A copy of this amended and restated preliminary prospectus has been filed with the securities regulatory authorities in British Columbia and Alberta but has not yet become final. Information contained in this amended and restated preliminary prospectus may not be complete and may have to be amended.

This Prospectus is not related to a public offering. No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

AMENDED AND RESTATED PRELIMINARY PROSPECTUS
AMENDING AND RESTATING THE PRELIMINARY PROSPECTUS DATED MAY 24, 2017

NON-OFFERING PROSPECTUS August 22, 2017

Green 2 Blue Energy Corp.
(the "Company")

This Prospectus (the "**Prospectus**") is being filed with the British Columbia and Alberta Securities Commission for the purpose of complying with Policy 2 – *Qualification for Listing* published by the Canadian Securities Exchange (the "**Exchange**").

No securities are being offered pursuant to this Prospectus. This Prospectus is being filed with the British Columbia and Alberta Securities Commissions for the purpose of providing full public disclosure regarding the acquisition by the Company of all of the securities of G2BE Canada Inc. ("**TargetCo**"), a private British Columbia company, and the plans to seek a listing on the Canadian Securities Exchange (the "**Listing**"). As no securities are being offered pursuant to this Prospectus, no proceeds will be raised in connection with this Prospectus.

There is no market through which the securities of the Company may be sold. This may affect the pricing of the Company's securities in the secondary market, the transparency and availability of trading prices, the liquidity of the Company's securities and the extent of issuer regulation. See "Risk Factors".

The Company has applied to list its common shares on the Exchange. Listing will be subject to the Company fulfilling all of the listing requirements of the Exchange, including without limitation, the distribution of the Company's common shares to a minimum number of public shareholders and the Company meeting certain financial and other requirements.

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

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

Unless otherwise noted, all currency amounts in this Prospectus are stated in Canadian dollars.

GREEN 2 BLUE ENERGY CORP.
1518 - 800 West Pender Street
Vancouver, British Columbia
V6C 2V6

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SCHEDULE "B" - TargetCo Management's Discussion and Analysis for the financial year ended June 30, 2016 and the period ended March 31, 2017**……..……………………………………………………………………..B-1**
SCHEDULE "C" - Company Pro Forma Financial Statements as at March 31, 2017**………..…………………..C-1**
SCHEDULE "D" - Audit Committee Charter**……………………………………………………………...D-1**

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus contains "forward-looking information" within the meaning of applicable securities legislation. Forward-looking information may include, but is not limited to, assumptions about general business and economic conditions, changes in financial markets generally, the Company's ability to attract and retain skilled staff, government regulation of wood pellet production operations, environmental risks, limitations on insurance coverage and the completion of regulatory approvals. In certain cases, forward-looking information can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information in this Prospectus includes, among other things, proposed expenditures for research and development work for the Company's operations, general and administrative expenses, the ability of the Company to raise further capital for corporate purposes and the utilization of the net proceeds of the Concurrent Financing. See "Narrative Description of the Business – Recommendations", "Available Funds and Use of Available Funds" and "Risk Factors" below.

Such forward-looking statements are based on a number of material factors and assumptions, including, but not limited in any manner, to those disclosed in any other of the Company's public filings and those about general business and economic conditions, changes in financial markets generally, the Company's ability to attract and retain skilled staff and the Company's capital expenditure program. While the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect. Actual results may vary from such forward-looking information for a variety of reasons, including but not limited to, risks and uncertainties disclosed in this Prospectus. See "Risk Factors" below. The Company has no specific policies or procedures for updating forward-looking information. Forward-looking statements are based upon management's beliefs, estimates and opinions on the date the statements are made and, other than as required by law, the Company does not intend, and undertakes no obligation, to update any forward-looking information to reflect, among other things, new information or future events.

Investors are cautioned against placing undue reliance on forward-looking statements.

GLOSSARY OF TERMS

"**$**"	means Canadian dollars.
"**Acquisition**"	means the share exchange transaction completed on the July 21, 2017 pursuant to the terms of the Acquisition Agreement, whereby the TargetCo Shareholders transferred their TargetCo Shares to the Company at an exchange rate of one TargetCo Share for one Company Share at a deemed price of $0.10 per Company Share.
"**Acquisition Agreement**"	means the share exchange agreement dated January 16, 2017 among the Company, TargetCo and the TargetCo Shareholders, a copy of which is available under the Company's profile on SEDAR.
"**Affiliate**"	means a company that is affiliated with another company as described below. A company is an "Affiliate" of another company if: (a) one of them is the subsidiary of the other, or (b) each of them is controlled by the same person. A company is "controlled" by a person if: (a) voting securities of the company are held, other than by way of security only, by or for the benefit of that person, and (b) the voting securities, if voted, entitle the person to elect a majority of the directors of the company. A person beneficially owns securities that are beneficially owned by: (a) a company controlled by that person, or (b) an Affiliate of that person or an Affiliate of any company controlled by that person.
"**Amalgamation**"	means the vertical short form amalgamation of the Company and its wholly-owned subsidiaries Brigadier Exploration Corp. ("Brigadier"), Battalion Capital Corp. ("Battalion") and Hussar Exploration Corp. ("Hussar") whereby Brigadier, Battalion and Hussar amalgamated with the Company. The Amalgamation was approved by the Company's Board of Directors on March 2, 2017 and completed on March 3, 2017.
"**Arrangement**"	means the plan of arrangement whereby the Company, being a subsidiary of Voltaire, entered into the Arrangement Agreement. The Arrangement was approved by the Supreme Court of British Columbia on January 5, 2015 and completed on July 6, 2015. Upon closing, the Company became a reporting issuer in Alberta and British Columbia and Brigadier became a wholly-owned subsidiary of the Company.
"**Arrangement Agreement**"	means the arrangement agreement dated November 20, 2014 among Voltaire, Brigadier and the Company, in respect of the Arrangement, a copy of which is available under the Company's profile on SEDAR.
"**Associate**"	when used to indicate a relationship with a person or company, means: (a) an issuer of which the person or company beneficially owns or controls, directly or indirectly, voting securities entitling him to more than 10% of the voting rights attached to outstanding securities of the issuer; (b) any partner of the person or company; (c) any trust or estate in which the person or company has a substantial beneficial interest or in respect of which a person or company serves as

trustee or in a similar capacity;

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

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

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

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

"**BCBCA**" means the *Business Corporations Act* (British Columbia).

"**Board**" or "**Board of Directors**" means the board of directors of the Company.

"**CEO**" means Chief Executive Officer.

"**CFO**" means Chief Financial Officer.

"**Closing**" means the completion of the Acquisition.

"**Company**" means Green 2 Blue Energy Corp., a reporting issuer in the Provinces of British Columbia and Alberta and formerly known as Brigade Resource Corp.

"**Company Shares**" means the common shares in the capital of the Company.

"**Concurrent Financing**" means a non-brokered private placement by the Company of 8,348,000 units at a price of $0.10 per unit, each unit consisting of one Company Share and one common share purchase warrant. Each warrant entitles the holder thereof to purchase one Company Share for the price of $0.10 per share during the twelve-month period following the closing of the financing and thereafter one Company Share for the price of $0.20 per share until the expiry of the period ending twenty-four months from the closing of the financing for gross proceeds of $834,800.

"**Escrow Agent**" means Computershare Investor Services Inc. of Vancouver, British Columbia, Canada, which shall hold the Escrowed Securities in escrow in accordance with the terms of the Escrow Agreement.

"**Escrow Agreement**" means the escrow agreement to be entered into among the Company, the Escrow Agent and certain shareholders, pursuant to which 31,520,602 Company Shares will be held in escrow pursuant to CSE Policy 2 – *Qualification for Listing*.

"**Escrowed Securities**" means the 31,520,602 Company Shares that are held in escrow pursuant to the Escrow Agreement.

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

"**Forward Stock-Split**" means the forward stock-split of the issued and outstanding TargetCo Shares completed on July 11, 2017 on the basis of one old TargetCo Share for two new TargetCo Shares.

"**Material Adverse Change**" or "**Material Adverse Effect**" means with respect to the Company, any change (including a decision to implement such a change made by the board of directors or by senior management who believe that confirmation of the decision by the board of directors is probable), event, violation, inaccuracy, circumstance or effect that is materially adverse to the business, assets (including intangible assets), liabilities, capitalization, ownership, financial condition or results of operations of the Company.

"**NI 41-101**" means National Instrument 41-101 – *General Prospectus Requirements*, of the Canadian Securities Administrators.

"**NI 45-106**" means National Instrument 45-106 – *Prospectus Exemptions*, of the Canadian Securities Administrators.

"**NI 52-110**" means National Investment 52-110 – *Audit Committees*, of the Canadian Securities Administrators.

"**Named Executive Officer**" or "**NEO**" means:

(a) the CEO;
(b) the CFO;
(c) the Corporate Secretary; and
(d) the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total salary and bonus, individually, exceeds $150,000 per year; or
(e) any additional individuals for whom disclosure would have been provided under (d) except that the individual was not serving as an officer of the issuer at the end of the most recently completed financial year.

"**Principal Regulator**" means the British Columbia Securities Commission.

"**Stock Option Plan**" means the incentive stock option plan of the Company, a copy of which is available under the Company's profile on SEDAR.

"**TargetCo**" means G2BE Canada Inc., a corporation existing under the laws of the Province of British Columbia and formerly known as Green 2 Blue Energy Corp.

"**TargetCo Shares**" means the common shares in the capital of TargetCo.

"**TargetCo Shareholders**" means the shareholders of TargetCo.

"**Voltaire**" means Voltaire Services Corp., formerly Salient Corporate Services Inc., a British Columbia company and reporting issuer in British Columbia and Alberta.

SUMMARY OF PROSPECTUS

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

The Company: The Company was incorporated as a wholly-owned subsidiary of Voltaire pursuant to the BCBCA on October 9, 2014 under the name "Brigade Resource Corp.". Its head office is located at Suite 1518, 800 West Pender Street, Vancouver, British Columbia, V6C 2V6 and its registered and records office is located at Lotz & Company, Suite 1170, 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H1.

On November 20, 2014, the Company entered into the Arrangement Agreement with Voltaire and Brigadier. The Arrangement Agreement contemplated the Arrangement whereby the Company would become a reporting issuer in the provinces of Alberta and British Columbia and Brigadier would become a wholly-owned subsidiary of the Company. The Arrangement was approved by the Supreme Court of British Columbia on January 5, 2015 and was completed on July 6, 2015.

Brigadier was incorporated pursuant to the BCBCA on August 13, 2014 under the name "Brigadier Exploration Corp.".

On March 3, 2017, the Company's subsidiaries, Brigadier Exploration Corp., Battalion Capital Corp. and Hussar Exploration Corp. merged with the Company through a vertical short form amalgamation, which was approved by the Company's Board of Directors on March 2, 2017.

On July 21, 2017, the Company changed its name to "Green 2 Blue Energy Corp.".

The Company's Business: The Company was previously engaged in the business of mineral exploration and the acquisition of mineral property assets in Ontario through its subsidiary, Brigadier. The Company has since terminated all of its mineral property interests and does not carry on an active business.

The Company's present objective is to evaluate potential business opportunities in the renewable energy sector and to become a listed company on the Exchange.

To this end, the Company entered into the Acquisition Agreement with TargetCo, a private British Columbia company incorporated on May 30, 2014. The Company is now engaged in the production of wood pellets used for generating heat and power, at its facility in Rzeczenica, Poland.

The Acquisition and Acquisition Agreement: The Company entered into a non-binding letter of intent with TargetCo dated December 2, 2016, which described the essential terms and conditions of a proposed reverse-takeover transaction whereby the Company would acquire all of the issued and outstanding common shares in the capital of TargetCo. This non-binding letter of intent was later replaced and superseded by the Acquisition Agreement. The Acquisition was approved by written consent resolutions of each of the Boards of Directors of the respective parties. The Acquisition was completed on the July 21, 2017.

The Company acquired a 100% interest in TargetCo pursuant to, on the terms and subject to the conditions set out in the Acquisition Agreement, a copy of which is available under the Company's profile on SEDAR. Pursuant to the terms of the Acquisition Agreement, upon the Closing of the Acquisition:

(a) TargetCo, as attorney for the TargetCo Shareholders, delivered share certificates representing all of the issued and outstanding TargetCo Shares along with duly executed instruments of transfer to the Company;

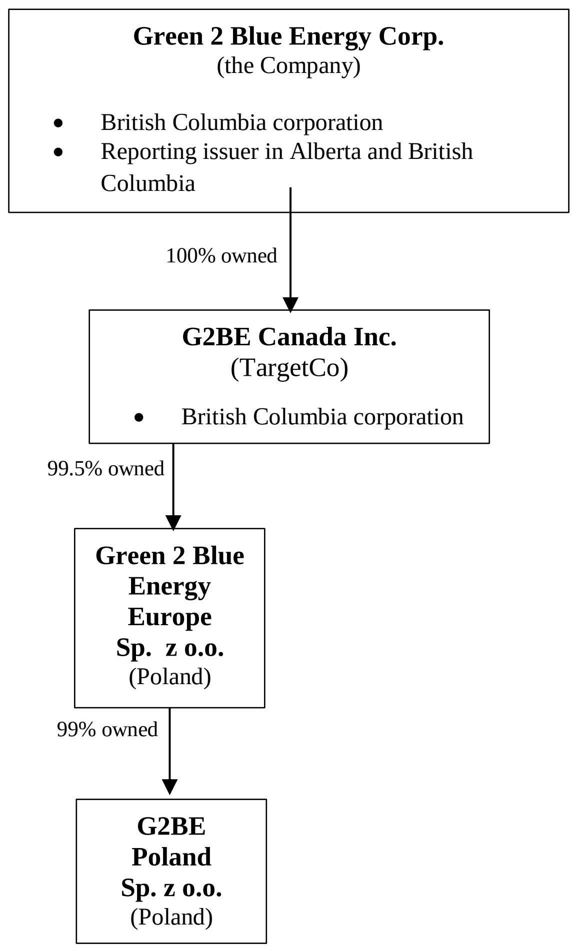
(b) As consideration and in exchange for the TargetCo Shares, the Company issued a corresponding number of Company Shares to the TargetCo Shareholders at a deemed price of $0.10 per Company Share;

(c) The share certificates representing the TargetCo Shareholders' TargetCo Shares were cancelled and a single share certificate was issued to the Company showing that the Company is the sole holder of all of the issued and outstanding TargetCo Shares, being 47,000,002 TargetCo Shares; and

(d) TargetCo became a wholly-owned subsidiary of the Company.

At the Closing, the Company issued an aggregate 47,000,002 Company Shares to the TargetCo Shareholders on the basis of one Company Share for every one TargetCo Share. Upon completion of the Acquisition, the TargetCo Shareholders held approximately 76.96% (66.38% fully diluted) of the issued and outstanding Company Shares and became shareholders of the Company.

Inter-corporate Relationships: The diagram below describes the inter-corporate relationship between the Company and TargetCo post-Acquisition:



Management, Directors and Officers: The directors and officers of the Company are:

Slawek Smulewicz – President, Chief Executive Officer, Director
Michael Young – Chief Financial Officer, Director
Glenn Little – Director
Jon Sherron – Director

Loan to TargetCo: As of May 24, 2017, the Company has loaned TargetCo the principal amount of $174,172.30 (the "**Bridge Loan**") for working capital purposes. The Bridge Loan is due and payable in full by TargetCo on December 5, 2017 and shall bear simple interest at the rate of 5% per annum.

Concurrent Financing: On August ●, 2017, the Company completed an equity financing by way of private placement relying on the prospectus and registration exemptions pursuant to NI 45-106 and other applicable laws, rules and regulations to issue 8,348,000 units of the Company at a price of $0.10 per unit to raise gross proceeds of $834,800. Each unit consisted of one Company Share and one common share purchase warrant, each warrant entitling the holder thereof to purchase one Company Share for the price of $0.10 per share during the twelve-month period following the closing of the Concurrent Financing and thereafter one Company Share for the price of $0.20 per share until the expiry of the period ending twenty-four months from the closing of the Concurrent Financing.

Funds Available and Use of Available Funds: The gross proceeds received by the Company from the Concurrent Financing were $834,800. The total funds available to the Company at the closing of the Concurrent Financing, after deducting $324,800 used to re-start pellet operations and cover administrative costs for office rent, legal fees, finder's fees, its listing application, accounting and audit services and including the Company's working capital of $10,000 as at July 31, 2017, are $520,000. To the extent that the Company has negative operating cash flow in future periods, the Company may use a portion of the unallocated capital referenced in the table below to fund such negative operating cash flow. The principal purposes for the use of those funds for the next twelve months will be as follows:

Item	**Amount ($)**
Funds Available:	
Working capital of the Company as at July 31, 2017	10,000
Net proceeds from the Concurrent Financing	500,000
Total:	510,000
Principal Purposes for use of Funds Available:	
Estimated cost of prospectus and CSE listing	100,000
Facility upgrades, product development and production	310,000
General and administrative costs(1)	50,000
Unallocated working capital	50,000
Total:	**510,000**

Note:
(1) Administrative costs include office rent, management, consulting and administration services and fees, miscellaneous office and supplies, transfer agent, legal, accounting and audit expenses.

The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary. Use of the Company's working capital and proceeds from the Concurrent Financing will be subject to the discretion of management.

Summary of Financial Information: The following selected financial information is subject to the detailed information contained in the audited financial statements of the Company and TargetCo and the notes thereto appearing elsewhere in this Prospectus. The selected financial information is derived from and should be read in conjunction with: (i) the Company's audited financial statements for the financial years ended March 31, 2015, 2016 and 2017; (ii) the Company's unaudited interim consolidated financial statements for the period ended December 31, 2016; (iii) TargetCo's audited consolidated financial statements for the financial years ended June 30, 2015 and June 30, 2016; (iv) TargetCo's unaudited interim consolidated financial statements for the period ended March 31, 2017; and (v) the pro forma consolidated interim financial statements of the Company as of March 31, 2017.

As at March 31, 2017	Company ($)	TargetCo ($)	Pro Forma Adjustment ($)
Balance Sheet			
Cash	14,118	5,633	791,120
Total assets	160,102	542,337	654,620
Current liabilities	79,509	778,769	(36,500)
Total liabilities	79,509	1,183,451	(36,500)
Shareholders' equity	80,593	(641,114)	691,120

See "Pro Forma Consolidated Financial Information" below.

Risk Factors: An investment in the Company should be considered highly speculative and involves a substantial degree of risk due to the nature of the business of the Company. These risks, uncertainties and other factors, many of which are beyond the control of the Company that could influence actual results include, but are not limited to: limited operating history, reliance on management, requirements for additional financing, competition, difficulty in forecasting sales, conflicts of interest, litigation, price fluctuation of the Company's securities, no earnings or dividend record, limited market for the Company's securities, intellectual property rights, low barriers to entry, changes in governmental and legal uncertainties, acquisitions, risks related to international operations, protecting intellectual property rights and other factors. See "Risk Factors" below.

Currency: Unless otherwise indicated, all currency amounts herein are stated in Canadian Dollars.

CORPORATE STRUCTURE

Name, Address and Incorporation

Green 2 Blue Energy Corp. was incorporated pursuant to the BCBCA on October 9, 2014 as "Brigade Resource Corp.". On July 14, 2017, the Company changed its name to "Green 2 Blue Energy Corp."

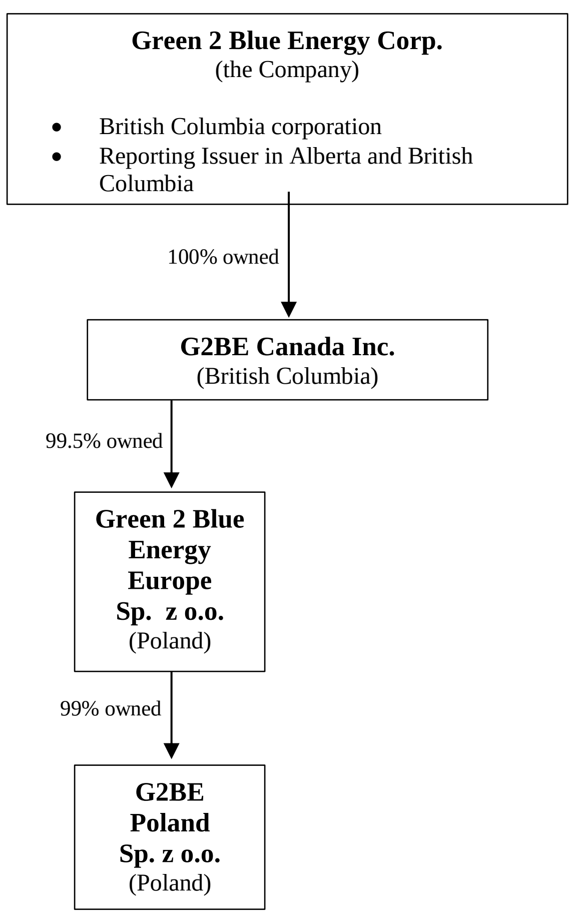
The Company was incorporated as a wholly-owned subsidiary of Voltaire. On November 20, 2014, the Company entered into the Arrangement Agreement with Voltaire and Brigadier. The Arrangement Agreement contemplated the Arrangement whereby the Company would become a reporting issuer in the provinces of Alberta and British Columbia and Brigadier would become a wholly-owned subsidiary of the Company. The Arrangement was approved by the Supreme Court of British Columbia on January 5, 2015 and was completed on July 6, 2015.

On March 3, 2017, the Company merged with its subsidiaries Brigadier Exploration Corp., Battalion Capital Corp. and Hussar Exploration Corp. by way of a vertical short form amalgamation. The Amalgamation was approved by the Company's Board of Directors on March 2, 2017.

On July 21, 2017, the Company completed the Acquisition with TargetCo. Consequently, the Company now has three subsidiaries: (i) TargetCo, which was incorporated under the BCBCA on May 30, 2014; (ii) Green 2 Blue Energy Europe Sp. z o.o. ("G2BEE"), which is 99.5% owned by TargetCo and was incorporated under the laws of Poland on October 13, 2014; and (iii) G2BE Poland Sp. z o.o., which is 99% owned by G2BEE and was incorporated under the laws of Poland on June 28, 2016.The Company's head office is located at Suite 1518, 800 West Pender Street, Vancouver, British Columbia, V6C 2V6 and its registered and records office is located at Lotz & Company, Suite 1170, 1040 West Georgia Street, Vancouver, British Columbia, V6E 4H1.

Intercorporate Relationships

The diagram below describes the intercorporate relationship between the Company and its subsidiaries following the completion of the Acquisition.



GENERAL DEVELOPMENT OF THE BUSINESS

Business of the Company

The Company currently operates in the renewable energy marketplace and is focused on low cost wood pellet production through the integration of biomass gasification technology. See "Narrative Description of the Business" below.

History

Private Placement Financings

Subsequent to its incorporation and up to December 16, 2016, the Company completed private seed capital equity financing, raising aggregate gross proceeds of approximately $720,390. The funds were used for general working capital purposes and for the acquisition of mineral properties through several property option agreements (see "Business of the Company" below).

On August ●, 2017, the Company completed the Concurrent Financing to raise gross proceeds of $834,800 through the issuance of 8,348,000 units at a price of $0.10 per unit, pursuant to available prospectus and registration exemptions under NI 45-106 and other applicable laws, rules and regulations. Each unit consisted of one Company Share and one common share purchase warrant, each warrant entitling the holder thereof to purchase one Company Share for the price of $0.10 per share during the twelve-month period following the closing of the Concurrent Financing and thereafter one Company Share for the price of $0.20 per share until the expiry of the period ending twenty-four months from the closing of the Concurrent Financing.

Bridge Loan

Pursuant to the Acquisition Agreement, on January 16, 2017, the Company loaned TargetCo the principal amount of $174,172.30 (the "**Bridge Loan**") for working capital purposes. The Bridge Loan is due and payable in full by TargetCo on December 5, 2017 and shall bear simple interest at the rate of 5% per annum.

Amalgamation of Subsidiaries

On March 3, 2017, the Company merged with its wholly-owned subsidiaries Brigadier, Battalion and Hussar by way of a vertical short form amalgamation. The Amalgamation was approved by the Company's Board of Directors on March 2, 2017. Upon completion of the Amalgamation, the Company remained as a single corporate entity with no subsidiaries.

Business of the Company

The Company was previously engaged in the business of mineral exploration and the acquisition of mineral property assets in Ontario through its subsidiary, Brigadier. To this end, Brigadier entered into the following property option agreements (the "**Property Option Agreements**") with Voltaire:

1. Surprise Lake, dated April 15, 2015;
2. Boyer Lake, dated April 15, 2015;
3. Brooks Lake, dated April 15, 2015; and
4. Joyce River, dated July 27, 2015.

The execution of each of the Property Option Agreements gave the Company the option to acquire a 100% interest in and to the mineral claims comprising each of the above-named properties. Due to challenges in the mining industry, the Company chose not to exercise its options and formally acknowledged the termination of each Property Option Agreement on February 21, 2017.

Upon the Closing of the Acquisition, the Company became engaged in the business of wood pellet production in Poland. The Company's present objective is to evaluate further potential business opportunities in the renewable energy sector and to become a listed company on the Exchange.

Business of TargetCo

On December 12, 2014, G2BEE was granted permission (the "Permit") by the Człuchów County Commissioner to process up to 220,000 tonnes of biomass per year, from which 205,000 tonnes can be used for the purpose of pellet production and 15,000 tonnes for energy generation. The Permit will remain valid until November 30, 2024. Subsequently, that same month TargetCo acquired and installed its initial pellet mill equipment, allowing for capacity to produce up to 1,800 tonnes a month of residential or commercial wood pellets. Over the next several months, TargetCo started its first residential pellet production on a small scale to focus on perfecting product, including market specifications, analysis, heat values and production line efficiency. In September 2015, the Company slowly increased production, eventually ramping up to approximately 350 tonnes of residential pellet production in the month of December 2015. All pellets were sold to local buyers within 30 days.

During the months of January 2016 through October 2016, the company focused on upgrades to its production facility including the purchase and installation of a new high efficiency drying system for its residual sawdust feedstock used in production. Between July, 2016 and December 2, 2016, TargetCo temporarily limited its operations in order to focus on raising working capital to achieve business growth objectives and larger scale production. To this end, in October 2016, TargetCo began discussions to secure both a steady supply of feedstock (wet sawdust) and purchase orders to re-start production. TargetCo also began discussing the Acquisition and the Bridge Loan with the Company and entered into a non-binding letter of intent with the Company on December 2, 2016, which was later replaced by a binding Acquisition Agreement. As a result of the Bridge Loan being advanced to TargetCo by the Company, TargetCo was able to re-start wood pellet production in December 2016 and has continued production since that time.

On November 9, 2016 G2BEE signed its first purchase order contract with Biomasa Partners Sp. z o.o. for up to 1,800 tonnes of pellets per month, which purchase order contract will continue for an indefinite term until terminated by giving notice of no less than 3 months. G2BEE started production and delivery in December 2016 with 190 tonnes of residential pellets and intends to incrementally ramp up production to 1,800 tonnes per month by October 2017.

Upon the Closing of the Acquisition, the Company took up TargetCo's operations and business. The Company intends to use the proceeds of the Concurrent Financing to increase production. The proceeds of the Concurrent Financing became available to the Company on August ●, 2017.

Significant Acquisitions and Dispositions

Acquisition of Brigadier

The Company acquired a 100% interest in Brigadier pursuant to, on the terms and subject to the conditions set out in the Arrangement Agreement, a copy of which is available under the Company's profile on SEDAR. Pursuant to the Arrangement Agreement, Brigadier acquired all of the issued and outstanding shares of the Company from Voltaire and the Company acquired all of Brigadier's issued and outstanding common shares in exchange for Company Shares at an exchange rate of one Company share for each common share in the capital of Brigadier. Upon the completion of the Arrangement, Brigadier became a wholly-owned subsidiary of the Company.

Acquisition of TargetCo

The Company acquired a 100% interest in TargetCo pursuant to, and on the terms and subject to the conditions set out in, the Acquisition Agreement, a copy of which is available under the Company's profile on SEDAR. Pursuant to the Acquisition Agreement, the Company issued an aggregate 47,000,002 Company Shares to the TargetCo Shareholders. The Acquisition was approved by a written consent resolution of the Boards of Directors of the respective parties. Upon completion of the Acquisition, the TargetCo Shareholders became securityholders of the Company.

<u>The Acquisition Agreement</u>

The Company entered into a non-binding letter of intent with TargetCo dated December 2, 2016, which described the essential terms and conditions of a proposed reverse-takeover transaction whereby the Company would acquire all of the issued and outstanding common shares in the capital of TargetCo. This non-binding letter of intent was replaced and superseded on January 16, 2017 by the Acquisition Agreement.

The Acquisition Agreement contemplated a share exchange at a ratio of two (2) shares of the Company for every share of TargetCo, pursuant to which the Company acquired all of the issued and outstanding shares of TargetCo on terms more particularly set forth in the Acquisition Agreement.

Upon completion of the Acquisition, the TargetCo Shareholders held 47,000,002 Company Shares. It is expected that 31,520,602 Company Shares will be subject to escrow.

Pre-Acquisition and Post-Acquisition Events

Upon the terms and subject to the conditions set forth in the Acquisition Agreement, the following occurred:

1. The Company loaned TargetCo the principal amount of $174,172.30 for working capital purposes;

2. The Company filed a preliminary prospectus with the Principal Regulator;

3. The Company's preliminary prospectus and preliminary receipt are available on SEDAR under the Company's profile;

4. TargetCo completed the Forward Stock-Split; and

5. The Company closed the Concurrent Financing.

Upon the terms and subject to the conditions set forth in the Acquisition Agreement, the following shall occur:

1. The Company will file an amended and restated preliminary prospectus with the Principal Regulator.

2. Upon receiving the receipt for the amended and restated preliminary prospectus, the amended and restated preliminary prospectus and receipt will be available on SEDAR under the Company's profile.

3. The Company will file the necessary documents with the Exchange to receive conditional approval from the Exchange for the listing of the Company Shares on the Exchange;

4. The Company will file a final prospectus with the Principal Regulator;

5. Concurrent with filing the final prospectus with the Principal Regulator, the Company will file the necessary documents with the Exchange to receive final Exchange approval for the listing of the Company Shares on the Exchange; and

6. Upon receiving the final receipt from the Principal Regulator, the final prospectus and the final receipt will be available on SEDAR under the Company's profile.

Acquisition Events

Upon the terms and subject to the conditions set forth in the Acquisition Agreement, at the Closing of the Acquisition:

1. TargetCo, as attorney for the TargetCo Shareholders delivered share certificates representing all of the issued and outstanding TargetCo Shares along with duly executed instruments of transfer to the Company;

2. As consideration and in exchange for the TargetCo Shares, the Company issued a corresponding number of Company Shares to the TargetCo Shareholders at a deemed price of $0.10 per Company Share;

3. The share certificates representing the TargetCo Shareholders' TargetCo Shares were cancelled and a single share certificate was issued to the Company showing that the Company is the sole holder of all of the issued and outstanding TargetCo Shares, being 47,000,002 TargetCo Shares; and

4. TargetCo became a wholly-owned subsidiary of the Company.

NARRATIVE DESCRIPTION OF THE BUSINESS

Business of the Company

The Company currently operates in the renewable energy marketplace and is focused on low cost wood pellet production through the integration of biomass gasification technology. Through its subsidiaries TargetCo, Green 2 Blue Energy Europe Sp. z o.o. ("G2BEE") and G2BE Poland Sp. z o.o., the Company owns and operates a wood pellet production facility in Rzeczenica, located in north-western Poland.

Across Europe, sustainable energy policies have been driving demand in the manufacturing and production of wood pellets. Wood pellets are created from those portions of trees that have been traditionally discarded as waste. In the pellet manufacturing process, residual sawdust, chips, bark, branches and stems are compacted into small pellets, anywhere from 6 millimeters to 8 millimeters in diameter and 20 millimeters to 30 millimeters in length. Generally, these pellets will be burned as fuel for large scale municipal boilers and energy producers across Europe and the United Kingdom, thereby replacing coal and similar fossil fuels as a primary generator of electricity.

Biomass or wood waste pellets typically composed of saw dust residuals have proven to be a viable renewable energy alternative to conventional fossil fuel for many years now. With the steady decline and retrofit of coal fired facilities over to biomass the global market has grown enormously over recent years and is expected to continue at an 11% compound annual growth rate through 2019[1].

The Company's operation strategically lies 200 kilometers east from the Polish/German border in the dense forest area of North Western Poland. There are shipping port services north-east of the facility in both the city of Gdansk and a port facility with year-round accessibility in Kolobrzeg. G2BEE’s current pellet production line is a customized installation that was designed to G2BEE's specifications by an ISO 9001 certified manufacturer that specializes in the design, fabrication and installation of biomass processing equipment. All components of the production line were manufactured in 2012 for use in this project. The production capacity of the three granulators fluctuates in the range from 3.5 tonnes to as much as 4 tonnes per hour. Current production capacity is up to 1,800 tonnes of pellets per month.

G2BEE analyzes, verifies and certifies its pellets once per day during production hours to ensure it meets all the required energy values and standards for its purchasers. It recently incorporated the ENplus methodology for all of its pellet production. ENplus is a multinational certification standard for wood pellets and considered to be the highest standard of certification in the industry. G2BEE feels this currently provides a competitive advantage over other pellet manufactures in both Europe and North America that are still using older standards.

In addition to developing the ENplus standard in order to regulate the quality of wood pellets, the European Union and major European utility companies are developing certification schemes to ensure the sustainability of wood pellets. In 2013, the European Union promulgated the EU Timber Regulation to prohibit illegal timber from entering the European Union markets. That same year, many of the major European utility companies formed the Sustainable Biomass Partnership (SBP) to harmonize national sustainability standards and develop one universal standard. In furtherance of that goal, SBP has released six standards, each governing a different element of the supply chain.[2]

On November 9, 2016 G2BEE signed its first purchase order contract with Biomasa Partners Sp. z o.o. to start production and delivery of 190 tonnes of residential pellets per month commencing in December 2016, and intends to incrementally ramp up production to 1,800 tonnes per month by October 2017.

To coincide with the closing of its current financing G2BEE is in discussions with other European power companies to supply larger quantities of pellets. Over the next financial year the Company intends to continue with additional equipment upgrades to increase production capacity up to 2,400 tonnes a month in order to meet its expected ongoing product demand. The Company is also looking to expand its use of biomass gasification technology through the further utilization of such technology in its business. To this end, the Company is currently exploring various options in regards to realizing its biomass gasification technology interests.

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[1] Source: Granath, J. "The global wood pellet market." *Pellet Fuels Institute*. (July 2015).
[2] Source: Aspinall, M. & Worthy, V. "Regulation of Europe-Bound US Wood Pellets." *Biomass Magazine* (22 June 2015).

Operations

The Company is based in Vancouver, British Columbia and operates through three subsidiary companies; see "Intercorporate Relationships" above.

Through its subsidiary G2BEE, the Company owns and operates a wood pellet production plant located in Rzeczenica, Poland. The 27,000 square foot facility currently houses a complete production line, a warehouse for raw material and a storage area for finished product. A large area remains available for future expansion plans.

The Company currently leases the 6.67 hectare property it operates on, with a first right of refusal option to purchase the land at a fixed price of 1.823 million polish zloty (PLN) (approximately $645,000 CAD) plus value added tax, which is refundable once purchased. Currently, the Company pays a monthly lease of 25,000 PLN (approximately $8,845 CAD) plus value added tax. Purchasing of the premises will provide up to an additional $264,000 (CAD) savings for the next three years due to a special municipal incentive for new entrepreneurs purchasing local premises that focus on the production of goods. These new business owners are freed of the local land tax for a period of three to five years, depending on the number of new jobs created.

The Company does not have any immediate plans to use its first right of refusal option to purchase the property it operates on, however, it does intend to purchase the property at some point by utilizing future cash flows generated by pellet sales or through raising additional capital.

G2BEE is strategically located 200 kilometers east from the Polish/German border in the dense forest area of North Western Poland. There are shipping port services north-east of the facility in both the city of Gdansk and a port facility with year-round accessibility in Kolobrzeg, located approximately 155 and 120 kilometers away from the Company's operations, respectively.

Competition and Markets

Wood pellets are a popular form of sustainable energy within the European Union because they are regarded as having a smaller carbon footprint than traditional fossil fuels and coal. With the introduction of the EU’s Renewable Energy Directive ("RED") in 2009, demand for wood pellets has increased exponentially. With RED, the EU created 20/20/20 targets for the year 2020 which has objectives to: reduce greenhouse gas emissions by 20 percent compared to emission levels in the year 1990, increase renewable energy use to 20 percent, and improve energy efficiency by 20 percent. Each European Union country will have its own individualized target.

In 2016, the wood pellet market in Europe reached a size of 19 million tons per annum ("Mtpa"), while production capacity stood at 23.5 Mtpa, and consists of two largely independent sectors with only limited interaction. The industrial market is focused on large-scale bioenergy generation, while the premium market is focused on small-scale residential and commercial heat generation.

Industrial Markets

The use of pellets for industrial-scale energy generation has not been widely adopted across Europe, with the United Kingdom, Denmark, Belgium and the Netherlands leading the market. Nevertheless, this sector accounted for 51 percent (9.7 Mtpa) of total pellet demand in Europe in 2016. Demand is likely to reach levels of between 12.4 Mtpa and 20.2 Mtpa by 2025, depending on some outstanding political decisions.

However, governments often do not regard large-scale biopower generation as a long-term option, and in the United Kingdom and the Netherlands, support for these plants will begin to end in 2027 and 2028 as things stand currently. Governments should start recognizing the importance of this industry sector that is able to provide baseload power to electricity networks, compensating for an increasing share of intermittent energy sources. Support schemes should be extended at appropriate levels to avoid having most of these large-scale biopower plants become uneconomical.

Supply of pellets to the industrial market from directly within Europe is limited, with only the Baltics and Portugal playing a relevant role. In total, this European production capacity amounts to just 2.6 Mtpa, covering only a small portion of the demand in the industrial market.

Premium Markets

Total demand in Europe has grown steadily and reached around 9.4 Mtpa in 2016. This market segment is expected to continue growing as EU member states work toward achieving their heating and cooling targets under RED. Demand for premium pellets is expected to reach levels of between 10.1 Mtpa and 16.4 Mtpa by 2020 and 2021 as a result.

Currently, most EU member states still have not yet formalized their renewable heat strategies out past 2020 and any demand predictions beyond then is considered speculative in nature. It is clear, though, that biomass heating will continue to play a key role in meeting any future renewable heating targets.

To date, European premium pellet markets have been supplied by small and medium scale pellet mills (average 55,000 Mtpa), often through traders, wholesalers and distributors. This market segment has to cope with considerable overcapacity and low utilization rates across an estimated 20.9 Mtpa of capacity. Exposure to raw material price fluctuations is also of concern for many producers, especially those who are independent, with sawmills increasingly establishing their own pellet production capacity.

Some producers are also concerned about the threat of pellet imports from overseas, as mills in regions such as the Southeast United States and Russia can supply at competitive price levels and, in many cases, have already gained ENPlus certification.

In summary, the Company's competitive advantages lie in a unique combination of:

- Existing Technologies – The use of biomass gasification technology to significantly reduce the cost of pellet production by providing both power to operate the facility and exhaust heat to dry feedstock. Surplus electricity can be sold to the grid.
- Feedstock Availability – The G2BEE production facility is situated in the dense forest region of Pomeranian, where there are hundreds of wood production facilities and saw mills that have an abundance of sawdust and woodchips available feedstock.
- Low Transportation Cost – The township of Rzeczenica is strategically located in North Eastern Poland and close to the German border and two shipping ports, in Gdansk and Kolobrzeg.
- High Regional Market Demand – European demand for wood pellets is forecasted to increase year over year for the foreseeable future. Approximately 75% of the pellets produced world-wide are used in Europe, while conversely only 51% of the world's pellets are produced in Europe.
- Incentives – Government subsidies and mandates to switch from fossil fuels to clean energy sources.
- Product Standards – The use of ENplus methodology and certification.

According to "BioEnergy International" EU pellet production covered 70% of EU demand in 2015.

Intellectual Property

The Company maintains trade secrets in respect of its biomass drying and wood pellet production procedures. At this time, the Company does not have any registered trademarks

USE OF PROCEEDS

This is a non-offering prospectus. The Company is not raising any funds in conjunction with this Prospectus. Accordingly, there are no proceeds to the Company in connection with the filing of this Prospectus.

Funds Available and Use of Available Funds

The gross proceeds received by the Company from the Concurrent Financing were $834,800. The total funds available to the Company at the closing of the Concurrent Financing, after deducting $334,800 used to re-start pellet operations and cover administrative costs for office rent, legal fees, its listing application, accounting and audit services and including the Company's estimated working capital of $10,000 as at July 31, 2017, are estimated to be $510,000. To the extent that Company has negative operating cash flow in future periods, the Company intends to allocate profits generated from sales and may use a portion of the unallocated capital referenced in the table below to fund such negative operating cash flow. The principal purposes for the use of those funds for the next twelve months will be as follows:

Item	Amount ($)
Funds Available:	
Working capital of the Company as at July 31, 2017	10,000
Net proceeds from the Concurrent Financing	500,000
Total:	510,000
Principal Purposes for use of Funds Available:	
Estimated cost of Prospectus and CSE Listing	100,000
Facility upgrades, Product Development and Production	310,000
General and Administrative Costs(1)	50,000
Unallocated Working Capital	50,000
Total:	**510,000**

Note:
(1) Administrative costs include office rent, management, consulting and administration services and fees, miscellaneous office and supplies, transfer agent, legal, accounting and audit expenses.

The Company intends to spend the funds available to it as stated in this Prospectus. There may be circumstances, however, where for sound business reasons a reallocation of funds may be necessary. Use of the Company's working capital and proceeds from financing will be subject to the discretion of management.

Business Objectives and Milestones

General

Following completion of the Acquisition, the Company's primary business objectives for and milestones for the twelve-month period following the completion of the Acquisition are as follows

Objective	Timeline/Comment	Estimated Remaining Cost ($)	Allocation of Available Funds ($)	Allocation of Revenues ($)(1)
File final Prospectus and apply to list Company Shares on the Exchange		100,000	100,000	0
Additional equipment purchases to increase capacity	Month 1 -2	200,000	198,640	0
Increase of feed stock inventory	Month 1 – 5	180,000	61,360	63,980
Research, Product Development & Production	Month 1 – 12	120,000	50,000	70,000
General & Administrative (2)		50,000	50,000	0(2)
Unallocated Working Capital		50,000	50,000	0
	Total:	**643,980**	510,000	133,980

Note:
(1) The Company anticipates sufficient revenues to fund certain objectives and expenditures.
(2) The Company will utilize profits from production ramp up (sales) to cover increased G&A costs.

Specific Timeline

Major Objectives and Expenditures				
Timeline	**Description of Objectives**	**Cost ($)**	**Allocation of Available Funds ($)**	**Allocation of Revenues ($)[(1)]**
Month 1	Purchase deposit on Drying System (up to 2t/h)	27,090	27,090	0
	Purchase deposit on one pellet mill to increase capacity to 2,400 tonnes per month	48,375	48,375	0
	Purchase 1,500 tonnes of feedstock (wet sawdust) for pellets	54,690	54,690	0
	OPEX - Facility upgrade and working capital	50,000	50,000	0
Month 2	Purchase, delivery and installation of drying system	61,900	61,900	0
	Purchase, delivery and installation of additional pellet mill	61,275	61,275	0
Month 5	Purchase additional 2,500 tonnes of feedstock for pellets	70,650	6,670	63,980
	OPEX - Upgrades	70,000	0	70,000
	Contingency	100,000	100,000	0
	Total:	**543,980**	410,000	133,980

Note:
(1) The Company anticipates sufficient revenues to fund certain objectives and expenditures.

SELECTED FINANCIAL INFORMATION AND MANAGEMENT'S DISCUSSION AND ANALYSIS

Pro Forma Consolidated Financial Information

The following sets forth selected pro forma consolidated financial information of the Company and TargetCo as at March 31, 2017.

	Company ($)	**TargetCo ($)**	**Pro Forma Adjustments ($)**	**Pro Forma ($)**
Balance Sheet				
Current assets	14,118	5,633	791,120	810,871
Total assets	160,102	542,337	654,620	1,357,059
Current liabilities	79,509	778,769	(36,500)	821,778
Shareholders' equity	79,509	1,183,451	(36,500)	130,599

Dividends or Distributions

The Company intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends on the Company Shares in the foreseeable future.

The Company has neither declared nor paid any dividends on its common shares since its incorporation. While there are no restrictions in the Company's articles or pursuant to any agreement or understanding which could prevent the Company from paying dividends or distributions, the Company has negative operating cash flow and anticipates using all available cash resources to fund working capital, increase its wood pellet operations and to evaluate further potential business opportunities in the renewable energy sector. As such, there are no plans to pay dividends in the foreseeable future. Any decisions to pay dividends in cash or otherwise in the future will be made by the Board of Directors of the Company on the basis of the Company's earnings, financial requirements and other conditions existing at the time such determination is made.

Management's Discussion and Analysis

The Company's Management's Discussion and Analysis provides an analysis of the Company's financial results for the years ended March 31, 2015, 2016 and 2017, and the period ending December 31, 2016, and should be read in conjunction with the financial statements of the Company for such periods, and the notes thereto respectively. The Company's financial statements and Management's Discussion and Analysis are available on the Company's SEDAR profile at www.sedar.com.

TargetCo's Management's Discussion and Analysis provides an analysis of TargetCo's financial results for the financial year ending June 30, 2016, and should be read in conjunction with the financial statements of TargetCo for such period, and the notes thereto respectively. TargetCo's Management's Discussion and Analysis and financial statements are attached as Schedule "A" and Schedule "B", respectively.

Certain information included in the Company's and TargetCo's Management's Discussion and Analysis is forward-looking and based upon assumptions and anticipated results that are subject to uncertainties. Should one or more of these uncertainties materialize or should the underlying assumptions prove incorrect, actual results may vary significantly from those expected. See "Caution Regarding Forward-Looking Statements" for further details.

DESCRIPTION OF SECURITIES

Common Shares

The Company's authorized capital consists of an unlimited number of Company Shares of which, as of the date of this Prospectus, 61,918,402 are issued and outstanding as fully paid and non-assessable. Holders of the Company Shares are entitled to vote at shareholder meetings and to receive dividends if, as and when declared by the directors. The Company Shares are not subject to call or assessment rights, redemption rights, rights regarding purchase for cancellation or surrender, or any pre-emptive or conversion rights.

Prior to the Closing of the Acquisition, TargetCo completed a forward stock-split of its issued and outstanding TargetCo Shares on the basis of one old TargetCo Share for two new TargetCo Shares. As a result of the forward stock-split, there were 47,000,002 TargetCo Shares issued and are outstanding as fully paid and non-assessable immediately prior to the Acquisition.

Warrants

In connection with a private placement that closed on December 16, 2016, the Company issued 2,238,400 common share purchase warrants. Each warrant entitles the holder thereof to purchase one Company Share at a price of $0.10 per share for the first twelve months from the date of issue and thereafter for the price of $0.20 per share until the expiry of the period ending twenty-four months from the date of issue. Of these warrants, 96,000 were issued to three individuals as a finder's fee.

In connection with the closing of the Concurrent Financing, the Company issued 8,348,000 common share purchase warrants. Each warrant entitles the holder thereof to purchase one Company Share at a price of $0.10 per share during the twelve-month period following the closing of the Concurrent Financing and thereafter one Company Share for the price of $0.20 per share until the expiry of the period ending twenty-four months from the closing of the Concurrent Financing.

Listing of Company Shares

The Company has applied to list the Company Shares on the Exchange. Listing will be subject to the Company fulfilling all the listing requirements of the Exchange, including without limitation, the distribution of the Company Shares to a minimum number of public shareholders and the Company meeting certain financial and other requirements.

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

CONSOLIDATED CAPITALIZATION

The following table sets out the share capitalization of the Company:

Designation of Security	Amount authorized or to be authorized	Amount outstanding as of the date of this Prospectus
Common Shares	Unlimited	61,918,402

Fully Diluted Share Capital

The following table sets out the fully diluted share capital of the Company:

	Number of Securities Issued or Reserved	% of total issued and outstanding as of the Closing of the Acquisition
Company Shares issued and outstanding prior to entering into Acquisition Agreement.	6,570,400	9.06%
Company Shares issued pursuant to Concurrent Financing.	8,348,000	11.51%
Company Shares issued at the Closing of the Acquisition.	47,000,002	64.82%
Company Shares to be issued on exercise of outstanding Company share purchase warrants.	10,586,400	14.60%
Total	72,504,802	**100%**

OPTIONS TO PURCHASE SECURITIES

Stock Option Plan

As of the date of this Prospectus, the Company has no outstanding or unexercised stock options. The Company's Stock Option Plan was adopted on May 22, 2015 and permits the Board from time to time, in its discretion and in accordance with applicable securities laws and Exchange policies, to grant to directors, officers, employees and consultants options to purchase Company Shares, provided that the number of Company Shares reserved for issuance will not exceed 10% of the then issued and outstanding Company Shares. The options are exercisable for a period determined by the Board, so long as the optionee maintains the optionee's position with the Company. The number of Company Shares reserved for issuance to any one individual cannot exceed 5% of the then issued and outstanding shares and the number of Company Shares reserved for issuance to one consultant or person conducting investor relations activities cannot exceed 2% of the then issued and outstanding shares.

Subject to a minimum exercise price of $0.10 per Company Share, the minimum exercise price of an option granted under the Stock Option Plan must not be less than the closing market price of the Company Shares on the trading day immediately preceding the date of grant, less any applicable discount allowed by the Exchange.

Options granted to an optionee who ceases to be a director, officer, employee or consultant for any reason other than death shall be exercisable within a period of 90 days after the date of termination.

Incentive Plans

On February 6, 2015, TargetCo adopted an equity compensation plan and established an incentive share pool consisting of 5,000,000 TargetCo Shares reserved for issuance founders of TargetCo and key employees, officers, advisors and partners. The purpose of the incentive share pool was (i) to compensate founders for their unpaid services and efforts required for the establishment of the company and its business; and (ii) to provide TargetCo with the means to attract and compensate key employees, officers, advisors, partners that TargetCo would otherwise not be able to attract because of the need to conserve cash. The equity compensation plan and incentive share pool were discontinued upon the Closing of the Acquisition.

PRIOR SALES

The Company

Since August ●, 2016, the Company has issued ● Company Shares as follows:

Issue Date	Price Per Security ($)	Number of Company Shares Issued	Proceeds to the Issuer ($)
December 16, 2016	0.10	2,238,400(1)(2)	223,840
July 21, 2017	0.10	47,000,002(3)	--
August ●, 2017	0.10	8,348,000(4)	834,800
	Total:	**57,586,402**	**1,058,640**

Notes:

(1) Issued pursuant to a private placement of units. Each unit consisted of one share and one common share purchase warrant. Each warrant is exercisable for one Company Share at a price of $0.10 per share for the first twelve months from the date of issue and thereafter for the price of $0.20 per share until the expiry of the period ending twenty-four months from the date of issue.

(2) Of the units issued in connection with the private placement in Note 1, 96,000 were issued at a deemed price of $0.10 per unit as part of finder's fee paid to three individuals representing an amount equal to 8% of the units subscribed for by purchasers introduced to the Company by the finder. Each unit was issued on the same terms as the units issued to subscribers under the offering.

(3) Issued pursuant to the Acquisition to the TargetCo Shareholders at a deemed price of $0.10 per share on July 21, 2017.

(4) Issued pursuant to the Concurrent Financing. Each unit consisted of one Company Share and one common share purchase warrant. Each warrant is exercisable for one Company Share $0.10 per share during the twelve-month period following the closing of the Concurrent Financing and thereafter one Company Share for the price of $0.20 per share until the expiry of the period ending twenty-four months from the closing of the Concurrent Financing.

TargetCo

Since August 22, 2016 TargetCo has issued 3,595,000 TargetCo Shares as follows:

Issue Date	Price Per Security ($)	Number of Company Shares Issued	Proceeds to the Issuer ($)
September 29, 2016	0.10	100,000	10,000
November 30, 2016	0.10	250,000	25,000
December 6, 2016	0.10	2,931,300	293,130
December 15, 2016	0.10	273,700	27,370
	Total:	**3,595,000**	**359,500**

Shares Subject to Resale Restrictions

Company Shares issued on ●, 2017 (pursuant to the Concurrent Financing) are subject to a four month hold period expiring ●, 2017.

ESCROWED SECURITIES

Escrowed Securities

Under the applicable policies and notices of the Exchange, securities held by certain shareholders of the Company are required to be held in escrow in accordance with the escrow requirements set out in CSE Policy 2 – *Qualification for Listing*.

The Escrowed Securities will be held in escrow pursuant to the Escrow Agreement. There are to be 31,520,602 Company Shares held in escrow upon completion of the Listing.

The Exchange escrow agreement provides that the Escrowed Securities are held in escrow pursuant to its terms and the beneficial ownership thereof and may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the prior written consent of the Exchange. In the event of the bankruptcy of an escrow shareholder, provided the Exchange does not object, the escrowed shares held by such escrow shareholder may be transferred to the trustees in the bankruptcy or such person legally entitled to the escrowed shares, which shares will remain in escrow subject to the escrow agreement. In the event of the death of an escrow shareholder, provided the Exchange does not object, the escrowed shares held by the escrow shareholder will be released from escrow.

The following table sets out, as at the date of this Prospectus, the number and percentage of Company Shares held in escrow prior to giving effect to the Acquisition, and the number and percentage of the Company Shares that will be held in escrow after giving effect to the Acquisition, but before giving effect to the initial release of the escrowed Company Shares under the escrow agreement.

		Prior to Giving Effect to the Acquisition		**After Giving Effect to the Acquisition**	
Name and Municipality of Residence of Security holder	**Designation of Class**	**Number of Company shares held in escrow**	**Percentage of class**	**Number of Company Shares to be held in escrow(1)**	**Percentage of class(2)**
Slawomir Smulewicz British Columbia	Common	Nil	Nil	16,700,002	26.97%
Joanna Smulewicz British Columbia	Common	Nil	Nil	6,300,000	10.17%
Michael Young British Columbia	Common	Nil	Nil	4,200,000	6.78%
Slawomir Strojnowski Poland	Common	Nil	Nil	3,000,000	4.85%
Zbigniew Fraszka Poland	Common	Nil	Nil	1,000,000	1.62%
Glenn Little British Columbia	Common	Nil	Nil	290,000	0.47%
Bozena Wojcik Poland	Common	Nil	Nil	30,000	0.05%
Jon Sherron British Columbia	Common	Nil	Nil	600	0.001%
			Total:	**31,520,602**	**50.91%**

Notes:

(1) Escrowed Company Shares will be held by the Transfer Agent. Such escrowed Company Shares will be escrowed per National Policy 46-201 – *Escrow for Initial Public Offerings* and released pursuant to that Policy.

(2) Based on 61,918,402 Company Shares outstanding upon completion of the Acquisition and the Concurrent Financing.

The Escrowed Securities will be held in escrow pursuant to the Escrow Agreement. There are to be 31,520,602 Company Shares to be held in escrow (the " Escrowed Securities "). These will be held in escrow as required by Exchange policy on completion of the Listing.

The Escrowed Securities are to be subject to the release schedule set out in the form of escrow required by s. 1.8 of Policy 8 – Fundamental Changes of the Exchange. Ten (10%) percent of the Escrowed Securities are to be released upon the date of listing on the Exchange and an additional 15% are to be released every 6 months thereafter until all Escrowed Securities have been released (36 months following the date of listing on the Exchange).

The Escrow Agreement provides that the Escrowed Securities are held in escrow pursuant to its terms and the beneficial ownership thereof may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the prior written consent of the Exchange. In the event of the bankruptcy of an escrow shareholder, provided the Exchange does not object, the Escrowed Securities held by such escrow shareholder may be transferred to the trustees in the bankruptcy or such person legally entitled to the Escrowed Securities which shares will remain in escrow subject to the escrow agreement. In the event of the death of an escrow shareholder, provided the Exchange does not object, the Escrowed Securities held by the escrow shareholder will be released from escrow.

The following table sets forth details of the Escrowed Securities that will be held in escrow after giving effect to the Acquisition:

Name	No. of Escrowed Securities(1)	Offering Percentage (After Giving Effect to the Acquisition)(2)
Slawomir Smulewicz	16,700,002	26.97%
Joanna Smulewicz	6,300,000	10.17%
Michael Young	4,200,000	6.78%
Slawomir Strojnowski	3,000,000	4.85%
Zbigniew Fraszka	1,000,000	1.62%
Glenn Little	290,000	0.47%
Bozena Wojcik	30,000	0.05%
Jon Sherron	600	0.001%
Total:	**31,520,602**	**50.91%**

Notes:
(1) Escrowed Securities will be held by the Escrow Agent. Such Escrowed Securities will be escrowed per CSE Policy 2 – *Qualification for Listing* and released pursuant to that Policy.
(2) On a non-diluted basis and assuming 61,918,402 Company Shares outstanding upon completion of the Acquisition and the Concurrent Financing.

PRINCIPAL SHAREHOLDERS

To the knowledge of the Company's directors and senior officers, as of the date of this Prospectus, no person owns, of record or beneficially, directly or indirectly, or exercises control or direction over, Company Shares carrying more than 10% of all voting rights attached to the outstanding the Company's Shares except the following:

Name	Number of Company Shares as at the date of this Prospectus	Percentage After Giving Effect to the Acquisition(1)
Joanna Smulewicz(2)	6,300,000	10.17%
Slawomir Smulewicz	16,700,002	26.97%

Notes:
(1) On a non-diluted basis and assuming 61,918,402 Company Shares outstanding upon completion of the Acquisition and the Concurrent Financing.
(2) Joanna Smulewicz and Slawomir Smulewicz are spouses.

Name	Number of Company Shares Beneficially Owned Directly or Indirectly	Percentage of Company Shares Held(1)	Percentage of Company Shares Held(2)
Joanna Smulewicz(3)	6,300,000	10.17%	8.69%
Slawomir Smulewicz	16,700,002	26.97%	23.03%

Notes:
(1) After giving effect to the Concurrent Financing and completion of the Acquisition; does not include exercise of outstanding Company common share purchase warrants.
(2) On a fully-diluted basis, assuming the exercise of 72,504,802 common share purchase warrants.
(3) Joanna Smulewicz and Slawomir Smulewicz are spouses.

DIRECTORS, OFFICERS AND PROMOTERS

The following table sets out the name, municipality and province of residence, position, current principal occupation, and the number and percentage of Company Shares beneficially owned, directly or indirectly, or over which control or direction is proposed to be exercised, by each of the Company's directors and officers following completion of the Acquisition. Each director's term expires on the earlier of the Company's next annual general meeting, or his resignation.

Name and Municipality of Residence	Position	Principal Occupation for the Past Five Years	Number of Company Shares	Percentage of class(1)
Slawomir Smulewicz	President, CEO and Director	President of Green 2 Blue Energy Corp. from 2014 to the present, and CEO of MicroCoal Technologies Inc. from 2011 to 2014.	16,700,002	26.97%
Michael Young	CFO and Director	Self employed as a consultant/advisor from 1994 to the present, President and CEO of Westridge Resources Inc. from January 2017 to present, CFO, VP Corporate Development for Green 2 Blue Energy Corp from 2015 to present, Sales Executive from May 2015 to July 2015, and alternately President, CFO and CEO for Draft Team Fantasy Sports Inc. between 2012 and 2015.	4,200,000	6.78%
Glenn Little	Director	CEO and director of Brigade Resource Corp. from 2015 to present, CEO, CFO and director of Laguna Blends (formerly Grenadier Resources Corp.) from 2014 to 2015, corporate communications consultant for Axis Energy Corporation from 2006 to 2015, driver for Smithrite Disposal Ltd. from 2013 to 2014, and alternately CEO, CFO, President, director and consultant for Draft Team Fantasy Sports Inc. from 2006 to 2012.	290,000	0.47%
Jon Sherron	Director	From 2004 to the present has been vice president of EDI Inc.	600	0.001%

Note:
(1) On a non-diluted basis and assuming 61,918,402 Company Shares outstanding upon completion of the Acquisition and the Concurrent Financing.

The directors and officers of the Company as a group beneficially own, directly or indirectly, or exercise control or direction over an aggregate of 26,920,602 Company Shares, representing approximately 43.48% of the issued and outstanding Company Shares (on a non-diluted basis). Each director's term of office will expire at the next annual meeting of the shareholders unless re-elected at such meeting.

The Company's audit committee is comprised of Michael Young, Glenn Little and Jon Sherron. There are no other committees of the Board at this time. All compensation and corporate governance matters will be overseen by the Board of Directors of the Company.

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

Directors and Management

Slawomir Smulewicz – President, Chief Executive Officer and Director

Mr. Smulewicz has over 25 years of international experience with demonstrated leadership and teamwork skills. Mr. Smulewicz employs a strategic vision for building complex geographically dispersed businesses and has a proven track record for delivering results. He has served in various executive capacities and as a board member of several European and Canadian companies in both the information technology and industrial sectors.

Mr. Smulewicz founded TargetCo in 2014, which operates through its subsidiaries to supply wood-waste biomass for global sales, trade and energy production.

From 2008-2014 Mr. Smulewicz acted as Vice President of MicroCoal Technologies Inc. (formerly Carbon Friendly Solutions Inc.) and was appointed CEO in 2011. He carried out the transformation of the company from a "carbon credits" business to a technology company. He was also a key leader in the acquisition of a unique global technology for drying coal using microwaves for the company. He was instrumental in developing the technology to a commercial ready phase and successfully completed the first agreement to build a commercial plant in Indonesia in 2013.

Mr. Smulewicz received his Master's degree in Agriculture & Business Administration Warsaw University of Life Science (SGGW) Warsaw, Poland in 1995. He is fluent in both English and Polish.

Mr. Smulewicz is an independent contractor of TargetCo and will continue as such with the Company and is 47 years of age; it is not anticipated that he will enter into a non-competition or non-disclosure agreement with the Company.

Michael Young – Chief Financial Officer and Director

Mr. Young has been the Chief Financial Officer and a director of TargetCo since August 2015 and provides his services to TargetCo on a part-time basis. He will devote approximately 50% of his time to the affairs of the Company. In his capacity as Chief Financial Officer, Mr. Young reports to the President of TargetCo regarding all strategic and tactical matters as they relate to budget management, cost-benefit analysis, forecasting needs and securing adequate funding.

Mr. Young has over 20 years of extensive business experience in all facets of corporate development, senior management, sales, marketing, finance and operations, in both the private and public sectors. His experience includes spearheading growth strategies, financial reporting, quarterly and annual budgets, overseeing corporate administration, while achieving company objectives and maintaining internal cost controls. Mr. Young also completed of the Certified Financial Planning (CFP) Program in 2004.

On January 16, 2017 Mr. Young was appointed President and CEO of Westridge Resources Inc., a NEX listed company. From 2011 to 2015, he was President, CFO & Director of DraftTeam Fantasy Sports Inc. a digital entertainment company focused on daily fantasy sports and social gaming. From 2008 to 2010 Mr. Young was Chief Executive Officer and a director of MicroCoal Technologies Inc., formerly Carbon Friendly Solutions Inc. ("CFS") a TSX Venture listed company that develops projects to generate and sell verified emission offsets that reduce or offset CO2 emissions. During his time with CFS, the company raised over $5 million CAD for reforestation projects and other emission offset activities.

Prior to that time, he was a director responsible for corporate development of Stream Communications Network & Media Inc., an Eastern European cable & internet company. During his 6 years, the company grew from start up to 60,000 customers generating over $7 million USD in annual revenues and raised over $12 million USD by way of debt and equity to accomplish growth objectives.

Mr. Young is an independent contractor of TargetCo and will continue as such with the Company and is 54 years of age; it is not anticipated that he will enter into a non-competition or non-disclosure agreement with the Company.

Glenn Little – Director

Mr. Little, age 61, has been the CEO of the Company since October 2015 and a director of the Company since March 2015. He has also been the President of Brigadier since October 19, 2015 and a director of same since March 10, 2015. He will serve as a director of the Company and devote approximately 75% of his time to its affairs.

Mr. Little brings extensive business, corporate development and public company experience to the board of directors and will help oversee the Company's policy and corporate governance with respect to corporate communications and risk management. He will also act as a member of the Company's Audit Committee.

Mr. Little was the CEO, CFO and a Director of Laguna Blends Inc. (formerly Grenadier Resource Corp.) (CSE: LAG) from December 2014 until October 2015 and previously provided corporate development services for that company from September 2014. He also previously served as CEO, CFO and President of Corporate Development for Intelimax Media Inc. (now Draft Team Fantasy Sports Inc. (CSE: DFS) from 2006 until 2012.

Mr. Little was a founder of Trooper Technologies Inc. (now Stream Communications Network & Media Inc.), a cable television services provider which raised approximately $20 million USD in debt and equity financing, and served as a director for same from 1993 to 2005.

It is expected that Mr. Little will be an independent contractor (consultant) of the Company; it is not anticipated that he will enter into a non-competition or non-disclosure agreement with same.

<u>Jon Sherron</u>

Mr. Sherron, age 46, is a director of the Company and brings more than 20 years of senior management experience in various industries including investments, beverages and real estate. He also holds a Bachelor of Science degree from Montana State University.

From 2009 to present, Mr. Sherron has acted as Vice President of EDI Inc., an investment company which he established, which has a portfolio of funds focused on the commercial real estate industry. His experience in sales, marketing and branding has driven profitable growth for some of the most recognizable brands in the world including SAB Miller, Molson Coors, Constellation and Diageo.

Prior to establishing EDI Inc., Mr. Sherron held management roles at the Gallo Winery and Coors Brewing Company. He was Vice President of a leading beverage distributor and sat on the board of directors of the Montana Beer and Wine Wholesalers Association. He served as a director of Laguna Blends Inc. from June 2014 until September 2015.

Mr. Sherron will serve as a director of the Company and help oversee policy and corporate governance with respect to its corporate communications and risk management. He will also act as a member of the Company's Audit Committee. He will devote approximately 20% of his time to the affairs of the Company.

Mr. Sherron is not expected to be an independent contractor or employee of the Company and will not enter into a non-competition or non-disclosure agreement with same.

Other Reporting Issuer Experience

The following table sets out the proposed directors, officers and promoters of the Company that are, or have been within the last five years, directors, officers or promoters of other reporting issuers:

Name	**Name and Jurisdiction of Other Reporting Issuers**	**Name of Exchange or Market**	**Position**	**From**	**To**
Slawomir Smulewicz	MicroCoal Technologies Inc. *Canada*	CSE	CEO, Vice President and Director	October 2011	June 2013
Michael Young	Winston Resources Inc.	CSE	Director	March 2017	Present
	Westridge Resources Inc. *British Columbia*	NEX	President, CEO and Director	January 2017	Present
	Sparrow Ventures Corp. *British Columbia*	NEX	Director	September 2016	Present
	Draft Team Fantasy Sports Inc. (formerly Intelimax Media Inc.) *British Columbia*	OTCQB &CSE (delisted from CSE March 2015)	President	February 2012	February 2015
			CEO	February 2013	May 2013
			CFO	March 2012	February 2015
			Director	April 2006	February 2015

Name	Name and Jurisdiction of Other Reporting Issuers	Name of Exchange or Market	Position	From	To
Glenn Little	Laguna Blends Inc. (formerly Grenadier Resource Corp.) *British Columbia*	CSE	CEO, CFO Director	December 2014 December 2014	September 2015 October 2015
Jon Sherron	Boreal Metals Corp. (formerly European Ferro Metals Ltd.) *British Columbia*	CSE (delisted April 12, 2016)	Director	February 2015	Present
	Enfield Exploration Corp. *British Columbia*	CSE	President CFO & Director	February 2016 February 2015	March 2016 Present
	Laguna Blends Inc. (formerly Grenadier Resource Corp.) *British Columbia*	CSE	Director	June 2014	September 2015

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed herein, to the best of the Company's knowledge, no existing or proposed director or officer of the Company, nor any shareholder holding sufficient securities of the Company to affect materially the control of the Company is, or within the ten years prior to the date hereof has been, a director, CEO or CFO of any corporation (including the Company) that, while that person was acting in the capacity of director or CEO or CFO of that corporation, was the subject of a cease trade order or similar order or an order that denied the corporation access to any exemption under securities legislation for a period of more than 30 consecutive days.

Jon Sherron was a director of European Ferro Metals Ltd, now Boreal Metals Corp., when it received a cease trade order from the British Columbia Securities Commission on September 11, 2015 for failure to file the required financial information. The order was revoked on December 1, 2015. Mr. Sherron was also a director of Enfield Exploration Corp. on March 6, 2015 and October 6, 2015 when cease trade orders were issued for failure to file the required financial information. The orders were revoked on March 9, 2015 and October 21, 2015, respectively.

Penalties or Sanctions

To the best of the Company's knowledge, no existing or proposed director or officer of the Company, nor any shareholder holding sufficient securities of the Company to materially affect control of the Company has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision.

Personal Bankruptcies

Except as disclosed herein, to the best of the Company's knowledge, no existing or proposed director or officer of the Company, nor any shareholder holding sufficient securities of the Company to affect materially the control of the Company, nor any personal holding company of any such person has, within the ten years before the date of this Prospectus become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

On December 17, 2013, Mr. Little filed a Division 11 Consumer Proposal and a Trustee in Bankruptcy was appointed. The proposal was accepted by the court and creditors on January 1, 2014.

Conflicts of Interest

The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests, which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board of Directors, any director in a conflict will disclose his interest and abstain from voting on such matter.

To the best of the Company's knowledge, and other than as disclosed herein, there are no known existing or potential conflicts of interest among the Company, its promoters, directors and officers or other members of management of the Company or of any proposed promoter, director, officer or other member of management as a result of their outside business interests except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies.

Statement of Executive CompensationCompensation Discussion and Analysis

The Company does not have a compensation committee or a formal compensation policy and relies solely on the Board of Directors to determine the compensation of its NEOs. In determining NEO compensation, the Board of Directors considers industry standards, the Company's financial situation as well as the position held by each NEO, the related responsibilities and functions performed by the NEO and individual performance, but does not currently have any formal objectives or criteria.

NEOs are expected to carry out their duties in an effective and efficient manner so as to advance the business objectives of the Company. The satisfactory discharge of such duties is subject to ongoing monitoring by the Company's directors, having in mind the business strengths of the individual and the purpose of originally appointing the individual as an officer.

In addition to, or in lieu of, the compensation components described above, payments may be made from time to time to individuals, including NEOs or directors of the Company or companies they control for the provision of management or consulting services. Such services are paid for by the Company at competitive industry rates for work of a similar nature by reputable arm's length services providers.

The Company may also issue stock options pursuant to its Stock Option Plan. See "Stock Option Plan" above.

Summary Compensation Table

The Company

The summary compensation table below sets out particulars of compensation paid for the financial years ended March 31, 2016 and 2017 to the individuals who acted as CEO and CFO for the Company during such periods, excluding compensation securities. The Company does not have any other NEOs whose total salary and other compensation during such period exceeded $150,000.

Name and Principal Position	Year	Salary ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)		Pension value ($)	All other compensation ($)	Total compensation ($)
					Annual incentive plans	Long-term incentive plans			
Glenn Little *CEO*(1)	2017	60,000	Nil	Nil	Nil	Nil	Nil	Nil	60,000
	2016	30,000	Nil	Nil	Nil	Nil	Nil	Nil	30,000
Bennett Liu *CFO*(2)	2017	27,500(6)	Nil	Nil	Nil	Nil	Nil	Nil	27,500(6)
	2016	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Karl Antonius *Former CEO*(3)	2017	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2016	80,000(4)	Nil	Nil	Nil	Nil	Nil	Nil	80,000
Bao Huo *Former CFO*(5)	2017	9,500(6)	Nil	Nil	Nil	Nil	Nil	Nil	9,500
	2016	14,550(6)	Nil	Nil	Nil	Nil	Nil	Nil	14,550

<u>Notes:</u>
(1) Subsequent to the year ended March 31, 2017, Mr. Little resigned as CEO of the Company.
(2) Mr. Liu was appointed CFO on February 10, 2017.
(3) Mr. Antonius resigned as CEO on October 19, 2015.
(4) Brandenburg Financial Corp., a company controlled by Mr. Antonius, provided management and administrative services to the

Company.
(5) Mr. Huo resigned as CFO on February 9, 2017.
(6) Red Fern Consulting Ltd., a company controlled by Mr. Huo, provided accounting services to the Company.

Option-based Awards

The Company did not grant any option-based awards to any NEO during the financial year ended March 31, 2017.

TargetCo

The following table sets out the particulars of compensation paid to the NEOs for the financial years ended June 30, 2015 and June 30, 2016 to the individuals who acted as CEO and CFO during such period. TargetCo did not have any other NEOs whose total salary and other compensation during such period exceeded $150,000.

Name and Principal Position	Year	Salary ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)		Pension value ($)	All other compensation ($)	Total compensation ($)
					Annual incentive plans	Long-term incentive plants			
Slawomir Smulewicz *President and CEO*	2016	85,500	Nil	Nil	Nil		Nil	Nil	85,500
	2015	42,000	Nil	Nil	Nil		Nil	Nil	42,000
Michael Young *CFO*(1)	2016	48,000	Nil	Nil	Nil		Nil	Nil	48,000
	2015	--	--	--	--		--	--	--
Ping Shen *Former CFO*(2)	2016	Nil	Nil	Nil	Nil		Nil	Nil	Nil
	2015	Nil	Nil	Nil	Nil		Nil	Nil	Nil

Notes
(1) Mr. Young was appointed CFO on March 1, 2016.
(2) Mr. Shen resigned as CFO on March 1, 2016.

Incentive Plan Awards

On February 6, 2015, 100,000 TargetCo Shares were issued from TargetCo's incentive share pool pursuant to its equity compensation plan adopted on the same date.

On March 1, 2016, 1,500,000 TargetCo Shares were issued from TargetCo's incentive share pool pursuant to its equity compensation plan.

On March 4, 2016, 1,050,000 TargetCo Shares were issued from TargetCo's incentive share pool pursuant to its equity compensation plan.

Name	Option-based awards – Value vested during the year ($)	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
Michael Young CFO	Nil	150,000	Nil
Ping Shen Former CFO	Nil	10,000	Nil

Notes
(1) Mr. Young was appointed CFO on March 1, 2016.
(2) Mr. Shen resigned as CFO on March 1, 2016.

Pension Plan Benefits

The Company does not have any pension plan, retirement plan or any deferred compensation plan.

Termination and Change of Control Benefits

Except as disclosed below, the Company does not have any contract, agreement, plan or arrangement that provides for payment to the NEOs at, following or in connection with any termination (whether voluntary or constructive), resignation, retirement, a change in control of the Company or a change in a NEO's responsibilities.

On January 1, 2017, TargetCo entered into consulting agreements with its CEO and a company owned by its CFO which provide for the payment of (i) the lesser of 6 months of consulting fees or a lump sum amount equal to the portion of the consulting fee remaining for the term of the agreement in the event of termination other than for cause; or (ii) a lump sum payment equal to the portion of the consulting fee remaining for the remainder of the term of the consulting agreement in the event of a change in voting control of the shares of TargetCo occurs.

On July 22, 2017, TargetCo assigned the above-mentioned consulting agreements to the Company.

Director Compensation

The Company

During the financial year ended March 31, 2017, the Company paid compensation in the following amounts:

Name	Fees Earned ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)		Pension value ($)	All other compensation ($)	Total compensation ($)
				Annual incentive plans	Long-term incentive plans			
Jon Sherron	6,000	Nil	Nil	Nil	Nil	Nil	Nil	6,000

Mr. Sherron's compensation was paid in connection with his attendance at meetings of the directors of the Company.

Other than Mr. Sherron, the Company did not pay any compensation to any of its directors who were not Named Executive Officers for the financial year ended March 31, 2017.

TargetCo

TargetCo did not paid any compensation to any person in their capacity as a director of TargetCo for the financial year ended June 30, 2016. TargetCo did not make any share-based awards to directors, other than directors who are also NEOs as indicated in "Summary Compensation Table - TargetCo" above.

Proposed Compensation

Executive Compensation

The following table sets out the anticipated compensation of the Company's CEO and CFO for the next twelve-months, however, management has agreed to defer some or all compensation until the Company is profitable or generates higher cash flow. The Company does not anticipate having any other executive officers whose total salary and other compensation during such period will exceed $150,000:

Name and Principal Position	Year	Salary ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)		Pension value ($)	All other compensation ($)	Total compensation ($)
					Annual incentive plans	Long-term incentive plans			
Slawomir Smulewicz *President and CEO*	2017	Nil	Nil	TBD(1)	Nil	Nil	Nil	150,000(2)	150,000
Michael	2017	Nil	Nil	TBD(1)	Nil	Nil	Nil	120,000(3)	120,000

Young *CFO*									

Notes:
(1) Pursuant to consulting agreements entered into by TargetCo with Mr. Smulewicz and 1051208 BC Ltd., and Gold Medal Performance Corp. and Michael Young (see notes 2 and 3 below), which consulting agreements were assigned by to the Company on July 22, 2017, 500,000 stock options are to be issued during the term of such consulting agreements at a time and price to be determined by the directors of the Company.
(2) To be paid as a consulting fee on a monthly basis to 1051208 BC Ltd., a company controlled by Mr. Smulewicz, for Mr. Smulewicz's services as President and CEO of the Company at the rate of $12,500 per month.
(3) To be paid as a consulting fee on a monthly basis to Gold Medal Performance Corp., a company controlled by Mr. Young for Mr. Young's services in his capacity as Chief Executive Officer and Vice President of Corporate Development to the Company at a rate of $10,00 per month.

Director Compensation

The Company anticipates paying Jon Sherron $6,000 annually for attending meetings in his capacity as a director.

The Company is expected to enter into a consulting agreement with Glenn Little for corporate development services. The Company will pay Mr. Little $5,000 per month for these services. However, as at the date hereof, no contract has been entered into with Mr. Little. In addition, Mr. Little has agreed to defer some or all compensation until the Company is profitable or generates higher cash flow, if and when at such time such contract is entered into.

AUDIT COMMITTEE AND CORPORATE GOVERNANCE

Audit Committee

Audit Committee Charter

The text of the Company's audit committee's charter is attached hereto as Schedule "D".

Composition of the Audit Committee

Michael Young	Related	Financially literate(2)
Glenn Little	Related	Financially literate(2)
Jon Sherron	Independent(1)	Financially literate(2)

Notes:
(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Issuer, which could, in the view of the Issuer's Board of Directors, reasonably interfere with the exercise of a member's independent judgment.
(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Issuer's financial statements.

Relevant Education and Experience

Each member of the Company's Audit Committee has adequate education and experience that is relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that have provided the member with:

(a) an understanding of the accounting principles used by the Issuer to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;

(b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and provisions;

(c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Issuer's financial statements or experience actively supervising individuals engaged in such activities; and

(d) an understanding of internal controls and procedures for financial reporting.

Michael Young: Mr. Young has over 20 years of experience with marketing, finance and operations, in both the private and public sectors. His experience includes financial reporting, quarterly and annual budgets, overseeing corporate administration, while achieving company objectives and maintaining internal cost controls. Mr. Young also completed of the Certified Financial Planning (CFP) Program in 2004.

Glenn Little: Mr. Little has extensive business, corporate development and public company experience through serving as a director and CFO of several public companies. As such, he is familiar with financial reporting requirements applicable to public companies in Canada.

Jon Sherron: Mr. Sherron has more than 20 years of senior management experience in various industries including investments, beverages and real estate. He is currently the Vice President of EDI Inc., an investment company which he established and which has a portfolio of funds focused on the commercial real estate industry. He is also currently the the CFO to Enfield Exploration Corp.

See "Directors and Officers" above for further details.

Audit Committee Oversight

The Audit Committee was originally established on December 5, 2014, and its composition was most recently amended on July 19, 2017, and will, among other things, make recommendations to the Board of Directors to nominate or compensate an external auditor. As of the date of this Prospectus, the Audit Committee has not made any such recommendations for the Board to consider.

Reliance on Certain Exemptions

At no time since the beginning of the fiscal period ended March 31, 2017 has the Company or TargetCo relied on the exemption provided in section 2.4 of NI 52-110 (De Minimis Non-Audit Services) or an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemption). It is not anticipated that the Company will rely on any of the above exemptions.

Pre-Approval Policies and Procedures

The audit committee of the Company has not adopted specific policies and procedures for the engagement of non-audit services but all such services will be subject to the prior approval of the audit committee. It is not anticipated that the Company will adopt specific policies and procedures.

External Auditor Service Fees

The aggregate fees billed by the external auditors of the Company and TargetCo for the last two financial years are as follows:

The Company

Financial Years Ended	**Audit Fees ($)**	**Audit-Related Fees ($)**	**Tax Fees ($)**	**All Other Fees ($)**
March 31, 2016	12,500	Nil	Nil	Nil
March 31, 2017	8,000	Nil	Nil	Nil

TargetCo

Financial Year Ended	**Audit Fees ($)**	**Audit-Related Fees ($)**	**Tax Fees ($)**	**All Other Fees ($)**
June 30, 2015	Nil	Nil	Nil	Nil
June 30, 2016	24,000	Nil	Nil	Nil

Corporate Governance Practices

Corporate governance relates to the activities of the Board of Directors, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making. The Board is of the view that the Company's general approach to corporate governance, summarized below, is appropriate and substantially consistent with objectives reflected in the guidelines for improved corporate governance in Canada adopted by the Canadian Securities Administrators (the "National Guidelines").

Board of Directors

The Board is currently composed of four directors.

The National Guidelines suggest that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "unrelated" directors. An "unrelated" director is a director who is independent of management and is free from any interest and any business or other relationship which could or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding. In addition, where a company has a significant shareholder, the National Guidelines suggest that the board of directors should include a number of directors who do not have interests in either the company or the significant shareholder.

Currently, Jon Sherron is considered by the Board to be "unrelated" within the meaning of the Guidelines.

Other Directorships

The following table sets out the proposed directors of the Company that are currently directors, officers or promoters of other issuers that are reporting issuers in any Canadian jurisdiction.

Name	Reporting Issuer
Michael Young	Westridge Resources Inc. Sparrow Ventures Corp. Winston Resources Inc.
Jon Sherron	Enfield Exploration Corp.

Orientation and Continuing Education

The Board has not adopted formal steps to orient new board members. The Board's continuing education is typically derived from correspondence with the legal counsel of the Company to remain up to date with developments in relevant corporate and securities law matters. It is not anticipated that the board of the Company will adopt formal steps in the twelve months following completion of the Acquisition.

Ethical Business Conduct

The Board has not adopted formal guidelines to encourage and promote a culture of ethical business conduct but does promote ethical business conduct by nominating board members it considers ethical, by avoiding or minimizing conflicts of interest and by having a sufficient number of its board members independent of corporate matters. It is not anticipated that the board of the Company will adopt formal guidelines in the twelve months following completion of the Acquisition.

RISK FACTORS

The following are certain factors relating to the Acquisition and business of the Company, which factors investors should carefully consider when making an investment decision concerning the shares of the Company. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not presently known to the Company, TargetCo or the Company which are currently deemed immaterial, may also impair the operations of the Company. If any such risks actually occur, shareholders could lose all or part of their investment and the financial condition, liquidity and results of operations of the Company could be materially adversely affected and the ability of the Company to implement its growth plans could be adversely affected.

An investment in the Company is speculative. An investment in the Company will be subject to certain material risks and investors should not invest in securities of the Company unless they can afford to lose their entire investment. The following is a description of certain risks and uncertainties that may affect the business of the Company.

General

A purchase of any of the securities of the Company involves a high degree of risk and should be undertaken only by purchasers whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. An investment in the securities of the Company should not constitute a major portion of an individual's investment portfolio and should only be made by persons who can afford a total loss of their investment. Prospective purchasers should evaluate carefully the following risk factors associated with an investment in the Company’s securities prior to purchasing any of the securities.

Risks Related to the Company

Negative Cash Flow for the Foreseeable Future

The Company has no history of earnings or cash flow from operations and there can be no guarantee that the Company will achieve self-sustaining operations for several years, if at all. To the extent that the Company has negative cash flow in future periods, the Company may need to allocate a portion of its cash reserves to fund such negative cash flow.

Reliance on Management

The success of the Company is dependent upon the ability, expertise, judgment, discretion and good faith of its senior management. While consulting agreements are customarily used as a primary method of retaining the services of key consultants, these agreements cannot assure the continued services of such consultants. Any loss of the services of such individuals could have a material adverse effect on the Company's business, operating results or financial condition.

Additional financing needs

The Company will require equity, debt financing or both to support on-going operations, to undertake capital expenditures or to undertake acquisitions or other business combination transactions. There can be no assurance that additional financing will be available to the Company when needed or on terms which are acceptable. The Company's inability to raise financing to fund capital expenditures or acquisitions could limit its growth and may have a material adverse effect upon future profitability.

If additional funds are raised through further issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution, and any new equity securities issued could have rights, preferences and privileges superior to those of holders of Company Shares. Any debt financing secured in the future could involve restrictive covenants relating to capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions.

Because of the early stage of the industry in which the Company will operate, the Company expects to face additional competition from new entrants. To become and remain competitive, the Company will require research and development, marketing, sales and client support. The Company may not have sufficient resources to maintain research and development, marketing, sales and client support efforts on a competitive basis which could materially and adversely affect the business, financial condition and results of operations of the Company.

Conflicts of Interest

Certain of the directors and officers of the Company are, or may become directors and officers of other companies, and conflicts of interest may arise between their duties as officers and directors of the Company and as officers and directors of such other companies.

Litigation

The Company may become party to litigation from time to time in the ordinary course of business which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company such a decision could adversely affect the Company's ability to continue operating and the market price for the Company's common shares. Even if the Company is involved in litigation and wins, litigation can redirect significant company resources.

Uninsurable Risks

The business of the Company may not be insurable or the insurance may not be purchased due to high cost. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the Company.

The market price of the Company's Common Shares may be subject to wide price fluctuations

The market price of the Company's common shares may be subject to wide fluctuations in response to many factors, including variations in the operating results of the Company and its subsidiaries, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, changes in the business prospects for the Company and its subsidiaries, general economic conditions, legislative changes, and other events and factors outside of the Company's control. In addition, stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for the Company's common shares.

Dividends

The Company has no earnings or dividend record, and does not anticipate paying any dividends on the common shares in the foreseeable future. Dividends paid by the Company would be subject to tax and, potentially, withholdings.

Limited Market for Securities

It is proposed that the Company's common shares will be listed on the Exchange, however, there can be no assurance that such listing will be obtained and even if obtained, that an active and liquid market for the common shares will develop or be maintained and an investor may find it difficult to resell any securities of the Company.

Variable Revenues / Earnings

The revenues and earnings of the Company may fluctuate from quarter to quarter, which could affect the market price of the Company's Common Shares. Revenues and earnings may vary quarter to quarter as a result of a number of factors, including the timing of releases of new products or services, the timing of substantial sales orders or deliveries, activities of the Company's competitors, cyclical fluctuations related to the evolution of technologies, concentration in the Company's customer base, and possible delays or shortages in component supplies.

Permits and Licenses

The operations of Company may require licenses and permits from various governmental authorities. There can be no assurance that such licenses and permits will be granted.

Technology

The Company operates in a highly competitive environment where its products and services are subject to technological change and evolving industry standards. The Company's future success depends on its ability to maintain robust equipment and to avoid heavy maintenance leading to reduced output, as well as to deliver enhancements to its existing products and services, accurately predict and respond to technological advances in its industry and its customers' increasingly sophisticated needs. If the Company is unable to respond to evolving industry standards and technological changes, fails or delays to develop products in a timely and cost-effective manner, its products and services may become obsolete, and the Company may be unable to recover its research and development expenses which could negatively impact sales, profitability and the continued viability of the business.

Market Demand for the Product and Services

The Company's success is dependent on its ability to market its products and services. There is no guarantee the Company's products and services will remain competitive. There is no guarantee the Company will be able to respond to market demands. If the Company is unable to effectively develop and expand the market for its products and services, its growth may be adversely affected.

Intellectual Property Rights

The Company could be adversely affected if it does not adequately protect its intellectual property rights. None of the Company or any of its subsidiaries currently hold any registered trademarks. The Company regards its marks, rights, and trade secrets and other intellectual property rights as critical to its success. To protect its investments and the Company's rights in these various intellectual properties, it may rely on a combination of patents, trademark and copyright law, trade secret protection and confidentiality agreements and other contractual arrangements with its employees, clients, strategic partners, acquisition targets and others to protect proprietary rights. There can be no assurance that the steps taken by the Company to protect proprietary rights will be adequate or that third parties will not infringe or misappropriate the Company's copyrights, trademarks and similar proprietary rights, or that the Company will be will be able to detect unauthorized use and take appropriate steps to enforce rights. In addition, although the Company believes that its proprietary rights do not infringe on the intellectual property rights of others, there can be no assurance that other parties will not assert infringement claims against the Company. Such claims, even if not meritorious, could result in the expenditure of significant financial and managerial resources.

The Company will rely on trade secrets to protect technology where it does not believe patent protection is appropriate or obtainable. Trade secrets are difficult to protect. While commercially reasonable efforts to protect trade secrets will be used, strategic partners, employees, consultants, contractors or scientific and other advisors may unintentionally or willfully disclose information to competitors.

If the Company is not able to defend patents or trade secrets, then it will not be able to exclude competitors from developing or marketing competing products, and the Company may not generate enough revenue from product sales to justify the cost of development of products and to achieve or maintain profitability.

Low Barriers to Entry and Competition

There is high potential that the Company will face intense competition from other companies, some of which can be expected to have longer operating histories and more financial resources and manufacturing and marketing experience than the Company. Increased competition by larger and better financed competitors could materially and adversely affect the business, financial condition and results of operations of the Company. There may be larger, better financed companies which may become competition for the Company.

Risks Associated with Brand Development

The Company believes that continuing to strengthen its brand is critical to achieving widespread acceptance of the Company, particularly in light of the competitive nature of the Company's market. Promoting and positioning its brand will depend largely on the success of the Company's marketing efforts and the ability of the Company to provide high quality services. In order to promote its brand, the Company will need to increase its marketing budget and otherwise increase its financial commitment to creating and maintaining brand loyalty among consumers. There can be no assurance that brand promotion activities will yield increased revenues or that any such revenues would offset the expenses incurred by the Company in building its brand. If the Company fails to promote and maintain its brand or incurs substantial expenses in an attempt to promote and maintain its brand or if the Company's existing or future strategic relationships fail to promote the Company's brand or increase brand awareness, the Company's business, results of operations and financial condition would be materially adversely affected.

Risks Associated with Acquisitions

If appropriate opportunities present themselves, the Company intends to acquire businesses, technologies, services or products that the Company believes are strategic. The Company currently has no understandings, commitments or agreements with respect to any other material acquisition and no other material acquisition is currently being pursued. There can be no assurance that the Company will be able to identify, negotiate or finance future acquisitions successfully, or to integrate such acquisitions with its current business. The process of integrating an acquired business, technology, service or product into the Company may result in unforeseen operating difficulties and expenditures and may absorb significant management attention that would otherwise be available for ongoing development of the Company’s business. Future acquisitions could result in potentially dilutive issuances of equity securities, the incurrence of debt, contingent liabilities and/or amortization expenses related to goodwill and other intangible assets, which could materially adversely affect the Company's business, results of operations and financial condition. Any such future acquisitions of other businesses, technologies, services or products might require the Company to obtain additional equity or debt financing, which might not be available on terms favourable to the Company, or at all, and such financing, if available, might be dilutive.

Risks Associated with International Operations

A component of the Company's strategy is to expand internationally. Expansion into the international markets will require management attention and resources. The Company has limited experience in localizing its service, and the Company believes that many of its competitors are also undertaking expansion into foreign markets. There can be no assurance that the Company will be successful in expanding into international markets. In addition to the uncertainty regarding the Company's ability to generate revenues from foreign operations and expand its international presence, there are certain risks inherent in doing business on an international basis, including, among others, regulatory requirements, legal uncertainty regarding liability, tariffs, and other trade barriers, difficulties in staffing and managing foreign operations, longer payment cycles, different accounting practices, problems in collecting accounts receivable, political instability, seasonal reductions in business activity and potentially adverse tax consequences, any of which could adversely affect the success of the Company's international operations. To the extent the Company expands its international operations and has additional portions of its international revenues denominated in foreign currencies, the Company could become subject to increased risks relating to foreign currency exchange rate fluctuations. There can be no assurance that one or more of the factors discussed above will not have a material adverse effect on the Company's future international operations and, consequently, on the Company's business, results of operations and financial condition.

Risks Associated with Polish Operations

The Company's business operations are located in Poland and carried out through a Polish subsidiary. Although Poland has experienced economic growth for the past several years, a protracted period of slower growth in the euro area could have large effects on Poland via trade and confidence channels. An abrupt surge in volatility in global financial markets, or a severe deterioration in external financing conditions could affect Poland’s economy given its relatively high external financing needs. Persistent geopolitical tensions in the region add to downside risks. Polish law also limits foreign ownership of companies in selected strategic sectors, as well as foreign acquisition of real estate. Poland's weak transportation infrastructure may increase the cost of doing business by limiting ready access to all of the markets within Poland and diminishes the country’s potential as a regional distribution hub. There can be no assurance that one or more of the factors discussed above will not have a material adverse effect on the Company's Polish operations and, consequently, on the Company's business, results of operations and financial conditions.

Risk Related to Restitution Claims

During the communist regime, between 1945 and 1989, many privately-owned properties and businesses were taken over by the state in most of the Central and Eastern European ("CEE") countries. In many cases the requisition of the property took place in contravention of the prevailing law. After the CEE countries moved to the market economy system in 1989, many former property owners or their legal successors took steps to recover the lost properties or to obtain adequate compensation. Some of the CEE countries (such as Romania) have enacted laws that regulate the restitution rights of former owners or their legal successors to the real properties., In Poland, former owners of real property or their legal successors may raise restitution claims, and may be entitled to recover such real property. As at the date of this prospectus, the Company is not aware of any restitution claims being threatened against any of the real property owned by the Company and its subsidiaries. some of them (such as Poland) have not passed such laws, which, however, does not prevent the former owners or their legal successors to raise restitution claims based on general provisions of law. As at the date of this Prospectus, the Company is not aware of any restitution claims being threatened against any of the real property used by any of its subsidiaries, however, there can be no assurance that restitution claims may not be brought against any property used by the Company or its subsidiaries, or any property owned by the Company or any of its subsidiaries in the future, and this could have a material adverse effect on the business, financial condition or results of the Company.

Risks Associated with Polish Environmental Requirements

The Company is subject to various environmental laws and regulations in Poland and is required to obtain environmental permits from various authorities for its operations. Compliance with environmental regulations may materially increase the Company's expenditures. The Company may also incur future expenditures in order to satisfy any potential new environmental requirements. Certain environmental permits required for the Company's operations may require periodic renewal and the Company cannot predict whether it will be able to renew such permits or whether material changes in permit conditions will be imposed. Violations of these permits could result in the shutdown of the Company's production facility, fines or litigation being commenced against the Company. All or any of the above factors may have an adverse effect on the operations, financial condition and results of the Company.

The Polish energy industry is subject to significant and changing regulation which could have a negative effect on the Company

The energy industry is subject to significant and changing regulation which could adversely affect the Company and the Company may be subject to, among other things, both Polish and EU energy market and environmental regulations. The Polish Energy Law dated 10 April 1997 (the "Energy Law") and laws concerning the renewable energy sector were amended in 2015 which significantly changed the rules with respect to the functioning of the Polish energy market. The aforementioned could result in an adverse change in the performance of long-term agreements for the purchase of electricity and property rights, which could affect the feasibility of new investments and operations in the energy sector, particular for renewable energy sources.

Further, the Company conducts its business operations in a sector in which the market regulator plays an active role. Pursuant to the Energy Law, the Polish state may limit the sale of fuels as well as the supply and usage of electricity and heat. In addition, local government entities may affect the activity of firms in the energy sector by such acts which include, but are not limited to, determining local plans for the supply of heat and electricity. The Energy Law and related secondary legislation in Poland have undergone frequent changes, which, coupled with the lack of uniform interpretation of law in Poland, may have a material adverse effect on the Company's business, operating results or financial condition.

Protection and Enforcement of Intellectual Property Rights

The Company regards the protection of its copyrights, service marks, trademarks, trade dress and trade secrets as critical to its future success and relies on a combination of copyright, trademark, service mark and trade secret laws and contractual restrictions to establish and protect its proprietary rights in products and services. The Company has entered into confidentiality and invention assignment agreements with its employees and contractors, and nondisclosure agreements with parties with which it conducts business in order to limit access to and disclosure of its proprietary information. There can be no assurance that these contractual arrangements or the other steps taken by the Company to protect its intellectual property will prove sufficient to prevent misappropriation of the Company's technology or to deter independent third-party development of similar technologies.

To date, the Company has not been notified that its technologies infringe the proprietary rights of third parties, but there can be no assurance that third parties will not claim infringement by the Company with respect to past, current or future technologies. The Company expects that participants in its markets will be increasingly subject to infringement claims as the number of services and competitors in the Company's industry segment grows. Any such claim, whether meritorious or not, could be time-consuming, result in costly litigation, cause service upgrade delays or require the Company to enter into royalty or licensing agreements. Such royalty or licensing agreements might not be available on terms acceptable to the Company or at all. As a result, any such claim could have a material adverse effect upon the Company's business, results of operations and financial condition.

Economic Environment

The Company's operations could be affected by the economic context should the unemployment level, interest rates or inflation reach levels that influence consumer trends and consequently, impact the Company's future sales and profitability.

Global Economy Risk

The ongoing economic slowdown and downturn of global capital markets has generally made the raising of capital by equity or debt financing more difficult. Access to financing has been negatively impacted by the ongoing global economic risks. As such, the Company is subject to liquidity risks in meeting our development and future operating cost requirements in instances where cash positions are unable to be maintained or appropriate financing is unavailable. These factors may impact the Company's ability to raise equity or obtain loans and other credit facilities in the future and on terms favorable to the Company. If uncertain market conditions persist, the Company's ability to raise capital could be jeopardized, which could have an adverse impact on the Company's operations and the trading price of the Company Shares on the stock exchange.

Going Concern Risk

The financial statements have been prepared on a going concern basis under which an entity is considered to be able to realize its assets and satisfy its liabilities in the ordinary course of business. The Company's future operations are dependent upon the identification and successful completion of equity or debt financing and the achievement of profitable operations at an indeterminate time in the future. There can be no assurances that the Company will be successful in completing equity or debt financing or in achieving profitability from its operations.

The financial statements do not give effect to any adjustments relating to the carrying values and classification of assets and liabilities that would be necessary should the Company be unable to continue as a going concern.

Financial Risk Exposures

The Company may have financial risk exposure to varying degrees relating to the currency of each of the countries where it operates and has financial risk exposure towards digital currencies. The level of the financial risk exposure related to a currency and exchange rate fluctuations will depend on the Company's ability to hedge such risk or use another protection mechanism.

Attracting and keeping senior management and key scientific personnel

The success of the Company depends on the continued ability to attract, retain, and motivate highly qualified management, clinical, and scientific personnel and to develop and maintain important relationships with leading academic institutions, companies, and thought leaders.

Accounting Estimates

The Company and TargetCo prepare their financial statements in Canadian dollars in accordance with International Financial Reporting Standards ("IFRS"). Management makes various estimates and assumptions in determining the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities, and revenues and expenses for each year presented. The significant estimates for the Company include testing for impairment of goodwill and provision for warranty. The significant estimates for TargetCo include allowance for doubtful accounts, use life and recoverability of property and equipment, measurement of provisions, valuation of inventory, fair value of derivative liabilities, fair value of share based payments and deferred income tax asset valuation allowances. Changes in estimates and assumptions will occur based on the passage of time and the occurrence of certain events.

Internal Controls

Internal controls over financial reporting are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS. However, the system of internal controls over financial reporting is not guaranteed to provide absolute assurance with regard to the reliability of financial reporting and financial statements.

PROMOTERS

Slawomir Smulewicz, the founder of TargetCo and the CEO and a director of the Company and Michael Young, a co-founder of TargetCo and the CFO and a director of the Company are considered to be promoters of the Company. Mr. Smulewicz beneficially owns, or has control over, directly or indirectly, 16,700,002 Company Shares being 27.35% of the issued and outstanding Company Shares on an undiluted basis. Mr. Young beneficially owns, or has control over, directly or indirectly, 4,200,000 Company Shares being 6.88% of the issued and outstanding Company Shares on an undiluted basis.

Other than as disclosed in this section and under "Executive Compensation" or elsewhere in this Prospectus, no person who was a promoter of the Company within the last two years:

1. received anything of value directly or indirectly from the Company or a subsidiary;

2. sold or otherwise transferred any asset to the Company or a subsidiary within the last 2 years;

3. has been a director, officer or promoter of any company that during the past 10 years was the subject of a cease trade order or similar order or an order that denied the company access to any exemptions under securities legislation for a period of more than 30 consecutive days or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets;

4. has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority;

5. has been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable investor making an investment decision; or

6. has within the past 10 years become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver or receiver manager or trustee appointed to hold its assets.

LEGAL PROCEEDINGS

None the Company or any of its subsidiaries are a party to any legal proceedings and management of the Company is not aware of any legal proceedings to which any of the Company's or its subsidiaries' property or assets is the subject matter. Management of the Company is not aware of any such proceedings known to be contemplated

No penalties or sanctions have been imposed against the Company or any of its subsidiaries by a court relating to provincial and territorial securities legislation or by a securities regulatory body within the three years immediately preceding the date of this Prospectus. Management of the Company is not aware of any such penalties or sanctions imposed against the Company or any of its subsidiaries.

None the Company or any of its subsidiaries have entered into any settlement agreements before a court relating to provincial and territorial securities legislation or with a securities regulatory authority within the three years immediately preceding the date of this Prospectus. Management of the Company is not aware of any such settlement agreements entered into by the Company or any of its subsidiaries.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than as set forth in this Prospectus, management of the Company is not aware of any material interest, direct or indirect, of any director, executive officer, any person or company beneficially owning, controlling or directing, directly or indirectly, more than ten (10%) percent of the Company's outstanding voting securities, or any Associate or Affiliate of the foregoing persons, in any transaction in which the Company has participated within the three years before the date of this Prospectus, that has materially affected or is reasonably expected to materially affect the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date of this Prospectus, none of the directors and executive officers of the Company or an Associate of such persons is indebted to the Company or another entity where the indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company.

ARM'S LENGTH TRANSACTION

The Acquisition was negotiated by the parties dealing at arm's length with each other and in accordance with the policies of the Exchange. The Company conducted due diligence on Green 2 Blue Energy Europe Sp. z o.o. by remote video tours, conferencing and discussion, in addition to a full review of all documentation, contracts and materials related to both TargetCo. and Green 2 Blue Energy Europe Sp. z o.o.

AUDITOR

The auditor of the Company is Saturna Group Chartered Professional Accountants LLP, Suite 1250, 1066 West Hastings Street, Vancouver, British Columbia, V6E 3X1.

REGISTRAR AND TRANSFER AGENT

The transfer agent and registrar for the Company's common shares is Computershare Investor Services Inc., 510 Burrard Street, 2nd Floor, Vancouver, British Columbia, V6C 3B9.

MATERIAL CONTRACTS

Other than the Acquisition Agreement, the Company has not entered into any contracts material to investors. Except for contracts made in the ordinary course of business, the following are the only material contracts entered into by the Company since the beginning of the last financial year ended March 31, 2017 or entered into before March 31, 2017 that at are still in effect as of the date hereof:

Entered into by the Company

1. Consulting Agreement dated January 1, 2017 with Slawomir Smulewicz and 1051208 B.C. Ltd (assigned by TargetCo to the Company on July 22, 2017);
2. Consulting Agreement dated January 1, 2017 among Michael Young and Gold Medal Performance Corp. (assigned by TargetCo to the Company on July 22, 2017);
3. Acquisition Agreement dated January 16, 2017 with the TargetCo and the shareholders of TargetCo;

Entered into by Green 2 Blue Energy Europe Sp. z o.o.

4. Loan Agreement dated April 1, 2016 with Slawomir Smulewicz; and
5. Property Lease Agreement dated November 10, 2016 with Monica Piwkowska-Skuza – trustee in bankruptcy of Seeger-Dach Sp. z o.o. in liquidation.

EXPERTS

The following are persons or companies whose profession or business gives authority to a statement made in this Prospectus as having prepared or certified a part of that document or report described in the Prospectus:

- Charlton & Company, Chartered Accountants; and
- Saturna Group Chartered Professional Accountants LLP.

Interest of Experts

No person whose profession or business gives authority to a statement made by such person and who is named in this Prospectus has received or will receive a direct or indirect interest in the Company's property or any associate or affiliate of the Company. As at the date hereof, none of the aforementioned persons beneficially owns, directly or indirectly, securities of the Company or its associates and affiliates. In addition, none of the aforementioned persons nor any director, officer or employee of any of the aforementioned persons, is or is expected to be elected, appointed or employed as, a director, senior officer or employee of the Company or of an associate or affiliate of the Company, or as a promoter of the Company or an associate or affiliate of the Company.

OTHER MATERIAL FACTS

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

FINANCIAL STATEMENT DISCLOSURE

The following financial information is included herein:

SCHEDULE "A"	TargetCo Audited Financial Statements for the financial years ended June 30, 2016 and June 30, 2015 and Unaudited Interim Financial Statements for the period ended March 31, 2017.
SCHEDULE "B"	TargetCo Management's Discussion and Analysis for the financial year ended June 30, 2016 and the period ended March 31, 2017.
SCHEDULE "C"	Company Pro Forma Financial Statements as at March 31, 2017.

The Company's financial statements for the years ended March 31, 2017, 2016 and 2015, and the period ending December 31, 2016, and Management's Discussion and Analysis for such periods are available on the Company's SEDAR profile at www.sedar.com.

SCHEDULE "A"

TargetCo Audited Financial Statements for the financial years ended June 30, 2016 and June 30, 2015 and <u>Unaudited Interim Financial Statements for the period ended March 31, 2017</u>

See attached.

SCHEDULE "B"

TargetCo Management's Discussion and Analysis for the financial year ended June 30, 2016 and the period ended March 31, 2017

See attached.

SCHEDULE "C"

Company Pro Forma Financial Statements as at March 31, 2017

See attached.

SCHEDULE "D"

Audit Committee Charter

See attached.

CERTIFICATE OF THE COMPANY

Dated: August 22, 2017

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

"Slawomir Smulewicz"	*"Michael Young"*
SLAWOMIR SMULEWICZ	MICHAEL YOUNG
President and Chief Executive Officer	Chief Financial Officer

ON BEHALF OF THE BOARD OF DIRECTORS OF THE COMPANY

"Glenn Little"	*"Jon Sherron"*
GLENN LITTLE	JON SHERRON
Director	Director

PROMOTERS

"Slawomir Smulewicz"	*"Michael Young"*
SLAWOMIR SMULEWICZ	MICHAEL YOUNG