PRELIMINARY PROSPECTUS

INITIAL PUBLIC OFFERING **June 30, 2017**

MJ Opportunity Corp.

(A Capital Pool Company)

Minimum of $500,000
2,500,000 Common Shares

Maximum of $1,000,000
5,000,000 Common Shares

Price: $0.20 per Common Share

MJ Opportunity Corp. (the "**Corporation**") hereby offers to the public a minimum of 2,500,000 Common Shares (as hereinafter defined) (the "**Minimum Offering**") and a maximum of 5,000,000 Common Shares (the "**Maximum Offering**") at a price of $0.20 per share, for minimum aggregate gross proceeds of $500,000 and maximum aggregate gross proceeds of $1,000,000 (the "**Offering**"). The purpose of this Offering is to provide the Corporation with a minimum of funds with which to identify and evaluate assets and/or businesses with a view to completing a Qualifying Transaction (as hereinafter defined). Any proposed Qualifying Transaction (as hereinafter defined) must be approved by the TSX Venture Exchange Inc. (the "**Exchange**") and, in the case of a Non-Arm's Length Qualifying Transaction (as hereinafter defined), must also receive Majority of the Minority Approval (as hereinafter defined) in accordance with Exchange Policy 2.4 (the "**CPC Policy**"). The Corporation is a Capital Pool Company ("**CPC**"). The Corporation has not commenced commercial operations and has no assets other than a minimum amount of cash. Except as specifically contemplated in the CPC Policy, until the Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets and/or businesses with a view to completing a proposed Qualifying Transaction. See "Use of Proceeds" and "Business of the Corporation".

This Offering is made on behalf of the Corporation by its agent, Echelon Wealth Partners Inc. (the "**Agent**"), on a commercially reasonable efforts agency basis, for total gross proceeds to the Corporation of a minimum of $500,000 and a maximum of $1,000,000. The offering price of the Common Shares was determined by negotiation between the Corporation and the Agent. All funds received from subscriptions for Common Shares are to be deposited with the Agent, pursuant to the terms of the Agency Agreement (as hereinafter defined). Unless an amendment to the final prospectus is filed and the "principal regulator" under National Policy 11-202 – *Process for Prospectus Reviews in Multiple Jurisdictions* has issued a receipt for the amendment, if subscriptions for the Minimum Offering are not raised within 90 days of the issuance of a receipt for filing of a final prospectus, or such other time as may be permitted by applicable securities legislation and consented to by the Agent and persons or companies who subscribed within that period, all subscription monies will be returned to subscribers without interest or deduction unless the subscribers have otherwise instructed the Agent. See "Plan of Distribution". This prospectus qualifies the distribution of the Agent's Warrant (as hereinafter defined) and options to be granted to directors and officers of the Corporation which shall entitle the grantees to purchase a number of Common Shares, at a price of $0.20 per share, equal to 10% of the total number of Common Shares that will be outstanding upon completion of the Offering. See "Plan of Distribution".

	Price to Public	Agent's Commission(1)	Net Proceeds to the Corporation (2)
Per Common Share	$0.20	$0.02	$0.18
Minimum Offering	$500,000	$50,000	$450,000
Maximum Offering(3)	$1,000,000	$100,000	$900,000

Notes:

(1) The Agent will receive a cash commission equal to 10% of the gross proceeds to the Corporation. In addition, the Agent and its sub-agents, if any, will be granted a non-transferable warrant (the "Agent's Warrant"), which will entitle the holder to purchase up to that number of Common Shares that is equal to 10% of the total number of Common Shares issued pursuant to the Offering, at a price of $0.20 per Common Share exercisable for a period ending 24 months from the date the Common Shares are listed on the Exchange. The Agent's Warrant is qualified for distribution under this prospectus. Pursuant to the CPC Policy, no more than 50% of the aggregate number of Common Shares that may be acquired pursuant to the Agent's Warrant may be sold prior to completion of the Qualifying Transaction and the remaining 50% may only be sold after completion of the Qualifying Transaction. The Agent will be reimbursed for its expenses and legal fees incurred pursuant to this Offering, plus disbursements and taxes and will also receive a corporate finance fee of $10,000 plus applicable taxes. See "Plan of Distribution".

(2) Before deducting the costs of this issue, including listing and filing fees, the Agent's expenses and legal fees, the Agent's corporate finance fee and the Corporation's legal fees, audit fees and expenses, estimated at $90,000 exclusive of the Agent's commission. See "Use of Proceeds".

(3) In addition to the qualification of up to 5,000,000 Common Shares pursuant to the Offering, this prospectus also qualifies for distribution: (i) the Agent's Warrant; and (ii) the options to be granted to officers and directors of the Corporation at the closing of this Offering, which shall entitle the grantees to purchase up to that number of Common Shares, at a price of $0.20 per Common Share, equal to 10% of the number of Common Shares that will be outstanding upon completion of this Offering. See "Options to Purchase Securities".

Market for Securities

THERE IS CURRENTLY NO MARKET THROUGH WHICH THESE SECURITIES MAY BE SOLD AND PURCHASERS MAY NOT BE ABLE TO RESELL SECURITIES PURCHASED UNDER THIS PROSPECTUS. THIS MAY AFFECT THE PRICING OF THE SECURITIES IN THE SECONDARY MARKET, THE TRANSPARENCY AND AVAILABILITY OF TRADING PRICES, THE LIQUIDITY OF THE SECURITIES, AND THE EXTENT OF ISSUER REGULATION. SEE "RISK FACTORS".

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

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

Other than the initial distribution of Common Shares pursuant to this prospectus, the grant of stock options to the officers and directors of the Corporation and the grant of the Agent's Warrant, trading in all securities of the Corporation is prohibited during the period between the date a receipt for this preliminary prospectus is issued by the Applicable Securities Commissions (as defined herein) and the time the Common Shares are listed and posted for trading on the Exchange except, subject to the prior acceptance of the Exchange, where appropriate registration and prospectus exemptions are available under securities legislation or where the applicable securities regulatory authorities grant a discretionary order.

Risk Factors

The Exchange may suspend from trading or delist the securities of a CPC where the Corporation has failed to complete a Qualifying Transaction within 24 months of the date of listing. Suspension from trading of the Common Shares may, and delisting of the Common Shares will, result in the Applicable Securities Commissions issuing an interim cease trade order against the Corporation. In addition, delisting of the Common Shares will result in the cancellation of all of the Common Shares of the Corporation issued prior to this Offering owned by insiders. See "Risk Factors".

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

Assuming the Minimum Offering is subscribed for; an investor will suffer an immediate dilution on investment of 14.5% or $0.029 per Common Share. Assuming the Maximum Offering is subscribed for, an investor will suffer an immediate dilution on investment of 8.5% or $0.017 per Common Share. See "Capitalization" and "Dilution".

The Corporation has neither a history of earnings nor has it paid any dividends and it is unlikely to generate earnings or pay dividends in the immediate or foreseeable future. The Corporation was only recently incorporated and does not own any ongoing business operations and has no assets other than cash and has not identified any potential asset or business for acquisition or participation. The Corporation has not entered into an Agreement in Principle. See "Risk Factors", "Conflicts of Interest", "Capitalization" and "Dilution".

The Common Shares are highly speculative due to the proposed nature of the Corporation's business and its present stage of development. There is no assurance that the Corporation will identify and successfully negotiate the acquisition of any corporations, properties, assets or businesses, or any interests therein. Moreover, additional funds may be required to successfully complete an acquisition, and the Corporation may not be able to obtain such financing. If the acquisition is financed by the issuance of shares from the Corporation's treasury, control of the Corporation may change and shareholders may suffer additional dilution. The directors and officers of the Corporation will only be devoting a portion of their time on the affairs of the Corporation. Potential conflicts of interest may result from the ordinary course of business of the Corporation and of the directors and officers of the Corporation. The directors and officers currently own 100% of the issued and outstanding common shares and will own approximately 28.57% of the issued Common Shares of the Corporation upon completion of the Minimum Offering, and approximately 16.67% of the issued Common Shares of the Corporation upon completion of the Maximum Offering. Since the Corporation has not placed any geographical restrictions on the location of the Qualifying Transaction, such Qualifying Transaction may involve the acquisition of a business located outside of Canada. It may be difficult or impossible to affect service or notice to commence legal proceedings upon any directors, officers or experts located outside Canada. Even if service or notice is successfully affected, it may not be possible to enforce, against such persons or the Corporation, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

Maximum Investment

Pursuant to the CPC Policy, no purchaser of Common Shares is permitted to directly or indirectly purchase more than 2% of the Common Shares sold under this prospectus, being 50,000 Common Shares based on the Minimum Offering and 100,000 Common Shares based on the Maximum Offering. In addition, the maximum number of Common Shares that may directly or indirectly be purchased by that purchaser, together with any Associates (as hereinafter defined) or Affiliates (as hereinafter defined) of that purchaser, is 4% of the Common Shares sold under this prospectus, being 100,000 Common Shares based on the Minimum Offering and 200,000 Common Shares based on the Maximum Offering.

Receipt of Subscriptions

The Common Shares are conditionally offered for sale by the Agent on behalf of the Corporation on a commercially reasonable efforts agency basis, subject to prior sale, if, as and when issued, and delivered in accordance with the conditions contained in the Agency Agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters by Chitiz Pathak LLP of Toronto, Ontario on behalf of the Corporation and Borden Ladner Gervais LLP on behalf of the Agent. Subscriptions will be received subject to rejection or allotment in whole or in part and the right to close the subscription books at any time without notice is reserved. It is expected that share certificates evidencing the Common Shares in definitive form will be available for delivery at the closing of this Offering, unless the Agent elects or delivery in electronic book entry form through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee. If delivered in book entry form, purchasers of Common Shares will receive only a customer confirmation from the registered dealer that is a CDS participant and from or through which the Common Shares were purchased.

Attornment to Jurisdiction

Richard Rees, Steven Colmar and Matthew Hawkins, directors of the Corporation, reside outside of Canada. They have appointed Chitiz Pathak LLP, located at 320 Bay Street, Toronto, Ontario, M5H 4A6 as agent for service of process in British Columbia, Alberta and Ontario. Purchasers are advised that it may not be possible for investors to enforce judgements obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service.

ECHELON WEALTH PARTNERS INC.
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Toronto, Ontario
M5X 2A2

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GLOSSARY OF TERMS

In this prospectus, the terms and abbreviations set out below shall have the following meanings:

Term	Definition
Affiliate	A Company is an "Affiliate" of another Company if: (a) one of them is the subsidiary of the other, or (b) each of them is controlled by the same Person. A Company is "controlled" by a Person if: (a) voting securities of the Company are held, other than by way of security only, by or for the benefit of that Person, and (b) the voting securities, if voted, entitle the Person to elect a majority of the directors of the Company. A Person beneficially owns securities that are beneficially owned by: (a) a Company controlled by that Person, or (b) an Affiliate of that Person or an Affiliate of any Company controlled by that Person.
Agency Agreement	The agency agreement dated May 16, 2017 entered into between the Corporation and the Agent.
Agent	Echelon Wealth Partners Inc.
Agent's Warrant	The common share purchase warrant granted by the Corporation to the Agent and its sub-agents, if any, to purchase Common Shares equal in number to 10% of the number of Common Shares sold under this Offering at a price of $0.20 per Common Share exercisable for a period ending twenty-four months from the date the Common Shares are listed on the Exchange.
Aggregate Pro Group	All Persons who are members of any Pro Group whether or not the Member is involved in a contractual relationship with an Issuer to provide financing sponsorship and other advisory services.
Agreement in Principle	Any enforceable agreement or any other agreement or similar commitment which identifies the fundamental terms upon which the parties agree or intend to agree which: (a) identifies assets or a business to be acquired which would reasonably appear to constitute Significant Assets and the acquisition of which would reasonably appear to constitute a Qualifying Transaction; (b) identifies the parties to the Qualifying Transaction; (c) identifies the consideration to be paid for the Significant Assets or otherwise identifies the means by which the consideration will be determined; and (d) identifies the conditions to any further formal agreements to complete the transaction; in respect of which there are no material conditions to closing (other than receipt of

shareholder approval and Exchange acceptance), the satisfaction of which is dependent upon third parties and beyond the reasonable control of the Non-Arm's Length Parties to the CPC or the Non-Arm's Length Parties to the Qualifying Transaction.

Applicable Jurisdictions The provinces of Alberta, British Columbia and Ontario

Applicable Securities Commissions The securities regulatory authorities in each of the Applicable Jurisdictions.

Associate When used to indicate a relationship with a Person or Company, means:

(a) an Issuer of which the Person or Company beneficially owns or controls, directly or indirectly, voting securities entitling the Person to more than 10% of the voting rights attached to outstanding securities of the Issuer;

(b) any partner of the Person or Company;

(c) any trust or estate in which the Person or Company has a substantial beneficial interest or in respect of which a Person or Company serves as trustee or in a similar capacity;

(d) in the case of a Person, a relative of that Person, including:

(i) that Person's spouse or child; or

(ii) any relative of the Person or of his spouse who has the same residence as that Person; but

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

Common Share An issued, fully-paid, non-assessable common share in the capital of the Corporation.

Company A corporation, incorporated association or organization, body corporate, partnership, trust, association, or other entity other than an individual.

Completion of the Qualifying Transaction The date the Final Exchange Bulletin is issued by the Exchange.

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

Corporation MJ Opportunity Corp., a corporation incorporated under the *Business Corporations Act* (Ontario) with a registered office in Toronto, Ontario.

CPC A corporation:

(a) that has filed and obtained a receipt for a preliminary CPC prospectus from one or more of the securities regulatory authorities in Canada in compliance with the CPC Policy; and

(b) in regard to which the Final Exchange Bulletin has not yet been issued.

CPC Policy Policy 2.4 of the Exchange.

Escrow Agent TSX Trust Company

Escrow Agreement Agreement dated as of ●, 2017 between the Corporation, the Escrow Agent, and the shareholders of the Corporation prior to this Offering placing the Seed Shares in escrow pursuant to the CPC Policy.

Escrow Shares Common Shares of the Corporation that are held in escrow pursuant to the Escrow Agreement pursuant to the policies of the Exchange.

Exchange The TSX Venture Exchange Inc.

Final Exchange Bulletin The bulletin issued by the Exchange following closing of the Qualifying Transaction and the submission of all post-meeting documentation, which evidences the Exchange's final acceptance of the Qualifying Transaction.

Insider In relation to an Issuer, one of:

(a) a director or senior officer of the Issuer;

(b) a director or senior officer of a Company that is an Insider or subsidiary of the Issuer;

(c) a Person that beneficially owns or controls, directly or indirectly, voting shares carrying more than 10% of the voting rights attached to all outstanding voting shares of the Issuer; or

(d) the Issuer itself if it holds any of its own securities.

IPO or Initial Public Offering A transaction that involves an Issuer issuing securities from its treasury pursuant to its first prospectus.

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

Majority of the Minority Approval The approval of a Non-Arm's Length Qualifying Transaction by the majority of the votes cast by shareholders, other than:

(a) Non-Arm's Length Parties to the CPC;

(b) Non-Arm's Length Parties to the Qualifying Transaction; and

(c) in the case of a Related Party Transaction:

(i) if the CPC holds its own shares, the CPC; and

(ii) a Person acting jointly or in concert with a Person referred to in paragraph (a) or (b) in respect of the transaction,

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

Maximum Offering The offering of a maximum of 5,000,000 Common Shares at a price of $0.20 per Common Share pursuant to this prospectus.

Member	A Person who has executed the Members' Agreement, as amended from time to time, and is accepted as and becomes a Member of the Exchange under the Exchange requirements.
Members' Agreement	The Member's agreement between the Exchange and each Person who from time to time, is accepted as and becomes a Member of the Exchange under the Exchange requirements.
Minimum Offering	The offering of a minimum of 2,500,000 Common Shares at a price of $0.20 per Common Share pursuant to this prospectus.
NEX	The market on which former Exchange and Toronto Stock Exchange Issuers that do not meet Exchange Continued Listing Requirements for Tier 2 Issuers may continue to trade.
Non-Arm's Length Parties to the Qualifying Transaction	The Vendor(s), any Target Compan(y)(ies) including, in relation to Significant Assets or Target Compan(y)(ies), the Non-Arm's Length Parties of the Vendor, the Non-Arm's Length Parties and all other parties to or associated with the Qualifying Transaction and Associates or Affiliates of all such other parties.
Non-Arm's Length Party	In relation to a Company, a promoter, officer, director, other Insider or Control Person of such Company and any Associates or Affiliates of any such Persons. In relation to an individual, any Associate of the individual or any Company of which the individual is a promoter, director, officer, Insider, or Control Person.
Non-Arm's Length Qualifying Transaction	A proposed Qualifying Transaction where the same party or parties or their respective Associates or Affiliates are Control Persons in both the CPC and the Significant Assets which are the subject of the proposed Qualifying Transaction.
Offering	The offering of a minimum of 2,500,000 Common Shares and a maximum of 5,000,000 Common Shares at a price of $0.20 per Common Share pursuant to this prospectus.
Person	A Company or an individual.
Principal	In respect of an Issuer, one of: (a) a Person or Company who acted as a promoter (as defined under applicable Securities Laws) of the Issuer within two years of the date of the IPO prospectus or the Final Exchange Bulletin; (b) a director or senior officer of the Issuer or any of its material operating subsidiaries at the time of the IPO prospectus or Final Exchange Bulletin; (c) a Person or Company that holds securities carrying more than 20% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non-IPO transactions; (d) a Person or Company that: (i) holds securities carrying more than 10% of the voting rights attached to the Issuer's outstanding securities immediately before and immediately after the Issuer's IPO or immediately after the Final Exchange Bulletin for non-IPO transactions; and (ii) has elected or appointed, or has the right to elect or appoint, one or more directors or senior officers of the Issuer or any of its material operating

subsidiaries.

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

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

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

Pro Group

(a) Subject to subparagraphs (b), (c) and (d), "Pro Group" shall include, either individually or as a group:

(i) the Member;

(ii) employees of the Member;

(iii) partners, officers and directors of the Member;

(iv) Affiliates of the Member; and

(v) Associates of any parties referred to in subparagraphs (i) through (iv).

(b) The Exchange may, in its discretion, include a Person or party in the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is not acting at arm's length to the Member;

(c) The Exchange may, in its discretion, exclude a Person from the Pro Group for the purposes of a particular calculation where the Exchange determines that the Person is acting at arm's length of the Member;

(d) The Member may deem a Person who would otherwise be included in the Pro Group pursuant to subparagraph (a) to be excluded from the Pro Group where the Member determines that:

(i) the Person is an Affiliate or Associate of the Member acting at arm's length of the Member;

(ii) the Associate or Affiliate has a separate corporate and reporting structure;

(iii) there are sufficient controls on information flowing between the Member and the Associate or Affiliate; and

(iv) the Member maintains a list of such excluded Persons.

Qualifying Transaction

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

Registrar and Transfer

TSX Trust Company

Agent

Resulting Issuer	The Issuer that was formerly a CPC that exists upon issuance of the Final Exchange Bulletin.
SEDAR	The system of electronic document filing maintained by the Canadian Securities Administrators.
Securities Laws	Means the relevant securities legislation, including regulations and rules, in force in every jurisdiction in which the Common Shares are qualified for distribution under this prospectus.
Seed Shares	The 1,000,000 Common Shares of the Corporation issued prior to the date of this prospectus for gross aggregate proceeds of $100,000.
Significant Assets	One or more assets or businesses which, when purchased, optioned or otherwise acquired by the CPC, together with any other concurrent transactions, would result in the CPC meeting the minimum listing requirements of the Exchange.
Sponsor	Has the meaning specified in the Exchange's Policy 2.2, entitled "Sponsorship and Sponsorship Requirements."
Target Company	A Company to be acquired by the CPC as its Significant Asset pursuant to a Qualifying Transaction.
Vendors	One or all of the beneficial owners of the Significant Assets (other than a Target Company) prior to their purchase by a CPC.

SUMMARY OF PROSPECTUS

The following is a summary of the principal features of the Offering and should be read together with (and is qualified in its entirety by) the more detailed information and financial data and statements contained elsewhere in this prospectus.

ISSUER	MJ Opportunity Corp.
OFFERING	A minimum of 2,500,000 Common Shares and a maximum of 5,000,000 Common Shares are being offered under this prospectus at $0.20 per Common Share in the Applicable Jurisdictions. In addition, this prospectus will qualify the distribution to the Agent of the Agent's Warrant (being an option to acquire Common Shares equal in number to 10% of the number of Common Shares sold under this Offering at a price of $0.20 per Common Share exercisable for a period ending 24 months from the date the Common Shares are listed on the Exchange). The Corporation also intends to grant options to purchase a number of Common Shares equal to 10% of the total number of Common Shares issued and outstanding following the Offering at $0.20 per Common Share to the officers and directors of the Corporation, which options are also qualified for distribution under this prospectus. See "Options to Purchase Securities" and "Plan of Distribution".
BUSINESS OF THE CORPORATION	The principal business of the Corporation will be to identify and evaluate assets and/or businesses with a view to a potential acquisition or the acquisition of an interest therein in order to complete a Qualifying Transaction. The Corporation has not commenced commercial operations, other than to enter into discussions for the purpose of identifying potential acquisitions or interests, has no assets other than a minimum amount of cash, and is not a party to an Agreement in Principle. See "Business of the Corporation" and "Plan of Distribution".
USE OF PROCEEDS	The funds available to the Corporation after the closing of the Offering, being the net proceeds from the Offering together with the net proceeds from prior sales of Common Shares, will be a minimum of $455,000 and a maximum of $905,000 (after deduction of the costs of prior sales, the Agent's commission of $50,000 (Minimum Offering) and $100,000 (Maximum Offering), and the Offering costs and prior expenses estimated at $90,000. The net proceeds will be used to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses for acquisition with a view to completing a Qualifying Transaction and for general and administrative expenses until Completion of the Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and additional funds may be required. Until Completion of the Qualifying Transaction and except as otherwise provided in the CPC Policy, a maximum of the lesser of 30% of the gross proceeds realized or $210,000 may be used for purposes other than evaluating business or assets. See "Use of Proceeds", "Business of the Corporation – Method of Financing Acquisition or Participation Opportunities" and "Risk Factors".
DIRECTORS AND MANAGEMENT	David Mitchell – Chief Executive Officer and Director Richard Rees – Chairman and Director Steven Colmar – Chief Financial Officer and Director Matthew Hawkins – Director Keith Merker – Director See "Directors and Officers."
ESCROWED SHARES:	All Seed Shares issued at a price lower than the IPO price by the Corporation before the closing of this Offering, being 1,000,000 Common Shares, all Common Shares that have been or may be acquired by Non-Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro

Group prior to this Offering will be placed in escrow pursuant to the Escrow Agreement, and will be released from escrow in stages over a period of up to three years after the date of the Final Exchange Bulletin. A total of 1,000,000 Common Shares, being all of the Common Shares issued and outstanding as of the date hereof, will be held by the Escrow Agent pursuant to the Escrow Agreement. See "Escrowed Securities".

RISK FACTORS: Shall include, but not be limited to:

(a) Investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation's business and its present stage of development.

(b) The Corporation was only recently incorporated and has no active business or assets other than cash.

(c) The Corporation does not have a history of earnings, nor has it paid any dividends and will not generate earnings or pay dividends until at least after the Completion of the Qualifying Transaction. See "Dividend Policy".

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

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

(f) Assuming the Minimum Offering is subscribed for, an investor will suffer an immediate dilution on investment of 14.5% or $0.029 per Common Share. Assuming the Maximum Offering is subscribed for, an investor will suffer an immediate dilution on investment of 8.5% or $0.017 per Common Share.

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

(h) Until Completion of the Qualifying Transaction, the Corporation will not carry on any business other than the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction.

(i) The Corporation has only limited funds with which to identify and evaluate possible Qualifying Transactions and there can be no assurance that the CPC will be able to identify or complete a suitable Qualifying Transaction.

(j) The Qualifying Transaction may involve the acquisition of a business or assets located outside of Canada. It may therefore be difficult or impossible to effect service or notice to commence legal proceedings upon any directors, officers and experts outside of Canada and it may not be possible to enforce against such persons or companies judgments obtained in Canadian courts predicated upon the civil liability provisions applicable to securities laws in Canada. See "Business of the Corporation", "Directors and Officers", "Use of Proceeds", "Risk Factors" and "Conflicts of Interest".

(k) If the Corporation does not list the Common Shares on the Exchange prior to the time of closing and does not make an election to be a "public corporation" for purposes of the ITA in the manner contemplated under "Eligibility for Investment", adverse tax consequences will arise with respect to any Common Shares held in RRSPs, RRIFs, TFSAs or other Plans (each as defined hereafter under the heading "Eligibility for Investment").

See "Risk Factors".

THE CORPORATION

MJ Opportunity, Inc. was incorporated on February 10, 2017 under the *Business Corporations Act* (Ontario). On May 31, 2017, the Articles of Incorporation were amended to change the name of MJ Opportunity Corp. and on June 26, 2017, the Articles of Amendment were further amended to remove the private company restrictions set forth therein. The principal and registered office of the Corporation is located at Suite 1600, 320 Bay Street, Toronto, Ontario M5H 4A6.

BUSINESS OF THE CORPORATION

Preliminary Expenses

To date, the Corporation has not conducted material operations of any kind and does not own any assets, other than cash, and has not entered into an Agreement in Principle.

To date, the Corporation has incurred expenses of approximately $● which consists of audit costs, filing fees, an advance retainer to cover the Agent's out of pocket expenses and legal fees related to the Offering and the corporate finance fee. Of the $● in incurred expenses, approximately $● has been paid in respect of legal fees. Since the most recent audited Statement of Financial Position, the Corporation has expended approximately $● in legal fees, $● in filing fees, $● in audit costs, and provided the Agent with a $● advance retainer to cover the Agent's out of pocket expenses and corporate finance fee. The proceeds of the Offering will be utilized to satisfy the obligations of the Corporation related to this Offering, including the expenses of the Corporation's auditors, legal counsel, and the Agent's legal counsel. See "Use of Proceeds", "Remuneration of Directors and Senior Officers", and "Relationship Between the Corporation and Professional Persons".

Proposed Operations until Completion of a Qualifying Transaction

The Corporation proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non-Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. The Corporation has not conducted commercial operations other than to enter into discussions for the purpose of identifying potential acquisitions or interests.

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

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

Process of Identification of Acquisition or Participation Opportunities

The Corporation proposes to identify acquisitions of interests in corporations, properties, assets or businesses through discussions with various contacts. Once a prospective acquisition target has been identified and evaluated, the Corporation will proceed to negotiate the terms upon which the Corporation may acquire an interest in the corporation, property, asset or business, with a view to completing a Qualifying Transaction.

Method of Financing Qualifying Transaction

The Corporation may use cash, bank financing, issuance of treasury shares, private or public financing of debt or equity, or some combination thereof to finance its proposed Qualifying Transaction. **If treasury shares are issued**

to finance the Qualifying Transaction, such issuance could result in a change in control of the Corporation and may cause the shareholders' interest in the Corporation to be further diluted. See "Risk Factors".

Criteria for Qualifying Transaction

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

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

The board of directors of the Corporation, in considering whether to approve the terms of the proposed acquisition, will be guided by the following criteria:

(a) the projected rate of return on the proposed investment having regard to the risk of loss;

(b) the prospects for growth, having regard to existing or potential market share;

(c) the skill of the management team, either as it exists or as it may be modified as a consequence of the acquisition; and

(d) basic financial considerations such as the ratio of debt to equity of the target business, the overall cost of the acquisition, and the prospects of obtaining the debt or equity financing necessary to effect the acquisition.

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

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

Upon the Corporation reaching an Agreement in Principle, the Corporation must issue a comprehensive news release, at which time the Exchange generally will halt trading in the Common Shares until the filing requirements of the Exchange have been satisfied as set forth under "Trading Halts, Suspensions and Delisting". Within 75 days after issuance of such news release, the Corporation shall be required to submit for review to the Exchange either an information circular that complies with applicable corporate and securities laws or a filing statement that complies with Exchange requirements. An information circular must be submitted where there is a Non-Arm's Length Qualifying Transaction. A filing statement must be submitted where the Qualifying Transaction is not a Non-Arm's Length Qualifying Transaction. The information circular or filing statement, as applicable, must contain prospectus level disclosure of the Target Company and the Corporation, assuming Completion of the Qualifying Transaction, and be prepared in accordance with the CPC Policy and Form 3B1/Form 3B2. Upon acceptance by the Exchange, the Corporation must then either:

(a) file the filing statement on SEDAR at least seven business days prior to closing of the Qualifying Transaction, and issue a news release which discloses the scheduled closing date for the Qualifying Transaction as well as the fact that the filing statement is available on SEDAR, or

(b) mail the information circular and related proxy material to its shareholders in order to obtain the Majority of the Minority Approval of the Qualifying Transaction or other requisite approval, at a meeting of shareholders.

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

(a) in the case of a Non-Arm's Length Qualifying Transaction, confirmation of Majority of Minority Approval of the Qualifying Transaction;

(b) confirmation of closing of the Qualifying Transaction; and

(c) all post-meeting or final documentation, as applicable, otherwise required to be filed with the Exchange pursuant to the CPC Policy.

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

Initial Listing Requirements

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

Trading Halts, Suspension and Delisting

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

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

(a) the unacceptable nature of the business of the Resulting Issuer; or

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

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

The Exchange may suspend from trading or delist the Common Shares of the Corporation where the Exchange has not issued a Final Exchange Bulletin to the Corporation within 24 months of the date of listing. In the event that the Common Shares are delisted by the Exchange, within 90 days from the date of such delisting, the Corporation shall wind-up and shall make a pro rata distribution of its remaining assets to its shareholders, unless shareholders, pursuant to a majority vote exclusive of the votes of Non-Arm's Length Parties to the Corporation, determine to deal with the Corporation or its assets in some other manner. See "Shareholder Approval of the Qualifying Transaction".

If the Corporation does not complete a Qualifying Transaction within 24 months of the date of listing, it may apply for listing on the NEX rather than be delisted. In order to be eligible to list on the NEX, the Corporation must:

(a) either: (i) cancel all escrowed Common Shares purchased by Non Arm's Length Parties to the Corporation at a discount to the Offering price, in accordance with section 11.2(a) of the CPC Policy, as if the Corporation had delisted from the Exchange or (ii) subject to majority shareholder approval, cancel the escrowed Common Shares purchased by Non Arm's Length Parties to the Corporation so that the average cost of the remaining Seed Shares is at least equal to the Offering price; and

(b) obtain majority shareholder approval for the transfer to NEX, exclusive of the votes of Non Arm's Length Parties of the Corporation.

If the Corporation lists the Common Shares on NEX, it must continue to comply with all requirements and restrictions of the CPC Policy.

Refusal of Qualifying Transaction

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

(a) the Resulting Issuer fails to satisfy the applicable initial listing requirements of the Exchange;

(b) the aggregate number of securities of the Resulting Issuer owned, directly or indirectly, by:

(i) a Member firm of the Exchange;

(ii) registrants, unregistered corporate finance professionals, employee shareholders and partners of such Member firm; and

(iii) associates of any such person,

collectively, would exceed 20% of the issued and outstanding securities of the Resulting Issuer;

(c) the Resulting Issuer will be a financial institution, finance company, finance issuer or mutual fund, as defined in applicable securities legislation;

(d) the majority of the directors and senior officers of the Resulting Issuer are not residents of Canada or the United States or are individuals who have not demonstrated positive association as directors or officers with public Companies that are subject to a regulatory regime comparable to the Companies listed on a Canadian exchange; or

(e) notwithstanding the definition of a Qualifying Transaction, there is any other reason for denying acceptance of the Qualifying Transaction.

USE OF PROCEEDS

Proceeds and Principal Purposes

The aggregate gross proceeds received by the Corporation from the sale of Common Shares prior to the Offering were $100,000. The expenses and costs of the prior sales of Common Shares are $5,000. The aggregate gross proceeds expected to be received by the Corporation from the sale of the Common Shares offered by this prospectus assuming the Minimum Offering is subscribed for will be $500,000 and assuming the Maximum Offering is subscribed for will be $1,000,000. The costs of this issue are estimated at $140,000 assuming the Minimum Offering is subscribed for, and $190,000 assuming the Maximum Offering is subscribed for, inclusive of taxes and disbursements (of which approximately $● has been incurred to date), as well as the Agent's commission, corporate finance fee and legal fees. Accordingly, the estimated funds to be available to the Corporation will be $455,000 assuming the Minimum Offering is subscribed for and $905,000 assuming the Maximum Offering is subscribed for.

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

	Minimum Offering	Maximum Offering
Cash proceeds raised prior to this Offering [(1)]	$100,000	$100,000
Expenses and costs relating to raising the cash proceeds raised prior to this Offering	($5,000)	($5,000)
Cash proceeds to be raised pursuant to this Offering [(2)]	$500,000	$1,000,000
Estimated expenses and costs relating to the Offering:		
Agent's commission	($50,000)	($100,000)
Agent's corporate finance fee	($10,000)	($10,000)
Agent's legal fees & expenses	($15,000)	($15,000)
Corporation's legal fees	($30,000)	($30,000)
Corporation's audit fees and expenses	($10,000)	($10,000)
Listing and filing Fees	($25,000)	($25,000)
Estimated funds available (on completion of the Offering)	$455,000	$905,000
Funds available for identifying and evaluating assets or business prospects[(3)]	$●	$●
Estimated general and administrative expenses until Completion of a Qualifying Transaction	$●	$●
Total Net Proceeds	$455,000	$905,000

Notes:

(1) See "Prior Sales".

(2) In the event that the Agent exercises the Agent's Warrant and the directors and officers exercise their options, there will be available to the Corporation an additional amount of $120,000 assuming the Minimum Offering is subscribed for and $220,000 assuming the Maximum Offering is subscribed for, which amount will be added to the working capital of the Corporation. See "Plan of Distribution". There is no assurance that any of these options will be exercised.

(3) In the event that the Corporation enters into an Agreement in Principle prior to spending the entire net proceeds, being $455,000 if the Minimum Offering is sold, and $905,000 if the Maximum Offering is sold, on identifying and evaluating assets or businesses, the remaining funds may be used to finance or partially finance the acquisition of Significant Assets or for working capital after Completion of the Qualifying Transaction.

Until required for the Corporation's purposes, all proceeds will only be invested in securities of, or those guaranteed by, the Government of Canada, any province or territory thereof or the Government of the United States of America, in certificates of deposit or in interest bearing accounts of Canadian chartered banks and/or trust companies, or a combination thereof.

The proceeds of this Offering and any prior sale of Common Shares, after deducting the costs of this Offering, will only be sufficient to identify a limited number of opportunities. Additional funds may be required to finance any acquisition to which the Corporation may commit. See "Business of the Corporation", "Method of Financing Acquisition or Participation Opportunities" and "Risk Factors".

Permitted Use of Funds

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

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

(a) valuations or appraisals;
(b) business plans;
(c) feasibility studies and technical assessments;
(d) sponsorship reports;
(e) engineering or geological reports;
(f) financial statements, including audited financial statements;
(g) fees for legal and accounting services, and
(h) Agent's fees, costs and commissions,

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

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

Restrictions on Use of Proceeds

Until Completion of the Qualifying Transaction, not more than the lesser of 30% of the aggregate gross proceeds from the sale of all securities issued by the Corporation or $210,000 shall be used for purposes other than those described above, including the following expenditures which the CPC Policy specifies as not being expenditures to identify and evaluate assets or businesses:

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

(b) other costs for the issuance of securities, (including legal and audit expenses) relating to the preparation and filing of this prospectus; and

(c) administrative and general expenses of the Corporation, including office supplies, office rent and related utilities; printing costs (including the printing of this prospectus and share certificates); equipment leases; and fees for legal advice and audit expenses, other than those described above under "Permitted Use of Funds".

No proceeds of the Offering will be used to acquire or lease a vehicle.

Private Placements for Cash

After the closing of the Offering and until the Completion of the Qualifying Transaction, the Corporation will not issue any securities unless written acceptance of the Exchange is obtained before issuance. Prior to the Completion of the Qualifying Transaction, the Exchange generally will not accept a private placement by the Corporation where the gross proceeds raised from the issuance of securities both prior to and pursuant to the Offering, together with any proceeds anticipated to be raised upon closing of the private placement, will exceed $5,000,000. The only securities issuable pursuant to such a private placement will be Common Shares. Subject to certain limited exceptions, any Common Shares issued pursuant to the private placement to Non-Arm's Length Parties to the Corporation and to Principals of the Resulting Issuer will be subject to escrow.

Prohibited Payments to Non-Arm's Length Parties

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

(a) remuneration, which includes but is not limited to salaries, consulting fees, management contract fees or directors' fees, finders' fees, loans, advances and bonuses, and

(b) deposits and similar payments.

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

Notwithstanding the above, the Corporation may reimburse a Non-Arm's Length Party to the Corporation for reasonable expenses for office supplies, office rent and related utilities, equipment leases (excluding vehicle leases), and legal services (provided that neither the lawyer providing the legal services nor any member of the law firm providing the services is a promoter of the Corporation or in the case of a law firm, no member of the firm owns greater than 10% of the outstanding Common Shares of the Corporation), and the Corporation may also reimburse a Non-Arm's Length Party to the Corporation for reasonable out-of-pocket expenses incurred in pursuing the business of the Corporation described in "Permitted Use of Funds."

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

PLAN OF DISTRIBUTION

The Agent and the Agent's Compensation

Pursuant to the Agency Agreement, the Corporation has appointed the Agent as its agent to offer for sale on a commercially reasonable efforts agency basis to the public in the Applicable Jurisdictions, a minimum of 2,500,000 Common Shares and a maximum of 5,000,000 Common Shares as provided in this prospectus at $0.20 per Common Share for minimum aggregate gross proceeds of $500,000 and maximum aggregate gross proceeds of $1,000,000, subject to the terms and conditions in the Agency Agreement. The Agent will receive a commission of 10% of the aggregate gross proceeds from the sale of the Common Shares, a $10,000 corporate finance fee, and reimbursement of its expenses and legal fees incurred pursuant to this Offering, plus disbursements and taxes. The Corporation will grant to the Agent and its sub-agents, if any, at the closing of the Offering the Agent's Warrant to acquire Common Shares in number equal to 10% of the number of Common Shares sold under the Offering at $0.20 per share for a 24 month period following the date of listing of the Common Shares on the Exchange. The Agent's Warrant is qualified under this prospectus. Pursuant to the CPC Policy, where the Agent receives an option or the right to subscribe for a certain number of shares as consideration for acting as Agent, 50% of the options exercised or 50% of the shares held pursuant to that right may be sold prior to Completion of the Qualifying Transaction. The remaining 50% may only be sold after Completion of the Qualifying Transaction. The Agent has agreed to use commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation.

This prospectus qualifies the distribution of a minimum of 2,500,000 Common Shares and a maximum of 5,000,000 Common Shares, the issuance of options to purchase a number of Common Shares equal to 10% of the number of

Common Shares issued and outstanding upon completion of the Offering to be granted to officers and directors of the Corporation, and the Agent's Warrant. See "Options to Purchase Securities".

Commercially Reasonable Efforts Offering and Minimum Distribution

The Agent has agreed to use commercially reasonable efforts to secure subscriptions for the Common Shares offered hereunder on behalf of the Corporation and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation but is not obligated to do so. The obligations of the Agent under the Agency Agreement may be terminated at its discretion on the basis of its assessment of the state of financial markets or upon the occurrence of certain events stated in the Agency Agreement.

The Corporation has also granted the Agent a right of first refusal to participate as sole bookrunner, lead manager and exclusive placement agent in any public or private equity, debt or equity-based financing that the Corporation may undertake, to serve as the Corporation's exclusive financial advisor in respect of any financial advisory services that the Corporation may require and to act as Sponsor with respect to any potential Qualifying Transaction by the Corporation for a period ending 24 months from the date of the closing of the Qualifying Transaction.

If the Offering is not completed due to the Corporation's decision to pursue an alternative business transaction within six months from the date of May 16, 2017, the Corporation must pay the Agent an amount totalling the Agent's commission, corporate finance fee, Agent's Warrant that the Agent would have earned if the Offering was completed, and the Agent's costs and expenses to such date. For greater certainty, an alternative business transaction includes financing which has the effect of replacing the Offering or a business transaction involving a change of control of the Corporation or any material subsidiary including a merger, amalgamation, arrangement, take-over bid, insider bid, reorganization, joint venture, sale of all or substantially .all assets, exchange of assets or similar transaction

Total Subscription

The total Offering is a minimum of 2,500,000 Common Shares and a maximum of 5,000,000 Common Shares for minimum aggregate gross proceeds of $500,000 and maximum aggregate gross proceeds of $1,000,000. Under the CPC Policy, no purchaser of the Common Shares is permitted to purchase more than 2% of the total Common Shares in the Offering, or 50,000 Common Shares in the case of the Minimum Offering being subscribed for and 100,000 Common Shares in the case of the Maximum Offering being subscribed for. In addition, the maximum number of Common Shares permitted to be purchased by that purchaser together with any Associates or Affiliates of that purchaser is 4% of the total number of Common Shares in the Offering, or 100,000 Common Shares in the case of the Minimum Offering being subscribed for and 200,000 Common Shares in the case of the Maximum Offering being subscribed for. The funds received from the Offering will be deposited with the Agent, and will not be released until the full amount of the Minimum Offering proceeds has been deposited. The Minimum Offering must be raised within 90 days of the date a final receipt for this prospectus is issued, or such other time as may be permitted by applicable securities legislation and consented to by the Agent and persons or companies who subscribed within that period, failing which the Agent will remit the funds collected to the original subscribers without interest or deduction, unless subscribers have otherwise instructed the Agent.

Other Securities to be Distributed

The Corporation also proposes to grant options to purchase a number of Common Shares equal to 10% of the number of Common Shares issued and outstanding upon completion of the Offering to directors and officers in accordance with the policies of the Exchange, and the Common Shares to be issued upon exercise of options are qualified for distribution under this prospectus.

Determination of Price

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

Listing Application

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

Subscription by and Restrictions on the Agent

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

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

Until Completion of the Qualifying Transaction, the aggregate number of Common Shares owned directly or indirectly by the Aggregate Pro Group cannot exceed 20% of the total and outstanding Common Shares exclusive of Common Shares reserved for issuance at a future date. The Exchange will require that any securities issued to the Pro Group in connection with or in contemplation of the Qualifying Transaction will be required to be subject to a four month Exchange hold period and the securities certificate(s) legended accordingly, as prescribed by Exchange Policy 3.2 "Filing Requirements and Continuous Disclosure

Restrictions on Trading

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

DESCRIPTION OF THE SECURITIES DISTRIBUTED

The Corporation is authorized to issue an unlimited number of Common Shares of which, as at the date of this prospectus, 1,000,000 Common Shares are issued and outstanding as fully paid and non-assessable Common Shares. A minimum of 2,500,000 Common Shares and a maximum of 5,000,000 Common Shares are being qualified for distribution under this prospectus. In addition, pursuant to the Agent's Warrant, the number of Common Shares equal to 10% of the common Shares issued pursuant to this Offering, being a minimum of 250,000 Common Shares and a maximum of 500,000 Common Shares, will be reserved for issuance. Common Shares will also be reserved for issuance under options to be granted to directors and officers in the amount equal to 10% of the Common Shares issued and outstanding immediately upon closing of the Offering, being a minimum of 350,000 Common Shares and a maximum of 600,000 Common Shares. See "Plan of Distribution" and "Options to Purchase Securities".

Common Shares

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

CAPITALIZATION

Capital	Amount Authorized	Amount outstanding as of the date of the most recent balance sheet contained in this prospectus[1]	Amount outstanding as at June 30, 2017	Amount to be outstanding upon completion of the Minimum Offering [(2)(3)(4)]	Amount to be outstanding upon completion of the Maximum Offering [(5)(6)(7)]
Common Shares	Unlimited	$100,000 (1,000,000 Common Shares)	$100,000 (1,000,000 Common Shares)	$600,000 (3,500,000 Common Shares)	$1,100,000 (6,000,000 Common Shares)

Notes:

(1) At this date, the Corporation had not commenced commercial operations.

(2) Excluding up to 350,000 Common Shares issuable at $0.20 per share, expiring 5 years from the date of being granted, pursuant to stock options to be granted to directors and officers of the Corporation.

(3) Excluding 250,000 Common Shares issuable at $0.20 per share, expiring 24 months from the date of listing of the Common Shares on the Exchange, pursuant to the Agent's Warrant. See "Plan of Distribution".

(4) Funds estimated to be available on completion of the Offering amount to $455,000 after giving effect to the Minimum Offering and deducting the selling commissions and related expenses incurred by the Corporation. See "Use of Proceeds – Proceeds and Principal Purposes".

(5) Excluding up to 600,000 Common Shares issuable at $0.20 per share, expiring 5 years from the date of being granted, pursuant to stock options to be granted to directors and officers of the Corporation.

(6) Excluding 500,000 Common Shares issuable at $0.20 per share, expiring 24 months from the date of listing of the Common Shares on the Exchange, pursuant to the Agent's Warrant. See "Plan of Distribution".

(7) Funds estimated to be available on completion of the Offering amount to $905,000 after giving effect to the Maximum Offering and deducing the selling commissions and related expenses incurred by the Corporation. See "Use of Proceeds – Proceeds and Principal Purposes".

OPTIONS TO PURCHASE SECURITIES

The Corporation has established a stock option plan for its officers, directors, consultants and employees to which the Corporation may grant options to acquire a maximum number of Common Shares equal to 10% of the total issued and outstanding Common Shares of the Corporation.

Upon closing of the Offering, the Corporation proposes to enter into stock option agreements pursuant to the Stock Option Plan as follows:

Name	Number of Shares Under Option If Minimum Offering is Subscribed	Number of Shares under Option if Maximum Offering is Subscribed	Exercise Price per Share	Expiry Date
David Mitchell	35,000	60,000	$0.20	Five years from date of grant
Richard Rees	119,000	204,000	$0.20	Five years from date of grant
The Austin Trust[(1)]	143,500	246,000	$0.20	Five years from date of grant
Matthew Hawkins	17,500	30,000	$0.20	Five years from date of grant

Name	Number of Shares Under Option If Minimum Offering is Subscribed	Number of Shares under Option if Maximum Offering is Subscribed	Exercise Price per Share	Expiry Date
Keith Merker	35,000	60,000	$0.20	Five years from date of grant
Total:	350,000	600,000		

(1) The Options are held by The Austin Trust, a Texas domiciled trust which is irrevocable, of which Steven Colmar is the sole Trustee.

Stock Option Terms

The Board of Directors of the Corporation may, from time to time, in its discretion, and in accordance with the requirements of the Exchange, grant to officers, directors, and technical consultants to the Corporation, non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the issued and outstanding Common Shares exercisable for a period of up to 10 years from the date of grant. The number of Common Shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding Common Shares and the number of Common Shares reserved for issuance to all technical consultants will not exceed 2% of the issued and outstanding Common Shares. Options representing not more than 10% of the issued and outstanding Common Shares may be granted to Insiders within any twelve-month period. Options may be exercised within the greater of 12 months after the Completion of the Qualifying Transaction and 90 days following cessation of the optionee's position with the Corporation, provided that if the cessation of office, directorship or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option. Any Common Shares acquired pursuant to the exercise of options prior to the Completion of the Qualifying Transaction, must be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued. See "Escrowed Securities."

The options to be granted to directors and officers to purchase a number of Common Shares equal to 10% of the number of Common Shares issued and outstanding upon completion of the Offering are qualified for distribution under this prospectus.

PRIOR SALES

Since the date of incorporation, 1,000,000 Common Shares have been issued and are currently outstanding as follows:

Date Issued	Number of Common Shares	Issue Price per Common Share	Aggregate Issue Price	Nature of Consideration
May 8, 2017	1,000,000	$0.10	$100,000	Cash
Total	**1,000,000**		**$100,000**	

Notes:
(1) All of these Common Shares will be placed in escrow pursuant to the Escrow Agreement. See "Escrowed Securities".

ESCROWED SECURITIES

Securities Escrowed Prior to the Completion of the Qualifying Transaction

All of the 1,000,000 Common Shares issued prior to this Offering at a price below $0.20 per Common Share, all Common Shares that have been or may be acquired by Non-Arm's Length Parties of the Corporation either under the Offering or otherwise prior to Completion of the Qualifying Transaction and all Common Shares acquired by members of the Aggregate Pro Group prior to this Offering will be deposited with the Escrow Agent under the

Escrow Agreement. As of the date hereof, 1,000,000 Common Shares will be held by the Escrow Agent pursuant to the Escrow Agreement.

All Common Shares acquired on exercise of stock options prior to the Completion of the Qualifying Transaction, must also be deposited in escrow and will be subject to escrow until the Final Exchange Bulletin is issued.

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

The following table sets out, as at the date hereof, the number of Common Shares of the Corporation, which are held pursuant to the Escrow Agreement:

Name and Municipality of Residence of Shareholder	Number of Common Shares held in Escrow	Percentage of Common Shares prior to giving effect to the Offering	Percentage of Common Shares after giving effect to the Minimum Offering[(1)]	Percentage of Common Shares after giving effect to the Maximum Offering[(1)]
David Mitchell Mississauga, Ontario	25,000	2.5%	0.71%	0.42%
Stillbridge Ventures Inc.[(2)], Ontario	75,000	7.5%	2.15%	1.25%
Richard Rees Austin, Texas	340,000	34%	9.71%	5.67%
The Austin Trust[(3)] Austin, Texas	410,000	41%	11.71%	6.83%
Matthew Hawkins Dallas, Texas	50,000	5%	1.43%	0.83%
Keith Merker London, Ontario	100,000	10%	2.86%	1.67%
Total	1,000,000	100%	**28.57%**	**16.67%**

Notes:
(1) Assuming these shareholders do not acquire any Common Shares under the Offering.
(2) Stillbridge Ventures Inc. is a company in which Mr. Mitchell is the sole shareholder.
(3) The Austin Trust is a Texas domiciled trust which is irrevocable, with Steven Colmar being the sole Trustee.

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

Upon the Corporation completing a Qualifying Transaction, the escrowed securities shall be released as to 10% immediately following the issuance of the Final Exchange Bulletin (the "**Initial Release**"), 15% six months following the Initial Release and 15% on the dates 6 months, 12 months, 18 months, 24 months, 30 months and 36 months following the Initial Release, pursuant to the terms of the Escrow Agreement.

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

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

If a Final Exchange Bulletin is not issued, the escrowed Common Shares will not be released. Under the Escrow Agreement, each Non-Arm's Length Party to the Corporation who holds escrowed Common Shares acquired at a price below the offering price of this prospectus has irrevocably authorized and directed the Escrow Agent to immediately: (a) cancel all of those escrowed Common Shares upon the issuance by the Exchange of a bulletin delisting the Common Shares of the Corporation; or (b) if the Corporation lists on NEX, either (i) cancel all Seed Shares purchased by Non-Arm's Length Parties to the Corporation at a discount from the IPO price, in accordance with section 11.2(a) of the CPC Policy, or (ii) subject to majority shareholder approval, cancel an amount of Seed Shares purchased by Non-Arm's Length Parties to the Corporation so that the average cost of the remaining Seed Shares is at least equal to the IPO price.

Escrowed Securities on Qualifying Transaction

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

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

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

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

(a) the private placement is announced at least five trading days after the news release announcing the Agreement in Principle and the pricing for the financing is at not less than the discounted market price as determined in accordance with the Policies of the Exchange; or

(b) the private placement is announced concurrently with the Agreement in Principle and:

(i) at least 75% of the proceeds from the private placement are not from Principals of the Corporation or of the proposed Resulting Issuer;

(ii) if subscribers other than Principals of the Corporation or the proposed Resulting Issuer, will obtain securities subject to hold periods, then in addition to any resale restrictions under applicable securities legislation, any securities issued to such Principals will be subject to a four-month hold period; and

(iii) none of the proceeds of the private placement are allocated to pay compensation or to settle indebtedness owing to Principals of the Resulting Issuer.

The escrow agreements described above provide, *inter alia*, that all voting rights attached to escrowed securities shall be exercised by the registered holder of such securities.

PRINCIPAL SHAREHOLDERS

The following table lists those persons who own of record or who are known to the Corporation as at the date hereof to own beneficially, directly or indirectly, all of the issued and outstanding Common Shares of the Corporation, or exercises control or direction over the issued and outstanding Common Shares of the Corporation:

Name and Municipality of Residence	**Type of Ownership**	**Number of Shares[1]**	**Percentage of Shares Owned before the Offering**	**Percentage of Shares Owned after giving Effect to the Minimum Offering[2]**	**Percentage of Shares Owned after giving Effect to the Maximum Offering[2]**
David Mitchell [3] Mississauga, Ontario	Of Record, Beneficial and Indirect[3]	100,000	10%	2.86%	1.67%
Richard Rees Austin, Texas	Of Record and Beneficial	340,000	34%	9.71%	5.67%
The Austin Trust[4] Austin, Texas	Of Record	410,000	41%	11.71%	6.83%
Matthew Hawkins Dallas, Texas	Of Record and Beneficial	50,000	5%	1.43%	0.83%
Keith Merker London, Ontario	Of Record and Beneficial	100,000	10%	2.86%	1.67%
Total		**1,000,000**	**100%**	**28.57%**	**16.67%**

Notes:

(1) Subject to the Escrow Agreement. See "Escrowed Securities".

(2) Reflecting the assumption that the Agent's Warrant is fully exercised and that all options are granted as stated on page 10 of this prospectus and that they are all exercised, each of Mitchell and Merker would own, either directly or indirectly,, assuming the Minimum Offering is subscribed for, 135,000 Common Shares which would constitute 3.29% of the Corporation's outstanding Common Shares on a fully diluted basis, and assuming the Maximum Offering is subscribed for, 160,000 Common Shares which would constitute 2.25% of the Corporation's outstanding Common Shares on a fully-diluted basis; Mr. Rees would own, assuming the Minimum Offering is subscribed for, 459,000 Common Shares which would constitute 11.20% of the Corporation's outstanding Common Shares on a fully diluted basis, and assuming the Maximum Offering is subscribed for, 544,000 Common Shares which would constitute 7.66% of the Corporation's outstanding Common Shares on a fully-diluted basis; The Austin Trust would own, assuming the Minimum Offering is subscribed for, 553,500 Common Shares which would constitute 13.50% of the Corporation's outstanding Common Shares on a fully diluted basis, and assuming the Maximum Offering is subscribed for, 656,000 Common Shares which would constitute 9.24% of the Corporation's outstanding Common Shares on a fully-diluted basis; and Mr. Hawkins would own, assuming the Minimum Offering is subscribed for, 67,500 Common Shares which would constitute 1.65% of the Corporation's outstanding Common Shares on a fully diluted basis, and assuming the Maximum Offering is subscribed for, 80,000 Common Shares which would constitute 1.13% of the Corporation's outstanding Common Shares on a fully-diluted basis.

(3) Of the 100,000 Common Shares total stated for Mr. Mitchell, 75,000 are owned by Stillbridge Ventures Inc., a company in which Mr. Mitchell is the sole shareholder. Mr. Mitchell himself owns 25,000 Common Shares, representing 2.5% of the issued and outstanding capital of the Corporation, which will be 0.71% of the Common Shares of the Corporation giving effect to the Minimum Offering and 0.42% of the Common Shares of the Corporation giving effect to the Maximum Offering. Stillbridge Ventures Inc. owns 75,000 Common Shares, representing 7.5% of the issued and outstanding capital of the Corporation, which will be 2.15% of the Common Shares of the Corporation giving effect to the Minimum Offering and 1.25% of the Common Shares of the Corporation giving effect to the Maximum Offering.

(4) The Austin Trust is a Texas domiciled trust which is irrevocable, with Steven Colmar being the sole Trustee.

The directors and officers, together with the Associates and Affiliates of the directors and officers, as a group beneficially own and control 1,000,000 Common Shares which represents 100.00% of the issued Common Shares of the Corporation before giving effect to this Offering and which will represent 28.57% of the issued Common Shares of the Corporation upon completion of the Minimum Offering and 16.67% of the issued Common Shares of the Corporation upon completion of the Maximum Offering.

DIRECTORS, OFFICERS AND PROMOTERS

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

Name, (Age), and Municipality of Residence	**Position or Office**	**Present Principal Occupation**	**Common Shares Held (percentage and number of Common Shares prior to Offering)**	**Percentage and Number of Common Shares Held Upon Completion of Minimum Offering(2)**	**Percentage and Number of Common Shares Held Upon Completion of Maximum Offering(2)**
David Mitchell (54)(1) Toronto, Ontario	Director, Chief Executive Officer	CEO, Stillbridge Ventures Inc.	100,000(3) Common Shares 10.00%	100,000(3) Common Shares 2.86%	100,000(3) Common Shares 1.67%
Richard Rees (56)(1) Austin, Texas	Director, Chairman	COO, Business Ventures Corp.	340,000 Common Shares 34.00%	340,000 Common Shares 9.71%	340,000 Common Shares 5.67%
Steven Colmar (61) Austin, Texas	Director, Chief Financial Officer	CEO, Business Ventures Corp.	410,000(4) Common Shares 41.00%	410,000(4) Common Shares 11.71%	410,000(4) Common Shares 6.83%

Matthew Hawkins (47) Dallas, Texas	Director	Founder, Adjacent Capital Advisors, LLC and Cresco Capital Partners, LLC	50,000 Common Shares 5.00%	50,000 Common Shares 1.43%	50,000 Common Shares 0.83%
Keith Merker (44)[1] London, Ontario	Director	CFO and Director, WeedMD Inc.	100,000 Common Shares 10.00%	100,000 Common Shares 2.86%	100,000 Common Shares 1.67%

Notes:

(1) Member of the Audit Committee.
(2) Before the exercise of stock options by the directors and officers, the exercise of the Agent's Warrant and assuming that no Common Shares are purchased by these shareholders under this Offering. See "Plan of Distribution".
(3) Of the 100,000 Common Shares total stated for Mr. Mitchell, 75,000 are owned by Stillbridge Ventures Inc., a company if which Mr. Mitchell is the sole shareholder.
(4) Mr. Colmar is the sole Trustee of The Austin Trust, a Texas domiciled trust which is irrevocable, which holds 410,000 Common Shares of the Corporation.

In addition to any other requirements of the Exchange, the Exchange expects management of the Corporation to meet a high management standard. The directors and officers of the Corporation believe that, on a collective basis, management possesses, the appropriate experience, qualifications and history to be capable of identifying, investigating and acquiring a Significant Asset. As at the date of this prospectus, the directors and officers own 1,000,000 Common Shares representing 100.00% of the issued and outstanding Common Shares which number of Common Shares will represent 28.57% of the issued Common Shares of the Corporation upon completion of the Minimum Offering and 16.67% of the issued Common Shares of the Corporation upon completion of the Maximum Offering.

It is expected that, initially, each director, with the exception of David Mitchell, will devote between approximately 5% to 10% of their time to the business of the Corporation. David Mitchell will devote that amount of time which is required to administer the business of the Corporation.

The following are brief biographies of the Directors and Officers of the Corporation:

David Mitchell – Chief Executive Officer and Director

Mr. Mitchell is the CEO and founder of Stillbridge Ventures Inc., a corporate consulting firm to small and emerging businesses. Mr. Mitchell has had a career in the finance industry of over 30 years. Mr. Mitchell has worked at a number of Bay Street firms including Canarim Securities (now Canaccord Genuity), Levesque Beaubien Securities, Research Capital (now Mackie Research Capital) and Octagon Capital. Beginning in 2011, Mr. Mitchell founded and has been CEO of the Whiteknight Acquisitions series of CPCs of which to date three have been listed on the Exchange and completed their Qualifying Transactions. Since June of 2015, Mr. Mitchell has been a director of Intrinsic4D Inc. (NEX: IFD) and from December of 2015 to June of 2017 he was a director of Delivra Corp. (TSXV: DVA). Also in December of 2015, Mr. Mitchell became a director of CUP Capital Corporation (TSXV: CPU.P), a CPC. In July of 2016, Mr. Mitchell became a director of Axis Auto Finance (TSXV: AXIS). Mr Mitchell is a former director of the Exempt Market Dealers Association (now the Private Capital Markets Assoc.), as well as a founder and director of a private company in the sports apparel industry.

Richard Rees – Chairman and Director

Mr. Rees is the COO of Business Ventures Corp., an Austin, Texas, investment banking firm focused on consolidating disruptive sectors primarily through the public equity markets. Mr. Rees has over 25 years of experience in entrepreneurial organization, restructuring and operations. Mr. Rees' private equity financings include the creation, growth and profitable divestiture of two FM radio stations and an online digital music distribution company, Rio Bravo Entertainment. Mr. Rees co-founded the group responsible for the creation and public offering of Digital Music Group, Inc., which, before its merger with Orchard Enterprises, was listed on NASDAQ. In 2007, Mr. Rees co-founded the group responsible for the creation and public offering of Trans-India Acquisition Corporation, a special purpose acquisition company which was listed on the American Stock Exchange. Most recently, Mr. Rees was one of the founders of The Joint Corp., which conducted its public offering in 2014 (NASDAQ: JYNT).

Steven Colmar – Chief Financial Officer and Director

Mr. Colmar is CEO of Business Ventures Corp., an Austin, Texas, investment banking firm focused on consolidating disruptive sectors primarily through the public equity markets**.** Mr. Colmar has over 30 years of investment banking experience in a wide range of industry segments, including retail, communications, technology, healthcare, professional services and construction. In 1998, Mr. Colmar co-founded the group responsible for the creation and public financing of Quanta Services, Inc., which is listed on the New York Stock Exchange (NYSE: PWR). In 2006, Mr. Colmar co-founded the group responsible for the creation and public offering of Digital Music Group, Inc., which, before its merger with Orchard Enterprises, was listed on NASDAQ. Additionally, in 2007, Mr. Colmar co-founded the group responsible for the creation and public offering of Trans-India Acquisition Corporation, a special purpose acquisition company which was listed on the American Stock Exchange. Most recently, Mr. Colmar was one of the founders of The Joint Corp., which conducted its initial public offering in 2014 (NASDAQ: JYNT). Mr. Colmar was a director of The Joint Corp. until March of 2017.

Matthew Hawkins – Director

Mr. Hawkins is experienced in private equity fund management, as well as company turnarounds. Mr. Hawkins is the founder and managing principal of Dallas based Adjacent Capital Advisors, LLC, a private equity and specialty lending fund, and Cresco Capital Partners, LLC, a cannabis focused private equity fund. Cresco Capital Partners, LLC has invested in licensed producers, dispensaries, grower support products and technologies, real estate, human resource management and cannabis concentrate extraction companies. Prior to the founding of these firms, Mr. Hawkins was a partner and president of Tucson Capital Partners LLC, a private real estate investment company which acquired real estate owned by lenders and nonperforming loan properties from banks and financial institutions, targeting multifamily residential properties and self-storage assets. Mr. Hawkins was a principal and co-founder of San Jacinto Partners, a fund focused on bulk acquisition of single family residential properties.

Keith Merker – Director

Mr. Merker is currently the Chief Financial Officer, corporate secretary & director of WeedMD Inc. (TSXV-WMD). He holds the Chartered Financial Analyst designation and has over 15 years of experience working as a finance professional, with extensive emphasis on emerging growth public and private companies, corporate finance, accounting, business development, mergers/acquisitions and raising funding in the capital markets.

Other Reporting Issuer Experience

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

Name	Name and Jurisdiction of Reporting Issuer	Name of Exchange or Market	Position	From	To
David Mitchell	CUP Capital Corp., Ontario	TSX-V	Director	Dec. 2015	Present

Name	Name and Jurisdiction of Reporting Issuer	Name of Exchange or Market	Position	From	To
	Axis Auto Finance Inc., Ontario	TSX-V	Director	Nov. 2015	Present
	Verdant Financial Partners 1 Inc., Ontario	NEX	CEO, Director	Nov. 2015	July 2016
	Delivra Corp., Ontario	TSX-V	Director	Jan. 2014	June 2017
	Whiteknight Acquisitions III Inc., Ontario	TSX-V	CEO, Director	Jan. 2014	June 2015
	Intrinsic 4D Inc., Ontario	NEX	Director	Dec. 2012	Present
	Maple Power Capital Corp., Ontario	TSX-V	Director	Dec. 2012	June 2015
	Whiteknight Acquisitions II Inc., Ontario	TSX-V	CEO, Director	Jan. 2012	Sept. 2013
	Whiteknight Acquisitions I Inc., Ontario	TSX-V	CEO, Director	Dec. 2010	July 2012
Richard Rees	None	None	None	None	None
Steven Colmar	The Joint Corp., Delaware	NASDAQ	Director	Nov. 2014	March 2017
Matthew Hawkins	None	None	None	None	None
Keith Merker	Weed MD, Ontario	TSX-V	CFO	April 2017	Present

Notes:
(1) TSX-V means the TSX Venture Exchange.
(2) NEX is a separate board of the TSX-V, providing an alternative to previous TSX-V listed companies.
(3) NASDAQ means Nasdaq Stock Market.

Corporate Cease Trade Orders or Bankruptcies

No director, officer, Insider or promoter of the Corporation, or a shareholder of the Corporation holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation is, or within 10 years before the date of this prospectus has been, a director, officer, Insider or Promoter of any other issuer that, while that person was acting in that capacity:

(a) was the subject of a cease trade or similar order or, an order that denied the other issuer access to any exemptions under applicable securities legislation for a period of more than 30 consecutive days; or

(b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Penalties or Sanctions

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

Personal Bankruptcies

No director, officer, Insider or promoter of the Corporation, or a shareholder of the Corporation holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation, or a personal holding company of any such person has, within 10 years before the date of this prospectus, as applicable, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or has been subject to or has instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such person's assets.

Conflicts of Interest

There are potential conflicts of interest to which the directors, officers, insiders and promotors of the Corporation will be subject in connection with the operations of the Corporation. Some of the directors, officers, Insiders and promotors have been and will continue to be engaged in the identification and evaluation, with a view to potential acquisition of interests in businesses and corporations on their own behalf and on behalf of other corporations, and situations may arise where the directors, officers, Insiders and promotors will be in direct competition with the Corporation. Conflicts, if any, will be subject to the procedures and remedies under the *Business Corporations Act* (Ontario).

EXECUTIVE COMPENSATION

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

(a) remuneration, which includes but is not limited to:

  (i) salaries;
  (ii) consulting fees;
  (iii) management contract fees or directors' fees;
  (iv) finders fees;
  (v) loans, advances, bonuses; and

(b) deposits and similar payments.

However, the Corporation may reimburse Non-Arm's Length Parties for the Corporation's reasonable allocation of rent, secretarial services and other general administrative expenses, at fair market value ("Permitted Reimbursement"), which reimbursements, since incorporation, have totaled $nil as of the date hereof. No reimbursement may be made for any payment made to lease or acquire a vehicle.

The directors and officers of the Corporation may also be granted stock options.

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

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

DILUTION

Assuming the Minimum Offering is subscribed for, purchasers of Common Shares under this prospectus will suffer an immediate dilution on investment of 14.5% or $0.029 per Common Share. Assuming the Maximum Offering is subscribed for, an investor will suffer an immediate dilution on investment of 8.5% or $0.017 per Common Share. Dilution has been computed on the basis of total gross proceeds to be raised under this prospectus and from sales of securities prior to filing this prospectus, without deduction of commissions or of related expenses incurred by the Corporation.

Item	**Minimum Offering**	**Maximum Offering**
Gross proceeds of prior share issues	$100,000	$100,000
Gross proceeds of this Offering	$500,000	$1,000,000
Total gross proceeds after this Offering	$600,000	$1,100,000
Offering price per share	$0.20	$0.20
Proceeds per share after this Offering	$0.171	$0.183
Dilution per share to subscriber	$0.029	$0.017
Percentage of dilution in relation to offering price	**14.5**%	**8.5**%

RISK FACTORS

Prior to making a decision to invest, prospective purchasers in the Offering should consider their own position, and all of the risks of investing in the Common Shares. The following are risk factors associated with the Corporation:

(a) the Corporation was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after Completion of the Qualifying Transaction;

(b) **investment in the Common Shares offered by this prospectus is highly speculative given the proposed nature of the Corporation's business and its present stage of development**;

(c) the directors and officers of the Corporation will only devote a portion of their time to the business and affairs of the Corporation and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time, see "Conflicts of Interest";

(d) assuming the Minimum Offering is subscribed for, an investor will suffer an immediate dilution on investment of 14.5% or $0.029 per Common Share. Assuming the Maximum Offering is subscribed for, an investor will suffer an immediate dilution on investment of 8.5% or $0.017 per Common Share, see "Dilution";

(e) there can be no assurance that an active and liquid market for the Common Shares will develop and an investor may find it difficult to resell its Common Shares;

(f) until Completion of a Qualifying Transaction, the Corporation is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;

(g) the Corporation has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Corporation will be able to identify a suitable Qualifying Transaction;

(h) even if a proposed Qualifying Transaction is identified, there can be no assurance that the Corporation will be able to successfully complete the transaction;

(i) Completion of a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval;

(j) unless the shareholder has the right to dissent and be paid fair value in accordance with applicable corporate or other law, a shareholder who votes against a proposed Non Arm's Length Qualifying Transaction for which Majority of the Minority Approval by shareholders has been given, will have no rights of dissent and no entitlement to payment by the Corporation of fair value for the Common Shares;

(k) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of the Corporation will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Corporation will be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of the Corporation completing the proposed Qualifying Transaction;

(l) trading in the Common Shares of the Corporation may be halted at other times for other reasons, including for failure by the Corporation to submit documents to the Exchange in the time periods required;

(m) the Exchange will generally suspend trading in the Common Shares or delist the Corporation in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months of the date of listing;

(n) if the Corporation does not list the Common Shares on the Exchange prior to the time of closing and does not make an election to be a "public corporation" for purposes of the ITA in the manner contemplated under "Eligibility for Investment", adverse tax consequences will arise with respect to any Common Shares held in RRSPs, RRIFs, TFSAs or other Plans (each as defined hereafter under the heading "Eligibility for Investment");

(o) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;

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

(q) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Corporation and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of the Corporation;

(r) subject to prior Exchange acceptance, the Corporation may be permitted to loan or advance up to an aggregate of $250,000 of its proceeds to a target business without requiring shareholder approval and there can be no assurance that the Corporation will be able to recover that loan; and

(s) the Corporation is relying solely on its past business success of its directors and officers to identify a Qualifying Transaction of merit. The success of the Corporation is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Corporation. In such event, the Corporation will seek satisfactory replacements but there can be no guarantee that appropriate personnel may be found.

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

See "Business of the Corporation", "Method of Financing Acquisition or Participation Opportunities" and "Directors and Officers".

LEGAL PROCEEDINGS

There are no actual or, to the knowledge of the Corporation, pending legal proceedings to which the Corporation is or is likely to be a party or of which any of its assets are likely to be subject.

RELATIONSHIP BETWEEN THE CORPORATION AND THE AGENT

The Agent for the Offering is Echelon Wealth Partners Inc. Legal counsel to the Agent is Borden Ladner Gervais LLP.

The Corporation is not a "related issuer" or "connected issuer" of the Agent as such terms are defined in National Instrument 33-105 - Underwriting Conflicts. The employees, officers and directors of the Agent do not own any Common Shares.

RELATIONSHIP BETWEEN THE CORPORATION AND PROFESSIONAL PERSONS

Certain legal matters relating to the Offering will be passed upon by Chitiz Pathak LLP on behalf of the Corporation. The partners and associates of Chitiz Pathak LLP do not own, directly or indirectly, in the aggregate any Common Shares.

As of the date hereof, partners and associates of Cummings Cooper Schusheim Berliner LLP, tax counsel to the Corporation, do not own, directly or indirectly, any Common Shares.

MNP LLP, auditors of the Corporation, are independent of the Corporation within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario.

As of the date hereof, partners and associates of Borden Ladner Gervais LLP do not own, directly or indirectly, any Common Shares.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are MNP LLP, Suite 300, 111 Richmond Street West, Toronto, Ontario, M5H 2G4.

The Transfer Agent and Registrar for the Common Shares of the Corporation is TSX Trust Company.

MATERIAL CONTRACTS

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

(a) The Agency Agreement. See “Plan of Distribution”.
(b) The Transfer Agency and Registrar Agreement dated ●, 2017 between the Corporation and the Registrar and Transfer Agent.
(c) The Escrow Agreement. See “Escrowed Securities”.
(d) The Stock Option Plan. See “Options to Purchase Securities”.

Copies of these agreements will be available for inspection at the registered office of the Corporation at Suite 1600, 320 Bay Street, Toronto, Ontario M5H 4A6, and at the office of the Commission during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

DIVIDEND POLICY

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

INDEBTEDNESS OF DIRECTORS, OFFICERS, PROMOTERS AND OTHERS

No director, officer, or promoter or other member of management of the Corporation, or any Associate or Affiliate of any such person, is or has been indebted to the Corporation.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The officers, directors and promoter have all acquired Seed Shares and an aggregate number of Common Shares equal to 10% of the number of Common Shares issued and outstanding upon completion of the Offering will be reserved for stock options to be granted to them. See “Options to Purchase Securities”.

ELIGIBILITY FOR INVESTMENT

In the opinion of Cummings Cooper Schusheim Berliner LLP, tax counsel for the Corporation, based on the current provisions of the Income Tax Act (Canada) (the "**Tax Act**"), the regulations thereto in force as of the date hereof (the "**Regulations**"), all amendments to the Tax Act and Regulations publically announced by the Minister of Finance as of the date hereof (the "**Proposed Amendments**") and counsel's understanding of the current published administrative practices of the Canada Revenue Agency (the "**CRA**"), provided the Common Shares are listed on a designated stock exchange (which includes the Exchange), and the Corporation elects in the manner and within the time limits prescribed by the Tax Act to be a "public corporation" (as that term is defined in the Tax Act) from the beginning of its first taxation year, the Common Shares will be qualified investments under the Tax Act and the Regulations in effect on the date hereof for trusts governed by registered retirement savings plans ("**RRSPs**"), registered retirement income funds ("**RRIFs**"), deferred profit sharing plans, registered education savings plans ("**RESPs**"), registered disability savings plans ("**RDSPs**") and tax-free savings accounts ("**TFSAs**"). The Corporation will provide a covenant in the Agency Agreement to file the public corporation election noted above.

Notwithstanding that the Common Shares may be a qualified investment for a trust governed by a TFSA, RRSP or RRIF, the holder of a TFSA or an annuitant of an RRSP or an RRIF will be subject to a penalty tax on the Common Shares held in the TFSA, RRSP or RRIF as the case may be, if such shares are a "prohibited investment" for the purposes of the Tax Act. Under the Proposed Amendments contained in the Canadian Federal Budget released on March 22, 2017, the "prohibited investment" rules will also apply to a trust governed by a RESP or RDSP, effective after March 22, 20017.

The Common Shares will not be prohibited investments for a TFSA, RRSP or RRIF provided the holder or annuitant thereof deals at arm's length with the Corporation for the purposes of the Tax Act, and does not have a "significant interest," as defined in the Tax Act, in either the Corporation or a person or partnership that does not deal at arm's length with the Corporation for the purposes of the Tax Act. Holders should consult their own advisors as to whether the Common Shares will be a prohibited investment in their particular circumstances.

OTHER MATERIAL FACTS

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

PURCHASER'S STATUTORY RIGHTS OF WITHDRAWAL AND RECESSION

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. That right may be exercised within two business days after the receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages where the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal adviser.

MJ Opportunity Corp.
(A Capital Pool Corporation)

Financial statements

For the Period from the Date of Incorporation (February 10, 2017) to June 23, 2017
(In Canadian Dollars)

Independent Auditors' Report

To the Shareholders of MJ Opportunity Corp.
(A Capital Pool Corporation)

We have audited the accompanying financial statements of MJ Opportunity Corp., which comprise the statement of financial position as at June 23, 2017 and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of MJ Opportunity Corp. as at June 23, 2017 in accordance with International Financial Reporting Standards.

Toronto, Ontario
June XX, 2017

Chartered Professional Accountants
Licensed Public Accountants

MJ Opportunity Corp.
Statement of Financial Position
As at June 23, 2017

	June 23, 2017
Assets	
Cash held in trust	**$72,169**
Prepaids	**11,301**
	$83,470
Liabilities	
Accounts Payable	**$15,478**
	15,478
Shareholders' equity	
Share capital, net of issuance costs (note 3)	**79,293**
Deficit	**(11,301)**
	67,992
	$83,470

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

Subsequent Events (note 6)

Approved on behalf of the Board

"David Mitchell"	"Richard Rees"
Director	Director

MJ Opportunity Corp.
Statement of Loss and Comprehensive Loss
For the Period from the Date of Incorporation (February 10, 2017) to June 23, 2017

		2017
Expenses		
Professional fees	**$**	**11,301**
Net loss and comprehensive loss for the period	**$**	**(11,301)**
Net loss per share — basic and diluted	**$**	**(0.01)**
Weighted average shares outstanding		**1,000,000**

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

MJ Opportunity Corp.
Statement of Shareholders' Equity
For the Period from the Date of Incorporation (February 10, 2017) to June 23, 2017

	Number of Shares	Share Capital	Deficit	Shareholders' Equity
Balance February 10, 2017	-	$ -	$ -	$ -
Share Subscription (Note 3)	1,000,000	100,000	-	100,000
Offering Costs	-	(20,707)	-	(20,707)
Net loss for the period	-	-	(11,301)	(11,301)
Balance June 23, 2017	**1,000,000**	**$ 79,293**	**$ (11,301)**	**$ 67,992**

The accompanying notes are an integral part of these financial statements

MJ Opportunity Corp.
Statement of Cash Flows
For the Period from the Date of Incorporation (February 10, 2017) to June 23, 2017

	2017
Cash provided by (used in)	
Operating	
Net Loss for the period	**$(11,301)**
Change in prepaids	**(11,301)**
Change in accounts payable	**15,478**
	(7,124)
Financing	
Share subscription	**100,000**
Offering costs	**(20,707)**
	79,293
Net change in cash	**72,169**
Cash, end of period	**$72,169**

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

1. INCORPORATION AND NATURE OF OPERATIONS

MJ Opportunity Corp. (“the Company”), was incorporated under the Ontario Business Corporations Act on February 10, 2017 and is in the process for applying for status as a Capital Pool corporation, as defined in the Policy 2.4 of the TSX Venture Exchange (the “Exchange”). The principal business of the Company will be the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction (“QT”). The Company has not commenced operations and has no assets other than cash held in trust and prepaids. The Company’s continuing operations as intended are dependent upon its ability to identify, evaluate and negotiate an acquisition, or business, or an interest therein. Such an acquisition will be subject to the approval of the regulatory authorities concerned and, in the case of a non-arm’s length transaction, of the majority of the minority shareholders.

The proceeds raised from the issuance of share capital may only be used to identify and evaluate assets or businesses for future investment, with the exception that up to the lesser of 30% of the gross proceeds realized by the Company, in respect of the sale of its securities, or $210,000, may be used for purposes other than evaluating businesses or assets. These restrictions apply until completion of a QT by the Company, as defined under the policies of the Exchange. The Company is required to complete its QT on or before two years from the date the Company receives regulatory approval.

The head office and the registered head office of the Company is located at 320 Bay Street, Suite 1600, Toronto, Ontario, M5H 4A6.

On June <*>, 2017 the Board of Directors approved the financial statements for the period from Date of Incorporation (February 10, 2017) to June 23, 2017.

2. SIGNIFICANT ACCOUNTING POLICIES

Statement of Compliance

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

Financial Instruments

All financial instruments are recorded initially at fair value. In subsequent periods, all financial instruments are measured based on the classification adopted for the financial instrument: held to maturity, loans and receivables, fair value through profit or loss (“FVTPL”), available for sale, FVTPL liabilities or other liabilities.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments (continued)

FVTPL assets and liabilities are subsequently measured at fair value with the change in the fair value recognized in net income (loss) during the period.

Held to maturity assets, loans and receivables, and other liabilities are subsequently measured at amortized cost using the effective interest rate method.

Available for sale assets are subsequently measured at fair value with the changes in fair value recorded in other comprehensive income (loss), except for equity instruments without a quoted market price in an active market and whose fair value cannot be reliably measured, which are measured at cost.

The Company has classified its financial instruments as follows:

Financial Instrument	Classification
Cash held in Trust	Loans and receivables
Accounts payable	Other Liabilities

Offering Costs

Offering costs relate to expenditures incurred in connection with the Company's initial public offering (note 6) and are charged against share capital.

Income Taxes

Current income tax assets and liabilities for the current periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the end of the reporting period. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to set off the amounts, and the intention is to settle on a net basis, or to realize the asset and settle the liability simultaneously. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of comprehensive income.

Deferred income tax is provided using the balance sheet method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred income tax liabilities are recognized for all taxable temporary differences and deferred income tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses. The Company creates a valuation allowance to the extent that it considers deductible temporary differences, the carry forward of unused tax credits and unused tax losses cannot be utilized.

Measurement Uncertainty

The preparation of financial statements, in conformity with IFRS accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates used in the financial statements.

Foreign Currency

Functional currency: The financial statement is presented in Canadian dollars, which is the Company's functional and presentation currency.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Accounting Standards issued but not yet applied

Certain new mandatory standards, interpretations and amendments to existing standards, have been issued by the IASB or the IFRS Interpretations Committee ("IFRIC",), which the Company reasonably expects to be applicable for later periods are listed below. The Company has not early adopted these revised standards and none of these standards are expected to have a material effect on the financial statements.

IFRS 9, Financial Instruments ("IFRS 9") was initially issued by the IASB on November 12, 2009 and issued in its completed version in July 2014, and will replace IAS 39, "Financial Instruments: Recognition and Measurement" ("IAS 39"). IFRS 9 replaces the multiple rules in IAS 39 with a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for financial years beginning on or after January 1, 2018. The Company anticipates that this standard will be adopted in the Company's financial statements for the year beginning January 1, 2018, and has not yet considered the potential impact of the adoption of IFRS 9.

3. SHARE CAPITAL

Authorized

Unlimited common shares

Issued

1,000,000 common shares	**$**	**100,000**

Escrowed Shares

During the period, the Company issued 1,000,000 common shares at $0.10 per share for total proceeds of $100,000.

The issued and outstanding common shares will be held in escrow pursuant to the requirements of the Exchange.

All common shares acquired on exercise of stock options granted to directors and officers prior to the completion of a Qualifying Transaction, must also be deposited in escrow until the final exchange bulletin is issued.

All common shares of the Company acquired in the secondary market prior to the completion of a Qualifying Transaction by a Control Person, as defined in the policies of the Exchange, are required to be deposited in escrow. Subject to certain permitted exemptions, all securities of the Company held by principals of the resulting issuer will also be subject to escrow.

3. SHARE CAPITAL (continued)

Options

Options may be granted for a maximum term of ten years from the date of the grant. They are non-transferable and are exercisable as determined by the Directors when the option is granted. Options expire within 90 days of termination of employment or holding office as director or officer of the Company and, in the case of death, expire within a maximum period of one year after such death, subject to the expiry date of the option.

Any shares issued upon exercise of the options prior to the Company entering into a Qualifying Transaction will be subject to escrow restrictions.

The stock option plan is subject to regulatory approval.

No options have been granted or are outstanding as at June 23, 2017.

4. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Capital Management

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

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

The proceeds raised from the issuance of common shares may only be used to identify and evaluate assets or businesses for future investment, with the exception that not more than the lesser of 30% of the gross proceeds from the issuance of shares or $210,000 may be used to cover prescribed costs of issuing the common shares or administrative and general expenses of the Company. These restrictions apply until completion of a Qualifying Transaction by the Company as defined under the Exchange policy 2.4.

Risk Disclosures and Fair Values

The Company's financial instruments, consisting of cash held in trust and accounts payable, approximate fair value due to the relatively short term maturities of the instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

5. RELATED PARTY TRANSACTIONS

There were no transactions with related parties and no remuneration was paid to key management personnel during the period ended June 23, 2017.

6. SUBSEQUENT EVENTS

Filing of prospectus and Initial Public Offering

Pursuant to a prospectus dated June 28, 2017, the Company intends to offer to sell and issue a minimum of 2,500,000 common shares at $0.20 per share ($500,000) (the “Minimum Offering”) and a maximum of 5,000,000 common shares at $0.20 per share ($1,000,000) (the “Maximum Offering”).

The Company has entered into an agreement with Echelon Wealth Partners. (the “Agent”) to raise gross proceeds of a minimum of $500,000 and a maximum of $1,000,000, in connection with the Company’s IPO. The Company will pay a commission of 10% of gross proceeds to the Agent, and will grant the Agent an option to acquire 10% of the common shares issued in the offering, being 250,000 common shares in the case of the Minimum Offering and 500,000 shares in the case of the Maximum Offering exercisable for a period ending twenty-four months from the date the Company’s Common Shares are listed on the TSX Venture Exchange at an exercise price of $0.20. The Company is also required to pay a corporate finance fee of $10,000 upon the closing of the offering and will reimburse the Agent for legal fees and other reasonable expenses incurred pursuant to the Offering.

The Company intends to enter into stock option agreements at the closing of the IPO, granting stock options to officers and directors to collectively acquire 350,000 of the outstanding common shares of the Company if the Minimum Offering is subscribed or 600,000 options if the Maximum Offering is subscribed, at an exercise price of $0.20 per share and expiring five years from the date of grant.

CERTIFICATE OF THE CORPORATION

June 30, 2017

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

(signed) "*David Mitchell*"	(signed) "*Steven Colmar*"
David Mitchell Chief Executive Officer, and Director	Steven Colmar Chief Financial Officer, and Director

ON BEHALF OF THE BOARD

(signed) "*Richard Rees*"	(signed) "*Keith Merker*"
Richard Rees Director	Keith Merker Director

CERTIFICATE OF THE AGENT

June 30, 2017

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

ECHELON WEALTH PARTNERS INC.
130 King Street West, Suite 2500
Toronto, Ontario
M5X 2A2

Per: "*Blair Jordan* "
Name: Blair Jordan
Title: Managing Director