This is a preliminary prospectus relating to these securities, a copy of which has been filed with the British Columbia Securities Commission and Alberta Securities Commission but which has not yet become final for the purpose of a distribution. Information contained herein is subject to completion or amendment. The securities may not be sold nor may offers to buy be accepted prior to the time receipts are obtained from the British Columbia Securities Commission and Alberta Securities Commission for the final prospectus.

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. No securities commission or similar authority in Canada has in any way passed upon the merits of the securities offered hereunder and any representation to the contrary is an offence.

These securities have not been and will not be registered under the United States Securities Act of 1933, as amended or the securities laws of any state of the United States of America, and may not be offered or sold in the United States unless registered under applicable securities laws or unless an exemption from such registration is available.

INITIAL PUBLIC OFFERING **DATED: May 24, 2000**

PRELIMINARY PROSPECTUS

INTERCEDENT VENTURES LTD.

(a capital pool company)

Suite 4108
77 King Street West
Box 344
Toronto, Ontario
M5K 1K7

Telephone: (416) 360-8889
Facsimile: (416) 777-9784

Offering of
2,500,000 Common Shares at $0.20 per Share

Intercedent Ventures Ltd. (the "Company") hereby offers through its agent, Yorkton Securities Inc. (the "Agent"), 2,500,000 common shares in the capital of the Company (the "Shares") for sale to the public at a price of $0.20 per Share (the "Offering"). The purpose of this issue is to provide the Company with funds with which to identify and evaluate assets or businesses with a view to completing a Qualifying Transaction (as defined herein) acceptable to the Canadian Venture Exchange (the "Exchange") and the majority of the minority shareholders of the Company. See "Use of Proceeds" and "Business of the Company".

	Price to Public(l)	**Agent's Commission(2)**	**Net Proceeds to Company(3)**
Per Share	$0.20	$0.015	$0.185
Total Offering (4)	$500,000	$37,500	$462,500

(1) The price of this Offering has been determined by negotiation between the Company and the Agent.
(2) A commission equal to 7.5% of the gross proceeds of the Offering or $37,500 and a corporate finance fee of $6,000 plus G.S.T. will be paid to the Agent if the Offering is completed. In addition, the Company will issue to the Agent, if the Offering is completed, a non-transferable option (the "Agent's Option") to acquire up to a total of 250,000 Shares, exercisable at a price of $0.20 per Share for a period ending 18 months from the date of listing of the Shares on the Exchange. See "Plan of Distribution". The Agent's Option is qualified and distributed pursuant to this Prospectus.
(3) Before deduction of the costs of this Offering estimated to be $20,000, not including the fees or commission of the Agent.
(4) A total of 2,500,000 Shares are offered hereunder. A further 250,000 Shares may be acquired on the exercise of the Agent's Option and a further 250,000 Shares may be acquired on the exercise of incentive stock options to be granted to the Company's directors (the "Directors' Options"). The Directors Options are also qualified and distributed pursuant to this Prospectus. See "Share Capital" and "Plan of Distribution".

An investment in the Shares should be considered highly speculative given the proposed nature of the Company's business and the present stage of its development. The Company does not have business operations or assets other than working capital, and has no written or oral agreements for the acquisition of or participation in assets or a business at this time. There is no assurance that the Company will identify assets or businesses which warrant acquisition or participation. Moreover, if a potential asset or business is identified and an acquisition or participation is warranted, additional funds may be required to complete the acquisition or participation and there is no assurance that the Company will be able to obtain such financing. An acquisition financed by the issuance of Shares will result in dilution to investors hereunder and may result in a change of control of the Company. This Offering is suitable only to those investors who are willing to rely solely on the management of the Company and who can afford to lose all of their investment. See "Business of the Company" and "Risk Factors".

A purchaser of Shares under the Offering will incur immediate dilution of 22.2% or $0.044 per Share, assuming no exercise of the Agent's Option or Directors' Options, based on the gross proceeds from this Offering and prior issues of Shares, without deduction of expenses incurred by the Company in connection with this Offering.

INVESTMENTS IN SMALL BUSINESSES INVOLVE A HIGH DEGREE OF RISK AND INVESTORS SHOULD NOT INVEST ANY FUNDS IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR ENTIRE INVESTMENT. SEE "RISK FACTORS".

There is currently no market for the Shares and purchasers of Shares pursuant to this Offering may not be able to dispose of them on a timely basis. An application has been made to conditionally list the Shares on the Exchange. Listing is subject to the Company fulfilling all of the listing requirements of the Exchange. The Exchange may suspend from trading or delist the Shares if the Company fails to complete a Qualifying Transaction within 18 months following the date the Shares are listed on the Exchange.

Upon the completion of the distribution of Shares under this Prospectus, the promoters, insiders, holders of escrowed Shares and the Agent, as a group, will hold, directly or indirectly, an aggregate of 2,000,000 Shares, representing approximately 44% of the issued and outstanding Shares, assuming no exercise of the Agent's Option or Directors' Options. The public will hold, directly or indirectly, an aggregate of 2,500,000 Shares, representing approximately 56% of the issued and outstanding Shares, assuming no exercise of the Agent's Option or Directors' Options.

This Offering is subject to a minimum subscription being received by the Company, being the sale of all of the Shares offered hereunder. See "Plan of Distribution". In accordance with the policies of the Exchange relating to capital pool companies, an individual subscriber may only purchase, directly or indirectly, a maximum of 50,000 Shares, being two percent of the total number of Shares offered hereunder, and an individual subscriber, together with that subscriber's associates and affiliates, may only purchase, directly or indirectly, a maximum 100,000 Shares, being four percent of the total number of Shares offered hereunder.

The Agent hereby offers on a "best efforts" basis, as Agent on behalf of the Company, 2,500,000 Shares at a price of $0.20 per Share. The Shares are conditionally offered, subject to prior sale, if, as and when issued by the Company, and in accordance with the terms and conditions contained in the Agency Agreement referred to under "Plan of Distribution", and subject to the approval of Blake, Cassels & Graydon, Barristers & Solicitors, on behalf of the Company and Anfield Sujir Kennedy & Durno, Barristers & Solicitors, on behalf of the Agent of such legal matters for which approval is specifically sought by the Company or the Agent.

Other than the initial distribution pursuant to this Prospectus, trading in the Shares is not permitted until the time the Shares are posted for trading on the Exchange.

Agent

Yorkton Securities Inc.
10th Floor
Four Bentall Centre
1055 Dunsmuir Street
P.O. Box 49333
Vancouver, BC
V7X 1L4

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SUMMARY OF PROSPECTUS

The following is a summary of the principal features of this Offering and is qualified entirely by the more detailed information contained elsewhere in this Prospectus.

The Company: Intercedent Ventures Ltd. is a company incorporated pursuant to the *Canadian Business Corporations Act* on January 26, 2000. The Company is a capital pool company established pursuant to Exchange Policy 2.4: Capital Pool Companies (the "CPC Policy").

Business of the Company: The principal business of the Company is to identify and evaluate assets and businesses which, if acquired, would provide the basis for listing on the Exchange as a Tier 1 or Tier 2 Company under Exchange Policy 2.1. The Company currently has no business or assets other than working capital, and no plans or agreements for the acquisition of a specific business or asset.

Management:

Dr. William G. Saywell	Chairman and Director
Paul W. Cooper	President, CEO, Secretary and Director
Ian Falconer	Director
Dr. John S. MacDonald	Director
Wade Nesmith	Director

See "Directors, Officers and Promoters".

Offering: The Company is offering to the public, through the Agent, 2,500,000 Shares at a price of $0.20 per Share for gross proceeds of $500,000. The Company will grant to the Agent, if the Offering is completed, the Agent's Option entitling the Agent to purchase up to 250,000 Shares at a price of $0.20 per Share for 18 months from the date of the listing of the Shares on the Exchange. The Agent's Option is qualified and distributed under this Prospectus. In addition, the Company will grant the Directors' Options entitling the directors of the Company to purchase up to 250,000 Shares at a price of $0.20 per Share for five years from the date of grant. The Directors' Options are also qualified and distributed under this Prospectus. See "Plan of Distribution".

Use of Proceeds: The Company expects to receive net proceeds of $462,500 upon the completion of the Offering, which together with working capital as at April 30, 2000 of $181,789, will provide the Company with funds of $644,289. The funds will be used to identify and evaluate assets and businesses, pay administrative expenses for the 12 months following the Offering and pay the remaining expenses in connection with this Offering. Until completion of a Qualifying Transaction, no more than 30% of the aggregate gross proceeds from the issuance of all Shares by the Company may be used for purposes other than identifying and evaluating assets and businesses. The Company may not have sufficient funds to secure or complete an acquisition once identified and evaluated and additional funds may be required. See "Use of Proceeds", "Business of the Company - Method of Financing Acquisitions" and "Risk Factors".

Risk Factors:	An investment in the Shares involves a high degree of risk and should be regarded as speculative due to the present stage of development of the Company. An investment in the Shares is subject to a number of risks, including the following:

The Company does not have business operations or assets other than seed capital and has no written or oral agreements for the acquisition of a business or asset at this time.

There is no assurance that the Company will be able to identify any acquisitions of merit or, if it does identify such an acquisition, that the acquisition will be profitable to the Company. In addition, the Company may not be able to finance the acquisition unless it obtains additional funds.

An acquisition financed by the issuance of Shares could result in a change of control of the Company and may cause further dilution of the interests of the shareholders of the Company.

The Exchange may suspend from trading or delist the Shares if the Company fails to complete a Qualifying Transaction within 18 months following the date the Shares are listed on the Exchange. The Exchange may also refuse to approve a transaction as a Qualifying Transaction at its sole discretion.

The Company is relying solely on the business experience of its directors and officers to identify, negotiate, and complete a Qualifying Transaction of merit. The success of the Company is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Company.

There is currently no public market for the Shares and there can be no assurance that an active public market for the Shares will develop or be sustained after completion of the Offering.

The directors and officers of the Company will not be devoting all of their time to the affairs of the Company, but such time as is required to effectively manage the Company. Some of the directors and officers of the Company are engaged and will continue to be engaged in the search for property, assets or businesses on behalf of themselves and others, including other listed companies.

Purchasers of Shares under the Offering will incur immediate dilution of 22.2% or $0.044 per Share, assuming no exercise of the Agent's Option or Directors' Options, based on the gross proceeds from this Offering and prior issuances of Shares, without deduction of expenses incurred by the Company in connection with the Offering.

As a result of these and other factors, an investment in the Shares should only be made by persons who are willing to rely solely on the management of the Company and who can afford to lose all of their investment.

See "Business of the Company", "Use of Proceeds", "Directors, Officers and Promoters" and "Risk Factors".

CORPORATE STRUCTURE

Name and Incorporation

The Company was incorporated by Articles of Incorporation under the *Canada Business Corporations Act* on January 26, 2000. The Company is a capital pool company pursuant to the CPC Policy and has no subsidiaries or proposed subsidiaries. The registered and records offices of the Company is located at Suite 4108, 77 King Street West, Toronto, Ontario, M5K 1K7.

Intercorporate Relationships

Intercedent Limited currently owns 50% of the Shares of the Company and, after the Offering, will own 22% of such Shares. See "Share Capital - Principal Holders of Shares". Intercedent Limited together with its subsidiary companies is a multi-sectoral consulting and investment firm which advises clients on domestic and international business development matters. More information on Intercedent Limited may be found at its website at www.intercedent.com. Such information shall not be deemed to be incorporated by reference in this Prospectus. Intercedent Limited is the registered owner of the trade-mark "Intercedent", which is used in association with management and marketing consulting services. Intercedent Limited has licenced the trade-mark to the Company for a nominal fee pursuant to a Licencing Agreement between Intercedent Limited and the Company. See "Material Contracts".

BUSINESS OF THE COMPANY

Description and General Development

The principal business of the Company is to identify and evaluate assets and businesses which, if acquired, would provide the basis for listing on the Exchange as either a Tier 1 or Tier 2 Company under Exchange Policy 2.1. The Company currently has no business or assets other than working capital, and no plans or agreements for the acquisition of a specific asset or business.

Identification and Evaluation of Acquisitions

The Company proposes to identify assets or businesses for acquisition in numerous ways, including through discussions with various business associates and contacts of the Company's directors and officers. The Company intends to seek out and identify potential business opportunities that meet the requirements of a "Qualifying Transaction" (defined below). The Company does not propose to acquire a specific type of business or assets and will review prospective acquisition opportunities within the broadest possible range of businesses.

Criteria for Acquisitions

All potential acquisitions will be screened initially by management of the Company to determine their economic viability, utilizing the expertise and experience of the directors and officers. Approval of acquisitions will be made by the board of directors.

The resulting company from the completion of the Qualifying Transaction must satisfy the Exchange's initial listing requirements for its listing category. In the event an acquisition is to be made from a promoter, officer or director of the Company or from an associate or affiliate of any of them, the acquisition must be priced at fair market value as determined by a current valuation report prepared by an independent qualified third party.

Method of Financing Acquisitions

The Company proposes to use cash, bank financing, issuance of treasury shares, private or public financing, or some combination thereof, to finance prospective acquisitions. If treasury shares are issued, such issuance could result in a change of control of the Company and will result in further dilution to investors acquiring Shares pursuant to this Offering.

Shareholder Approval

A "Qualifying Transaction", pursuant to the CPC Policy, is a transaction whereby a capital pool company:

(a) issues or proposes to issue, in consideration for the acquisition of significant assets, common shares or securities convertible, exchangeable or exercisable into common shares which, if fully converted, exchanged or exercised would represent more than 25 percent of its common shares issued and outstanding immediately prior to the issuance;

(b) enters into an arrangement, amalgamation, merger or reorganization with another company with significant assets, whereby the ratio of securities which are distributed to the securityholders of the capital pool company and the other company results in the securityholders of the other company acquiring control of the resulting entity; or

(c) otherwise acquires significant assets,

but excludes a transaction which consists solely of the issuance for cash by a capital pool company of common shares or securities convertible, exchangeable or exercisable into common shares representing more than 25 percent of its securities issued and outstanding immediately prior to the issuance. For the purposes of the foregoing, the phrase "significant assets" means one or more assets or businesses which, when acquired by the capital pool company, together with any other concurrent transactions, results in the company meeting the minimum listing requirements of the Exchange.

Once a proposed Qualifying Transaction has been identified and evaluated, the Company must seek approval therefor from the Exchange and the shareholders of the Company. The Company must submit the Qualifying Transaction to a meeting of its shareholders for "majority of the minority" approval. The Qualifying Transaction must be approved by at least 50 percent plus one vote of the votes cast by shareholders voting at a properly constituted meeting of the shareholders of the Company, other than Related Parties to the Company and Related Parties to the Qualifying Transaction.

Related Parties to the Company include:

(a) promoters, officers, directors, control persons and other insiders of the Company; and

(b) associates and affiliates of such persons.

Related Parties to the Qualifying Transaction include:

(a) the vendors of significant assets being acquired, a company that is the owner of significant assets and whose shares are being acquired and the promoters, officers, directors and other insiders of such parties and their associates and affiliates; and

(b) all other parties associated with the Qualifying Transaction and their associates and affiliates.

The Company must provide its shareholders with, among other things, an information circular containing full, true and plain disclosure of all material facts relating to a proposed Qualifying Transaction for consideration prior to the meeting. The information circular must be submitted to the Exchange for approval prior to distribution to the shareholders, and must contain prospectus level disclosure in relation to the Qualifying Transaction in accordance with the securities laws of all applicable jurisdictions and the requirements of the Exchange.

Notwithstanding that a transaction may meet the definition of a Qualifying Transaction, the Exchange may not approve a Qualifying Transaction where the Company fails to meet the minimum listing requirements of the Exchange for a venture company upon completion of the Qualifying Transaction, or for any other reason at the sole discretion of the Exchange. In addition, the Exchange may suspend from trading or delist the Shares where the Company has failed to complete a Qualifying Transaction within 18 months of the date of listing of the Shares.

Administration

The Company's budget for administrative expenses has been prepared for a 12 month period. The Company's administrative expenses are estimated to average approximately $2,650 per month as follows:

	Monthly	12 Month Period
Accounting and Auditing fees	$ 500	$ 6,000
Bank charges	50	600
Legal fees	500	6,000
Office rent, supplies and equipment	1,000	12,000
Printing costs	100	1,200
Filings and filing fees	200	2,400
Transfer agent fees	300	3,600
Total	$ 2,650	$ 31,800

The foregoing budget is based on the Company's projected monthly administrative expenses. There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary, or expenses in a category may be less than or may exceed the amount budgeted. The Company will redirect funds only in accordance with the Exchange's policies.

USE OF PROCEEDS

The net proceeds to be received by the Company from the Offering are estimated to be $462,500 and, together with working capital as at April 30, 2000 of $181,789, the Company will have available funds of $644,289 to be used for the following purposes:

1.	Estimated remaining costs of this issue, including legal, audit and printing costs, listing fees and the Agent's expenses(1)	$ 11,789
2.	Estimated general and administrative expenses for the 12 months following the Offering	31,800
3.	Identifying, evaluating and making potential acquisitions	600,700(2) (3)
	Total:	$ 644,289

Notes:

(1) Total costs of this issue are estimated to be $30,000 of which the Company has paid the following: $2,113 for legal, audit and other expenses and $16,098 of deferred share issuance costs including $6,000 for the Agent's corporate finance fee (exclusive of GST).

(2) In the event that the Company identifies an acquisition or participation prior to spending the entire sum on identifying and evaluating a participation in businesses or assets, the Company may use such funds to finance the acquisition of or participation in such business or assets.

(3) In the event the Agent exercises the Agent's Option, there will be available to the Company a maximum of $50,000 which will be added to the working capital of the Company. See "Plan of Distribution".

The CPC Policy requires that, until completion of the Qualifying Transaction and except as otherwise provided by the CPC Policy, all proceeds from sales of Shares, including proceeds from sales made prior to the date of this Prospectus, must be utilized by the Company:

(1) to identify and evaluate assets or business (e.g., for expenses such as business valuations and engineering reports);

(2) for fees for legal advice relating to the identification and evaluation of assets or businesses and the obtaining of shareholder approval for a Qualifying Transaction; and

(3) for deposits in the maximum aggregate amount of $100,000, of which up to $25,000 may be non-refundable.

At least 70% of the gross proceeds from the issuance of all Shares shall be used for the purposes described above. Until completion of the Qualifying Transaction, no more than 30% of the gross proceeds can be used for purposes other than as described above, including the following:

(a) listing and filing fees;

(b) Agent’s fees or commissions;

(c) other securities issuance costs including legal and audit expenses relating to the preparation and filing of this Prospectus; and

(d) administrative and general expenses, including office supplies, office rent and related utilities, printing costs (including printing of this Prospectus), equipment leases (provided that no proceeds shall be used to acquire or lease a vehicle) and fees for legal advice other than for those matters described in (1) above.

Until completion of a Qualifying Transaction, the Company may not make any payment, direct or indirect, to any Related Party by any means, including remuneration (which includes salaries, consulting fees, management fees, finder’s fees, loans, advances and bonuses) and deposits and similar payments.

Moreover, no such payments shall be made to any Related Party on or after the completion of a Qualifying Transaction if it relates to services rendered or obligations incurred prior to or in connection with the Qualifying Transaction. However, the Company may compensate a Related Party for reasonable expenses for office supplies, office rent and related utilities, equipment leases, and legal 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 Company), and may reimburse a Related Party for reasonable out-of-pocket expenses incurred in pursuing the Company’s business.

DIRECTORS, OFFICERS AND PROMOTERS

General

The following is a list of the current directors, officers and promoters of the Company, their municipalities of residence, their current positions with the Company, their principal occupations during the past five years and the number of Shares beneficially owned, directly or indirectly, or over which control or direction is exercised by them. In addition, Intercedent Limited may be considered a promoter of the Company.

Name, Municipality of Residence and Position Held	**Principal Occupation**	**Common Shares Held After Offering**[(2) (3)]	
Dr. William G. Saywell C.M.[(1)] Vancouver, B.C. *Chairman and Director*	Vice Chairman of Intercedent Limited since 2000; President and Chief Executive Officer of Asia Pacific Foundation of Canada from 1993 to 1999; President and Vice Chancellor of Simon Fraser University from 1983 to 1993; Director of Westcoast Energy Inc. since 1992, Western Garnet International Ltd. since 1995 and Bank of Tokyo - Mitsubishi (Canada) since 1998.	200,000	4.4%
Paul W. Cooper[(1)] Toronto, ON *President, Chief Executive Officer, Secretary, Director and Promoter*	Vice President of Intercedent Limited since 1999; Manager (Corporate Finance) at Schroder Investment Bank from 1996 to 1998; Associate Manager (Corporate Finance) at Schroder Investment Bank from 1994 to 1996.	200,000	4.4%
Ian Falconer Vancouver, B.C. *Director*	Chairman of Western Garnet International Ltd. since 1988; Director of Beringer Gold Corporation from 1996 to 1997.	200,000	4.4%
Dr. John S. MacDonald O.C. Vancouver, B.C. *Director*	Chairman of the Institute for Pacific Ocean Science and Technology since 1999; Chairman of MacDonald Dettwiler & Associates Ltd. from 1982 to 1998, and CEO from 1969 to 1982; Member of APEC Advisory Counsel since 1998; Director of First Step Ventures Corporation since 1999, Norsat International Inc. since 1998, ST Systems Inc. since 1995, Ucounsel Corporation since 1999 and Analytical Spectral Devices Inc. since 1993.	200,000	4.4%

Name, Municipality of Residence and Position Held	Principal Occupation	Common Shares Held After Offering[(2) (3)]	
Wade Nesmith [(1)] North Vancouver, B.C. *Director*	Partner of Nesmith & Associates since 1999; President of Nesmith Capital Corp since 1998; lawyer at Lang Michener Lawrence & Shaw from 1993 to 1998; Superintendent of Brokers for British Columbia from 1989 to 1992; Director of Westport Innovations Inc. since 1996, Enwave Corporation since 1999, Voyageur Film Capital Corp. since 1999, Energas Resources Ltd. since 1996 and GFM Resources Ltd. since 1996; Vice President of Xenex Innovations Ltd. since 1999; Secretary of Kingsway International Holdings Limited since 1991.	200,000	4.4%

(1) Member of the Company's audit committee.
(2) These shares are subject to escrow restrictions. See “Share Capital – Escrowed Shares”.
(3) Assuming no exercise of the Agent’s Option or Directors’ Options. See “Share Capital - Options and Other Rights to Purchase Shares”.

Dr. William G. Saywell C.M. (Age 63)

Dr. Saywell is Vice Chairman of Intercedent Limited, a domestic and international consulting and investment group with offices in Toronto, Singapore and Beijing. Further information on Intercedent Limited may be found at its website at www.intercedent.com. Prior to joining Intercedent Limited, Dr. Saywell was President and Chief Executive Officer of the Asia Pacific Foundation of Canada and a director of Spar Aerospace Limited. He was also formerly President and Vice Chancellor of Simon Fraser University. Dr. Saywell serves as director of several public and private companies including Westcoast Energy Inc., Western Garnet International Ltd. and the Bank of Tokyo-Mitsubishi (Canada).

Paul W. Cooper (Age 38)

Mr. Cooper is Vice President of Intercedent Limited. He assists clients in their corporate development and fund raising and is responsible for Intercedent Limited’s investment activities. Before joining Intercedent Limited, he worked in the corporate finance department of the Schroder Investment Bank based in Hong Kong and Shanghai, where he led a team advising multinational clients in relation to investment practices in China, onshore and offshore investment structuring and enterprise valuation, and assisted several companies in their listing on the Stock Exchange of Hong Kong Limited. Mr. Cooper is called to the bar in the Province of Ontario and previously practised law in Toronto.

Ian Falconer (Age 70)

Mr. Falconer is currently Chairman of Western Garnet International Ltd. He was formerly a senior partner at Midland Doherty. Mr. Falconer served for 12 years as a Governor of the Vancouver Stock Exchange and for two years as its Chairman. He was a member of the Board of Governors of Simon Fraser University for eight years. Mr. Falconer was formerly the Chairman of Beringer Gold Corp. and has served as a director of several companies listed on the Toronto, Vancouver and Alberta Stock Exchanges. He was the founder of the Canadian Springs Water Company Limited.

Dr. John S. MacDonald O.C. (Age 63)

Dr. MacDonald is the co-founder and a former CEO and Chairman of MacDonald Dettwiler & Associates Ltd. He is currently Chairman of the Institute for Pacific Ocean Science and Technology, a Member of the APEC Business Advisory Council representing Canada and a consultant to businesses. He is also a member of several advisory councils at the University of British Columbia, as well as a member of the National Satellite Land Remote Sensing Data Archive Advisory Committee for the United States Department of the Interior. Dr. MacDonald currently serves as a director of First Step Ventures Corporation, Norsat International Inc., ST Systems Inc., Ucounsel Corporation and Analytical Spectral Devices Inc.

Wade Nesmith (Age 48)

Mr. Nesmith is the principal of Nesmith & Associates, a law firm focusing on regulatory matters in the securities area. In addition, Mr. Nesmith is President of Nesmith Capital Corp., a small merchant bank providing consulting services to a broad range of companies and individuals involved in the capital markets. Prior to establishing these two businesses, Mr. Nesmith was a partner with the national law firm of Lang Michener Lawrence & Shaw. He is also the former Superintendent of Brokers for British Columbia. Mr. Nesmith is a director of Westport Innovations Inc., EnWave Corporation, Voyageur Film Capital Corp., Energas Resources Ltd. and GFM Resources Limited. In addition, Mr. Nesmith is Secretary of Kingsway International Holdings Limited and Vice-President of Xenex Innovations Ltd., and is a member of the Pacific Region District Council for the Investment Dealers Association of Canada.

Aggregate Ownership of Securities

Upon the completion of the Offering, the directors, officers, promoters and other members of management of the Company, as a group, will own, directly or indirectly, 2,000,000 Shares of the Company, representing approximately 44% of the Shares then issued and outstanding. Intercedent Limited owns 1,000,000 of such Shares representing approximately 22% of the Shares then issued and outstanding.

Other Reporting Companies

Within the past five years, the directors, officers and promoters of the Company have been directors, officers or promoters of the reporting companies listed below:

Name	Name of Reporting Company	Position	Period
Ian Falconer	Western Garnet International Ltd.	Chairman	1988 – present
	Beringer Gold Corporation	Chairman	1996 – 1997
Dr. John S. MacDonald	MacDonald Dettwiler & Associates Ltd.	Chairman	1993 – 1995
	ST Systems Inc.	Director	1995 – present
	Norsat International Inc.	Director	1998 – present
	First Step Ventures Corporation	Director	1999 – present
Wade Nesmith	Energas Resources Ltd.	Director	1996 - present
	GFM Resources Ltd.	Director	1996 - present
	Westport Innovations Inc.	Director	1996 - present
	EnWave Corporation	Director	1999 - present
	Voyageur Film Capital	Director	1999 - present
	Xenex Innovations Ltd.	Vice-President	1999 - present
	Kingsway International Holdings Limited	Secretary	1991 - present
	Belcarra Motors Corp.	Director	1993 - 1995
	Sinorank Petroleum Resources Limited	Director	1994 - 1996
Dr. William G. Saywell	Westcoast Energy Inc.	Director	1992 - present
	Western Garnet International Ltd.	Director	1995 - present
	Bank of Tokyo - Mitsubishi (Canada)	Director	1998 - present
	Spar Aerospace Limited	Director	1993 - 1999

Corporate Cease Trade Orders or Bankruptcies

No director, officer or promoter of the Company is, or has been within the past five years, a director, officer or promoter of any other company that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemptions for a period of more than 30 consecutive days, or was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

John Gruetzner and Graham Watson are the shareholders of Intercedent Limited, which owns 1,000,000 Shares of the Company. Mr. Gruetzner and Mr. Watson are, or within the past five years have been, directors, officers or promoters of the following companies:

<table>
<tr><th>Name</th><th>Name of Reporting Company</th><th>Position</th><th>Period</th></tr>
<tr><td rowspan="2">John Gruetzner</td><td rowspan="2">Paige Innovations</td><td>Director</td><td>1997 - Present</td></tr>
<tr><td>Chairman</td><td>1998 - Present</td></tr>
<tr><td rowspan="2">Graham Watson</td><td rowspan="2">Reinsurance Group of America Incorporated</td><td>Executive Vice-President, Market Development</td><td>1996</td></tr>
<tr><td>Executive Vice-President and Chief Marketing Officer</td><td>1996 - Present</td></tr>
</table>

Except as discussed below, neither Mr. Gruetzner nor Mr. Watson is, or has been within the past five years, a director, officer or promoter of any other company that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any statutory exemptions for a period of more than 30 consecutive days, or was declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that person.

Mr. Gruetzner has served as a director of Paige Innovations Inc. ("Paige") since June 25, 1997 and was appointed Chairman, President and Secretary on November 20, 1998 upon the resignation of Paige's then current Chairman. As a result of not preparing and filing financial statements, Paige was the subject of cease-trade orders issued by the Ontario Securities Commission, the British Columbia Securities Commission and the Quebec Securities Commission in November 1999 and was delisted from The Toronto Stock Exchange on or about January 15, 1999. The financial statements were not prepared due to Paige's lack of financial and administrative resources resulting from certain intellectual property and contract litigation initiated by Paige in the United States at that time. In February 1999, during Mr. Gruetzner's term as Chairman and President, Paige settled such litigation and the defendants therein paid $2,000,000 to Paige in settlement thereof. Paige is currently in the process of preparing financial statements and intends to have such cease-trade orders lifted.

Neither Mr. Gruetzner nor Mr. Watson has, within the ten years prior to the date of this Prospectus, been subject to any penalties or sanctions imposed by a court or securities regulatory authority relating to trading in securities, promotion or management of a publicly traded company, or theft or fraud.

Neither Mr. Gruetzner nor Mr. Watson is, or has within the five years prior to the date of this Prospectus been, declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Penalties or Sanctions

No director, officer, promoter or control person of the Company has within the ten years prior to the date of this Prospectus, been subject to any penalties or sanctions imposed by a court or securities regulatory authority relating to trading in securities, promotion or management of a publicly traded company, or theft or fraud.

Individual Bankruptcies

No director, officer or promoter of the Company is, or has within the five years prior to the date of this Prospectus, been declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Conflicts of Interest

Conflicts of interest may arise as a result of the directors, officers, promoters and other members of management of the Company holding positions as directors and/or officers of other companies. Some of the directors and officers of the Company have been and will continue to be engaged in the identification and evaluation of assets and businesses, with a view to potential acquisitions of businesses and assets on their own behalf and on behalf of other companies, and situations may arise where such directors and officers will be in direct competition with the Company. Conflicts, if any, will be subject to the procedures and remedies under the *Canada Business Corporations Act*. See "Risk Factors".

INDEBTEDNESS OF DIRECTORS, OFFICERS AND PROMOTERS

No director, officer, promoter or other member of management or any associate or affiliate of any of them is or has been indebted to the Company at any time.

PAYMENTS TO INSIDERS AND PROMOTERS

Executive Compensation

No remuneration has been paid by the Company to any director or officer since its incorporation. Pursuant to the CPC Policy, no remuneration, consulting fees, deposits or similar payments may be paid to or accrued for the benefit of a Related Party of the Company and no remuneration may be paid by the Company to any individual or entity providing investor or public relations services before completion of a Qualifying Transaction. See "Use of Proceeds".

Options

Following issuance of final receipts for this Prospectus, the Company will grant the Directors' Options to purchase up to a total of 250,000 Shares at a price of $0.20 per share for a period of five years from the date of grant, as follows:

Name	Securities Under Options To Be Granted	Market Value of Options on the Date of Grant
Dr. William G. Saywell	50,000	Nil
Paul W. Cooper	50,000	Nil
Ian Falconer	50,000	Nil
Dr. John S. MacDonald	50,000	Nil
Wade Nesmith	50,000	Nil

Related Party Transactions

The Company has not acquired assets or services from any insider, promoter or member of management of the Company or their respective associates and affiliates.

RISK FACTORS

No Operating History

The Company does not have business operations or assets other than working capital, and has no written or oral agreements for the acquisition of a business or assets at this time. There is no established market for the Shares. This Offering should be considered highly speculative due to the proposed nature of the Company's business and the fact that the Company was only recently incorporated and has no substantial assets other than cash. The Company has neither a history of earnings nor has it paid dividends. The Company is unlikely to realize earnings or pay dividends in the immediate or foreseeable future.

No Proposed Business

There is no assurance that the Company will be able to identify acquisitions of merit, or that if it does identify such an acquisition, that the acquisition will be profitable. As at the date of this Prospectus, the Company has not identified any potential business or assets for acquisition.

Requirement for Additional Financing

The net proceeds from this Offering will be sufficient to identify only a limited number of businesses or assets and, if so identified, the Company may not be able to finance the acquisition unless it obtains additional funds. There is no assurance that the Company will be able to secure financing or that such financing will be obtained on terms favourable to the Company. Failure to obtain adequate financing could result in significant delays in identifying, or the inability to identify, a Qualifying Transaction and the Company may become at risk for delisting or cease trading. In addition, an acquisition financed by the issuance of common shares in the capital of the Company could result in a change of control of the Company and may cause the shareholders' interests in the Company to be further diluted. See "Business of the Company - Method of Financing Acquisitions".

Possible Trading Suspension or Delisting

The Exchange may suspend from trading or delist the Shares if the Company fails to complete a Qualifying Transaction within 18 months following the date the Shares are listed on the Exchange. The Exchange will review the expenses, disclosure, trading history and other transactions undertaken by the Company during the listing of its Shares to determine compliance with Exchange policies. The Exchange may refuse to accept a transaction as a Qualifying Transaction if significant concerns arise from its review and where, among other things, the Company fails to meet the minimum listing requirements prescribed by the Exchange upon completion of the Qualifying Transaction, or the consideration proposed to be paid by the Company in connection with the transaction is objectionable to the Exchange.

Reliance on Management

The Company is relying solely on the past business experience and success of its directors and officers to identify, negotiate, and complete a Qualifying Transaction of merit. The success of the Company is dependent upon the efforts and abilities of its management team. The loss of any member of the management team could have a material adverse effect upon the business and prospects of the Company. See "Directors, Officers and Promoters".

No Public Market

There is currently no public market for the Shares of the Company and there can be no assurance that an active public market will develop or be sustained after the Offering.

Directors' and Officers' Involvement in Other Projects

The directors and officers of the Company will not be devoting all of their time to the affairs of the Company, but will be devoting such time as required to effectively manage the Company. Some of the directors and officers of the Company are engaged and will continue to be engaged in the search for businesses and assets on their own behalf and on behalf of others, including other listed companies. Accordingly, conflicts of interest may arise from time to time. Any conflicts will be subject to the procedures and remedies under the *Canada Business Corporations Act*.

Dilution

Purchasers of Shares under the Offering will incur immediate dilution of 22.2% or $0.044 per Share, assuming no exercise of the Agent's Option or Directors' Options, based on the gross proceeds from this Offering and prior issues of Shares, without deduction of expenses incurred by the Company in connection with the Offering.

As a result of these factors, this Offering is only suitable for those investors who are willing to rely on management of the Company and who can afford to lose their entire investment.

SHARE CAPITAL

Existing and Proposed Share Capital

The authorized capital of the Company consists of an unlimited number of common shares without par value and an unlimited number of preferred shares without par value. As at the date hereof, there are 2,000,000 common shares issued and outstanding as fully paid and non-assessable Shares and no preferred shares outstanding. In addition, there are 250,000 common shares reserved for issuance pursuant to the Agent's Options and 250,000 common shares reserved for issuance pursuant to the Directors' Options. The common shares rank equally within their class as to dividends, voting rights, participation in assets and in all other respects. The issued shares are not subject to call or assessment nor pre-emptive or conversion rights. There are no provisions attached to such shares for redemption, purchase for cancellation, surrender or sinking or purchase funds.

As at the date of this Prospectus, the Company has no outstanding loans or other debt obligations.

The following table sets forth the Company's share capital both before and after the issuance of the Shares upon completion of the Offering:

	Number of Issued Shares	**Price per Share**	**Total Consideration**(3)
Prior sales of Shares	2,000,000 (1)	$0.10	$200,000
Offering	2,500,000	$0.20	$500,000
Issued upon completion of Offering	4,500,000 (2)	N/A	$700,000

(1) These shares are subject to escrow restrictions. See "- Escrowed Shares".
(2) Excludes the common shares to be issued upon the exercise of the Agent's Option or Directors' Options. See "Plan of Distribution".
(3) Before deduction of share issuance expenses and Offering expenses.

Options and Other Rights to Purchase Shares

As at the date of this Prospectus, the Company intends to issue the following options, warrants or other rights to purchase its securities:

Agent's Option

Subject to the completion of the Offering, the Company will grant the Agent the Agent's Option entitling it to purchase up to a total of 250,000 Shares at a price of $0.20 per Share at any time up to the close of business 18 months from the day the Shares are listed for trading on the Exchange. See "Plan of Distribution". Up to 50% of the total number of Shares issuable pursuant to the exercise of the Agent's Option may be sold by the Agent prior to the completion by the Company of a Qualifying Transaction. The balance may only be sold following the completion of a Qualifying Transaction which has been accepted for filing by the Exchange.

Directors' Options

Following the issuance of final receipts for this Prospectus, the Company will grant the Directors' Options to purchase up to 250,000 Shares at a price of $0.20 per share for a period of five years from the date of grant. See "Plan of Distribution" and "Payments to Insiders and Promoters – Options".

There are no assurances that the Agent's Option or Directors' Options described above will be exercised in whole or in part.

Fully Diluted Share Capital

Shares Issued or Allotted	Number of Shares	Percentage of Total
Issued as of the date of this Prospectus	2,000,000	40%
Total Offering	2,500,000	50%
Reserved for future issuance as of the date of this Prospectus [(1)]	500,000	10%
Total:	5,000,000	100%

(1) Up to 250,000 Shares may be issued upon the exercise of the Agent's Option and up to 250,000 Shares may be issued upon exercise of the Directors' Options. See "- Options and Other Rights to Purchase Shares".

Principal Holders of Shares

To the knowledge of the directors and officers of the Company, as of the date hereof, the only person that beneficially owns, directly or indirectly, or exercises control or direction over, more than 10 percent of the issued and outstanding Shares of the Company is as follows:

Name	Number of Shares	Percentage Prior to Offering	Percentage After Offering
Intercedent Limited[(1)]	1,000,000	50%	22%

(1) Intercedent Limited is a private company the shares of which are owned 50% by John Gruetzner and 50% by Graham Watson. Dr. William G. Saywell is Vice Chairman and Paul W. Cooper is Vice President of Intercedent Limited.

Escrowed Shares

In accordance with the policies of the Exchange, all Shares of the Company issued prior to the Offering at a price less than the price of the Shares offered pursuant to this Prospectus are subject to escrow restrictions. In addition, any Shares beneficially owned, directly or indirectly, at the time of the Offering, acquired pursuant to the Offering, or acquired from the Company after the completion of the Offering but prior to completion of the Qualifying Transaction by Related Parties to the Company are required to be held in escrow in accordance with the policies of the Exchange.

Any Shares acquired by Related Parties pursuant to the exercise of incentive stock options will also be subject to escrow restrictions as will all Shares acquired by a control person of the Company in the secondary market prior to the completion of the Qualifying Transaction. A control person generally is a person who holds more than 20% of the voting rights attached to the outstanding Shares or each person in a combination of persons, acting in concert by virtue of an agreement, arrangement, commitment, or understanding, which holds in total a sufficient number of the voting rights attached to all outstanding Shares to affect materially the control of the Company.

Shares subject to escrow restrictions (except those acquired pursuant to the exercise of stock options) will be released pro rata to the shareholders as to 10% following issuance of the final notice by the Exchange in respect of the Qualifying Transaction and 15% each six months following the initial release. Any Shares acquired by Related Parties pursuant to the exercise of incentive stock options will be released from escrow upon completion of the Qualifying Transaction.

Subject to certain limited exceptions, all securities which will be issued to "Principals" in connection with a Qualifying Transaction are also required to be held in escrow pursuant to Exchange Policy 5.4 ("Policy 5.4"). Under Policy 5.4, "Principal" includes the following:

(a) a promoter of the issuer;

(b) a director or senior officer of the issuer or of a material operating subsidiary of the issuer;

(c) a person that beneficially owns or exercises control or direction over, in aggregate, more than 20% of the voting shares of the issuer;

(d) a person that beneficially owns or exercises control or direction over, in aggregate, more than 10% of the voting shares of the issuer and has selected or has the right to select one or more directors or senior officers of the issuer, or one or more directors or senior officers of the issuer is also a director or officer, of, or beneficially owns or exercises control or direction over, in aggregate, more than 10% of the outstanding voting shares of that person;

(e) a company, 20% or more of the voting shares of which are, in aggregate, beneficially owned by, or over which control or direction is exercised by, any of the persons referred to in (a) - (d) above; or

(f) an associate of a person referred to in (a) - (e) above.

Any securities issued to any other person in conjunction with or contemporaneous to the Qualifying Transaction may also be subject to escrow requirements pursuant to Policy 5.4

In the event a Qualifying Transaction is not completed, the escrowed Shares will not be released from escrow. The following are particulars of the Shares held in escrow as of the date of this Prospectus:

Designation of Class	**No. of Shares Held in Escrow**	**Percentage of Class Before Offering**	**Percentage of Class After Offering** (1)
Common	2,000,000	100%	44.4%

(1) Excludes 500,000 Shares to be issued upon the exercise of the Agent's Option and Directors' Options.

In accordance with the policies of the Exchange, all Shares of the Company issued prior to the Offering at a price less than the price of the Shares offered hereunder are subject to escrow restrictions. The following Shares of the Company were issued at a price of $0.10 per Share to the directors of the Company and other "seed" shareholders:

Name	Number of Escrowed Shares
Dr. William A Saywell	200,000
Paul W. Cooper	200,000
Ian Falconer	200,000
Dr. John S. MacDonald	200,000
Wade Nesmith	200,000
Intercedent Limited	1,000,000

Escrow Agreement

The Company and the above-named owners of Shares have entered into an Escrow Agreement with Pacific Corporate Trust Company (the "Trustee") dated for reference •, 2000 in respect of the above-noted Shares. The Escrow Agreement provides that the Shares may not be sold, assigned, hypothecated, transferred within escrow or otherwise dealt with in any manner without the prior written consent of the Exchange. The escrowed Shares will be released pro rata to the shareholders as to 10% following issuance of a final notice by the Exchange in respect of a Qualifying Transaction and 15% each six months after the initial release. In the event of bankruptcy or death of a holder of escrowed Shares, the Trustee may transmit the Shares in accordance with the terms of the Escrow Agreement to a person legally entitled to the Shares, but, notwithstanding such transmission, the Shares will remain in escrow and subject to the Escrow Agreement.

DIVIDEND RECORD AND POLICY

The Company has not paid any dividends since incorporation and it has no plans to pay dividends. The directors of the Company will determine if and when dividends should be declared and paid in the future based on the Company's financial position at the relevant time. All of the common shares of the Company are entitled to an equal share in any dividends declared and paid.

PLAN OF DISTRIBUTION

The Offering

The Company, through the Agent, hereby offers to the public through the facilities of the Exchange 2,500,000 Shares at a price of $0.20 per Share.

The Offering will be made in accordance with the rules and policies of the Exchange and will close on a day (the "Closing Date") determined by the Agent and the Company, with the consent of the Exchange, within a period of 90 days from the date a receipt for this (final) Prospectus is issued by the British Columbia Securities Commission. The Agent will deliver the net proceeds of the Offering to the Company on the Closing Date.

Until all of the Shares offered by this Prospectus are sold, all subscription monies will be deposited with and held by the Agent. If all of the Shares are not sold within the prescribed offering period, then all subscription proceeds held by the Agent will be returned to investors in full without deduction or interest.

In accordance with the rules and policies of the Exchange, the Agent is required to give full client preference of 100 percent of the Offering for purchase by retail clients. Clients of the Agent will have preference, to the extent there is demand, for 100 percent of the Offering. The Agent may allocate the Offering among its clients as it may determine in its sole discretion. If client demand is less than 100 percent of the Offering, the difference between the total Offering and client demand may be allocated to the Agent and other members of the Exchange, and their partners, directors, officers, registered representatives and employees. Notwithstanding the foregoing, pursuant to the CPC Policy, an individual subscriber may purchase, directly or indirectly, a maximum of 50,000 Shares, being two percent of the total number of Shares offered hereunder, and an individual subscriber, together with that subscriber's associates and affiliates, may only purchase, directly or indirectly, a maximum of 100,000 Shares, being four percent of the total number of Shares offered hereunder.

Other than as described herein, there are no payments in cash, securities or other consideration being made, or to be made, to a promoter, finder, or any other person or company in connection with this Offering. The directors, officers and other insiders of the Company may purchase Shares from this Offering, provided however that any Shares so purchased will be subject to the escrow restrictions described under "Share Capital - Escrowed Shares".

Appointment of Agent

By agreement (the "Agency Agreement") dated for reference May 1, 2000, the Company appointed the Agent as its agent for the Offering. Under the terms of the Agency Agreement, the Company has agreed to pay to the Agent a commission of 7.5% of the price of each Share sold pursuant to the Offering and a corporate finance fee of $6,000 plus G.S.T. The price of the Shares and the commission payable to the Agent was established by negotiations between the Company and the Agent.

Subject to the completion of the Offering, the Company has also granted to the Agent the Agent's Option described below.

The Agent reserves the right to offer selling group participation, in the normal course of the brokerage business, to selling groups of other licensed dealers, brokers and investment dealers, who may or may not be offered part of the commission or Agent's Option to be received by the Agent pursuant to the Agency Agreement.

The obligations of the Agent under the Agency Agreement may be terminated at any time before the closing of the Offering and the listing of the Shares on the Exchange at the Agent's discretion on the basis of the assessment of the state of the financial markets and may also be terminated at any time on the occurrence of certain stated events.

The Company has also granted the Agent a right of first refusal to act as the Company's agent in respect of any further equity financing that the Company requires or proposes to obtain prior to expiration of a Qualifying Transaction.

The Agent may also be retained as a sponsor of the Company at the time the Company proceeds with a Qualifying Transaction.

As at the date of this Prospectus, the Agent owns no Shares of the Company.

Agent's Option

Pursuant to the Agency Agreement and subject to the completion of the Offering, the Company will grant the Agent the Agent's Option entitling it to purchase up to a total of 250,000 Shares in the capital of the Company, exercisable at a price of $0.20 per share for a period of 18 months from the day the Shares are listed for trading on the Exchange. In accordance with the CPC Policy, up to fifty percent of the Shares issuable to the Agent upon the exercise of the Agent's Option may be sold by the Agent prior to the completion of the Qualifying Transaction. The balance may only be sold by the Agent once the Company has completed the Qualifying Transaction.

The Agent's Option will contain, among other things, anti-dilution provisions and provisions for the appropriate adjustment in the class, number and price of the Shares issuable pursuant to any exercise thereof upon the occurrence of certain events, including any subdivision, consolidation or reclassification of the Shares, the payment of stock dividends or the amalgamation of the Company.

The Agent's Option is qualified and distributed pursuant to this Prospectus.

Ownership of Shares

At the time of the listing of the Shares, the aggregate number of Shares that may be owned, directly or indirectly, by the Agent, its employees or affiliates, and the associates of any of them, cannot exceed 20% of the total issued and outstanding listed Shares, excluding Shares reserved for future issuance.

Directors' Options

Following issuance of final receipts for this Prospectus, the Company will enter into incentive stock option agreements with the directors of the Company, whereby the Company will grant to the directors non-transferable options to acquire up to 250,000 Shares as follows:

Name	Securities Under Options To Be Granted	Market Value of Options on the Date of Grant
Dr. William G. Saywell	50,000	Nil
Paul W. Cooper	50,000	Nil
Ian Falconer	50,000	Nil
Dr. John S. MacDonald	50,000	Nil
Wade Nesmith	50,000	Nil

The options granted will be exercisable in whole or in part from time to time, subject to all of the terms and conditions of the incentive stock option agreements, at a price of $0.20 per Share expiring five years from the date of grant. The options may be transferred only by will or by the laws of dissent and distribution and will be exercisable during the lifetime of the director only by the director. If the director ceases to be a director of the Company for any reason, except death or disability, the option, to the extent that it would have been exercisable by the director on the date he ceases to be director, may be exercised by the director no later than three months after such date, but in any event no later than the expiry date. If the director ceases to be a director because of his death or disability, then the option, to the extent that it is exercisable by the director on the date he ceases to be a director, may be exercisable by the director or his legal representative no later than 12 months after such date, but in any event no later than the expiry date.

DESCRIPTION OF SECURITIES OFFERED

This Prospectus is qualifying the distribution of 2,500,000 Shares, the distribution of the Agent's Option and the distribution of the Directors' Options. For a description of the Shares, see "Share Capital". For a description of the Agent's Option and Directors Options, see "Plan of Distribution".

SPONSORSHIP AND FISCAL AGENCY AGREEMENTS

The Company has not entered into any separate sponsorship or fiscal agency agreements and has no plans to enter into any such agreements in the near future, although the Agent has agreed under the Agency Agreement to act as the Company's sponsor in respect of its listing on the Exchange. The Company, however, will be required to obtain sponsorship by an Exchange member firm at the time the Company enters into a Qualifying Transaction. See "Business of the Company".

INVESTOR RELATIONS AGREEMENTS

The Company has not entered into any written or oral agreement or understanding with any person to provide any promotional or investor relations services for the Company or its securities.

RELATIONSHIP BETWEEN COMPANY OR SELLING SECURITYHOLDER AND AGENTS

The Company is not a related party or connected party, as those terms are defined in the *Securities Rules* (British Columbia), of the Agent, nor are any securities being offered from the holdings of a selling securityholder who is a related or connected party to the Agent.

RELATIONSHIP BETWEEN COMPANY AND PROFESSIONAL PERSONS

Except as disclosed herein, there is no beneficial interest, direct or indirect, in any securities or property of the Company, or of an associate or affiliate of the Company, held by a professional person as referred to in section 106(2) of the *Securities Rules* (British Columbia), or any associate of such professional person.

LEGAL PROCEEDINGS

There are no actual or pending material legal proceedings to which the Company is or is likely to be a party or to which any of its assets or properties are or are likely to be subject.

AUDITOR

The auditors for the Company are Grant Thornton LLP, Chartered Accountants, of Royal Bank Plaza, 19th Floor, South Tower, 200 Bay Street, P.O. Box 55, Toronto, Ontario, M5J 2P9.

REGISTRAR AND TRANSFER AGENT

The registrar and transfer agent for the Shares is Pacific Corporate Trust Company of Suite 830, 625 Howe Street, Vancouver, British Columbia, V6C 3B8.

MATERIAL CONTRACTS

The following are the material contracts of the Company that are outstanding as at the date of this Prospectus:

(a) Escrow Agreement dated •, 2000 among the Company, Pacific Corporate Trust Company and certain shareholders of the Company;

(b) Agency Agreement dated May 1, 2000 between the Company and the Agent;

(c) Registrar and Transfer Agent Agreement dated February 23, 2000 between the Company and Pacific Corporate Trust Company;

(d) Trademark Licence Agreement dated February 17, 2000 between the Company and Intercedent Limited.

The material contracts described above may be inspected at the registered office of the Company at Suite 4108, 77 King Street West, Toronto, Ontario, M5K 1K7, during normal business hours during the period of the distribution of the Shares and for a period of thirty days thereafter.

OTHER MATERIAL FACTS

There are no other material facts relating to the securities proposed to be offered which have not been disclosed elsewhere in this Prospectus.

PURCHASERS' 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, 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 the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

Auditors' Report

To the Directors of
Intercedent Ventures Ltd.

We have audited the balance sheet of Intercedent Ventures Ltd. as at April 13, 2000 and the statements of loss and deficit and cash flows for the period from January 26, 2000 to April 13, 2000. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In our opinion, these financial statements presents fairly, in all material respects, the financial position of the company as at April 13, 2000 and the results of its operations and its cash flows for the period from January 26, 2000 to April 13, 2000 in accordance with generally accepted accounting principles.

Toronto, Canada
April 18, 2000

(Signed) Grant Thornton LLP
Chartered Accountants

Intercedent Ventures Ltd.
Statements of Loss and Deficit
Period From January 26 to April 13, 2000

Revenue	$ -
Expenses	
Professional fees	2,000
Other	113
	2,113
Net loss	$ (2,113)

Deficit, beginning of period	$ -
Net loss	(2,113)
Deficit, end of period	$ (2,113)

See accompanying notes to the financial statements.

Intercedent Ventures Ltd.
Balance Sheet
April 13, 2000

Assets	
Current	
Cash	$ 179,965
GST receivable	1,264
Prepaids and other	1,560
	182,789
Deferred share issue costs (Note 5)	16,098
	$ 198,887

Liabilities	
Payables and accruals	$ 1,000
Shareholders' Equity	
Capital stock (Note 2)	200,000
Deficit	(2,113)
	197,887
	$ 198,887

On behalf of the Board

(Signed) Paul W. Cooper Director

(Signed) William G. Saywell Director

See accompanying notes to the financial statements.

Intercedent Ventures Ltd.
Statement of Cash Flows
Period From January 26,2000 to April 13, 2000

Increase (decrease) in cash

Operating activities	
Net loss	$ (2,113)
Changes in non-cash operating working capital (Note 3)	(1,824)
	(3,937)
Financing activities	
Issuance of shares	200,000
Deferred share issue costs	(16,098)
	183,902
Net increase in cash	179,965
Cash, beginning of period	-
Cash, end of period	$ 179,965

See accompanying notes to the financial statements.

Intercedent Ventures Ltd.
Notes to the Financial Statement
April 13, 2000

1. Incorporation

The Company was incorporated under the Canadian Business Corporations Act on January 26, 2000. The Company is classified as a Capital Pool company as defined by the Canadian Venture Policy 2.4. The principal business of the Company is to identify and evaluate assets and businesses which, if acquired, would provide the basis for listing on the exchange as a venture company. The Company currently has no business or assets other than working capital.

2. Capital stock

Authorized:
The company is authorized to issue an unlimited number of preferred and common shares.

Issued and outstanding:

2,000,000 common shares	$ 200,000

Stock options

The Company intends to issue stock options to its directors to purchase up to 250,000 shares, exercisable at a price of $0.20 per share for a period of five years from the date of granting the options. A further 250,000 shares may be issued under the terms of the Agent's Option described in Note 5.

3. Supplemental cash flows information

Changes in non-cash operating working capital:

Prepaids and other	$ (1,560)
GST receivable	(1,264)
Payables and accruals	1,000
	$ (1,824)

Interest and income tax paid	$ -

Intercedent Ventures Ltd.
Notes to the Financial Statement

April 13, 2000

4. Related party transaction

2,000,000 of the shares allotted to date are to the directors of the Company or individuals related thereto. These shares were allotted for cash consideration of $200,000.

5. Subsequent event

Pursuant to an agency agreement dated May 1, 2000 and prospectus filed and receipted with the British Columbia Securities Commission on May 24, 2000, the Company is offering up to 2,500,000 shares as an initial public offering at $0.20 per share. The agent will receive a 7 1/2% commission, and a non-transferrable option (the “Agent’s Option”) to acquire up to a total of 250,000 shares at $0.20 per share for eighteen months from the date the shares are posted for trading on the Canadian Venture Exchange. Estimated other issue costs are $24,000, including costs incurred in the period of $16,098 which have been deferred on the balance sheet.

CERTIFICATE OF THE COMPANY

Dated: May 24, 2000

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

(signed) "*Paul W. Cooper*"
Paul W. Cooper
Chief Executive Officer

(signed) "*Dr. William G. Saywell*"
Dr. William G. Saywell
Chairman

ON BEHALF OF THE BOARD OF DIRECTORS

(signed) "*Ian Falconer*"
Ian Falconer
Director

(signed) "*Wade Nesmith*"
Wade Nesmith
Director

PROMOTER

(signed) "*Paul W. Cooper*"
Paul W. Cooper

Intercedent Limited

(signed) "*John Gruetzner*"
John Gruetzner
Executive Vice President

CERTIFICATE OF THE AGENT

Dated May 24, 2000

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 the *Securities Act* (British Columbia) and its and the *Securities Act* (Alberta) and their respective regulations.

YORKTON SECURITIES INC.

(signed) "*John McCoach*"
John McCoach
Vice-President, Corporate Finance