A copy of this preliminary prospectus has been filed with the securities regulatory authorities in the province of Alberta but has not yet become final. 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 security regulatory authorities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus does not constitute an offer to sell or the solicitation of an offer to buy any securities. This non-offering prospectus does not constitute a public offering of securities.

PRELIMINARY PROSPECTUS

NON-OFFERING PROSPECTUS April 3, 2020

AXIOM CAPITAL ADVISORS INC.

1600, 333-7th Ave, SW
Calgary, AB, T2P 2Z1

This non-offering Prospectus (the "Prospectus") is being filed with the Alberta Securities Commission (the "ASC") for the purpose of allowing Axiom Advisors Inc. (the "Issuer" or "Axiom") to become a "reporting Issuer" in the Province of Alberta pursuant to applicable securities legislation.

Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Issuer.

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

Axiom has applied for a listing (the "Listing") of its Common Shares on the Canadian Securities Exchange (the "CSE"); concurrently with the filing of this Prospectus, the Issuer will make an application for listing on the CSE. Listing is subject to the Issuer fulfilling all of the listing requirements of the CSE, including meeting all minimum listing requirements.

An investment in the Common Shares of the Issuer or the Resulting Issuer (as defined herein) should be considered highly speculative and involves a high degree of risk that should be considered by potential purchasers. There is no guarantee that an investment in the Issuer or the Resulting Issuer will earn any positive return in the short or long term. An investment in the Issuer or the Resulting Issuer is appropriate only for investors who are willing to risk a loss of some or all of their investment and who can afford to lose some or all of their investment. There are certain risk factors associated with an investment in the Common Shares. The risk factors included in this Prospectus should be reviewed carefully and evaluated by prospective purchasers of Common Shares. See "Risk Factors Regarding the Issuer", "Risk Factors" and "Forward-Looking Information".

No underwriters or selling agents have been involved in the preparation of this Prospectus or performed any review or independent due diligence of the contents of this Prospectus.

TABLE OF CONTENTS

ADVISORY

Prospective investors should read this entire Prospectus and consult their own professional advisors to assess the income tax, legal, risk factors and other aspects of an investment in the Common Shares. Prospective investors should rely only on the information contained in this Prospectus and should not rely on parts of the information contained in this Prospectus to the exclusion of others. The Issuer has not authorized anyone to provide additional or different information than is contained herein. If anyone provides a prospective investor with additional, different or inconsistent information, including statements in the media about the Issuer, such information should not be relied on. The information contained in this Prospectus is accurate only as of the date of this Prospectus or as of the date stated. The Issuer's business, financial condition, results of operations and prospects may have changed since the date of this Prospectus. As used in this Prospectus, the terms "we", "us", "our", "Axiom", and "Issuer" mean Axiom Capital Advisors Inc., unless otherwise indicated.

FORWARD LOOKING STATEMENTS

This Prospectus contains certain forward-looking statements within the meaning of Canadian securities laws. These statements relate to future events or future performance and reflect management's expectations regarding the Issuer's financial condition, growth, results of operations, performance, financial needs, business prospects and opportunities. The forward-looking statements are contained principally in the sections titled "Prospectus Summary", "Describe the Business", "Management's Discussion and Analysis" and "Risk Factors". Forward-looking statements reflect management's current beliefs and are based on information currently available to management. In some cases, forward-looking statements can be identified by terminology such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "estimate", "predict", "potential", "continue", "target" or the negative of these terms or other comparable terminology intended to identify forward-looking statements. Forward-looking statements in this Prospectus include, but are not limited to, statements relating to:

- the intention to complete the listing of Common Shares for trading on the CSE and all transactions related thereto;
- the Issuer's anticipated future revenue contracts and its cost structure;
- the Issuer's anticipated cash needs;
- the Issuer's expected business objectives;
- the Issuer's plans with respect to dividends;

Forward-looking statements are based on certain assumptions and analyses made by the Issuer in light of the experience and perception of historical trends, current conditions and expected future developments and other factors it believes are appropriate and are subject to risks and uncertainties. In making the forward looking statements included in this Prospectus, the Issuer has made various material assumptions, including but not limited to (i) ongoing CRA policies that are favourable to the Issuer's business model; (ii) current market competition; (iii) general business and economic conditions; and, (iv) the Issuer's ability to successfully execute its plans and intentions. Although we believe that the assumptions underlying these statements are reasonable, they may prove to be incorrect, and we cannot assure that actual results will be consistent with these forward-looking statements. Given these risks, uncertainties and assumptions, readers should not place undue reliance on these forward-looking statements. Whether actual results, performance or achievements will conform to the Issuer's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including those listed under "Risk Factors", which include:

- the Issuer's proposed business model is different from its current model and there is no assurance that the Issuer will be success in generating revenue under the new model;
- the impact of new competition entering the market could impact the revenue charged for the Issuer's services and impact the number of Subco's sold;
- there are factors which may prevent the Issuer from the realization of growth targets; and,
- the Issuer is subject to changes in CRA regulations and policies which could adversely affect the Issuer's future business and financial performance;

If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking statements prove incorrect, actual results might vary materially from those anticipated in those forward-looking statements. The assumptions referred to above and described in greater detail under "Risk Factors" should be considered carefully by readers.

The Issuer's forward-looking statements are based on the reasonable beliefs, expectations and opinions of management on the date of this Prospectus (or as of the date they are otherwise stated to be made). Although the Issuer has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There is no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. We do not undertake to update or revise any forward-looking statements, except as, and to the extent required by, applicable securities laws in Canada.

GENERAL DISCLOSURE INFORMATION

The Issuer is not offering to sell securities under this Prospectus. An investor should rely only on the information contained in this Prospectus. No person has been authorized by the Issuer to give any information or make any representations in connection with the transactions herein described other than those contained in this Prospectus and, if given or made, any such information or representation must not be relied upon as having been authorized by the Issuer. The information contained in this Prospectus is accurate only as of the date of this Prospectus or the date indicated, regardless of the time of delivery of this Prospectus.

Definitions and Selected Abbreviations

Various terms used in this Prospectus, including the cover pages, are defined under "Glossary".

Certain information

Unless otherwise indicated or the context otherwise requires, all dollar amounts contained in this Prospectus are in Canadian dollars. Aggregated figures in graphs, charts and tables contained in this Prospectus may not add due to rounding. Historical statistical data and/or historical returns are not necessarily indicative of future performance. Unless otherwise indicated, the market and industry data contained in this Prospectus is based upon information from industry and other publications and the knowledge of management and experience of the Issuer in the markets in which the Issuer operates. While management of the Issuer believes that this data is reliable, market and industry data is subject to variations and cannot be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey. The Issuer has not independently verified any of the data from third-party sources referred to in this Prospectus or ascertained the underlying assumptions relied upon by such sources.

Words importing the singular number include the plural and vice versa, and words importing any gender or the neuter include both genders and the neuter.

PROSPECTUS SUMMARY

The following is a summary of some of the information contained in this Prospectus and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus. Unless otherwise defined in this Prospectus, all capitalized terms used herein shall have the meaning ascribed thereto under the heading "Glossary".

The Issuer

The Issuer was incorporated pursuant to the ABCA on January 28, 2020. Axiom's head office and registered office is located at 1600, 333 - 7 AVENUE S.W., Calgary, AB, T2P 2Z1. The Issuer's Shares do not currently trade on any stock exchange. As of the date of this Prospectus, the Issuer has 6,427,100 Shares issued and outstanding. See "Corporate Structure".

Business of the Issuer

The Issuer forms and sells minority ownership stakes of its subsidiaries to purchasers, allowing the purchaser to receive Registered Funds from investors. This service offered by the Issuer is called Rent-a-Subco. The Issuer will also offer administrative services to companies raising capital, managing the fund-raising process, securities documents and payments to the investors. See "Description of the Business".

Proceeds Raised Recently

This Prospectus is a non-offering Prospectus and no proceeds will be raised pursuant to this Prospectus. The Company closed a private placement on April 3, 2020 pursuant to which it issued 527,000 Shares for $0.10 per share for aggregate gross proceeds of $52,700. These funds will be used to cover the cost of this Listing, legal, accounting, business development, wages and director costs. The remainder will be used for general working capital. See "Use of Available Funds". See "Use of Proceeds".

No Securities Distributed

No securities are being offered pursuant to this Prospectus. This Prospectus is being filed with the ASC for the purpose of allowing the Issuer to apply for listing on the CSE and to enable the Issuer to develop an organized market for its shares. Since no securities are being offered pursuant to this Prospectus, no proceeds will be raised and all expenses incurred in connection with the preparation and filing of this Prospectus will be paid by the Issuer.

Listing

The Issuer has applied to have its Shares listed on the CSE. The listing is subject to the Issuer fulfilling all of the requirements of the CSE.

Directors and Officers

L. Evan Baergen – Chief Executive Officer and Director
Dwight Martin – Chief Financial Officer and Director (Chair of the Board)

Ryan Hoult – Director
Doug McCartney - Director

See "Directors and Executive Officers"

Risk Factors

The Issuer's business is subject to certain risks, including but not restricted to risks related to: limited operating history, the requirement to develop its business, existing competition in the market. See "Risk Factors".

Summary of Financial Information

The Issuer was recently incorporated and obtained its first administrative contract on February 1, 2020, so its recent operational history is limited.

As of April 3, 2020, the company had assets of $175,954 and $1,934 liabilities, leaving equity equal to $174,020.

GLOSSARY OF TERMS

"**Auditor**" means Dale Matheson Carr-Hilton Labonte Chartered Professional Accountants LLP.

"**ABCA**" means the Business Corporations Act (Alberta).

"**ASC**" means the Alberta Securities Commission.

"**Board**" means the board of directors of the Issuer.

"**CEO**" means chief executive officer.

"**CFO**" means chief financial officer.

"**Common Shares**", "**Shares**", and "**Securities**" each means the Class A voting common shares without par value in the capital of the Issuer.

"**CSE**" means the Canadian Securities Exchange.

"**Escrow Agent**" and "**Transfer Agent**" means Alliance Trust Company, located in Calgary, Alberta.

"**Escrow Agreement**" means the escrow agreement in the form required by NP 46-201 dated September 24, 2018 among the Issuer, Alliance Trust Company, as escrow agent, and the holders of the Escrowed Securities that the Issuer will enter into prior to the submission of the final prospectus.

"**Escrowed Securities**" means the 5,606,100 Common Shares held by the Principals that will be deposited in escrow pursuant to the Escrow Agreement.

"**Listing**" means the listing of the Issuer's Common Shares on the CSE following receipt for the filing of this Prospectus;

"**Listing Date**" means the date on which the Common Shares of the Issuer are listed for trading on the CSE.

"**Named Executive Officers**" means the following individuals:

(a) the Issuer's CEO;
(b) the Issuer's CFO;
(c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with subsection 1.3(5) of 51-102F6V Statement of Executive Compensation – Venture Issuers, for that financial year; and
(d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was not an executive officer of the Issuer, and not acting in a similar capacity, at the end of that financial year.

"**NI 52-110**" means National Instrument 52-110 Audit Committees.

"**NI 58-101**" means National Instrument 58-101 Disclosure of Corporate Governance Practices.

"**NP 46-201**" means National Policy 46-201Escrow for Initial Public Offerings as published by the Canadian Securities Administrators.

"**Principals**" means, with respect to the Issuer:

(a) the directors and senior officers of the Issuer;

(b) promoters of the Issuer during the two years preceding the date the Issuer becoming a reporting Issuer;

(c) those who own or control more than 10% of the Issuer's voting securities immediately before and immediately after the date the Issuer becoming a reporting Issuer if they also have elected or appointed or have the right to elect or appoint a director or senior officer of the Issuer;

(d) those who own or control more than 20% of the Issuer's voting securities immediately before and immediately after the Issuer becoming a reporting Issuer; and

(e) associates and affiliates of any of the above.

"**Prospectus**" means this prospectus and any appendices, schedules or attachments hereto.

"**Purchaser**" means an arms-length company or persons that purchases, in aggregate, 40% of a Subco.

"**Purchaser Agreement**" means the agreement between the Issuer and the Purchaser that governs the 40% ownership of a Subco.

"**Registered Account**" means an investment account that is given tax-deferred or tax-sheltered status by the CRA, such as a registered retirement savings plan account (RRSP) or tax free savings account (TFSA).

"**Resulting Issuer**" means the Issuer, as specifically referred to in this Prospectus, following completion of the Listing on the CSE.

"**Subco**" means a subsidiary of the Issuer, formed the purpose of selling a 40% interest to a third-party Purchaser, which will allow the Purchaser to receive investment funds from investors with Registered Accounts.

"**Transfer Agent**" means Alliance Trust Company.

CORPORATE STRUCTURE

Name, address and incorporation

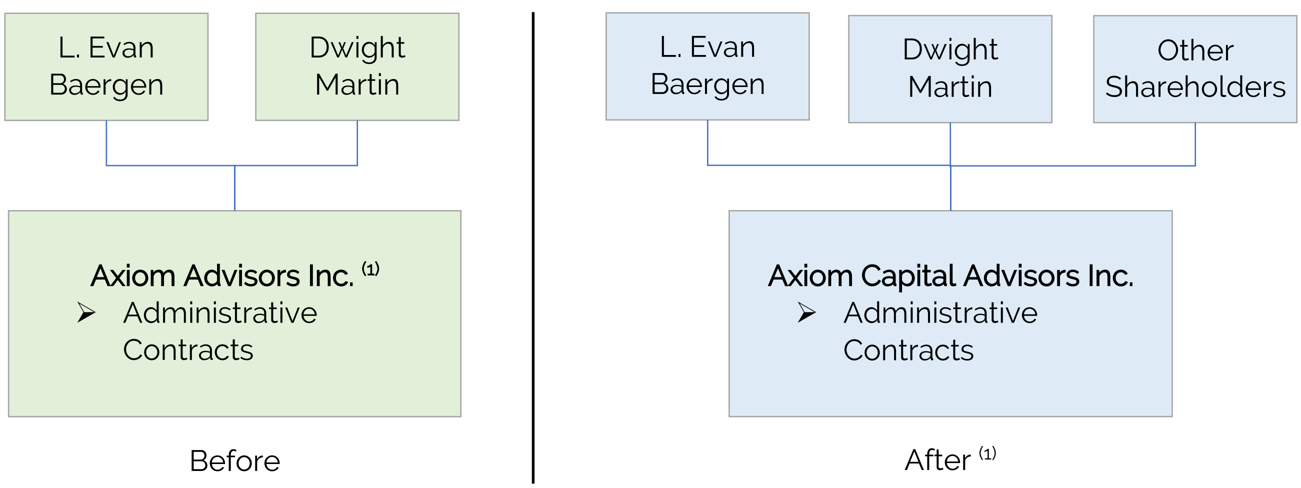
The Issuer was incorporated pursuant to the ABCA on January 28, 2020. Axiom's head office and registered office is located at 1600, 333 - 7 AVENUE S.W., Calgary, AB, T2P 2Z1. The Issuer's Shares do not currently trade on any stock exchange.

Assignment of administrative contracts

An administrative contract held by Axiom Advisors Inc. ("AAI") was assigned to the Issuer on February 2, 2020. The contract is valued at $125,000 and in return for the assignment of the contract to the Issuer, AAI received 5,000,000 shares of the Issuer.

Intercorporate relationships

The following diagram summarizes the structure of the entities before and after completion of the Listing:



(1) Axiom Advisors Inc. exists after ACA obtains its Listing, but operates a different business than ACA.

DESCRIPTION OF THE BUSINESS

History of the Business

AAI is owned by L. Evan Baergen and Dwight Martin, the Executive Managers and Directors of the Issuer. AAI was incorporated in August of 2018 and since that time, has been engaged by various companies to provide a variety of services, including advice on structuring financings, mergers and acquisitions, assisting companies in achieving a "public" status through election on CRA's form T2073, and managing the administrative component of raising capital from private investors.

The advantage of receiving the "public" certification from CRA is that it allows companies that are not listed on a public stock exchange to receive investment funds from individual's Registered Accounts.

These companies are "public" from CRA's perspective, but still have "private" shareholdings, and are called Public-Private-Companies, or PPCs.

PPCs increase the ability and speed in which companies can raise investment capital. However, the requirements of achieving "public" status through CRA's form T2073 is beyond the capability, time constraints, and budgets of many companies. AAI can help many companies achieve the public certification, but the cost is still significant. For companies raising less than $3 million, it is cost prohibitive in most cases. Given the number and activity level of the small business economy in Canada, finding an alternative to the public certification process achieved through the filing of the T2073 is important.

An alternative process is to create a subsidiary of a publicly listed company and sell a minority interest to the company seeking to raise capital. Although the subsidiary isn't "public" like the publicly listed parent company, it does qualify to receive registered funds as outlined in tax regulation 4900(1)(i), just like a company that makes a public election under form T2073, described above. When the subsidiary has paid back the funds to its investors, the subsidiary will no longer be used. Essentially, the company raising funds "rents" the opportunity to be public, so this option is referred to as a "Rent-A-Subco".

The main advantage of the Rent-a-Subco alternative is that the costs are significantly less than forming a Public-Private-Company and consequently, it can be sold at a lower price making it a cost-effective option to companies raising even a small amount of capital.

For the past several years there are only a few companies in Canada that have been offering this alternative process. However, there is little marketing activity conducted by the competitors and many companies and their advisors are not aware of this option. As a result, Axiom Capital Advisors Inc. was incorporated on January 28, 2020 with the goal of obtaining a public listing, so that the Issuer can offer the Rent-a-Subco option and better serve the market demand.

An administrative contract held by AAI was assigned to the Issuer on February 2, 2020. The contract is for 36 months, effective February 1, 2020. The Issuer will seek to sign this type contract with the purchaser of each Subco and as well as other companies that are actively raising capital.

Private Placement Financing

The Issuer closed the first tranche of a Private Placement financing on April 3, 2020, pursuant to an Offering Memorandum and raised $52,7escr00. A second and final closing will occur before the final Prospectus is issued. See "Use of Available Funds".

Future of the Business

The Issuer will have two revenue streams:

1. Subco Sales – The Issuer will sell 40% of common shares of any subsidiaries that it incorporates to an arms-length Purchaser under a Subco Agreement. Since the Issuer will maintain legal control (more than 50% of the voting shares) of Subco, the subsidiary will be eligible under CRA regulations 4900(1)(i) to receive investments from Registered Funds without having to meet the requirements of electing with CRA under form T2073. This is generally a faster and more cost-effective method of going "public" than electing under form T2073.

This low-cost method of qualifying to receive Registered Funds will allow the Issuer to attract Purchasers raising less than $3 million and will be an economical and effective alternative to mutual fund trusts. Seeking public status under form T20173 has a much higher cost associated with the process.

Although the Issuer will own 60% of Subco, the Subco Agreement will be stipulate that the Issuer does not have day today control or govern Subco and will not receive any future economic benefit from its shareholdings in Subco. As a result, the 60% ownership of Subco does not meet the requirements of definition of control under International Financial Reporting Standards (IFRS) 10 criteria and consequently the Issuer is not required to consolidate the financial statements of the Subco.

2. Administrative Contracts – Most companies seeking to raise private funds are not experienced in the fund-raising process and are unfamiliar with securities requirements, subscription forms, share issuance closings and do not have the administrative staff to handle the tracking, payments, and other requirements. Management of the Issuer has a proven track record administrating the fund-raising process and can handle all of the requirements in an efficient and economical manner. The Issuer does not raise capital for the Subco.

The Issuer currently has one administrative contract, effective February 1, 2020, and will seek additional contracts as Subco sales occur.

The Issuer will market its services to advisors of companies seeking to raise capital using a variety of methods, including telephone, electronic communication and meetings, as well as in-person meetings. Advisors for the companies will include lawyers, accountants, Emerging Market Dealers and others.

USE OF PROCEEDS

Proceeds

This is a non-offering Prospectus. The Issuer is not raising any funds in conjunction with this Prospectus and, accordingly, there are no proceeds.

Funds Available

With the previous issuance of shares along with monthly income of $5,000 from the first administrative contract, the Issuer had working capital available of $59,435 as of April 3, 2020.

Source of Available Funds	Amount
Initial issuance of shares	$7,600
Private Placement financing	$52,700
Administration Contract (1)	$60,000
Total	$120,300

(1) $5,000 per month for 12 months.

Use of Available Funds

It is anticipated that the available funds will be sufficient to achieve the Issuer's objectives over the next 12 months. The Issuer intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary. Use of funds will be subject to the discretion of management.

Use of Available Funds	Amount
CSE Listing costs	$13,500
Legal, audit, accounting	$20,000
Business development	$48,000
Wages and director costs [1]	$30,000
Total Costs	$111,500
Unallocated Funds	$8,800

[1] The intends to pay its four Directors fees of up to $25,000 per year, subject to profitability

Other Funds Available

There are no other funds available to the Issuer.

Business Objectives

The primary business objectives of the Issuer over the next 12 months are:

- Develop and implement a marketing plan to reach decision makers and influencers of companies that are seeking to raise private capital;
- Develop the necessary forms and contracts needed to sell a minority interest in subsidiaries to companies seeking to raise private capital from investors with registered accounts; and,
- Hire additional part-time staff, as required, to manage new administration contracts received by the Issuer.

DIVIDENDS

The Issuer has not declared any dividends or made any distributions since incorporation. It is the Board's plan, subject to future financial growth and profitability, to pay annual dividends. The amount will be determined annually by the Board.

MANAGEMENT'S DISCUSSION AND ANALYSIS

The Issuer has no operating history other than the performance of services rendered for the administration contract with one client beginning on February 1, 2020 and has incurred administrative expenses in the normal course of business. To date, the Issuer has earned $15,000 of income and incurred $15,865 of expenses which includes one-time, non-reoccurring expenses, such as audit fees and IT setup fees, and amortization of $10,415. The Issuer has assets of $174,020, which includes current assets of $61,369 and intangible assets, net of amortization, of $114,585. The only liabilities the Issuer has, total $1,934, leaving an equity balance of $174,020.

DESCRIPTION OF SECURITIES DISTRIBUTED

Common Shares

The authorized capital of the Issuer consists of an unlimited number of Common Shares without par value, of which 6,427,100 shares are issued and outstanding as at the date of this Prospectus. All of the Common Shares of the Issuer rank equally as to voting rights, participation in a distribution of the assets of the Issuer on the liquidation, dissolution or winding-up of the Issuer and the entitlement to dividends. The holders of the Common Shares are entitled to receive notice of all meetings of shareholders and to attend and vote such shares at the meetings. Each Common Share carries with it the right to one vote. The Common Shares do not have pre-emptive rights and are not subject to redemption. Holders of the Common Shares are entitled to receive such dividends as may be declared by the Board of Directors out of funds legally available. In the event of dissolution or winding up of the affairs of the Company, holders of the Common Shares are entitled to share ratably in all assets of the Company remaining after payment of all amounts due to creditors.

CONSOLIDATED CAPITALIZATION

The following table sets forth the share and loan capital of the Issuer as at the dates below. This table should be read in conjunction with the Financial Statements included in this Prospectus.

Description	Amount Authorized or to be Authorized	Authorized as at the date of this Prospectus	Outstanding as at February 7, 2020 (Audited)	Outstanding as at the date of this Prospectus (Unaudited)
Common Shares	Unlimited	Unlimited	5,900,100	6,427,100

OPTIONS TO PURCHASE SECURITIES

No options have been issued and the Issuer does not have a stock option plan

PRIOR SALES

Date of Issuance	Description	Number of Securities Issued	Price Per Security	Total Funds Received
January 28, 2020 (Incorporation)	Incorporation	100	$1.00	$100
February 7, 2020	Private Placement	600,000	$0.005	$3,000
February 7, 2020	Private Placement	300,000	$0.015	$4,500
February 7, 2020	Assignment of Contract (1)	5,000,000	$0.025	$125,000 (1)
April 3, 2020	Private Placement	527,000	$0.010	$52,700

(1) An administration agreement between a third-party customer and Axiom Advisors was transferred to the Issuer in exchange for 5,000,000 shares. The present value of $125,000 was determined to be the fair market value of the agreement.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

Escrow under NP 46-201

In accordance with National Policy 46-201 Escrow for Initial Public Offerings ("NP 46-201"), all Common Shares of the Issuer held by a principal of the Issuer as of the date of the final prospectus are subject to escrow restrictions. A principal who holds securities carrying less than 1% of the voting rights attached to the Issuer's outstanding securities is not subject to the escrow requirements under NP 46-201. Under the NP 46-201, a "principal" is defined as:

(a) a person or Issuer who acted as a promoter of the Issuer within two years before the Prospectus;

(b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of the Prospectus;

(c) a 20% holder – a person or Issuer 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

(d) a 10% holder – a person or Issuer 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 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.

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.

Pursuant to the Escrow Agreement (as defined by NP 46-201) which the Issuer will enter into prior to submission of the final prospectus, among the Issuer, the Escrow Agent, the principals of the Issuer, and assuming there are no changes to the escrow securities initially deposited and no additional escrow securities are deposited, it is anticipated that escrowed shares will be released in accordance with the following release schedule, as on listing, the Issuer anticipates being an "Emerging Issuer":

Time or Event for Release of Escrowed Securities	Percentage of Securities to be Released	Number of Securities to be Released
On Listing Date	10%	560,610
6 months after Listing Date	15%	840,915
12 months after Listing Date	15%	840,915
18 months after Listing Date	15%	840,915
24 months after Listing Date	15%	840,915
30 months after Listing Date	15%	840,915
36 months after Listing Date	15%	840,915

All escrowed shares are subject to the direction and determination of the CSE. Specifically, escrowed shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the consent of the CSE.

The following table sets forth the shares that will be subject to escrow under the Escrow Agreement as of the date of the Listing.

Name of Securityholder	Designation of Securities	Number of Securities to be held in escrow	Percentage of class on a non-diluted basis	Percentage of class on a fully diluted basis
L. Evan Baergen (1)	Common Shares	2,502,050	38.9%	38.9%
Dwight Martin (1)	Common Shares	2,502,050	38.9%	38.9%
Ryan Hoult (2)	Common Shares	301,000	4.7%	4.7%
Doug McCartney (2)	Common Shares	301,000	4.7%	4.7%
Total		5,606,100	87.2%	87.2%

(1) Axiom Advisors, a company equally owned by L. Evan Baergen and Dwight Martin, owns 5,000,000 shares of the Corporation. In addition, L. Evan Baergen and Dwight Martin directly own 50 shares each and indirectly, there are an additional 2,000 shares owned by related persons.
(2) Includes 1,000 shares owned by related persons.

PRINCIPAL SHAREHOLDERS

To the knowledge of the Issuer's directors and executive officers, the only persons who beneficially own or exercise, directly or indirectly, control or direction over, Common Shares carrying more than 10% of the votes attached to the Common Shares, are as follows:

Name	Type of Ownership	Number of Common Shares presently owned	Percentage of Common Shares outstanding
L. Evan Baergen (1)	Indirect	2,502,050	38.9%
Dwight Martin (1)	Indirect	2,502,050	38.9%

(1) Axiom Advisors, a company owned equally by L. Evan Baergen and Dwight Martin, owns 5,000,000 shares of the Corporation. In addition, L. Evan Baergen and Dwight Martin directly own 50 shares each and indirectly, there are an additional 2,000 shares owned by related persons.

DIRECTORS AND EXECUTIVE OFFICERS

Name, Occupation and Security holding

The following table sets out information regarding each of directors, executive officers and promoters of the Issuer including the names, municipality of residence, the position and office held and the period of time served in this position, their principal occupation for the preceding five years, and the number and percentage of voting securities beneficially owned, directly or indirectly, or over which control or direction is exercised:

Name, Position with Issuer and Province and Country of Residence	Date of Appointment of Office	Principal Occupation for Past Five Years	Common Shares Owned	Percentage of Common Shares Outstanding ^)
L. Evan Baergen (1)(3) BC, Canada CEO and Director	Jan 28, 2020	Director & Officer of Axiom Advisors Inc. and Paragon Partners Inc.	2,502,050(1)	38.9%
Dwight Martin (1)(5) BC, Canada CFO and Director	Jan 28, 2020	Director & Officer of Axiom Advisors Inc. and Paragon Partners Inc.	2,502,050(1)	38.9%
Ryan Hoult (2)(4)(7) AB, Canada Director	Feb 7, 2020	CPA, Partner, Rice & Co.	301,000	4.7%
Doug McCartney (2)(3)(7) AB, Canada Director	Feb 7, 2020	Lawyer, Managing Partner, Burstall LLP	301,000	4.7%
Total			5,606,100	87.2%

(1) Axiom Advisors, a Issuer owned equally by L. Evan Baergen and Dwight Martin, owns 5,000,000 shares of the Corporation. In addition, L. Evan Baergen and Dwight Martin directly own 50 shares each and indirectly, there are an additional 2,000 shares owned by related persons.
(2) Independent director
(3) Member of the Audit Committee
(4) Chair of the Audit Committee
(5) Chair of the Board
(6) No options or warrants have been issued, so these amounts also represent fully diluted amounts.
(7) Includes 1,000 shares owned by related persons.

As a group, the directors and executive officers beneficially own, or control or direct, directly or indirectly, a total of 5,606,100 Common Shares, representing 87.2% of the Common Shares outstanding. The directors are elected annually and, unless re-elected, will retire from office at the end of the next annual general meeting of shareholders.

Biographies of the Directors and Executive Officers

L. Evan Baergen, CEO and Director - Evan has been active in a broad spectrum of enterprises encompassing various business sectors, including manufacturing, technology, consulting and service industries. Evan has educational degrees in Electronic Engineering Technology (Northern Alberta Institute of Alberta), Bachelor of Business Administration (Simon Fraser University), and is a Chartered Professional Accountant, having articled with Price Waterhouse. He has been active in a wide range of senior management roles, such as the CEO of a Canadian public Issuer, CEO and CFO of various US public companies, private and public Issuer turnarounds, implementation of leading-edge technology projects, and various advisory engagement roles. Mr. Baergen also has been active in mergers and acquisitions, as well as several start-ups. He has served, or currently serves, as an officer or director of numerous public, private and not-for-profit companies.

Dwight Martin, CFO and Director - Dwight has more than 25 years of financial management experience involving the implementation of strategic business plans and raising capital for private and public entities. He has founded two public and several private companies in various industries. Mr. Martin has been a partner of a boutique brokerage and financial services group involved in advising small and mid-sized companies on corporate finance, M&A, buyouts, private equity and wealth management. Dwight owned his own accounting practice for 15 years and as a practicing Chartered Accountant provided financial and taxation services for a wide range of businesses. He is a graduate from the University of Alberta with a Bachelor of Commerce degree, with distinction.

Ryan Hoult, Director - Ryan is the Managing Partner of Rice & Issuer LLP, a CPA firm operating in Alberta and BC. He is a Canadian CPA, CA, and also a CPA in the US and Hong Kong, SAR. Ryan also brings IT skills to the Board, as a Certified Information System Auditor, with a BSc in Computer Science from Memorial University of Newfoundland. Ryan holds his ICD.D designation and is currently the Vice-Chair of the Theatre Calgary Endowment Foundation, and Chair of its Governance Committee. Ryan has also served in senior management roles in several companies, including Target Capital Inc., where he served as CFO and Director, from 2009 to 2014.

Doug McCartney, Director - Doug is the co-Managing Partner of Burstall LLP. He advises national and international clients in a broad range of areas including mergers and acquisitions, corporate finance, and corporate restructuring. He and his firm have been internationally recognized in the areas of corporate finance and mergers and acquisitions. Doug is a private equity expert and has been involved in raising over $2 billion in debt and equity for his clients across a variety of industries. In 2016 Doug and his firm were recognized with an award for the Corporate and Strategic deal of the year at the M&A Advisor Awards. Doug has served, or currently serves, as an officer or director of numerous public and private companies and private equity funds. Doug received his Juris Doctor from the University of Saskatchewan (1998) and his Bachelor of Arts from the University of Calgary (1995).

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

None of the directors, officers or other members of management of the Issuer has, within the past ten years, been a director, officer 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 that denied the Issuer access to any statutory exemptions for a period of more than 30 consecutive days; or

(b) was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manger or trustee appointed to hold the assets of that person.

Penalties or Sanctions

No director or executive officer of the Issuer has, within the past ten years, been subject to any penalties or sanctions imposed by a court or by a securities regulator authority relating to securities legislation or has entered into a settlement agreement with a securities regulatory authority or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

No current or proposed director of the Issuer has, within the past ten years, been declared bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement, or compromise with creditors or had a receiver, receiver manger or trustee appointed to hold the assets of that individual.

Conflicts of Interest

The directors of the Issuer are required by law to act honestly and in good faith with a view to the best interests of the Issuer and to disclose any interests, which they may have in any projector opportunity of the Issuer. If a conflict of interest arises at a meeting of the Board of Directors, any director in a conflict will disclose his interest and abstain from voting on such matter. Conflicts, if any, will be subject to the procedures and remedies as provided under the ABCA.

To the best of the Issuer's knowledge, and other than disclosed herein, there are no known existing or potential conflicts of interest between the Issuer and its directors and officers except that certain of the directors and officers may serve as directors and/or officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Issuer and their duties as a director or officer of such other companies.

EXECUTIVE COMPENSATION

The Issuer has not been a reporting Issuer at any time during the period from incorporation until the obtaining the receipt for the Prospectus. As an "IPO Venture Issuer" in accordance with *Form 51-102F6V Statement of Executive Compensation – Venture Issuers*, the following is a discussion of all significant elements of compensation to be awarded to, earned by, paid to or payable to Named Executive Officers of the Issuer, once the Issuer becomes a reporting Issuer, to the extent this compensation has been determined.

In this section "Named Executive Officer" means each individual who acted as chief executive officer of the Issuer, or acted in a similar capacity, for any part of the most recently completed financial year (a "CEO"), each individual who acted as chief financial officer of the Issuer, or acted in a similar capacity, for any part of the most recently completed financial year (a "CFO") and each of the three most highly compensated executive officers, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than CDN$150,000 as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an executive officer of the Issuer, at the end of the most recently completed financial year.

The Issue has two Named Executive Officers:

- L. Evan Baergen, aged 57, CEO; and
- Dwight Martin, aged 65 CFO.

As of the date of the Prospectus, the anticipated compensation for each of the Issuer's two Named Executive Officers, for the 12-month period following the Listing is not known. As of the date of the Listing, no compensation has been paid to the Named Executive Officers.

Stock options and other compensation securities

As of the date of this Prospectus, the Issuer does not have any stock options or other compensation plans.

Employment, consulting and management agreements

The Issuer has not signed employment, non-competition or non-disclosure agreements with its officers or directors, but the Named Executive Officers will be compensated as employees of the Issuer. Both Named Executive Officers will split their time equally between the Issuer and Axiom Advisors a company offering a similar, but non-competing service targeted at a different market segment.

Director Fees

The Issuer intends, subject to profitability, to pay the directors $25,000 per year for the current year.

Oversight and Description of Named Executive Officer Compensation

The Issuer, at its present stage, does not have any formal objectives, criteria and analysis for determining the compensation of its Named Executive Officers and primarily relies on the discussions and determinations of the Board. When determining individual compensation levels for the Issuer's Named Executive Officers, a variety of factors will be considered including: the overall financial and operating performance of the Issuer, each Named Executive Officers individual performance and contribution towards meeting corporate objectives.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date of this Prospectus, no director, executive officer or employee of the Issuer or their respective associates or affiliates is currently, or has been at any time, indebted to the Issuer.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

The Audit Committee's Charter is attached as Schedule B.

<u>Composition of the Audit Committee</u>

The members of the Audit Committee are Ryan Hoult (Chair of the Audit Committee), Doug McCartney and L. Evan Baergen. Ryan Hoult and Doug McCartney are "independent" as defined in NI 52-110. A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Issuer. A material relationship means a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

<u>Relevant Education and Experience</u>

All of the members of the Audit Committee have gained their education and experience by participating in the management of various companies and all members are "financially literate" as defined in NI 52-110, meaning that they have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Issuer's financial statements.

Audit Committee Oversight

At no time since inception was a recommendation of the Audit Committee made to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since inception has the Issuer relied on the exemption in Section 2.4 of NI 52-110 (de minimis non-audit services), the exemption in subsection 6.1.1(4) (Circumstance Affecting the Business or Operations of the Venture Issuer), the exemption in subsection 6.1.1(5) (Events Outside of Control of Member), the exemption in subsection 6.1.1(6) (Death, Incapacity or Resignation) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval of Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

Fees of $5,000 were paid to the auditors of the Issuer for the financial statements dated February 7, 2020. No other audit or non-audit fees were paid or are payable to the auditors as of the date of this Prospectus.

Exemption

The Issuer is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its Audit Committee and in respect of its reporting obligations under NI 52-110.

Corporate governance

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of management, who are appointed by the Board and who are responsible for the day-to-day management of the Issuer. The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Issuer.

The Canadian Securities Administrators have established corporate governance guidelines which apply to all public companies. The Issuer has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Issuer's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Issuer at its current size and stage of development and therefore these guidelines have not been adopted. The Issuer will continue to review and implement corporate governance guidelines as the business of the Issuer progresses and becomes more active in operations. National Instrument 58-101 D*isclosure of Corporate Governance Practices* mandates disclosure of corporate governance practices in Form 58-101F2, which disclosure is set out below.

Board of Directors

Under NI 58-101, a director is considered to be independent if he or she is independent within the meaning of National Instrument 52-110 – *Audit Committees*, and pursuant to this policy, an independent director is a director who is free from any direct or indirect relationship which could, in the view of the Board, be reasonably expected to interfere with a director's independent judgment. Directors Ryan Hoult and Doug McCartney are independent, while the other two Directors, L. Evan Baergen (CEO) and Dwight Martin (CFO), are both members of the senior management of the Issuer.

The Board exercises its independent supervision over the Issuer's management through a combination of formal meetings of the Board as well as informal discussions amongst the Board members. The independent directors may also hold scheduled meetings at which non-independent directors or members of management are not in attendance. Where matters arise at Board meetings which require decision-making and evaluation by independent or non-management directors, the meeting breaks into an "in camera" session among the independent or non-management directors.

Directorships

The directors of the Issuer currently hold directorships or executive officer positions in other reporting issuers as follows:

Name	Name of Reporting Issuer	Position	Date
Ryan Hoult	Cellbroadcast Group Inc.	Director	Dec 10, 2019
Doug McCartney	Centaurus Energy Inc.	Corporate Secretary	August 29, 2017

Orientation and Continuing Education

The Issue does not have a long operating history so it has not changed any directors. It is expected that changes to the Board will be infrequent so there are no plans to implement a formal orientation program for directors and the Board is not planning to provide a formal continuing education for directors. Directors maintain their skill and knowledge necessary to
meet their obligations as directors through a combination of their previous education, experience as businesspersons, professional continuing education requirements in their own professions, service as directors of other issuers and non-reporting companies, and advice from the Issuer's legal counsel, auditor and other advisers.

Ethical Business Conduct

The prior education, business and board experience of the directors and the fiduciary duties placed on individual directors by corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest, are sufficient to ensure that the Board operates in the best interests of the Issuer.

Under the applicable corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Issuer and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and to disclose to the Board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Issuer or an affiliate of the Issuer, (ii) is for indemnity or insurance for the benefit of the director in connection with the Issuer, or (iii) is with an affiliate of the Issuer. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Issuer at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Issuer for any profit realized from the contract or transaction.

Nomination of Directors

The Issuer does not have a formal process or committee for proposing new nominees to the Board. Changes to the Board are anticipated to be infrequent.

Compensation

The Board has not appointed a formal compensation committee, so it will conduct reviews regarding directors' compensation once a year and considers the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies and aligns the interests of directors with the return to shareholders.

The Board decides the compensation of the Issuer's officers, based on industry standards and the Issuer's financial situation.

Other Board Committees

The Board has no committees other than the Audit Committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the board and management and the strategic direction and processes of the Board and committees and, if necessary, will make any required adjustments.

RISK FACTORS

The following are certain risk factors relating to the business carried on by the Issuer which prospective investors should carefully consider before deciding whether to purchase the Shares. The Issuer will face challenges in the development of its business, and due to the nature of the Issuer's business and present stage of the business, the Issuer may be subject to significant risks. Readers should carefully consider all such risks, including those set out in the discussion below.

Resale of Shares

There can be no assurance that the publicly traded market price of the Shares will be high enough to create a positive return for the existing investors. Further, there can be no assurance that the Shares will be sufficiently liquid to allow investors to sell their position in the Issuer without adversely affecting the stock price. In such event, the probability of resale of the Shares would be diminished.

No prior market for Shares

There is currently no public market for the Shares and there is no guarantee that the Listing will be completed. If the Listing is not completed, or if an active public market does not develop or is not maintained, investors might have difficulty selling their Shares.

Market Conditions

The market price of the Shares may be subject to wide fluctuations in response to factors such as actual or anticipated variations in its results of operations, changes in financial estimates by securities analysts, general market conditions and other factors. Market fluctuations, as well as general economic, political and market conditions such as recessions, interest rate changes or international currency fluctuations, may adversely affect the market price of the Shares, even if the Issuer is successful in maintaining revenues, cash flows or earnings. The purchase of the Shares involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Securities of the Issuer should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Issuer should not constitute a major portion of an investor's portfolio.

Profitability and Dividends

To date, the Issuer has not paid any dividends on its outstanding shares. While it is the intention of the Issuer to pay annual dividends on the shares of the Issuer, it is a decision that will be made by its Board of directors on the basis of its earnings, financial requirements and other conditions. There is no assurance that the Issuer will be able to develop its business to the point where it is profitable and pay dividends to its shareholders. The market may not respond favourably to the services offered by the Issuer, limiting its revenue and profitability.

Limited Operational History

Although the executive officers have been in business together for many years and have built a similar business, the Issuer's business is in a new area and has very limited operational history. There is no assurance that this business model will be successful.

Reliance on Management and Key Employees

The Issuer's future success depends substantially on the continued services of its executive officers. If one or more of its executive officers or key development personnel were unable or unwilling to continue in their present positions, the Issuer might not be able to replace them easily.

Development Costs

This Issuer expects to incur significant develop costs in marketing its services across Canada. Since the Issuer does not intend to raise additional capital, there is risk that the cash resources on hand and received on a monthly basis will not be sufficient to reach the stage of development that management has targeted.

Competition

There are two direct competitors to the Issuer that could prevent clients from engaging the Issuer, by offering the services at more competitive rates or in a more attractive format. There is no assurance that Issuer will be able to be flexible enough in its pricing to attract clients and achieve profitability. There is also no assurance that the marketing plan will attract clients to engage the services of the Issuer.

Canadian Tax Laws

The Issuer's business is predicated on some of the current tax laws continuing to be in effect. If certain tax regulations and laws were changed, some of the services of the Issuer could be adversely affected, making it difficult or impossible for the Issuer to continue offering all of its services. If the main services were adversely impacted, the administration services would also suffer.

Uncertainty and adverse changes in the economy

Adverse changes in the economy could negatively impact the Issuer's business. Future economic distress may result in a decrease in demand for the Issuer's services, which is directly related to raising capital from private investors, so this could have a material adverse impact on the Issuer's operating results and financial condition. Uncertainty and adverse changes in the economy could also increase costs associated with developing the marketing plan and offering the Issuer's services, which could have a material adverse impact on the financial condition and operating results of the Issuer.

Insurance Coverage

The Issuer will require general business and liability and directors' and officers' liability insurance coverage following the Listing. Although the Issuer believes that the events and amounts of liability covered by its insurance policies will be reasonable, taking into account the risks relevant to its business, there can be no assurance that such coverage will be available or sufficient to cover claims to which the Issuer may become subject. If insurance coverage is unavailable or insufficient to cover any such claims, the Issuer's financial resources, results of operations and prospects could be adversely affected.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no pending legal proceedings or regulatory actions to which the Issuer is or is likely to be a party or of.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director or officer of the Issuer has or has had any material interest, direct or indirect, in any transaction since the date of incorporation that has materially affected or is reasonably expected to materially affect the Issuer, with the exception of the assignment of the administrative contract from AAI to the Issuer, as described in this Prospectus.

AUDITORS, TRANSFER AGENTS AND REGISTRARS

Auditors

The Issuer's auditor is Kenway Mack Slusarchuk Stewart LLP, Chartered Professional Accountants located in Calgary, Alberta.

Registrar and Transfer Agent

The transfer agent and registrar for the Common Shares will be Alliance Trust Company, located in Calgary, Alberta. An agreement will be entered into with Alliance Trust Company prior to the submission of the final prospectus.

MATERIAL CONTRACTS

The Issuer does not have any contracts material to investors in the Common Shares, other than the administrative contract assigned from AAI;

EXPERTS

No person or Issuer whose profession or business who is named as having prepared or certified a report, valuation, statement, or opinion described or included in the Prospectus, or whose profession or business gives authority to a report, valuation, statement, or opinion described or included in the Prospectus, holds any registered or beneficial interest, direct or indirect, in any of the Issuer's securities or other property of the Issuer or one of the associates or affiliates and no such person or company, or a director, officer or employee of such person or Issuer, is expected to be elected, appointed, or employed as one of the Directors, officers, or employees or as a director, officer, or employee of any of the Issuer's associates or affiliates and no such person is one of the promoters or the promoter of one of the Issuer's associates or affiliates.

Kenway Mack Slusarchuk Stewart LLP is independent with respect to the Issuer within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Alberta.

OTHER MATERIAL FACTS

There are no material facts about the Issuer and the Listing which are not disclosed in this Prospectus.

FINANCIAL STATEMENTS

Attached to as part of this Prospectus in Schedule A are the audited financial from the date of incorporation (January 28, 2020) to February 7, 2020.

SCHEDULE A

AUDITED ANNUAL FINANCIAL STATEMENTS
AXIOM CAPITAL ADVISORS INC.
PERIOD ENDED FEBRUARY 7, 2020

Axiom Capital Advisors Inc.
Financial Statements
February 7, 2020

Independent Auditors' Report

To: The Directors of **Axiom Capital Advisors Inc.**

Opinion

We have audited the financial statements of Axiom Capital Advisors Inc. (the "Company"), which comprise the statement of financial position as at February 7, 2020 and the statements of comprehensive income, changes in equity and cash flows for the period from incorporation on January 28, 2020 to February 7, 2020, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at February 7, 2020, and its financial performance and its cash flows from incorporation on January 28, 2020 to February 7, 2020 in accordance with International Financial Reporting Standards.

Basis for Opinion

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

Material Uncertainty Related to Going Concern

We draw attention to Note 1 to the financial statements which indicates that at February 7, 2020 the Company does not yet have active operations. This condition, along with other matters as set forth in Note 1, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not qualified in respect of this matter.

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

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

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

We also:

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

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

Kenway Mack Slusarchuk Stewart LLP

Chartered Professional Accountants

February 20, 2020
Calgary, Alberta

Axiom Capital Advisors Inc.
Statement of Financial Position

As at February 7,	Notes		2020
Assets			
Current asset			
Cash	6.2	$	7,600
Intangible asset	8		125,000
Total assets		$	132,600
Liabilities & Shareholders' Equity			
Share capital		$	132,600
Total liabilities and shareholders' (deficiency) equity		$	132,600

See accompanying notes to the financial statements.

These financial statements were approved by the Directors of the Corporation on February 20, 2020.

(Signed)L. Evan Baergen , Director *(Signed)Dwight Martin* , Director

Axiom Capital Advisors Inc.
Statement of Comprehensive Income
For the Period from Incorporation on January 28, 2020 to February 7, 2020

	Note	2020
Total comprehensive income for the period	7	$ -

See accompanying notes to the financial statements.

Axiom Capital Advisors Inc.
Statement of Changes in Equity
For the Period from Incorporation on January 28, 2020 to February 7, 2020

	Number of Shares [1]	Share Capital Stated Value	Retained Earnings	Total
Common Shares Issued	5,900,100	$ 132,600	$ -	$ 132,600
Income for the period	-	-	-	-
Balance at February 7, 2020	5,900,100	$ 132,600	$ -	$ 132,600

1 The Company has an unlimited number of Class A voting common shares, and an unlimited number of Class A, Class B and Class C preferred shares authorized for issue

See accompanying notes to the financial statements.

Axiom Capital Advisors Inc.
Statement of Cash Flows
For the Period from Incorporation on January 28, 2020 to February 7, 2020

		2020
Cash provided by:		
Cash flows from financing activities		
Proceeds on issue of capital	$	7,600
Net cash provided by financing activities		7,600
Net change in cash		7,600
Cash at the beginning of the period		-
Cash, end of period	$	7,600

See accompanying notes to the financial statements.

1. General business description and going concern

Axiom Capital Advisors Inc. (the "Company") is a corporation incorporated under the Business Corporations Act (Alberta) on January 28, 2020. The registered and head office address of the Company is Suite 1600, 333 - 7 Avenue SW, Calgary, Alberta, T2P 2Z1. The Company is a subsidiary of Axiom Advisers Inc.

The Company is in the start-up phase of development and does not yet have active operations. Since the date of incorporation, the Company has prepared an Offering Memorandum for its Class A shares (the "Offering"), which has included, among other things, putting in place a management team, a board of directors, retaining legal counsel and searching for investors.

Concurrent with the closing of the Offering, the Company intends to seek a listing on the Canadian Stock Exchange and become a "Public Corporation".

The Company's ability to continue as a going concern depends upon it securing future equity or debt financing for its working capital and development activities.

2. Basis of presentation

2.1 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").

The financial statements were authorized for issue by the Directors of the Company on February 20, 2020.

2.2 Basis of measurement

These financial statements have been prepared on the historical cost basis except for items where an alternative basis is required by IFRS. Details on these items are included below in Note 3, Significant Accounting Policies.

2.3 Functional and presentation currency

These financial statements are presented in Canadian dollars, which is the Company's functional currency.

2.4 Use of estimates and judgments

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4, Critical accounting estimates and assumptions.

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Accounting estimates will, by definition, seldom equal the actual results. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future years affected.

Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is valuation of financial instruments (note 5).

3. Significant accounting policies

As a new entity, the Company has adopted all IFRS issued and effective as of February 7, 2020. The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

3.1 Cash

Cash comprises of cash on hand, deposits held at banks and short-term, low-risk investments which can be quickly liquidated into known amounts of cash.

3.2 Financial instruments

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

3.2.1 *Financial assets*

<u>Classification</u>

The Company classifies its financial assets in the following three categories:

- Assets carried at amortized cost ("Amortized Cost")
- Assets carried at fair value through other comprehensive income ("FVOCI")
- Assets carried at fair value through profit and loss ("FVTPL")

The classification depends on both the Company's business model for managing the financial instrument and the contractual terms of the instrument itself.

A financial asset is classified as Amortized Cost if the objective of the business model is to hold the financial asset for the collection of the cash flows; and all contractual cash flows represent only principal and interest on that principal.

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

All financial assets that do not meet the criteria to be classified as Amortized Cost or FVOCI are classified as FVTPL, this includes all derivative financial assets. The Company may make an irrevocable election to designate a financial asset that would otherwise be classified in another category as FVTPL. If the election is made it is irrevocable, meaning that asset must remain categorized as FVTPL until that asset is derecognized.

Recognition and derecognition

Purchases and sale of financial assets are recognized on the settlement date, which is the date in which the asset is delivered to or by the Company. Financial assets are derecognized when the rights to receive cash flows have expired or are transferred and the Company has transferred substantially all risks and rewards of ownership.

Measurement

Financial assets carried at Amortized Cost or FVOCI are initially measured at their fair value plus transactions costs. Financial assets carried at FVTPL are initially measured at their value, with any associated transaction costs being immediately expensed through profit or loss.

Subsequent measurement of financial assets depends on the category the asset has been assigned to.

Gains or losses on assets carried at Amortized Cost are recorded in profit or loss upon derecognition, or earlier if the asset is impaired.

Gains or losses on assets carried at FVOCI are recorded in other comprehensive income, except for impairment, interest, dividend and foreign exchange related gains and losses, which are recorded in profit or loss. Upon derecognition of an asset categorized as FVOCI, the net gains or losses related to the asset previously recorded in other comprehensive income are reclassified to profit or loss.

Gains or losses on assets carried at FVTPL are recorded in profit or loss in the period in which they occur.

Impairment

The Company addresses at each reporting date whether there is objective evidence that a financial asset, other than those carried at FVTPL, or a group of financial assets, is impaired. When impairment has occurred, the carrying amount of the financial asset is reduced by the impairment loss directly and the loss is recognized in profit and loss.

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

For financial assets carried at Amortized Cost, the amount of impairment loss recognized is the difference between the assets carrying amount and the present value of estimated future cash flows, discounted at the financial assets' original effective interest rate. An impairment loss on financial assets carried at Amortized Cost can be reversed if the reversal can be related objectively to an event occurring after the impairment was recognized. In such cases, the previously recognized impairment loss is reversed through profit or loss to the extent the carrying amount of the financial asset at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

When an asset carried at FVOCI is considered to be impaired, cumulative gains or losses previously recognized in other comprehensive loss are reclassified to the profit or loss in the period. Any increase in fair value subsequent to an impairment loss is recognized in other comprehensive income.

3.2.2 *Financial liabilities*

Financial liabilities are initially measured at fair value and subsequently measured at amortized cost for liabilities that are not hedged, and fair value for liabilities that are hedged. Non-performance risk, including the Company’s own credit risk for financial liabilities, is considered when determining the fair value of financial liabilities.

Financial liabilities are removed from the statement of financial position when it is extinguished; for example, when the obligation specified in the contract is discharged or cancelled or expired or when the terms of an existing financial liability are substantially modified. The difference between the carrying amount of a financial liability extinguished or transferred to another party and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in profit or loss.

3.3 Related party transactions

All related party transactions and balances must be disclosed in the financial statements. This includes descriptions and amounts of the transactions, the amount of any outstanding balances and associated terms, provisions for doubtful debts related to outstanding balances and the expense recognized during the period in respect of bad or doubtful debts from related parties.

3.4 Revenue recognition

The Company has not recognized any revenue.

When the Company enters into sales contracts in the future it shall recognize revenue in accordance with IFRS 15 by applying the following 5 steps:
- Identify the contracts with the customers
- Identify the separate performance obligations
- Determine the transaction price of the contract
- Allocate the transaction price to each of the separate performance obligations, and
- Recognize the revenue as each performance obligation is satisfied.

4. Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The estimates and assumptions are continuously assessed, considering historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition, seldom equal the related actual results. However, given the Company's current operations as of February 7, 2020, no critical estimates have been made.

5. Determination of fair values

Certain of the Company’s accounting policies and disclosures require the determination of fair value for assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

The significance of inputs used in making fair value measurements for assets and liabilities measured at fair value are examined and classified according to a fair value hierarchy:

Level 1
Items that are classified at level 1 have their fair values determined by reference to quoted prices in active markets for identical assets and liabilities.

Level 2
Items that are classified at level 2 have their fair values determined using inputs other than quoted prices, for which all significant outputs are observable, either directly or indirectly, and are based on valuation models and techniques where the inputs are derived from quoted indices.

Level 3
Items that are classified at level 3 have their fair values determined using inputs that are unobservable and significant to the overall fair value measurement.

The designation of the Company's assets and liabilities which require the assessment of fair value are as follows:

- Cash, Level 1
- Intangible asset, Level 3

6. Financial risk management

6.1 Overview

The Company's planned operations will expose it to a variety of financial risks that arise as a result of its operating and financing activities:

• credit risk;
• liquidity risk; and,
• market risk.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risks, and the Company's management of capital.

The Company employs risk management strategies and policies to ensure that any exposure to risk is in compliance with the Company's business objectives and risk tolerance levels. While the Company have the overall responsibility for the establishment and oversight of the Company's risk management framework, management has the responsibility to administer and monitor these risks.

6.2 Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

The maximum exposure to credit risk at February 7, 2020 is as follows:

Carrying value at February 7,		**2020**
Cash	$	7,600
Total	$	7,600

Cash consists of cash bank balances. The Company manages the credit exposure related to cash by selecting financial institutions with high credit ratings. Given these credit ratings, management does not expect any counterparty to fail to meets its obligations.

6.3 Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they are due. The Company's approach to managing liquidity is to ensure it will have sufficient liquidity to meet its liabilities when due. The Company's ongoing liquidity will be impacted by various external events and conditions.

The Company did not have any financial liabilities at February 7, 2020.

6.4 Market risk

Market risk is the risk that changes in market prices, such as interest rates, will affect the Company's net income or the value of financial instruments. The objective of the Company is to manage and mitigate market risk exposures within acceptable limits, while maximizing returns.

6.5 Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. As the Company does not currently have any interest bearing debt, the Company is not exposed to interest rate risk.

The Company had no interest rate swaps or financial contracts in place as at or during the period ended February 7, 2020.

6.6 Capital management

The Company's capital management policy is to maintain a strong capital base that optimizes the Company's ability to grow, maintain investor and creditor confidence and to provide a platform to create value for its unitholders. The Company intends to maintain a flexible capital structure to maximize its ability to pursue additional investment opportunities, which considers the Company's early stage of development and the requirement to sustain future development of the business.

The Company will manage its capital structure and make changes to it in light of changes to economic conditions and the risk characteristics of the nature of the business. The Company considers its capital structure to include shareholders' equity and working capital. In order to maintain or adjust the capital structure, the Company may from time to time issue shares, seek debt financing and adjust its capital spending to manage its current and projected capital structure.

The Company currently has no debt outstanding and it monitors capital based on its current working capital, projected cash flow from operations and anticipated capital expenditures.

The Company is not subject to externally imposed capital requirements.

7. Comprehensive income

No revenue, personnel or general and administrative expenses were incurred during the period ended February 7, 2020.

8. Intangible asset

The Company has acquired, from a corporation controlled by officers and directors of the Company, an administration agreement valued at $125,000. The Company issued 5,000,000 Class A shares at a price of $0.025 per share as consideration. The administration agreement is for the provision of specified services to a third party and provides monthly revenue of $5,000 and is for a 36 month term.

The intangible asset is carried at cost less any accumulated amortization and any accumulated impairment loss, and is amortized on a straight-line basis over the estimated useful life of 36 months.

9. Subsequent event

Offering memorandum

The Company has prepared an offering memorandum (the "offering"), for the offer of Class ''A'' voting common shares ("Class A Shares" or "shares"), with an aggregate minimum of 200,000 shares at a price of $0.10 per share for total gross proceeds of $20,000 and a maximum of 1,250,000 shares at a price of $0.10 per share for total gross proceeds of $125,000.

Subscribers must each subscribe for a minimum of 1,000 Shares for a subscription amount of $100. Subscribers may subscribe for additional Shares.

The Shares, as a class, have the following rights, privileges, restrictions and conditions:

(a) Right to vote at meetings of the shareholders of the Company;
(b) The right to receive dividends as fixed by the board of directors; and
(c) The right, upon the liquidation or winding-up of the Company, to repayment of the amount paid for such Shares (plus any declared and unpaid dividends).

SCHEDULE B

THE ISSUER'S AUDIT COMMITTEE CHARTER

1. Overall Purpose / Objectives

The Audit Committee will assist the Board of Directors ("Board") in fulfilling its responsibilities. The Audit Committee will review the financial reporting process, the system of internal control and management of financial risks and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Issuer's business, operations and risks.

2. Authority

The Board authorizes the audit committee, within the scope of its responsibilities, to seek any information it requires from any employee and from external parties, to obtain outside legal or professional advice, to set and pay the compensation for any advisors employed by the Audit Committee, to ensure the attendance of the Issuer's officers at meetings as appropriate and to communicate directly with the Issuer's s external auditors.

3. Organization

<u>Membership</u>

- The Audit Committee will be comprised of at least three members, and if the Issuer is a "venture Issuer" under applicable securities laws, a majority of the members must not be executive officers, employees or control persons of the Issuer, unless otherwise exempted by applicable securities laws.

- The chairman of the Audit Committee will be nominated by the Audit Committee from the members of the Audit Committee which are not officers or employees of the Issuer, or a Issuer associated or affiliated with the Issuer, from time to time.

- A quorum for any meeting will be two members.

<u>Attendance at Meetings</u>

- The Audit Committee may invite such other persons (e.g. the Chief Executive Officer if not a member or the Chief Financial Officer) to its meetings, as it deems appropriate.

- The Audit Committee will make every effort to meet at least four times a year. Special meetings shall be convened as required.

- External auditors may convene a meeting if they consider that it is necessary.

- Minutes will be taken for all meetings.

4. Roles and Responsibilities

The Audit Committee will:

- Gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

- Gain an understanding of the current areas of greatest financial risk and whether management is managing these effectively.

- Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.

- Review any legal matters which could significantly impact the financial statements as reported on by the general counsel and meet with outside counsel whenever deemed appropriate.

- Review the annual and quarterly financial statements including Management's Discussion and Analysis and annual and interim earnings press releases prior to public dissemination, including any certification, report, opinion, or review rendered by the external auditors and determine whether they are complete and consistent with the information known to committee members; determine that the auditors are satisfied that the financial statements have been prepared in accordance with generally accepted accounting principles.

- Pay particular attention to complex and/or unusual transactions such as those involving derivative instruments and consider the adequacy of disclosure thereof.

- Focus on judgmental areas, for example those involving valuation of assets and liabilities and other commitments and contingencies.

- Review audit issues related to the Issuer's material associated and affiliated companies that may have a significant impact on the Issuer's equity investment.

- Meet with management and the external auditors to review the annual financial statements and the results of the audit.

- Review the interim financial statements and disclosures, and obtain explanations from management on whether:

  (a) actual financial results for the interim period varied significantly from budgeted or projected results;

  (b) generally accepted accounting principles have been consistently applied;

  (c) there are any actual or proposed changes in accounting or financial reporting practices;

  (d) there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure; and

(e) review the external auditors' proposed audit scope and approach and ensure no unjustifiable restriction or limitations have been placed on the scope.

- Review the performance of the external auditors and approve in advance provision of services other than auditing. Consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Issuer. The Board authorizes the Chair of the Audit Committee to pre-approve any non-audit or additional audit work which the Chair deems as necessary and to notify the other members of the Audit Committee of such non-audit or additional work.

- Make recommendations to the Board regarding the reappointment of the external auditors and the compensation to be paid to the external auditor.

- Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

- Review and approve the Issuer's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Issuer.

- Establish a procedure for:

  (a) the confidential, anonymous submission by directors or employees of the Issuer of concerns regarding questionable accounting or auditing matters; and

  (b) the receipt, retention and treatment of complaints received by the Issuer regarding accounting, internal accounting controls, or auditing matters.

- Meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately.

- Endeavour to cause the receipt and discussion on a timely basis of any significant findings and recommendations made by the external auditors.

- Ensure that the Board is aware of matters which may significantly impact the financial condition or affairs of the business.

- Perform other functions as requested by the full Board.

- If necessary, institute special investigations and, if appropriate, hire special counselor experts to assist, and set the compensation to be paid to such special counsel or other experts.

- Review and recommend updates to the charter; receive approval of changes from the Board.

5. Limitations on the oversight role of the Audit Committee

Nothing in this Charter is intended, or may be construed, to impose on any member of the Audit Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board are subject. Each member of the Audit Committee shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the information provided to the Company by such persons or organizations.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Issuer's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles in Canada and applicable rules and regulations. These are the responsibility of management and the external auditors.

CERTIFICATE OF THE ISSUER

Date: April 3, 2020

This Prospectus constitutes full, true and plain disclosure of all material facts relating to the securities previously issued by the Issuer as required by the securities legislation of Alberta.

(signed) "L. Evan Baergen"	*(signed) "Dwight Martin"*
L. Evan Baergen, Chief Executive Officer	Dwight Martin, Chief Financial Officer

On behalf of the Board of Directors

(signed) "L. Evan Baergen"	*(signed) "Dwight Martin"*
L. Evan Baergen, Director	Dwight Martin, Director