

THIS IS A PRELIMINARY PROSPECTUS RELATING TO THESE SECURITIES, A COPY OF WHICH HAS BEEN FILED WITH THE ALBERTA SECURITIES COMMISSION AND THE BRITISH COLUMBIA SECURITIES COMMISSION BUT WHICH HAS NOT YET BECOME FINAL FOR THE PURPOSES OF A DISTRIBUTION TO THE PUBLIC. INFORMATION CONTAINED HEREIN IS SUBJECT TO COMPLETION OR AMENDMENT. THESE SECURITIES MAY NOT BE SOLD, NOR MAY OFFERS TO BUY BE ACCEPTED PRIOR TO THE TIME THAT A RECEIPT IS OBTAINED FOR THE FINAL PROSPECTUS FROM THE ALBERTA SECURITIES COMMISSION AND THE BRITISH COLUMBIA SECURITIES COMMISSION.

PRELIMINARY PROSPECTUS

NO SECURITIES COMMISSION OR SIMILAR AUTHORITY IN CANADA HAS IN ANY WAY PASSED ON THE MERITS OF THE SECURITIES OFFERED HEREUNDER AND ANY REPRESENTATION TO THE CONTRARY IS AN OFFENCE. THIS PROSPECTUS CONSTITUTES A PUBLIC OFFERING OF THESE SECURITIES ONLY IN THOSE JURISDICTIONS WHERE THEY MAY BE LAWFULLY OFFERED FOR SALE AND THEREIN ONLY BY PERSONS PERMITTED TO SELL SUCH SECURITIES.

INITIAL PUBLIC OFFERING

March 31, 2000

PORPOISE CAPITAL NETWORK INC.

(A Capital Pool Company)

2,000,000 Common Shares

PRICE: \$0.20 per Common Share

Porpoise Capital Network Inc. (the "Corporation") hereby offers 2,000,000 common shares ("Common Shares") to the public at a price of \$0.20 per share. The purpose of this issue is to provide the Corporation with a minimum of funds with which to identify and evaluate assets or businesses with a view to their potential acquisition or the acquisition of an interest therein. See "Use of Proceeds" and "Business of the Corporation".

This offering is not underwritten and is subject to the receipt by the Corporation of a minimum subscription of \$400,000 which must be raised within 90 days of the issuance of a receipt for filing of a final prospectus, or such other time as may be authorized by the executive directors of the Alberta Securities Commission and the British Columbia Securities Commission and agreed to by Octagon Capital Corporation (the "Agent"). See "Plan of Distribution".

	Common Shares	Price to Public	Agent's Commission⁽¹⁾	Net Proceeds to the Corporation⁽²⁾
Per Common Share	1	\$0.20	\$0.02	\$0.18
Total Offering⁽³⁾	2,000,000	\$400,000	\$40,000	\$360,000

Notes:

- (1) A commission of 10% of gross proceeds will be paid to the Agent. The Agent will also be paid a corporate finance fee of \$10,000 and will be reimbursed by the Corporation for its legal fees estimated at \$5,000 and will be granted a non-transferable option (the "Agent's Option") to acquire 200,000 Common Shares at a price of \$0.20 per Common Share, exercisable for a period ending 18 months from the date of listing of the Corporation's Common Shares on the Canadian Venture Exchange Inc. See "Plan of Distribution".
- (2) Before deducting the expenses of this issue estimated at \$15,000, Agent's corporate and legal fees estimated at \$15,000 and the listing fee payable to the Exchange of \$4,000. See "Use of Proceeds".
- (3) A total of 2,000,000 Common Shares are offered hereunder. In addition, this prospectus qualifies for distribution the Agent's Option and stock options to be issued to the directors and officers of the Corporation to purchase 335,000 Common Shares. See "Plan of Distribution" and "Directors' and Management Stock Options".

AN INVESTMENT IN THE COMMON SHARES SHOULD BE CONSIDERED HIGHLY SPECULATIVE due to the proposed nature of the Corporation's business and its present stage of development. The Corporation was only recently incorporated, owns no assets other than cash, has no record of earnings, has identified only one potential acquisition and has not entered into an Agreement in Principle (as defined in Policy 2.4 of the Canadian Venture Exchange Inc.). The proposed business of the Corporation involves a degree of risk and there is no assurance that the Corporation will identify assets or businesses which warrant acquisition or participation. Moreover, if a potential asset or business is identified and an acquisition or participation therein is warranted, additional funds may be required and there is no assurance that the Corporation will be able to obtain such financing. Subscribers hereunder will experience immediate dilution of \$0.04 per share (20%) based on gross proceeds of this offering without deduction of selling commissions and related expenses. An acquisition financed by the issuance of treasury shares may result in further dilution and a change of control of the Corporation. For these reasons, an investment herein is suitable only to those investors who are willing to rely solely on the management of the Corporation and who can afford to lose all of their investment. See "Business of the Corporation", "Capitalization and Dilution" and "Risk Factors".

Other than the initial distribution of securities pursuant to this prospectus, trading in all securities of the Corporation shall not be permitted during the period between the date of issuance of a receipt for the preliminary prospectus by the Alberta Securities Commission and the British Columbia Securities Commission (the "Commissions") and the time the securities are posted for trading on the Exchange, without the consent of the Commissions and the Canadian Venture Exchange Inc. (the "Exchange").

The Exchange may suspend from trading or delist the Common Shares of the Corporation if the Corporation fails to complete a Qualifying Transaction (as defined herein) within 18 months following the date the Common Shares are listed on the Exchange. Suspension from trading of the Common Shares may, and delisting of the Common Shares will, result in the Commissions issuing an interim cease trade order against the Corporation. In addition, delisting of the Common Shares will result in the cancellation of all of the currently issued and outstanding shares of the Corporation held by insiders.

The percentage of Common Shares beneficially owned, directly or indirectly, by promoters, directors, senior officers and control persons of the Corporation, collectively, is 100% prior to giving effect to this offering and 40% after giving effect to this offering, assuming that no Common Shares are bought by these persons under this offering.

There is no market for the Common Shares offered by this prospectus and purchasers may not be able to dispose of them. The price of this offering has been determined arbitrarily by the directors of the Corporation. This offering is subject to the Capital Pool Companies rules and policies of the Commissions and the Exchange. Therefore, among other things, the maximum number of Common Shares which may be purchased directly or indirectly by any one purchaser is 40,000 or 2% of the Common Shares offered hereunder, and the maximum number of Common Shares that may be purchased directly or indirectly by any one subscriber, together with that subscribers' associates, is 80,000 or 4% of the Common Shares offered hereunder.

Proceeds of this offering will be deposited with Montreal Trust Company of Canada until subscriptions for \$400,000 have been received. If the total subscription is not raised, subscription monies will be returned to subscribers without interest or deduction. See "Plan of Distribution".

The Common Shares offered hereunder are offered on a "best efforts" basis by Octagon Capital Corporation, as agent of the Corporation, subject to prior sale, if, as and when issued and delivered in accordance with the conditions referred to under "Plan of Distribution" and subject to approval of certain legal matters by Armstrong Perkins Hudson, Calgary, Alberta on behalf of the Corporation, and the approval of certain legal matters by Ballem MacInnes, Calgary, Alberta on behalf of the Agent. The Agent has also agreed to act as sponsor for the listing of the Common Shares on the Exchange. Subscriptions will be received subject to rejection or allotment in whole or in part, and the right is reserved to close subscription books at any time without notice. It is expected that definitive share certificates evidencing the Common Shares offered hereunder will be available for delivery at the closing of this offering.

Octagon Capital Corporation
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Calgary, Alberta T2P 1T1

TABLE OF CONTENTS

PROSPECTUS SUMMARY	i
THE CORPORATION	- 1 -
BUSINESS OF THE CORPORATION	- 1 -
PROPOSED ACQUISITION OF PACIFIC COAST NET INC.	- 3 -
MANAGEMENT AND KEY PERSONNEL	- 4 -
USE OF PROCEEDS	- 5 -
PLAN OF DISTRIBUTION	- 7 -
DESCRIPTION OF SHARE CAPITAL	- 7 -
CAPITALIZATION AND DILUTION	- 8 -
PRIOR SALES	- 8 -
PRINCIPAL SHAREHOLDERS	- 8 -
ESCROW PROVISIONS	- 9 -
DIRECTORS AND OFFICERS	- 10 -
DIVIDEND POLICY	- 10 -
PRELIMINARY EXPENSES	- 10 -
EXECUTIVE COMPENSATION	- 11 -
DIRECTORS' AND MANAGEMENT STOCK OPTIONS	- 11 -
PROMOTER	- 11 -
MATERIAL CONTRACTS	- 11 -
CONFLICTS OF INTEREST	- 12 -
RISK FACTORS	- 12 -
INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	- 13 -
PURCHASER'S STATUTORY RIGHTS	- 13 -
AUDITORS, TRANSFER AGENT AND REGISTRAR	- 13 -
CERTIFICATE OF THE CORPORATION	- 17 -
CERTIFICATE OF THE PROMOTER	- 17 -
CERTIFICATE OF AGENT	- 18 -

PROSPECTUS SUMMARY

The information in this summary is qualified in its entirety by the more detailed information appearing elsewhere in this prospectus.

OFFERING: A total of 2,000,000 Common Shares at \$0.20 per share are offered hereunder. In addition, the Corporation will grant an option to the Agent to purchase 200,000 Common Shares at \$0.20 per share, which option is qualified under and distributed pursuant to this prospectus. The stock options to be granted to the directors and officers of the Corporation to purchase an aggregate of up to 335,000 common shares at a price of \$0.20 for a period of five years are also to be qualified under and distributed pursuant to the prospectus. See “Plan of Distribution” and “Directors’ and Management Stock Options”.

CORPORATION: The principal business of the Corporation will be to identify and evaluate corporations, properties, assets or businesses with a view to their potential acquisition or the acquisition of an interest therein. As yet, the Corporation has not carried on any business and has identified one potential acquisition (See “Proposed Acquisition of Pacific Coast Net Inc.”). An acquisition financed by the issuance of treasury shares could result in a change in control of the Corporation and may cause the shareholders’ interests in the Corporation to be reduced. See “Business of the Corporation”.

USE OF PROCEEDS: The net proceeds will be used to provide the Corporation with a minimum of funds with which to identify and evaluate potential acquisitions. The Corporation may not have sufficient funds to secure an acquisition once identified and additional funds may be required. See “Use of Proceeds”, “Business of the Corporation - Method of Financing Acquisitions or Participation” and “Risk Factors”.

DIRECTORS AND MANAGEMENT:

<i>Peter Casson</i>	- President, CEO, CFO and Secretary
<i>Martin Winstanley</i>	- Director
<i>Lee Richardson</i>	- Director

See “Management and Key Personnel” and “Directors and Officers”.

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

RISK FACTORS: **An investment in the Common Shares must be regarded as highly speculative due to the proposed nature of the Corporation’s business and its present stage of development.** This offering is only suitable for those investors who are willing to rely solely on the management of the Corporation and who can afford to lose all of their investment. See “Business of the Corporation”, “Management and Key Personnel”, “Capitalization and Dilution”, “Risk Factors” and “Conflicts of Interest”.

THE CORPORATION

The Corporation was incorporated as Porpoise Capital Network Inc. by Certificate of Incorporation issued pursuant to the provisions of the *Business Corporations Act* (Alberta) on March 22, 2000.

The head office of the Corporation is located at 103-1315 Esquimalt Road, Victoria, British Columbia V9A 3P5 and the registered and records office of the Corporation is located at Suite 1600, 407-2nd Street S.W., Calgary, Alberta T2P 2Y3.

BUSINESS OF THE CORPORATION

History and Operations of the Corporation

To date, the Corporation has not conducted operations of any kind.

The Corporation proposes to identify and evaluate opportunities for the acquisition of an interest in assets or businesses and, once identified and evaluated, to negotiate an acquisition or participation subject to receipt of shareholder and regulatory approval. Until the completion of a Qualifying Transaction (as hereinafter defined), the Corporation shall not carry on any business other than the identification and evaluation of assets or businesses in connection with a potential Qualifying Transaction (as hereinafter defined) approved by the Exchange. The Corporation's present intention is to pursue business opportunities in the computer-based high-tech industry.

Criteria for Acquisitions

All potential acquisitions will be screened initially by management of the Corporation to determine their economic viability. Approval of acquisitions will be made by the board of directors. The board of directors will examine proposed acquisitions having regard to sound business fundamentals, utilizing the expertise and experience of the directors. The Corporation will consider acquisitions of assets or businesses operated or located both inside and outside of Canada.

Process of Identification of Acquisitions or Participation

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

Method of Financing Acquisitions or Participation

The Corporation proposes to use cash, bank financing, other secured or unsecured loans, issuance of treasury shares, private or public financing, or some combination thereof to finance acquisitions. If treasury shares are issued, such issuance may result in a change in control of the Corporation and additional dilution to investors acquiring Common Shares pursuant to this offering.

Requirements to be Met to Complete a Qualifying Transaction

In accordance with Policy 2.4 of the Exchange ("Policy 2.4"), any Qualifying Transaction (as hereinafter defined) shall be subject to the approval of the Exchange and the shareholders of the Corporation. A Qualifying Transaction means a transaction whereby the Corporation:

- (b) issues or proposes to issue, in consideration for the acquisition of Significant Assets, Common Shares or securities convertible into Common Shares which, if fully converted, exchanged or exercised would represent more than 25% of its Common Shares issued and outstanding immediately prior to the issuance,
- (c) enters into an arrangement, amalgamation, merger or reorganization with another issuer with Significant Assets, whereby the ratio of securities which are distributed to the security holders of the Corporation and the security holders of the other issuer results in the security holders of the other issuer acquiring control of the resulting entity, or
- (d) otherwise acquires Significant Assets (other than cash),

but excludes a transaction which consists solely of the issuance for cash by the Corporation of Common Shares or securities convertible, exchangeable or exercisable into Common Shares, representing more than 25% of the Corporation's Common Shares issued and outstanding immediately prior to the issuance.

“Significant Assets” means one or more assets or businesses which, when acquired by the Corporation, together with any other concurrent transaction, results in the Corporation meeting the minimum listing requirements under Policy 2.1 of the Exchange.

Notwithstanding that a transaction may meet the definition of a Qualifying Transaction, the Exchange may not approve a Qualifying Transaction:

- (a) if the Corporation fails to meet the minimum listing requirements prescribed by Policy 2.1 of the Exchange upon completion of the Qualifying Transaction;
- (b) if, following completion of the Qualifying Transaction, the Corporation will be a finance company or a mutual fund as defined under securities legislation, securities regulation and securities rules, as amended, and the policies, notices, instruments and blanket orders in force from time to time in the Provinces of Alberta or British Columbia (the “Securities Laws”); or
- (c) for any other reason at the sole discretion of the Exchange.

After the terms of a Qualifying Transaction have been settled or as soon thereafter as circumstances permit, the Corporation will submit the Qualifying Transaction to a meeting of the shareholders of the Corporation for “Majority of the Minority Approval”, being a vote at a properly constituted meeting of the shareholders of the Corporation passed by at least 50% plus one vote of votes cast by the minority shareholders of the Corporation. Minority shareholders are all shareholders of the Corporation except those shareholders who are promoters, officers, directors, other insiders and control persons of the Corporation and associates or affiliates of such persons (collectively, “Related Parties of the Corporation”), and except those shareholders who are also beneficial owners of the Significant Assets which are to be acquired by the Corporation, the promoters, officers, directors, other insiders or control persons of such beneficial owners of the Significant Assets and associates or affiliates of such persons and all other parties to or associated with the Qualifying Transaction and the associates or affiliates of all such other parties (collectively “Related Parties of the Qualifying Transaction”).

The Corporation shall provide its shareholders with an information circular which must:

- (a) be prepared and mailed in accordance with applicable corporate and securities law requirements;

- (b) contain prospectus level disclosure of the Qualifying Transaction and the Corporation after the completion of the same and be prepared in accordance with the form prescribed by the Exchange; and
- (c) contain full, true and plain disclosure of all material facts relating to the securities of the Corporation, assuming completion of the Qualifying Transaction.

The information circular shall be submitted for review and approval by the Exchange prior to distribution to the shareholders of the Corporation. A sponsor report shall also be submitted to the Exchange, as prepared by a member firm of the Exchange which has agreed with the Corporation to undertake the functions of sponsorship in accordance with Exchange rules and policies. In certain circumstances as set out in Policy 2.4, the Corporation shall submit with the information circular a geological report, valuation, appraisal or other technical report required to be filed with the Exchange. The Corporation will be considered to have completed its Qualifying Transaction on the date of the meeting of shareholders at which the Qualifying Transaction was approved, provided that all post-meeting documentation is subsequently filed with the Exchange and a notice is issued by the Exchange as to its final acceptance of the Qualifying Transaction (the "Final Exchange Notice").

Following completion of the Qualifying Transaction and the issuance by the Exchange of the Final Exchange Notice, the Corporation will no longer be considered a Capital Pool Company and the requirements of Policy 2.4 will no longer apply to the Corporation, except sections 11 and 14.10.

PROPOSED ACQUISITION OF PACIFIC COAST NET INC.

The Corporation has identified the acquisition (the "PCN Acquisition") of all the issued and outstanding shares of Pacific Coast Net Inc. ("PCN") as a potential Qualifying Transaction (as defined herein). PCN was formed in 1996 as an Internet Service Provider, delivering dial-in and high speed residential and commercial access to the Information Superhighway – the Internet. PCN is a new media and communications technology solutions provider offering Internet access, web hosting, web design services, network services and e-commerce products to more than 19,000 subscribers in Victoria, Duncan, Nanaimo, Vancouver, the Fraser Valley, Kelowna, Vernon and Penticton. PCN has established a number of alliances intended to maximize its competitiveness and enhance its market position. These include technology licensing agreements for services offered by Pacific Coast Net Inc., cable and high speed telephone line Internet access agreements, and investment in early stage technology companies. PCN has been in operation since 1996.

Although the Corporation has identified the PCN Acquisition as a proposed Qualifying Transaction, there is no Agreement in Principle among the parties as the proposed PCN Acquisition is subject to certain material conditions the satisfaction of which is beyond the reasonable control of the Corporation and the Related Parties to the Corporation, including, without limitation:

- 2. the approval of the transaction by a committee consisting of the independent members of the board of directors;
- 3. completion by PCN of equity financing of at least \$750,000;
- 4. preparation of audited financial statements as required by Circular 2.4 of the Exchange for a Qualifying Transaction; and
- 5. completion of an independent business valuation for PCN satisfactory to the Corporation.

The total consideration to be paid by the Corporation for the shares of PCN has not been determined, and will be based, in part, on an independent valuation of PCN as well as financial statements to be prepared. The Corporation

estimates that the purchase price will be between \$5,000,000 and \$7,000,000. The actual purchase price may fall outside this range, depending on the factors noted above. The purchase price would likely be paid through the issuance of Common Shares of the Corporation or securities convertible into Common Shares.

This transaction, if completed, would be a non-arm's length transaction in that Peter Casson is a director, officer and controlling shareholder of the Corporation and is also a director, officer and controlling shareholder of PCN. However, if proceeded with, the PCN Acquisition would be negotiated and assessed on behalf of the Corporation by the independent directors of the Corporation. The Corporation believes it is likely that the PCN Acquisition will be completed.

MANAGEMENT AND KEY PERSONNEL

Peter Casson - President, Chief Executive Officer, Chief Financial Officer and Secretary

Mr. Casson has been actively involved with internet and computer based companies since 1988. Since June 1996, Mr. Casson has been President and Chief Executive Officer of Pacific Coast Net Inc., a privately owned internet service provider engaging in business in the province of British Columbia. Prior to that he was employed by Orca Consulting from 1988 to July 1996. Orca Consulting was a privately owned computer consulting business in the province of British Columbia.

Martin Winstanley - Director

Mr. Winstanley is a graduate of McGill University, where he received his Bachelor of Arts in 1979 before attending Osgoode Hall Law School, receiving his Bachelor of Laws in 1983. Since then, Mr. Winstanley has been an active participant in the communications and software industries. Mr. Winstanley has been employed as Vice-President Corporate Affairs by ACD Systems Ltd., a private British Columbia company carrying on the business of developing digital imaging and network communications software since October 1998. ACD Systems Ltd. is a wholly-owned subsidiary of ACD Systems International Inc., a public company listed on the Canadian Venture Exchange. Mr. Winstanley has also been a director and a senior officer of ACD Systems International Inc. since January 1999. From August 1996 to October 1997, Mr. Winstanley was the President of RX Systems Inc., a private company engaged in satellite communication services. From April 1992 to August 1996, Mr. Winstanley was Vice President and director of JCI Technologies Inc., a public company traded on The Alberta Stock Exchange. JCI Technologies Inc. was engaged in the business of online employment, real estate and auto database search services.

Lee Richardson - Director

Lee Richardson founded Lee Richardson Financial Corporation in 1998, and through this company has been involved in corporate finance and investment banking since the company's inception. From January 1999, to present Mr. Richardson has been a director of ACD Systems International Inc., a public company listed on the Canadian Venture Exchange. From 1995 through April 1998 Mr. Richardson was President, CEO and director of Goldtex Resources Ltd., a publicly traded resource company that subsequently merged with Canadian Mountain Minerals Ltd. From January 1994 through May 1997, Mr. Richardson was a director of JCI Technologies Inc., a public company traded on The Alberta Stock Exchange. From 1988 to 1993, Mr. Richardson served as a member of parliament in the House of Commons, representing the riding of Calgary South-East. During Mr. Richardson's term in the House of Commons, he was appointed Parliamentary Secretary to the Minister of Communications, and later Parliamentary Secretary to the Minister of Transport. In June of 1983, Mr. Richardson was appointed Deputy Chief of Staff in the Office of the Leader of The Opposition in Ottawa. Following the 1984 federal election, Mr. Richardson served as Deputy Chief of Staff in the Prime Minister's Office, and Special Advisor to the Prime

Minister on Western Affairs. From 1979 until 1983, Mr. Richardson was Director of the Premier's Office in Alberta. He joined the government of Alberta in 1974 in the Department of Industry and Commerce and later was Secretary to the Cabinet, Energy and Economic Development Committees. Mr. Richardson served on the board of directors of the 1988 Calgary Winter Olympics. He received the Queen Elizabeth Medal in 1977, and the Canada Medal in 1992 - "in recognition of significant contribution to compatriots, community and to Canada." Currently he is the Chairman of the Advisory Board of the Calgary Institute for the Humanities at the University of Calgary, and is on the Faculty of the Banff Centre for Management.

USE OF PROCEEDS

The gross proceeds to be received by the Corporation from the combination of prior sales of Common Shares and the sale of all of the Common Shares offered by this prospectus will be \$535,000. Policy 2.4 of the Exchange requires that, until completion of the Corporation's Qualifying Transaction and except as otherwise provided by Policy 2.4, the gross proceeds realized from the sale of all securities issued by the Corporation may only be used to identify and evaluate assets or businesses for a prospective Qualifying Transaction including:

- (a) expenses incurred for the preparation of:
 - (i) valuations or appraisals;
 - (ii) business plans;
 - (iii) feasibility studies and technical assessments;
 - (iv) geological reports; and
 - (v) financial statements, including audited financial statements;relating to the identification and evaluation of assets or businesses and the obtaining of shareholder approval for the Qualifying Transaction;
- (b) fees for legal and accounting services relating to the identification and evaluation of assets or businesses and the obtaining of shareholder approval for the Corporation's proposed Qualifying Transaction; and
- (c) subject to prior acceptance of the Exchange, for deposits in the maximum aggregate amount of \$100,000 (with a maximum of \$25,000 to be non-refundable) to preserve assets, provided that no deposit or similar payment may be made to a Related Party of the Corporation or be advanced for use by the vendors of such assets or by the target issuer for working capital or other purposes.

At least 70% of the gross proceeds from the sale of all securities issued by the Corporation shall be used for the above described purposes. Until the completion of the Corporation's Qualifying Transaction, no more than 30% of the gross proceeds from the sale of all securities issued by the Corporation may be used for purposes other than those described above, including the following expenditures which Policy 2.4 specifies as not being expenditures relating to the identification and evaluation of assets or businesses and the obtaining of shareholder approval for a Qualifying Transaction:

- (a) listing and filing fees (including SEDAR fees);
- (b) agents fees, costs and commissions;

- (c) other costs of the issue of securities, including legal and audit expenses relating to the preparation and filing of this prospectus; and
- (d) administrative and general expenses of the Corporation including office supplies, office rent and related utilities, printing costs (including printing of this prospectus and share certificates), equipment leases and fees for legal advice and audit expenses relating to matters other than the identification and evaluation of assets and businesses and the obtaining of shareholder approval for the proposed Qualifying Transaction.

Until completion of the Qualifying Transaction, no proceeds from the sale of securities of the Corporation may be used to acquire or lease a vehicle.

Until completion of its Qualifying Transaction, the Corporation may not make any payment, directly or indirectly, to any Related Party to the Corporation or any Related Party to the Qualifying Transaction or to any person engaged in investor relations activities in respect of the Corporation or its securities by any means including remuneration (which includes salaries, consulting fees, management contract fees, directors' fees, finders' fees, loans, advances and bonuses) and the deposits and similar payments. No such payments may be made by the Corporation or by any party on behalf of the Corporation after the completion of the Corporation's Qualifying Transaction if the payment relates to services rendered or obligations incurred before or in connection with the Qualifying Transaction.

However, the Corporation may reimburse a Related Party to the Corporation for reasonable expenses for office supplies, office rent and related utilities, equipment leases, legal costs and reasonable out-of-pocket expenses (provided that neither the lawyer providing the legal services nor any member of the law firm providing the services is a promoter of the Corporation).

It is expected that the proceeds from previous sales of the Corporation's securities (\$135,000) together with the proceeds of this issue (\$400,000) shall be applied as follows:

1.	Estimated costs of identifying, evaluating and making potential acquisitions	\$375,000 ⁽¹⁾⁽²⁾
2.	Estimated general and administrative expenses	\$86,000
3.	Costs of this issue including legal, audit and printing costs but excluding listing fees and agent's expenses, fees and commissions	\$15,000
4.	Fee for Exchange listing	\$4,000
5.	Agent's expenses, fees and commission	<u>\$55,000</u>
	Total	<u>\$ 535,000</u>

Notes:

- (1) In the event that the Corporation completes an approved Qualifying Transaction prior to spending the entire \$375,000 on identification and evaluation of assets or businesses, the Corporation may use the remaining funds to finance or partly finance the acquisition of or participation in the Significant Assets.
- (2) In the event the Agent exercises the Agent's Option, there will be available to the Corporation a maximum of an additional \$40,000 which will be added to the working capital of the Corporation. See "Plan of Distribution".

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

The proceeds of this offering, after deducting the costs of the issue, will be sufficient only to identify a limited number of opportunities. Additional funds may be required to finance an acquisition to which the Corporation may commit. See "Business of the Corporation - Method of Financing Acquisitions or Participation" and "Risk Factors".

PLAN OF DISTRIBUTION

Pursuant to an agency agreement (the "Agency Agreement") dated as of ! , 2000, among the Corporation, the Agent and Montreal Trust Company of Canada (the "Trustee"), the Corporation has appointed the Agent as its agent to offer for sale to the public on a best efforts basis, a total of 2,000,000 Common Shares at \$0.20 per share. The Agent will receive a commission of \$40,000 and will be paid a corporate finance fee of \$10,000 and will be reimbursed by the Corporation for its legal fees and expenses estimated at \$5,000. In addition, at the time of closing of this offering, the Corporation will grant to the Agent the Agent's Option which shall entitle the Agent to acquire 200,000 Common Shares at \$0.20 per share for a period of 18 months from the date of listing on the Exchange. A total of 50% of the Common Shares issuable upon exercise of the Agent's Option may be sold by the Agent prior to the completion of the Qualifying Transaction. The remaining 50% may only be sold after completion of the Qualifying Transaction. The Agent's Option is qualified under and distributed pursuant to this prospectus. The Agent has agreed to use its best efforts to secure subscriptions for all of the Common Shares offered hereunder and may make co-brokerage arrangements with other investment dealers at no additional cost to the Corporation. The obligations of the Agent under the Agency Agreement may be terminated at the Agent's discretion on the basis of its assessment of the state of financial markets or upon the occurrence of certain stated events.

Total Subscription

The total subscription pursuant to this prospectus is 2,000,000 Common Shares. The maximum allowable purchase by a single subscriber to this offering is 40,000 Common Shares for a total price of \$8,000. The funds received from the sale of the Common Shares offered hereunder will be deposited with the Trustee at its office in Calgary, Alberta and will not be released until a total of \$400,000 has been deposited. The total subscription must be raised within 90 days of the date of the receipt of the final prospectus, or such other time as may be authorized by the executive directors of the Commissions and agreed to by the Agent, failing which the Trustee will remit the funds collected to the original subscribers without interest or deduction.

DESCRIPTION OF SHARE CAPITAL

Common Shares

The Corporation is authorized to issue an unlimited number of Common Shares without nominal or par value of which, as at the date hereof, 1,350,000 are issued and outstanding as fully paid and non-assessable, 200,000 are reserved under the Agent's Option and 335,000 are reserved for issuance under options to be granted to directors and officers. See "Plan of Distribution" and "Directors' and Management Stock Options".

The holders of Common Shares are entitled to dividends, if, as and when declared by the board of directors, to one vote per share at meetings of the shareholders of the Corporation and, upon liquidation, to share equally in such assets of the Corporation as are distributable to the holders of Common Shares and non-voting shares. All Common Shares to be outstanding after completion of this offering will be fully paid and non-assessable.

Preferred Shares

The Corporation is authorized to issue an unlimited number of preferred shares (the “Preferred Shares”). The Preferred Shares may be issued from time to time in one or more series, each consisting of a number of Preferred Shares as determined by the board of directors of the Corporation who also may fix the designations, rights, privileges, restrictions and conditions attaching to the shares of each series of Preferred Shares. There are no Preferred Shares issued and outstanding. The Preferred Shares of each series shall, with respect to payment of dividends and distribution of assets in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding-up its affairs, rank on a parity with the Preferred Shares of every other series and shall be entitled to preference over the Common Shares and the shares of any other class ranking junior to the Preferred Shares.

CAPITALIZATION AND DILUTION

Designation of Security	Amount Authorized	Outstanding as at March 22, 2000⁽¹⁾⁽²⁾	Outstanding After Giving Effect to this Offering⁽³⁾
Common Shares	unlimited	\$135,000 (1,350,000 shares)	\$535,000 (3,350,000 shares)
Preferred Shares	unlimited	Nil	Nil

Notes:

- (1) As at March 22, 2000, the Corporation has no retained earnings or deficit.
- (2) The Corporation has reserved an aggregate of 335,000 Common Shares at \$0.20 per share pursuant to stock options to be granted to directors and officers of the Corporation. See “Directors’ and Management Stock Options”. The Corporation has also reserved an aggregate of 200,000 Common Shares at \$0.20 per share pursuant to the Agent’s Option. See “Plan of Distribution”.
- (3) Before deduction of the Agent’s commission, fees and expenses and the other costs of this offering, estimated at \$74,000.

Subscribers acquiring Common Shares under this offering will experience an immediate dilution of 20% or \$0.04 per share, based on gross proceeds of this issue without deduction of selling commissions and related expenses of this issue.

If the Corporation issues treasury shares to finance an acquisition or participation, control of the Corporation may change and subscribers may suffer additional dilution of their investment.

PRIOR SALES

Since the date of incorporation, 1,350,000 Common Shares have been issued as follows:

Date	Number of Shares⁽¹⁾	Issue Price Per Share	Total Issue Price	Nature of Consideration Received
March 22, 2000	1,350,000	\$0.10	\$135,000	Cash

Note:

- (1) All of these Common Shares will be placed in escrow pursuant to an escrow agreement. See “Escrow Provisions”.

PRINCIPAL SHAREHOLDERS

The following table lists as of the date hereof, those persons who own of record or beneficially, directly or indirectly, more than 10% of the issued and outstanding Common Shares of the Corporation:

Name and Municipality of Residence	Number of Common Shares	Percentage of Shares Owned Before Offering	Percentage of Shares Owned After Offering⁽¹⁾
Peter Casson Victoria, B.C.	1,250,000	93%	37%

Note:

(1) Assuming that no Common Shares are purchased by Peter Casson under this offering.

The percentage of Common Shares beneficially owned, directly or indirectly, by promoters, directors, senior officers and control persons of the Corporation, collectively, is 100% prior to giving effect to this offering and 40% after giving effect to this offering.

ESCROW PROVISIONS

All Common Shares issued by the Corporation before the closing of this offering which are issued at a price that is less than the offering price under this prospectus (the “Discount Seed Shares”) must be placed in escrow pursuant to an agreement (the “Discount Seed Share Escrow Agreement”) and will be released as to 10% thereof following issuance of the notice from the Exchange (“Final Exchange Notice”) of its final acceptance of the Qualifying Transaction, and as to 15% thereof on each of 6, 12, 18, 24, 30, and 36 months following the initial release. In the event that a Qualifying Transaction is not completed and the Corporation is delisted from the Exchange, all Discount Seed Shares will not be released from escrow and such shares held by Insiders (as defined in Exchange Policy 1.1) shall be immediately cancelled pursuant to the terms of the Discount Seed Share Escrow Agreement.

The following table lists the securities of the Corporation held in escrow pursuant to a Discount Seed Share Escrow Agreement dated •, 2000 between the Corporation, the Trustee and certain security holders of the Corporation:

Designation of Class	Number of Securities Held in Escrow	Percentage of Class	Percentage of Class After Giving Effect to this Offering
Common Shares	1,350,000	100%	44%

In addition, all of the following securities (the “Seed Shares”) of the Corporation, directly or indirectly, beneficially owned or controlled by Related Parties to the Corporation must be placed in escrow pursuant to an agreement (the “Seed Share Escrow Agreement”) and will be released as to 10% thereof following issuance of the Final Exchange Notice, and as to 15% thereof on each of 6, 12, 18, 24, 30, and 36 months following the initial release:

- (b) all Common Shares issued by the Corporation before the closing of this offering that are not Discount Seed Shares;
- (c) all Common Shares issued by the Corporation pursuant to this offering; and
- (d) all securities acquired from treasury after the offering but before completion of the Qualifying Transaction, other than in conjunction with the Qualifying Transaction.

In the event that a Qualifying Transaction is not completed, there will be no release of the Common Shares held under the Seed Share Escrow Agreement.

Notwithstanding the above, in the event the Corporation becomes listed on Tier 1 of the Exchange, the release from escrow of the Discount Seed Shares and the Seed Shares will be accelerated such that such shares will be released from escrow on the basis of 25% following issuance of the Final Exchange Notice and 25% on each of 6, 12, and 18 thereafter.

None of the stock options to be issued to the directors and officers of the Corporation may be exercised before the completion of the Qualifying Transaction unless the optionee agrees in writing to deposit the shares into escrow until the issuance of the Final Exchange Notice.

In addition, all Common Shares of the Corporation acquired by a “Control Person” of the Corporation in the secondary market before the completion of the Qualifying Transaction must be placed in escrow pursuant to the Seed Share Escrow Agreement. A Control Person means any person or company that holds or is one of a combination of persons or companies that holds a sufficient number of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting securities of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.

Subject to an exemption from escrow for certain securities issued by way of private placement made in conjunction with the Qualifying Transaction either at market price or with restricted participation by the Principals (as defined in Exchange Policy 5.4) of the company which results from the Qualifying Transaction (the “Resulting Issuer”), all securities which will be held by Principals of the Resulting Issuer as of the date of the Final Exchange Notice shall be placed in escrow pursuant to Exchange Policy 5.4 - Escrow and Vendor Consideration. In addition, any securities issued to any other party in conjunction or contemporaneously with the Qualifying Transaction may be subject to escrow requirements pursuant to Exchange Policy 5.4.

All shares held in escrow will be deposited with an escrow agent pursuant to an escrow agreement which shall provide, in addition to the provisions set forth above, that all voting rights attached to the escrowed securities shall be exercised by the registered holder of the shares.

DIRECTORS AND OFFICERS

The following are the names and municipalities of residence of the directors and officers of the Corporation, their positions and offices with the Corporation and their principal occupations during the last five years (See also “Management and Key Personnel”):

Name and Municipality of Residence	Office	Present Occupation and Positions Held During the Last Five Years
Peter Casson ⁽¹⁾ Victoria, B.C.	President, CEO and CFO	Since June 1996, President and co-founder of Pacific Coast Net Inc., a private internet service provider in British Columbia; from 1988 to June 1996, co-founder of Orca Consulting, a privately owned computer consulting business.
Martin Winstanley ⁽¹⁾ Victoria, B.C.	Director	From October 1998 until present, Vice President of Corporate Affairs of ACD Systems Ltd., a private company in the business of developing digital imaging and network communications software; since January 1999, director and senior officer of ACD Systems International Inc., a public company listed on the Canadian Venture Exchange; from August 1996 until October 1997, President of RX Systems Inc., a private company engaged in satellite communication services; from April 1992 until August 1996, Vice President and director of JCI Technologies Inc., a public company engaged in the business of online employment, real estate and auto database search services.

Name and Municipality of Residence	Office	Present Occupation and Positions Held During the Last Five Years
Lee Richardson ⁽¹⁾ Calgary, Alberta	Director	Since May 1998, President of Lee Richardson Financial Corporation, a private corporate finance and investment banking company; from January, 1999 to present director of ACD Systems International Inc., a public company listed on the Canadian Venture Exchange; from 1995 to 1998, President of Goldtex Resources Ltd., a junior mining company listed on the Exchange; from January 1994 to July 1997 director of JCI Technologies Inc. a public company listed on the Canadian Venture Exchange, engaged in the business of online employment, real estate and auto database search services.

Notes:

- (1) Directors who are members of the Corporation's audit committee.
- (2) The Corporation does not have an executive committee.

It is expected that, initially, Peter Casson will devote approximately 90% of his time to the affairs of the Corporation. The remaining directors will devote such time and expertise as will be required by the Corporation.

DIVIDEND POLICY

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

PRELIMINARY EXPENSES

Excluding the costs of this issue, it is estimated that during the 12 month period following the date of this prospectus, administrative expenses of approximately \$86,000 may be incurred. These expenses may change if the directors and officers consider a change to be in the best interests of the Corporation. See "Use of Proceeds". No remuneration will be paid for investor relations services performed prior to or in connection with a Qualifying Transaction.

EXECUTIVE COMPENSATION

No remuneration or compensation has been paid by the Corporation to any of its directors or officers since incorporation. No remuneration, compensation or advances of any nature whatsoever will be paid, directly or indirectly, to any officer, director or other Related Party to the Corporation prior to completion of the Corporation's Qualifying Transaction or for services rendered or obligations incurred prior to or in connection with a Qualifying Transaction. See "Use of Proceeds". After completion of its Qualifying Transaction, the Corporation may pay remuneration to its officers if the directors feel the Corporation is able to do so. No remuneration is anticipated to be paid to directors in their capacity as directors in the foreseeable future.

The Corporation has reserved Common Shares for stock options to be issued to its directors and officers. See "Directors' and Management Stock Options".

DIRECTORS' AND MANAGEMENT STOCK OPTIONS

As at March 22, 2000 the Corporation has reserved 335,000 Common Shares pursuant to stock options to be granted to the directors and officers of the Corporation, which constitutes 10% of the outstanding Common Shares of the Corporation after the closing of this offering. The stock options are expected to be allocated on the following basis, will be granted prior to the closing of this offering and will be qualified for distribution pursuant to this prospectus:

Optionee	Number of Common Shares Reserved under Option	Exercise Price
Peter Casson	165,000	\$0.20
Martin Winstanley	85,000	\$0.20
Lee Richardson	<u>85,000</u>	\$0.20
TOTAL	<u>335,000</u>	

The options will be non-transferable and if not exercised, will expire on the earlier of five years from the date of grant and one year following the date the optionee ceases to be a director or hold an office of the Corporation by reason of death, or 90 days after ceasing to be a director or officer for any reason other than death. All shares acquired on exercise of directors' and officers' options before the completion of the Qualifying Transaction shall be subject to escrow until the issuance of the Final Exchange Notice of a Qualifying Transaction.

PROMOTER

Peter Casson may be considered to be the promoter of the Corporation in that he took the initiative in founding and organizing the Corporation. See "Principal Shareholders" and "Directors' and Management Stock Options".

MATERIAL CONTRACTS

The Corporation has not entered into any contracts material to investors in the Common Shares hereunder within the two years prior to the date hereof, other than:

1. Transfer Agency and Registrarship Agreement dated as of ! between the Corporation and Montreal Trust Company of Canada.
2. Agency Agreement dated as of !, 2000 among the Corporation, the Agent and Montreal Trust Company of Canada. See "Plan of Distribution".
3. Escrow Agreement dated as of !, 2000 among the Corporation, Montreal Trust Company of Canada and those shareholders that executed such Escrow Agreement. See "Escrow Provisions".

Copies of these agreements will be available for inspection at the registered office of the Corporation, at Armstrong Perkins Hudson, solicitors of the Corporation, 1600, 407 - 2nd Street S.W., Calgary, Alberta, T2P 2Y3 during ordinary business hours while the securities offered by this prospectus are in the course of distribution and for a period of 30 days thereafter.

CONFLICTS OF INTEREST

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

RISK FACTORS

There is no established market for the Common Shares of the Corporation. This offering should be considered highly speculative due to the proposed nature of the Corporation's business, the fact that the Corporation was only recently incorporated, has no substantial assets other than cash, has identified only one potential acquisition and has not entered into an Agreement in Principle (as defined in the Exchange's Policy 2.4). The Corporation has neither a history of earnings nor has it paid dividends. It is unlikely to enjoy earnings or pay dividends in the immediate or foreseeable future.

There is no assurance that the Corporation will be able to identify acquisitions which will be profitable. Moreover, should the Corporation identify any assets or businesses and determine that an acquisition is warranted, the Corporation may not be able to finance the acquisition and additional funds may be required to meet such obligations. As a result of these factors, this offering is suitable only to those investors who can afford to lose their entire investment and who are willing to rely solely on the management of the Corporation. See "Business of the Corporation - Method of Financing Acquisitions or Participation" and "Management and Key Personnel".

The Exchange may suspend from trading or delist the Common Shares of the Corporation if the Corporation fails to complete a Qualifying Transaction within 18 months following the date the Common Shares are listed on the Exchange. Suspension from trading of the Common Shares may, and delisting of the Common Shares will, result in the Commissions issuing an interim cease trade order against the Corporation. In addition, delisting of the Common Shares will result in the cancellation of all Discount Seed Shares held by Insiders of the Corporation. See "Escrow Provisions".

Notwithstanding that a transaction may meet the definition of a Qualifying Transaction, the Exchange may not approve a Qualifying Transaction:

- (a) if the Corporation fails to meet the minimum listing requirements prescribed by Policy 2.1 of the Exchange upon completion of the Qualifying Transaction;
- (b) if, following completion of the Qualifying Transaction, the Corporation will be a finance company or a mutual fund as defined under the securities legislation, securities regulation and securities rules, as amended, and the policies, notices, instruments and blanket orders in force from time to time in the Provinces of Alberta or British Columbia; or
- (c) for any other reason at the sole discretion of the Exchange.

The directors and officers of the Corporation will not be devoting all of their time to the affairs of the Corporation, but will be devoting such time as required to effectively manage the Corporation. Some of the directors and officers of the Corporation are engaged and will continue to be engaged in the search for property or business prospects for themselves or on behalf of others. See "Conflicts of Interest".

The dilution factor for subscribers for Common Shares offered hereunder is 20% or approximately \$0.04 per Common Share, calculated on the basis of total gross proceeds to the Corporation from this offering and prior sales, without deduction for related expenses. If the Corporation issues treasury shares to finance its acquisitions or participation, control of the Corporation may change and subscribers may suffer additional dilution of their investment.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

The directors and officers have all acquired Common Shares of the Corporation and a total of 335,000 Common Shares have been reserved for stock options granted to directors and officers of the Corporation. See "Directors' and Management Stock Options".

PURCHASER'S STATUTORY RIGHTS

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

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Corporation are KPMG LLP, Chartered Accountants, 1200 205 - 5th Ave SW, Calgary, Alberta T2P 4B9.

Montreal Trust Company of Canada at its principal offices located at 6th Floor, 530 - 8th Avenue SW, Calgary, Alberta, T2P 3S8 is the transfer agent and registrar for the Common Shares.

AUDITORS' REPORT

To the Directors of Porpoise Capital Network Inc.

We have audited the balance sheet of Porpoise Capital Network Inc. as at March 22, 2000. This financial statement is the responsibility of the Corporation's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the balance sheet is free of material misstatement. An audit of a balance sheet includes examining, on a test basis, evidence supporting the amounts and disclosures in that balance sheet. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall balance sheet presentation.

In our opinion, this balance sheet presents fairly, in all material respects, the financial position of the Corporation as at March 22, 2000 in accordance with Canadian generally accepted accounting principles.

Chartered Accountants

Calgary, Canada

March 28, 2000

(except Note 3 which is dated ! , 2000)

PORPOISE CAPITAL NETWORK INC.
(Incorporated under the laws of the Province of Alberta)

Balance Sheet as at March 22, 2000

ASSETS

Current

Cash	\$ 135,000
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SHAREHOLDERS' EQUITY

Capital Stock (Note 2)	\$ 135,000
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Approved on behalf of the Board

"Peter Casson"
Peter Casson - Director

"Martin Winstanley"
Martin Winstanley - Director

PORPOISE CAPITAL NETWORK INC.
NOTES TO THE BALANCE SHEET AS AT MARCH 22, 2000

1 - INCORPORATION

The Corporation was incorporated under the *Business Corporations Act* (Alberta) on March 22, 2000 and is classified as a Capital Pool Company as defined in Policy 24 of the Canadian Venture Exchange.

The Corporation is required to complete its major transaction within 18 months of listing on the Canadian Venture Exchange.

The Corporation proposes to identify and evaluate corporations, assets or businesses with a view to their potential acquisition or the acquisition of an interest therein.

2 - SHARE CAPITAL

The Corporation has issued a total of 1,350,000 common shares for cash consideration of \$135,000. These common shares will be held in escrow and shall be released as to 10% thereof on the completion of the Corporation's Qualifying Transaction and as to 15% thereof on each of the 6, 12, 18, 24, 30 and 36 months following the initial release.

The Corporation has reserved 335,000 Common Shares at a price of \$0.20 per share for stock options to be granted to its directors and officers after the issuance of a receipt by the Alberta Securities Commission for this prospectus.

3 - SUBSEQUENT EVENTS

Pursuant to an Agency Agreement dated ! , 2000, the Corporation has committed to file a prospectus offering 2,000,000 common shares at \$0.20 per share to the public. The cost of the issue is estimated to be a total of \$74,000. The agent has agreed to use its best efforts to secure subscriptions for these shares.

Pursuant to the Agency Agreement and subject to the closing of this offering, a single non-transferable option to purchase 200,000 common shares of the Corporation at \$0.20 per common share will be granted to the agent. The option will expire 18 months from the date the shares are posted for trading on the Canadian Venture Exchange.

DATED: March 31, 2000

CERTIFICATE OF THE CORPORATION

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part 8 of the *Securities Act* (Alberta) and Part 9 of the *Securities Act* (British Columbia) and the respective regulations thereunder.

“Peter Casson”

Peter Casson
Chief Executive Officer and Chief Financial Officer

ON BEHALF OF THE BOARD

“Martin Winstanley”

Martin Winstanley
Director

“Lee Richardson”

Lee Richardson
Director

CERTIFICATE OF THE PROMOTER

The foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part 8 of the *Securities Act* (Alberta) and Part 9 of the *Securities Act* (British Columbia) and the respective regulations thereunder.

“Peter Casson”

Peter Casson

DATED: March 31, 2000

CERTIFICATE OF AGENT

To the best of our knowledge, information and belief, the foregoing constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by Part 8 of the *Securities Act* (Alberta) and Part 9 of the *Securities Act* (British Columbia) and the respective regulations thereunder.

Octagon Capital Corporation

Per: "*Allen Emes*" _____

Allen Emes

The following includes the name of every person having an interest, either directly or indirectly, to the extent of not less than 5% in the capital of Octagon Capital Corporation.

Octagon Capital Partners Inc.