of the Exchange are currently designated stock exchanges for these purposes. Notwithstanding the foregoing, the annuitant or holder of an RRSP, RRIF or TFSA, as the case may be, will be subject to a penalty tax on such Common Shares held in the RRSP, RRIF or TFSA if such Common Shares are a "prohibited investment" for purposes of section 207.01 of the Tax Act. The Common Shares will generally be a "prohibited investment" if the annuitant of the RRSP or RRIF or the holder of the TFSA either a) does not deal at arm's length with the Corporation for purposes of the Tax Act or b) has a "significant interest" (within the meaning of that term in the Tax Act) in the Corporation.

Prospective subscribers that intend to hold Common Shares in an RRSP, RRIF or TFSA are urged to consult their own tax advisors as to whether such shares would constitute a "prohibited investment" in their particular circumstances.

OTHER MATERIAL FACTS

There are no other material facts relating to the securities to be offered and not disclosed elsewhere in this Prospectus.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

FINANCIAL STATEMENTS

Audited Financial Statements of the Corporation for the period November 15, 2017 (date of incorporation) to March 30, 2018 are attached.

CRYSTAL BRIDGE ENTERPRISES INC.
(A Capital Pool Company)

March 31, 2018
(Expressed in Canadian Dollars)

CRYSTAL BRIDGE ENTERPRISES INC.

(A Capital Pool Company)

Index to Financial Statements

March 31, 2018

(Expressed in Canadian Dollars)

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INDEPENDENT AUDITORS' REPORT

To the Directors of
Crystal Bridge Enterprises Inc.

We have audited the accompanying financial statements of Crystal Bridge Enterprises Inc. which comprise the statement of financial position as at March 31, 2018, and the statement of comprehensive loss, changes in shareholders' equity and cash flows for the period from incorporation on November 15, 2017 to March 31, 2018 and the related notes comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained based on our audit is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Crystal Bridge Enterprises Inc. as at March 31, 2018, and its financial performance and its cash flows for the period from incorporation on November 15, 2017 to March 31, 2018 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 in the financial statements which indicates the existence of a material uncertainty that may cast significant doubt on the ability of Crystal Bridge Enterprises Inc. to continue as a going concern.

CHARTERED PROFESSIONAL ACCOUNTANTS

Vancouver, British Columbia

- , 2018

CRYSTAL BRIDGE ENTERPRISES INC.
(A Capital Pool Company)
Statement of Financial Position
(Expressed in Canadian Dollars)

	March 31, 2018
	\$
ASSETS	
Current	
Cash held in trust	158,000
TOTAL ASSETS	158,000
LIABILITIES	
Current	
Accrued liabilities	11,100
SHAREHOLDERS' EQUITY	
Share capital (Note 4)	158,000
Accumulated deficit	(11,100)
	146,900
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	158,000

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

These financial statements are authorized for issuance by the Board of Directors on •, 2018.

On behalf of the Board of Directors:

"Rajeev Bakshi"
Director, CEO

"Kenneth A. Cawkell"
Director, Secretary

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

CRYSTAL BRIDGE ENTERPRISES INC.
(A Capital Pool Company)
Statement of Comprehensive Loss
(Expressed in Canadian Dollars)

	For the period from incorporation on November 15, 2017 to March 31, 2018
	\$
EXPENSES	
Professional fees (Note 3)	11,100
NET LOSS AND COMPREHENSIVE LOSS	(11,100)

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

CRYSTAL BRIDGE ENTERPRISES INC.**(A Capital Pool Company)**

Statement of Changes in Shareholders' Equity

(Expressed in Canadian Dollars)

	Number of Shares Issued	Share Capital	Accumulated Deficit	Total
		\$	\$	\$
Balance, November 15, 2017	-	-	-	-
Issuance of common shares	3,160,000	158,000	-	158,000
Comprehensive loss for the period	-	-	(11,100)	(11,100)
Balance, March 31, 2018	3,160,000	158,000	(11,100)	146,900

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

CRYSTAL BRIDGE ENTERPRISES INC.
(A Capital Pool Company)
Statement of Cash Flows
(Expressed in Canadian Dollars)

	For the period from incorporation on November 15, 2017 to March 31, 2018
	\$
OPERATING ACTIVITIES	
Net loss for the period	(11,100)
Changes in non-cash working capital items:	
Accrued liabilities	11,100
Cash used in operating activities	-
FINANCING ACTIVITIES	
Issuance of common shares	158,000
Cash provided by financing activities	158,000
INCREASE IN CASH AND CASH EQUIVALENTS	158,000
CASH, BEGINNING OF PERIOD	-
CASH, END OF PERIOD	158,000
Supplemental Cash Flow Information:	
Interest paid in cash	-
Income taxes paid in cash	-

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

CRYSTAL BRIDGE ENTERPRISES INC.

(A Capital Pool Company)

Notes to Financial Statements

For the period from incorporation on November 15, 2017 to March 31, 2018

(Expressed in Canadian Dollars)

1. NATURE AND CONTINUANCE OF OPERATIONS

Crystal Bridge Enterprises Inc. (the “Company”) was incorporated under the Business Corporations Act (British Columbia) on November 15, 2017. The Company is classified as a Capital Pool Company (“CPC”) while the principal business is the identification and evaluation of assets or a business (the “Qualifying Transaction” (“QT”)) and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities.

The Company’s head office, principal address and registered and records office is located at 439 Helmcken Street, Vancouver, British Columbia, Canada, V6B 2E6.

These financial statements have been prepared with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The Company has not generated any revenues to date and is currently unable to self-finance any future operations. The Company’s continuing operations, as intended, are dependent upon its ability to identify, evaluate and negotiate an acquisition of, a participation in or an interest in properties, assets or businesses. Such a transaction will be subject to regulatory approval and may be subject to shareholder approval. These factors indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern. Management believes the Company has sufficient working capital to maintain its activities for the upcoming fiscal year.

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.

2. SIGNIFICANT ACCOUNTING POLICIES

The following is a summary of significant accounting policies used in the preparation of these financial statements.

Statement of compliance

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

Basis of presentation

These financial statements of the Company have been prepared on an accrual basis and are based on historical costs, modified where applicable. The financial statements are presented in Canadian dollars unless otherwise noted.

Significant estimates and judgments

The preparation of financial statements in accordance with IFRS requires the Company to make estimates and assumptions concerning the future. The Company’s management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised. These financial statements do not include any accounts that require significant estimates as the basis for determining the stated amounts.

CRYSTAL BRIDGE ENTERPRISES INC.

(A Capital Pool Company)

Notes to Financial Statements

For the period from incorporation on November 15, 2017 to March 31, 2018

(Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Significant judgments

The preparation of financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments applying to the Company's financial statements include:

- i. The assessment of the Company's ability to continue as a going concern and whether there are events or conditions that may give rise to significant uncertainty.
- ii. The determination of deferred income tax assets or liabilities requires subjective assumptions regarding future income tax rates and the likelihood of utilizing tax carry-forwards. Changes in these assumptions could materially affect the recorded amounts, and therefore do not necessarily provide certainty as to their recorded values.

Financial instruments

Financial assets

The Company classifies its financial assets into one of the following categories as follows:

Fair value through profit or loss - This category comprises derivatives and financial assets acquired principally for the purpose of selling or repurchasing in the near term. They are carried at fair value with changes in fair value recognized in profit or loss. The Company classifies cash held in trust as fair value through profit or loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are carried at amortized cost using the effective interest method less any provision for impairment.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest method less any provision for impairment.

Available-for-sale - Non-derivative financial assets not included in the above categories are classified as available-for-sale. They are carried at fair value with changes in fair value recognized in other comprehensive loss. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from accumulated other comprehensive loss and recognized in profit or loss.

All financial assets except those measured at fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is objective evidence of impairment as a result of one or more events that have occurred after initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

Financial liabilities

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

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

Other financial liabilities - This category consists of liabilities carried at amortized cost using the effective interest method, and includes accrued liabilities.

The Company does not have any financial liabilities at March 31, 2018.

CRYSTAL BRIDGE ENTERPRISES INC.

(A Capital Pool Company)

Notes to Financial Statements

For the period from incorporation on November 15, 2017 to March 31, 2018

(Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes

Current income tax:

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date, in the country where the Company operates and generates taxable income.

Current income tax relating to items recognized directly in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax:

Deferred income tax is based on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. The carrying amount of deferred income tax assets is reviewed at the end of each reporting period and recognized only to the extent that it is probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax assets and deferred income tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority.

Loss per share

Basic loss per share is computed by dividing net loss available to common shareholders by the weighted average number of shares outstanding during the reporting period. Diluted loss per share is computed similar to basic loss per share except that the weighted average shares outstanding are increased to include additional shares for the assumed exercise of stock options and warrants, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options and warrants were exercised and that the proceeds from such exercises were used to acquire common stock at the average market price during the reporting periods.

Basic and diluted loss per share has not been presented as all of the Company's common shares have been excluded from the weighted average shares calculation because they are contingently returnable.

Share capital

Common shares are classified as equity. Transaction costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of any tax effects.

Accounting pronouncements not yet adopted

Certain new standards, interpretations and amendments to existing standards have been issued by the IASB that are mandatory for future accounting periods. The Company is evaluating any impact the standards noted below may have on the Company's financial statements and this assessment has not been completed.

CRYSTAL BRIDGE ENTERPRISES INC.

(A Capital Pool Company)

Notes to Financial Statements

For the period from incorporation on November 15, 2017 to March 31, 2018

(Expressed in Canadian Dollars)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Accounting pronouncements not yet adopted (continued)

IFRS 2 – Share Based Payments: The amendments eliminate the diversity in practice in the classification and measurement of particular share-based payment transactions which are narrow in scope and address specific areas of classification and measurement. It is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted provided it is disclosed. The Company does not expect any effect on its financial statements.

IFRS 9 – Financial Instruments: Classification and Measurement applies to classification and measurement of financial assets and liabilities as defined in IAS 39. It is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company does not expect any effect on its financial statements.

IFRIC 23 – Uncertainty Over Income Tax Treatments: clarifies how to apply the recognition and measurement requirements in IAS 12 when there is uncertainty over income tax treatments. It is effective for annual periods beginning on or after January 1, 2019 with early adoption permitted. The Company does not expect any effect on its financial statements.

Other accounting standards or amendments to existing accounting standards that have been issued but have future effective dates are either not applicable or not expected to have a significant impact on the Company's financial statements.

3. RELATED PARTY TRANSACTIONS AND BALANCES

During the period ended March 31, 2018, the following related party transactions occurred:

- Officers and directors of the Company subscribed for 1,240,000 common shares for gross proceeds of \$62,000.
- Two companies owned by directors subscribed for 780,000 in common shares (500,000 and 280,000 respectively), for gross aggregate proceeds of \$39,000.
- The Company incurred \$4,100 in legal fees from a legal firm controlled by a director of the Company. This amount is included in accrued liabilities at March 31, 2018. This amount is unsecured and repayable on demand.

4. SHARE CAPITAL

Authorized Share Capital

The Company is authorized to issue an unlimited number of common shares without par value and an unlimited number of preferred shares without par value.

Issued Shares

During the period ended March 31, 2018, the Company issued 3,160,000 common shares at a price of \$0.05 per share for gross proceeds of \$158,000.

Escrow Shares

All of the issued shares will be subject to escrow restrictions upon completion of the IPO described in Note 8 Offering which will be released from escrow in tranches over 36 months from its listing on the TSX-V.

CRYSTAL BRIDGE ENTERPRISES INC.

(A Capital Pool Company)

Notes to Financial Statements

For the period from incorporation on November 15, 2017 to March 31, 2018

(Expressed in Canadian Dollars)

5. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

The Company's cash held in trust is measured at fair value using Level 1 inputs. The Company does not have any other financial assets or liabilities.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board of Directors approves and monitors the risk management processes, inclusive of documented investment policies, counterparty limits, and controlling and reporting structures. The type of risk exposure and the way in which such exposure is managed is provided as follows:

- (a) **Credit risk:**
Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash held in trust. The risk of loss is low.
- (b) **Liquidity risk:**
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure that it will have sufficient liquidity to meet liabilities when due. Accrued liabilities are due within the current operating period. The Company has a sufficient cash balance to settle current liabilities.
- (c) **Market risk:**
Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company is not exposed to market risk.
- (d) **Interest rate risk:**
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk, from time to time, on its cash balances. Surplus cash, if any, is placed on call with financial institutions and management actively negotiates favorable market related interest rates.

6. CAPITAL DISCLOSURE AND MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain a flexible capital structure which will allow it to pursue the completion of a Qualifying Transaction as defined in TSX-V Policy 2.4. Therefore, the Company monitors the level of risk incurred in its expenditures relative to its capital structure.

The Company considers its capital structure to include shareholders' equity. The Company monitors its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristics of the potential underlying assets. To maintain or adjust the capital structure, the Company may issue new equity if available on favorable terms and approved by the TSX-V.

CRYSTAL BRIDGE ENTERPRISES INC.

(A Capital Pool Company)

Notes to Financial Statements

For the period from incorporation on November 15, 2017 to March 31, 2018

(Expressed in Canadian Dollars)

6. CAPITAL DISCLOSURE AND MANAGEMENT (continued)

As a CPC, the Company will be subject to externally imposed capital requirements as outlined in the TSX-V Policy 2.4 and summarized below:

- 1) No salary, consulting, management fees or similar remuneration of any kind may be paid directly or indirectly to a related party of the Company or a related party of a QT;
- 2) Gross proceeds realized from the sale of all securities issued by a CPC may only be used to identify and evaluate assets or businesses and obtain shareholder approval for a QT;
- 3) No more than the lesser of \$210,000 and 30% of the gross proceeds from the sale of securities issued by a CPC may be used for purposes other than to identify and evaluate a QT;
- 4) After the completion of its IPO and until the completion of a QT, a CPC may not issue any securities unless written acceptance of the TSX-V is obtained before the issuance of the securities.

There were no changes in the Company's approach to capital management during the period ended March 31, 2018.

7. INCOME TAXES

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

	Period from incorporation on November 15, 2017 to March 31, 2018
	\$
Loss before income taxes	(11,100)
Combined Canadian federal and provincial statutory rate	26.3%
Expected income tax (recovery)	(3,000)
Change in unrecognized deferred income tax asset	3,000
Income tax recovery	-

There are no deferred tax assets or liabilities presented in the statement of financial position.

This potential future tax benefit has been offset entirely by a valuation allowance and has not been recognized in these financial statements since the Company cannot be assured that it is probable that such benefit will be utilized in future years.

The Company's tax-effected deferred income tax assets and liabilities are estimated as follows:

	March 31, 2018
Non-capital losses	(3,000)
Unrecognized deferred income tax assets	3,000
	-

The deferred tax assets have not been recognized because at this stage of the Company's development it is not determinable that future taxable profit will be available against which the Company can't utilize such deferred tax assets.

CRYSTAL BRIDGE ENTERPRISES INC.

(A Capital Pool Company)

Notes to Financial Statements

For the period from incorporation on November 15, 2017 to March 31, 2018

(Expressed in Canadian Dollars)

7. INCOME TAXES (continued)

The non-capital loss carry-forwards expire according to the following schedule:

	Non-capital losses
	\$
2038	11,100

8. SUBSEQUENT EVENTS

The Company is in the process of filing its Initial Public Offering (“IPO”) whereby the Company plans to raise \$200,000 through the issuance of the Company’s common shares at \$0.10 per share. Pursuant to an Agency Agreement, the IPO is subject to the following Agent’s fees and commissions: a \$10,000 non-refundable corporate finance fee (plus GST), commission of 8% of the total funds raised by the Agent on closing of the IPO, and the issuance of Agent options allowing the Agent to purchase up to 160,000 common shares of the Company at a price of \$0.10 per share within 24 months from the date the Company’s shares are listed on the TSX-V. The Company will also reimburse the Agent for reasonable legal and other costs incurred up to a maximum of \$10,000.

The Company established a Stock Option Plan for its directors, officers, employees and consultants under which the Board of Directors of the Company may grant non-transferable stock options totalling in aggregate up to 10% of the Company’s issued and outstanding common shares, exercisable for a period of up to ten years from the date of grant, and at an exercise price which is not less than that permitted by the TSX-V.

The Company plans to grant 1,050,000 options to its directors and officers on completion of the IPO. Each option will entitle the holder to acquire one additional common share of the Company at \$0.10 per share for a period of five years.

In addition to the IPO, the Company will complete a private placement whereby up to 3,000,000 common shares of the Company will be issued under a brokered private placement at a price of \$0.10 per share (“Brokered Private Placement”) and 3,350,000 common shares of the Company will be issued under a non-brokered private placement at a price of \$0.10 per share (“Non-Brokered Private Placement”). Pursuant to an Agency Agreement, the Brokered Private Placement is subject to the following Agent’s fees and commissions: commission of 8% of the total funds raised by the Agent on closing of the Private Placement and issuance of Agent options allowing the Agent to purchase up to 240,000 common shares of the Company at a price of \$0.10 per share within 24 months from the date the Company’s shares are listed on the TSX-V.

CERTIFICATE OF THE CORPORATION

DATE: June 18, 2018

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

(signed) "Rob Bakshi"
Rajeev 'Rob' Bakshi
Chief Executive Officer

(signed) "Pritpal Singh"
Pritpal Singh
Chief Financial Officer

**ON BEHALF OF THE BOARD OF DIRECTORS
CRYSTAL BRIDGE ENTERPRISES INC.**

(signed) "Rob Bakshi"
Rajeev 'Rob' Bakshi
Director

(signed) "Kenneth A. Cawkell"
Kenneth A. Cawkell
Director

(signed) "Taylor Thoen"
K. Taylor Thoen
Director

CERTIFICATE OF THE PROMOTER

DATE: June 18, 2018.

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

(signed) "Rob Bakshi"

Rajeev 'Rob' Bakshi
Promoter

CERTIFICATE OF THE AGENT

DATE June 18, 2018

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

HAYWOOD SECURITIES INC.

Per:

(signed) "Don Wong"

Don Wong, Vice President, Investment Banking